

Patriot Park Foundation

A Pennsylvania Nonprofit Corporation

(Membership)

BYLAWS

ARTICLE I—PURPOSES

- 1.1 The purposes of the Corporation are as set forth in its Articles of Incorporation pursuant to the Pennsylvania Nonprofit Law of 1988 (the “Act”) and will be limited to the purposes set out in Section 501(c)(3) of the Internal Revenue Code. The Corporation will not engage in political or legislative activities prohibited under Section 501(c)(3).

In addition, the Patriot Park Foundation specific purpose is to:

Honor – Honor those who gave the ultimate sacrifice as well as all veterans of the Global War on Terror.

Inspire – Inspire patriotism through stories and military displays.

Educate – Educate visitors about the Global War on Terror and sacrifices service personnel and their families have and continue to make.

Support – Support the unique needs of the Global War on Terror veterans and their families by partnering with other organizations that provide these types of support services.

Enhance – Enhance the experience for the large number of people who visit the nearby Flight 93 National Memorial.

ARTICLE II—OFFICE

- 2.1 The registered office of the Corporation shall be 6150 Lincoln Highway, Stoystown, PA 15563, or such other location in Pennsylvania as the Board may from time to time determine.
- 2.2 The Corporation may also have offices at such other places as the Board may select and the business of the Corporation may require.

ARTICLE III—MEMBERS

- 3.1 *Number and Dues.* The Corporation shall have up to three (3) class of memberships.
Voting Patriots (Non-Voting) Honorary (Non-voting)
- 3.2 *Requirements for Membership.* The Board shall establish the criteria for membership. No person shall become a Voting or Honorary member unless approved by the Board.
- 3.3 *Annual Meetings.* The voting members shall have an annual meeting at the principal office of the corporation and/or via virtual electronic media, as appropriate, or at such other time or place as is otherwise determined by the Board.
- 3.4 *Special Meetings.* Special meetings of the voting members may be called by the Board at the written or email request of 70% of the members. At least five (5) days’ notice stating the time, place and purpose of any special meeting shall be given to the members entitled to participate. Electronic media may also be utilized for conducting the meeting virtually, as appropriate. It shall be the duty of the secretary to fix the time of the meeting, which shall be held not more than sixty (60) days after the receipt of the request. If the secretary shall neglect or refuse to fix the time of the meeting, the person or persons calling the meeting may do so.
- 3.5 *Quorum.* Those voting members present at a meeting shall constitute a quorum for the transaction of business at the meeting. Members will also be considered present if participating by a virtual connection.

- 3.6 *Dues.* Dues may be established by the Board as appropriate.
- 3.7 *Expulsion from Membership.* Any member may be expelled from membership, without the assignment of any cause, upon an affirmative vote of a majority of all members at a regular or special meeting provided that written or email notice of the intention to expel and reasons therefor have been provided to the member. No member shall be expelled without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.
- 3.8 *Honorary Membership.* The Corporation may create a class of Honorary membership for sponsors, patrons, contributing members, or equivalent, as the Directors see fit, but such persons shall not have the rights of voting members under the Act.

ARTICLE IV—SEAL

- 4.1 The Corporate Seal, if obtained, shall be in circular form and shall bear the name of the Corporation and year of incorporation.

ARTICLE V—BOARD OF DIRECTORS

- 5.1 *Management.* The business and affairs of the Corporation shall be managed by the Board except as otherwise required by statute, these Bylaws or a resolution duly adopted by the Board.
- 5.2 *Qualifications of Directors.* Each Director shall be a natural person of full age, who need not be a resident of Pennsylvania.
- 5.3 *Number and Election of Directors.* The Board shall consist of not less than three (3) nor more than twenty-five (25) persons, as established by the Board. Directors shall be elected from among the members at the annual meeting of members.
- 5.4 *Term of Office.* Each Director shall hold office for a term of two (2) years and until his or her successor has been elected and qualified or until his or her earlier death, resignation or removal. Terms shall be staggered to the extent practical so that as nearly as possible an equal number of terms shall expire each year.
- 5.5 *Removal of Directors.* Any Director may be removed from office, without the assignment of any cause, by a vote of a majority of all other Directors at a regular or special meeting of the Board, provided that written or email notice of the intention to consider removal of a Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Any Director may be removed from office, without the assignment of any cause, by an affirmative vote of a majority of members present at any meeting of members. New Directors may be elected at the same meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

- 5.6 *Quorum.* A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting, and the acts of the majority of the Board present at a meeting at which a quorum is present shall be the acts of the Board, unless otherwise required by law or these Bylaws.
- 5.7 *Unanimous Consent of Directors in Lieu of Meeting.* Any action which may be taken at a meeting of the Board may be taken without a meeting, if a consent or consents in writing or email setting forth the action so taken shall be signed (physically or by electronic means) by all of the Directors in office and shall be filed with the Secretary of the

Corporation.

- 5.8 *Voting Rights.* Every Director shall be entitled to one vote whether in person or by virtual presence.
- 5.9 *Annual Meeting.* The annual meeting of the Board shall be held no more than 30 days after the annual meeting of members.
- 5.10 *Regular Meetings.* Regular meetings of the Board shall be held monthly or as otherwise determined by the Board.
- 5.11 *Special Meetings.* Special meetings of the Board may be called by the President or by one-third of the Board at any time. At least five (5) days' notice stating the time, place and purpose of any special meeting shall be given to the members of the Board entitled to participate. Electronic media may also be utilized for conducting the meeting virtually, as appropriate. It shall be the duty of the secretary to fix the time of the meeting, which shall be held not more than sixty (60) days after the receipt of the request. If the secretary shall neglect or refuse to fix the time of the meeting, the person or persons calling the meeting may do so.
- 5.12 *Adjourned Meetings.* When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.
- 5.13 *Advisory Board.* The Board may create and appoint members to an Advisory Board which shall have such rights and privileges as determined by the Board. Qualifications for membership on an Advisory Board shall be determined by the Board.

ARTICLE VI—COMMITTEES

- 6.1 The Board may, by adoption of a resolution, establish one or more committees to consist of one or more Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no committee shall have any power or authority as to the following:
- (a) Fill vacancies on the Board.
 - (b) Adopt, amend or repeal the Bylaws.
 - (c) Amend or repeal any resolution of the Board.
 - (d) Act on matters committed by these Bylaws or by resolution of the Board to another committee of the Board.

ARTICLE VII—OFFICERS

- 7.1 *Number and Qualifications of Officers.* The officers of the Corporation shall include a President, a Secretary and a Treasurer and such other officers whose positions shall be created from time to time by the Board. The officers shall be natural persons who are Directors of the Corporation; except that the Treasurer may be a corporation. A person may hold more than one office except that the same person may not be President and Secretary.
- 7.2 *Election and Term of Office.* Officers shall be elected by the Board at the annual meeting of the Board and shall serve for a term of one year and until their successors are elected and qualified. Officers may be elected for consecutive terms.
- 7.3 *Duties.* The duties of the officers shall include the following:

(a) The President shall be the Chief Executive Officer of the Corporation; shall have general and active management of the business of the Corporation; shall see that all orders and resolutions of the Board are carried into effect subject to the right of the Board to delegate any specific powers as allowed by law; and shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, and when authorized by the Board, affix the seal to any instrument requiring the same, and the seal when so affixed shall be attested by the signature of the Secretary or the Treasurer. The President shall appoint members of all committees which are created by the Board or these Bylaws.

(b) The Secretary shall be secretary of the Board, shall attend all meetings (in person or virtually) of the Board and membership, shall act as clerk thereof, and shall record all votes and the minutes of all proceedings. The Secretary shall give or cause to be given notice of all Board meetings to the Directors and of all membership meetings to members as appropriate, and shall perform such other duties as may be prescribed by the Board or by the President.

(c) The Treasurer shall keep full and accurate accounts of receipts and disbursements of the Corporation; shall collect all funds due the Corporation and disburse funds as required to meet the obligations of the Corporation; shall keep the funds of the Corporation in a separate account to the credit of the Corporation, unless the Board provides otherwise; shall render to the President and the Board, as requested by them but not less than once a year, regular accountings of all transactions and of the financial condition of the Corporation. All checks drawn on the account of the Corporation shall be signed by the Treasurer and approved by the President. In the event the Treasurer is unavailable, the President may sign the check while obtaining agreement from the Treasurer or his designated back-up.

7.4 *Removal of Officers.* Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to any contract rights of any person so removed.

ARTICLE VIII—VACANCIES

8.1 *Resignations.* Any Director or officer may resign such position at any time, such resignation to be made in writing and/or email and to take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.

8.2 *Filling Vacancies.* If the position of any Director becomes vacant, by an increase in the number of Directors, or by reason of death, resignation, disqualification or otherwise, the remaining Directors may choose a successor or successors who shall hold office for the unexpired term.

If the position of any officer becomes vacant, by an increase in the number of officers, or by reason of death, resignation, disqualification or otherwise, the Directors may choose a successor or successors who shall hold office for the unexpired term.

ARTICLE IX—MEETINGS AND NOTICE

9.1 *Place of Meetings.* Meetings may be held at such place as the Board may from time to time determine, or as may be designated in the notice of the meeting. Virtual meetings may be held in lieu of in-person meetings.

9.2 *Notice.* Notice may be given to any person either (a) personally or (b) by sending a copy thereof through first class mail or email or postage prepaid, to the address appearing on the books of the Corporation or supplied to the Corporation for the purpose of notice by such person. If the notice is sent by mail or email, it shall be deemed to have been given to the person entitled thereto when deposited in the mail or with the email service provider for transmission. Such notice shall specify the place, day and hour of the meeting and in the case of a special meeting or where otherwise required, the general nature of the business to be transacted.

- 9.3 *Waiver of Notice.* Any required notice may be waived by the written or email consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE X—INDEMNIFICATION

- 10.1 *General Rule.* A Director shall not be personally liable for monetary damages as Director for any action taken, or any failure to take any action, unless:

(a) the director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 8363 of Subchapter F of Chapter 83 of Title 42 of the Pennsylvania Consolidated Statutes and any amendments and successor acts thereto; and

(b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

Provided, however, the foregoing provision shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

- 10.2 *Indemnification.* The Corporation shall indemnify any officer or Director (or employee or other representative of the Corporation) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Corporation) by reason of the fact that such person is or was a representative of the Corporation, against all expenses (including attorney fees), judgments, fines and amounts paid in settlement as to actions taken, or omitted to be taken, in such person's official capacity as officer or Director and as to actions taken, or omitted to be taken, in another capacity while holding such official capacity, or in such person's capacity as employee or representative provided, however, that no persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

- 10.3 *Advancement of Expenses.* Expenses incurred by a person entitled to indemnification pursuant to this Article in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

- 10.4 *Continuing Right to Indemnification.* The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Director or employee or representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

- 10.5 *Other Rights.* This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.

ARTICLE XI—AMENDMENTS

- 11.1 The Articles of Incorporation of the Corporation may be amended by an affirmative vote of a majority of members present at any duly convened annual, regular or special meeting of members after notice of such purpose has been given.

- 11.2 The Bylaws may be amended by affirmative vote of a majority of members present or, to the extent not prohibited by

law, by affirmative vote of a majority of all Directors in office, at a duly convened meeting after notice of such purpose has been given.

ARTICLE XII—MISCELLANEOUS

- 12.1 *Fiscal Year.* The fiscal year of the Corporation shall begin on January 1 and end on December 31.
- 12.2 *Headings.* In interpreting these Bylaws, the headings of articles shall not be controlling.
- 12.3 *Bond.* If required by the Board, any person shall give bond for the faithful discharge of his or her duty in such sums and with such sureties as the Board shall determine.
- 12.4 *Subventions.* The Corporation shall be authorized, by resolution of the Directors, to accept subventions on terms and conditions not inconsistent with the Act and to issue certificates therefor.
- 12.5 *Dissolution.* Upon dissolution of the Corporation, any remaining assets will be distributed to another Global War on Terror veteran supportive non-profit agency.