



Support Network at Penn National

BY-LAWS OF THE SUPPORT NETWORK AT PENN NATIONAL A NOT-FOR-PROFIT CORPORATION

MISSION STATEMENT

The Support Network at Penn National is a membership organization of Penn National residents who seek to sustain the quality of their lives during the process of aging, especially during illness or life-changing events, through resources and services that will enable them to continue to reside in the home of their choice.

MEMBERSHIP

The membership of the Support Network at Penn National shall consist of residents within the Penn National community who have paid the annual membership dues established by the Board of Trustees. The Board of Trustees may suspend the privileges of membership for those members who are more than ninety (90) days delinquent in payment of dues. The Board shall have discretion to approve payment according to a schedule or, in case of hardship, a partial payment.

ANNUAL MEMBERSHIP MEETING

1. A meeting of the members of the Support Network at Penn National shall be held on the first Monday of May at such a time and place within Franklin County as may be determined by the Board of Trustees. Notice of the time and place of meeting shall be published on the organization's web site and in the Penn National Homeowner's Association Newsletter at least thirty days prior to the date of the meeting.
2. A quorum shall consist of those members present who are eligible to vote. The purpose of the annual meeting shall be to elect members to the Board of Trustees, to receive and comment upon such reports as the Board may present, and to conduct such other business as the Board of Trustees may determine.

BOARD OF TRUSTEES

1. The Board of Trustees shall manage the business of the corporation, and may exercise all such powers and do all such things as may be exercised or done by the corporation, subject to the provisions of the Statutes and of these Bylaws.
2. Only members of the organization in good standing shall be eligible to serve as Trustees.

3. The Trustees shall be no fewer than nine and no more than fifteen in number. The term of office shall be three years, except that one-third of the members of the first Board shall serve an initial term of one year, one third an initial term of two years, and one third for the full three years. All Trustees shall be eligible for re-election to a second full three year term.
4. The Board of Trustees shall establish the schedule of Board meetings. All meetings of the Board of Trustees shall be held at Norlo Park, U.S. Route 30, Guilford Township, Franklin County, Pennsylvania, unless the Board of Trustees shall fix a different place within Franklin County for the holding of a particular meeting. The date, time, and place of each meeting shall be posted in the Events Calendar on the organization's web site, at least one week in advance of each meeting.
5. Special meetings of the Board of Trustees shall be called by the Secretary at the request of the President of the Board or by any three members of the Board of Trustees by providing notice to each member of the Board at least five days prior to the date of the meeting, such notice to be mailed to his/her address as the same appears on the records of the corporation, or communicated through electronic mail with confirmed reply, stating the object of the meeting. The time and place of holding the meeting shall be designated in the meeting notice.
6. Minutes of the Board meetings shall be recorded, distributed to each Trustee within thirty days, and placed in the corporate file following their approval at the next meeting.

OFFICERS

1. The Board of Trustees shall elect a President, a Vice-President, a Secretary, and a Treasurer who shall hold office for one year and shall be eligible for re-election. Each shall be a member of the Board of Trustees and shall serve without financial compensation. The Board may also appoint and remove such other assistants and agents as they may deem proper, each of whom may or may not receive financial compensation, may or may not hold membership in the Support Network at Penn National, and shall be given voice but not vote at meetings of the Board of Trustees.
2. The President shall be the chief executive officer and head of the corporation and shall preside at all meetings of the Board of Trustees. In the recess of the Board of Trustees he/she shall have general control and management of its business and shall report actions taken on behalf of the Board at its next regular meeting.
3. The Vice President shall act as assistant to the President. He/she shall preside at meetings in the absence of the President. If the office of the President should become vacant by reason of death resignation, disqualification, or otherwise, the Vice President shall assume the responsibilities of the President listed herein until such time as a successor is elected by the Board of Trustees.

4. The Secretary shall be responsible for all legal correspondence, for recording and distributing minutes in relation to the Board of Trustees, and for providing notices of meetings of the Board of Trustees and the annual membership meeting.
5. The Treasurer shall be responsible for the funds and financial accounts of the corporation, for maintaining financial records, shall sign checks as authorized and subject to restrictions imposed by the Board of Trustees, shall file such legal reports and documents as may be required by Statute, shall maintain such insurance coverage as the Board may direct, shall supervise the collection of dues and make authorized disbursements. He/she shall present a written financial report at each regular meeting of the Board of Trustees and at the annual membership meeting. He/she shall make all financial records available for an annual external evaluation of the records, the report of which evaluation shall be provided to each Trustee.

ABSENCES AND VACANCIES

1. In case of the absence of an officer of the corporation, or for any other reason that may seem sufficient to the Board, the Board of Trustees may delegate the powers and duties of such officer for the time being to any other member of the Board.
2. If the office of any officer or Trustee becomes vacant by reason of death, resignation, disqualification, or otherwise, the remaining Trustees by a majority vote may elect a successor or successors who shall hold office until the next annual membership meeting.

COMMITTEES

The Board of Trustees may establish such committees as may from time to time be necessary. Committees shall be of temporary duration, shall be composed of members of the Support Network at Penn National, and when the Board is satisfied that the purpose for which their services were required have been sufficiently fulfilled, shall be dissolved. At least one Trustee shall be a member of each committee; and a Trustee committee member shall be present at all committee meetings, and shall be responsible for a timely report of a committee's work and any recommendations it may decide to make to the Board of Trustees.

OFFICES

The corporation may have an office and may transact business at such place or places as the Board of Trustees may from time to time appoint, or the business of the corporation may require.

FISCAL YEAR

1. The fiscal year of the corporation shall begin January 1 and end December 31.

2. An independent consultant shall be selected by the Board of Trustees at the end of each fiscal year, no later than the second Board meeting following the start of the next fiscal year, to make an annual evaluation of the financial affairs of the corporation. The consultant's report shall be reviewed by the Board, and shall be published on the organization's web site.

WAIVER OF NOTICE

Any member of the Board of Trustees may waive any notice required to be given under these Bylaws.

AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote at two successive regular meetings of the Board of Trustees, represented in person or by proxy at the meeting, provided that a majority of the Trustees are present, and provided further that the amendment to be considered shall have been presented in writing within the notice of the meeting at which both the first and second readings shall take place.

DISSOLUTION OF THE CORPORATION

Upon the dissolution of the corporation the Board of Trustees shall after payment of all liabilities dispose of all the assets of the corporation exclusively for the purposes and in such manner or to such an organization or organizations organized and operated exclusively for those purposes as shall at the time qualify for exemption under 501 (c) (3) of the Internal Revenue Code of 1954.

Approved by majority vote of the Trustees

Date January 5, 2009

Signed _____

Name Richard Kiel Marilyn Ross

Title President Secretary