

New

ARBUTUS PARK MANOR  
JOHNSTOWN, PENNSYLVANIA

BY-LAWS OF THE AUXILIARY OF THE MANOR

ARTICLE I – Name

The Name of this Organization shall be Arbutus Park Manor Auxiliary, Inc.

ARTICLE II – Purpose

The purpose of this organization shall be to render service to the residents of Arbutus Park Manor through ways approved or proposed by the Board of Directors of the Manor.

ARTICLE III – Incorporation

The corporation is incorporated under the Nonprofit Corporation Law of 1988 for the purpose of transacting and entering into any and all lawful purposes and business for which corporations may be incorporated under the said Nonprofit Corporation Law, subject to the Articles of Incorporation, and to use and apply the whole or any part of its income and/or assets for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations under section 501 (c) (3) of the Internal revenue code and its regulations as they now exist or as they may be amended.

(A) No part of the net earnings of the corporation shall inure to the benefit of any Director of the corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(B) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(C) The corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(D) The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(E) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(F) The corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(G) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may be amended, or by an organization to which contributions are deductible under Section 170 (c) (2) of the Internal Revenue Code and its regulations as they now exist or as they may be amended.

(H) On dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, public safety testing, literacy, or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code.

#### **ARTICLE IV** – Membership and Dues

Membership in the Auxiliary shall be open to all persons who are interested in the well-being of the residents of the Manor.

Members shall pay annual dues of one dollar (\$1.00).

Members shall have the right to vote, to participate in the annual meeting. Members are encouraged to take part in all the service programs of the Auxiliary.

#### **ARTICLE V**

The officers of the Auxiliary Board shall be a president, a vice-president, a secretary, an assistant secretary, a treasurer, and an assistant treasurer.

Three of the Executive Board members shall function as the nominating committee throughout the current year.

President for the Auxiliary shall be elected from the membership on the Board to serve for a term of one year, and may be re-elected twice. After election for three successive terms, re-election is barred for the period of one year.

Election of officers shall be held at the fall annual meeting. The new officers shall take office January first.

The duties of the officers shall be those that usually pertain to said offices.

ARTICLE VI – Auxiliary Board of Directors

The Board of Directors, hereinafter, the Auxiliary Board shall consist of the officers of the Auxiliary and any other persons whom the Board shall elect.

Any member of the Auxiliary may recommend a person (who is willing to attend meetings and participate in the activities of the Auxiliary) for election to the Board. The name of the person must be given to the nominating committee for approval. This must be done prior to the election date. The nominating committee shall recommend that person for election at the next regular meeting.

Auxiliary Board members **are expected to attend no less than two** of the regularly scheduled meetings, March, June, and September.

Auxiliary Board members will support fund raising activities by **participating in the bazaar and the flea market**, as well as, **making every effort to sell or buy** tickets to all other fund raisers.

The Auxiliary Board shall meet at the same time as the Board of Directors of the Manor.

ARTICLE VII – Executive Committee

The Executive Committee shall consist of the president, elected officers, and the past presidents of the Auxiliary Board.

The Executive Committee shall meet as the call of the president.

The Executive Committee shall have and exercise in the intervals between meetings of the Auxiliary and/or the Auxiliary Board all the powers of the Auxiliary and/or Board. The actions of the Executive Committee shall be reported to the Auxiliary and/or Auxiliary Board for approval.

ARTICLE VIII – Annual Meeting

There shall be an annual meeting of the members of the Auxiliary of the Manor to be held in the fall of the year. Board members **are expected to attend**.

ARTICLE IX – Funds

All fund raising activities and expenditures shall be initiated by the Auxiliary and/or the Auxiliary Board and shall be subject to the approval of the Board of Directors of the Manor.

There shall be an annual audit following the close of the fiscal year.

**ARTICLE X** – Fiscal Year

The fiscal year of the Auxiliary shall be on the calendar year – (January 1 to December 31).

**ARTICLE XI** – Quorum

A quorum necessary to conduct the business of the Auxiliary and the Auxiliary Board and the Executive Committee shall consist of those members attending the meeting.

**ARTICLE XII** – Amendments

By-laws of the Auxiliary Board may be revised or amended by the affirmative vote of the members present and voting at the next Board Meeting.

(Revised January 16, 2014)

Executive Board :

Sandra Garland  
Kathy Friedel  
Kristine Olsen  
Connie McClain  
Wanda Keller  
Marilyn Orris