

**Stone Street Cemetery Preservation Association
SSCPA
A Pennsylvania Nonprofit Corporation**

BY LAWS

**Adopted – 5/22/16
Organizational Meeting**

ARTICLE I - PURPOSES

1.1 The purposes of the organization are set forth in the Articles of Incorporation submitted to and received by the Department of State of the State of Pennsylvania on February 19, 2016 and repeated here. The corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988 exclusively for charitable purposes within meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United State Internal Revenue Law (the "Code"). The corporation's purposes shall include, but not be limited to cemetery support, maintenance, and fundraising activities for the Stone Street Cemetery in the Township of Forest Lake Pennsylvania. It is the intention of this corporation at all times to qualify and remain qualified as exempt from income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may from time to time be amended. Accordingly:

(A) "The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code."

(B) "No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible

under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code."

(C) "Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose."

(D) Notwithstanding any other provision in this Certificate, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or succeeded, or, (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended or succeeded.

ARTICLE II – OFFICE

2.1 The registered office of the Corporation shall be at such location in Pennsylvania as the Board may from time to time determine. The initial mailing address for the corporation is 605 Lake Avenue, Montrose, PA 18801.

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 Membership. Upon legal formation, the Corporation will comprise only the five current officers of the Stone Street Memorial Association. This is consistent with a motion passed at the 7/25/15 annual meeting of the Stone Street Memorial Association. The Board shall prepare an application process for additional members that admits qualified applicants as defined in these BY LAWS. The Secretary shall maintain a list of all current members and their contact information.

3.2 Qualifications. Any person may qualify for membership by meeting one of the following requirements:

(a) Be on the mailing list of the Stone Family Reunion of Susquehanna County, PA.

(b) Be a descendant, or the spouse of a descendant, of someone buried at the Stone Street Cemetery in the Township of Forest Lake, Susquehanna County, PA.

(c) Be any interested person who applies for membership and is accepted by majority vote of the Board of Directors.

3.3 Membership Fees. The Directors may establish membership dues or application fees.

3.4 Annual Meetings. The annual meeting of the members shall be held as determined by the Board. At the annual meeting, the members shall elect directors and transact such other business as may be properly brought before the meeting.

3.5 Special Meetings. Special meetings of the membership shall be called only by the Board. The Board must call a special meeting upon receipt of written request of ten percent (10%) of the membership, but at least 4 members, whichever is greater. At least ten (10) days notice stating the time, place and purpose of any special meeting shall be given to the members entitled to participate.

3.6 Quorum. Those members present at a meeting shall constitute a quorum for the transaction of business at the meeting, but all meetings must consist of at least 4 members of which at least 2 must be directors.

3.7 Voting by Proxy. Any absent member eligible to vote at any meeting of the members may be represented and may vote at such a meeting by proxy authorized in writing. Such written authorization must specify the matter or matters with respect to which the proxy is granted and the person entitled to vote, must be signed and dated by the member granting the proxy, and must be filed with the Secretary of the Corporation.

3.8 Expulsion from Membership. Any member may be expelled from membership, without the assignment of any cause, upon an affirmative vote of two-thirds (2/3) of all members of the Board of Directors at a meeting of the Board, provided that written notice of the intention to expel and reasons therefore 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. Notwithstanding the foregoing, the Board may establish a procedure for terminating the membership, without the opportunity to be heard, if any member fails to pay current dues.

3.9 Other Memberships. The Board may create additional classes of members, such as Associate Members, Junior Members, Honorary Members, or Lifetime Members as it sees fit, but such persons shall not have the rights of members under the Pennsylvania Nonprofit Corporation Law of 1988 (the "Act").

ARTICLE IV – SEAL

4.1 The Corporate Seal shall be in a circular form and shall bear the name of the

Corporation and the words "Corporate Seal, Pennsylvania 1984" and shall be held by the Corporate Secretary.

ARTICLE V - BOARD OF DIRECTORS

5.1 Management. The Board of Directors shall manage the business and affairs of the Corporation. The powers of the Corporation shall be exercised by the Board except as otherwise authorized by statute, these Bylaws or a resolution duly adopted by the Board.

5.2 Qualifications of the Board of Directors. Each Director shall be an individual of at least 18 years of age, a member of the corporation, but need not be a resident of Pennsylvania.

5.3 Number of Directors. The number of Directors is initially set at five, but may be changed from time to time by the Board of Directors.

5.4 Election and Terms of Office. Directors shall be elected by the members at the annual meeting of members and shall serve one year. Each Director shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been elected and qualified, or until his or her earlier death, resignation or removal.

5.5 Removal of Directors. Any Director may be removed from office for cause by a vote of a majority of all other Directors at a regular or special meeting of the Board, provided that written 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 to be followed.

5.6 Quorum. The presence in person of a majority of the Directors of the Corporation shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the Directors present at the meeting at which a quorum is present shall, unless otherwise specifically provided by law or by the Articles of Incorporation, be the acts of the Board of Directors.

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 setting forth the action so taken shall be signed 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 in person.

5.9 Annual Meeting. The annual meeting of the Board shall be held within 90 days of the annual meeting of the members, but may also be held the same day as the annual meeting of members.

5.10 Regular Meetings. Regular meetings of the Board shall be held as determined by the Board.

5.11 Special Meetings. Special meetings of the Board may be called by the President or by one-third (1/3) of the Board at any time. At least ten (10) days notice stating the time, place and purpose of any special meeting shall be given to members of the Board.

5.12 Telephonic Conferencing. One or more Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section 5.13 shall constitute presence in person at the meeting.

ARTICLE VI – COMMITTEES

6.1 Committees. The Board may, by adoption of a resolution, establish one (1) or more committees to consist at least one Director of the Corporation. Any such committee may provide recommendations to the Board for further action, but may not act without Board authorization.

ARTICLE VII – OFFICERS

7.1 Number and Qualifications of Officers. The Officers of the Corporation shall include a President, one or more Vice Presidents, a Secretary and a Treasurer and such other officers whose positions shall be created from time to time by the Board. 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 from among the members of the Board at the annual meeting of the Board and shall serve for a term of one (1) 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 preside at all meetings of the members and Directors, shall generally supervise the business of the Corporation; and shall execute documents on behalf of the Corporation. The President shall be an ex-officio member of every Corporation committee. The President shall appoint members of all committees that are created by the Board.

(b) The Vice President shall serve as the acting President when the President is not in attendance at meetings or is otherwise unable to perform the duties of the office. The Vice President shall have such additional powers and perform such additional duties as the Board of Directors may prescribe or as the President may delegate.

(c) The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board and the members; shall assure that appropriate notice is given for all meetings of the Board and members; and shall perform such other duties as may be prescribed by the Board or by the President.

(d) The Treasurer shall maintain financial accounts of the Corporation, including receipt, disbursement, and transfer of funds, consistent with authority granted by the Board. The Treasurer shall assure that accurate accounts of the receipts and disbursements of the Corporation are maintained; shall cause financial reports to be provided to the Board and the members; and shall perform such other duties as may be prescribed by the Board or by the President.

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

ARTICLE VIII – VACANCIES

8.1 Resignations. Any member, Director or officer may resign such position at any time by written notice to the Board. Such resignation shall take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation. Acceptance by the Board shall not be required to make a resignation effective.

8.2 Filling Vacancies. If the position of any Director or officer becomes vacant, by an increase in the number of Directors or officers, 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.

ARTICLE IX - MEETINGS AND NOTICE

9.1 Place and Meetings. Meetings may be held at such place within or without Pennsylvania as the Board may from time to time determine.

9.2 Notice. Notice may be given to any person either (a) personally, (b) by sending a copy thereof by first class mail, or by electronic transmission to the address appearing on the books of the Corporation or supplied to the Corporation for the purpose of

notice by such a person, or (c) by telephone. If the notice is sent by mail or electronic transmission, it shall be deemed to have been given when deposited in the mail or transmitted. Such notice will 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 consent of the person entitled to such 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 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 5712 of the Act and any amendments and successors 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:
 - (i) the responsibility or liability of a Director pursuant to any criminal statute or
 - (ii) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

10.2 Indemnifications. The Corporation shall indemnify any officer or Director 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 expense (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no person 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; and provided, further, however, in instances of a claim by or in the right of the Corporation, indemnification shall not be made under this section in respect to any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the

judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

10.3 Procedures. Unless ordered by a court, any indemnification under Section 10.2 or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

- (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the action or proceeding;
- (b) if such quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or
- (c) by the members.

10.4 Advancement of Expenses. Expenses incurred by a person entitled to indemnification pursuant to this Article or otherwise permitted by law in defending a civil or criminal action, suit or proceeding, may 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 be ultimately determined that such person is not entitled to be indemnified by the Corporation.

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

10.6 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 or Bylaws of the Corporation may be amended by a majority vote of those members present at any duly convened meeting of members after notice of such purpose has been given.

11.2 The Bylaws may be amended, to the extent not prohibited by law, by a majority

vote of all Directors in office at any duly convened annual, regular or special meeting of Directors after notice of such purpose.

ARTICLE XII – MISCELLANEOUS

12.1 Fiscal Year. The Board shall determine the fiscal year of the Corporation.

12.2 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 therefore.

Adopted: 5/22/16 Organizational Meeting

Amended: (not applicable)