

# **AMITY TOWNSHIP CRIME WATCH, INC. BY-LAWS**

## **ARTICLE I ORGANIZATION**

1. The name of the organization shall be Amity Township Crime Watch, Inc.
2. The registered office of the Corporation shall be at:  
Amity Township Municipal Building  
2004 Weavertown Road  
Douglassville, PA 19518
3. The organization shall have a seal which shall be in the following form: The corporate seal shall have the name of the corporation and year of incorporation on same and words "Corporate Seal, Pennsylvania".
4. The organization may at its pleasure by a vote of the membership body change its name.

## **ARTICLE II PURPOSES**

The following are the purposes for which this organization has been organized:

Amity Township Crime Watch is a non-profit, volunteer organization, which works with the local police department as well as other organizations, agencies and officials to fight crime within Amity Township. It is an organization without authority whose sole purposes are to prevent or deter crime through public education and to maintain a high visibility within the community. This visibility is assured by the patrols of its membership. In this manner crime watch becomes the extra eyes and ears of the police department.

## **ARTICLE III MEMBERSHIP**

1. Membership in this organization shall be open to all who meet the following qualifications:
  - a. Proper completion of a membership application
  - b. Approved police background check
  - c. Regular member shall be a minimum of 18 years of age.
  - d. Junior member shall be a minimum of 8 years of age.
2. The Board of Directors, by affirmative vote of two-thirds of all of the members of

the board may suspend or expel a member for cause after an appropriate hearing before the Board of Directors. The members may by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership.

3. Upon written request signed by a former member and filed with the secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.
5. Membership in this corporation is not transferable or assignable.
6. Conviction of a felony constitutes just cause for immediate termination of Membership.
7. All rules, regulations and general patrol procedures must be followed by members when representing the Crime Watch Organization.

#### **ARTICLE IV MEETINGS**

1. Meetings of the members shall be held at such place or places, either within or without the commonwealth of Pennsylvania, as may from time to time be fixed by the Board of Directors.
2. The annual membership meeting of this organization shall be held in December on a date designated by the Board of Directors. If the annual meeting shall not be called and held within six (6) months after the designated time, any member may call such meeting.
3. Special meetings of the members may be called at any time. The secretary shall cause a public notice to be published of this scheduled meeting.
4. Public notice of every meeting of the members, stating the time, place and object thereof, shall be given by and be the responsibility of the secretary. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted.
5. Regular meetings of this organization shall be held at a time and place designated by the Board of Directors.
6. A meeting of members duly called shall be organized for the transaction of business if a quorum is present. The presence in person of two (2) Officers, two (2) Directors and eight (8) regular members shall constitute a quorum at all meetings for the transactions of business except as may be otherwise provided by law or by the Articles of Incorporation. The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

## **ARTICLE V VOTING**

1. At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.
2. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors. In advance of any meeting of members, the Board of Directors may appoint judges of election, who need not be members, to act at such meeting or any adjournment thereof. If judges of election are not so appointed, the presiding officer at any such meeting may, and on the request of any member shall, make such appointment at the meeting. The number of judges shall be one (1) or three (3). No person who is a candidate for office shall act as a judge.
3. At the conclusion of such balloting, the judges of election shall certify in writing to the President the results and the certified copy of the tally sheet shall be physically affixed in the minute book to the minutes of that meeting.
4. No judges of elections shall be a candidate for the office or shall be personally interested in the question voted upon.

## **ARTICLE VI BOARD OF DIRECTORS**

1. The business and affairs of this corporation shall be managed by its Board of Directors, nine (9) in numbers, who shall be natural persons full of age who need be residents of this commonwealth and who shall be members of this Corporation. The Board of Directors shall consist of the four (4) Officers: President, Vice President, Secretary, Treasurer and four (4) Directors to be elected. Officers shall be elected for one (1) year terms, and the remaining four (4) Directors shall be elected for terms of three (3) years, two (2) years and one (1) year respectively. Thereafter the remaining Directors shall be elected for alternating three (3) year terms. The ninth member of the board shall be the Police Department Liaison.
2. In addition to the powers and authorities by these by-laws expressly conferred upon them, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the articles or by these by-laws directed or required to be exercised or done by the members.
3. The meeting of the Board of Directors may be held at such times and at such place or places within the commonwealth, or elsewhere, as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.

4. A minimum of five (5) members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business and acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Any action which may be taken at such meeting must be recorded and affixed in the minute's book.
5. The Board of Directors may, by resolution adopted by majority of the Directors in office, establish one or more committees for any reason. Each committee of the board and each and every member thereof shall serve at the pleasure of the Board.
6. The entire Board of Directors, or any individual director, may be removed from office, with appropriate written request according to Article III, Subsection 2, Article VII, Subsection 2 by the vote of members entitled to cast at least a majority of the votes which all members present would be entitled to cast at any annual or other regular election of the directors. An appropriate hearing before the general membership shall be granted upon request of said director or directors. In case Board members are so removed, new directors shall be elected within a time frame the board of directors deem appropriate.
7. The Board of Directors may declare vacant the office of a director if he is declared of unsound mind by an order of court or is convicted of a felony, or if within thirty (30) days after notice of his selection, he does not accept such office either in writing or by attending a meeting of the Board of Directors, and fulfill such other requirements of qualifications as the by-laws may specify.

#### **ARTICLE VII OFFICERS**

1. The officers of the corporation shall be chosen by the general membership and shall be a President, Vice President, Secretary, Treasurer and such other officers and assistant officers as the needs of the corporation may require. The President, Vice President and Secretary shall be natural persons of full age; the Treasurer, however, may be a corporation, but if a natural person, he or she shall be of full age. They shall hold their offices for a term of one (1) year and shall have such authority and shall perform such duties as are provided by the By-Laws and as shall from time to time prescribed by the Board of Directors. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise.
2. Any officer or agent may be removed by the Board of Directors 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.
3. The President shall be the chief executive officer of the corporation; shall preside at all meetings of the members and directors; shall have general and active management of the affairs of the corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the

corporation. He or she shall execute bonds, mortgages and other documents requiring a seal, under the seal of the corporation. He or she shall be EX-OFFICIO a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.

4. The Vice-President shall act in all cases for and as the President in the latter's absence of incapacity, and shall perform such other duties as he or she may be required to do from time to time.

5. The Secretary shall attend all sessions of the Board and all meetings of the members and act as clerk thereof, and record all votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. He or she shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors and shall perform such duties as may be prescribed by the Board of Directors or President, under whose supervision he or she shall be. He or she shall keep in safe custody the corporate seal of the corporation, and when authorized by the board, affix the same to any instrument requiring it.

6. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep moneys of the corporation in a separate account to the credit of the corporation. He or she shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all of his or her transactions as treasurer and of the financial condition of the corporation.

#### **ARTICLE VIII VACANCIES**

1. If the office of any officers or director, one or more becomes vacant for any reason, the Board of Directors shall choose a successor or successors within sixty (60) days, who shall hold office for the unexpired term in respect of which such vacancy occurred.

2. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors, shall be filled by a majority vote of the remaining members of the Board, though less than a quorum. Each person so elected shall be a director until his successor is elected by the general membership, who may make such election at the next annual meeting, or at any special meeting duly called for that purpose and held prior thereto.

#### **ARTICLE IX BOOKS AND RECORDS**

1. The corporation shall keep an original or duplicate record of the proceedings of the members and directors, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the corporation, and an original or a duplicate membership register, giving the names of the members, and

showing their respective addresses and other details of the membership of each. The corporation shall also keep appropriate, complete and accurate books or records or accounts. The records provided for herein shall be kept at a location designated by the Board of Directors.

2. Every member shall upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and directors, and to make copies or extracts there from. A proper purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the corporation at its registered office in this Commonwealth or at its principal place of business wherever situated.
3. Each member may, upon request to the Secretary, review these By-Laws which shall be kept at a location designated by the Board of Directors.

## **ARTICLE X TRANSACTION OF BUSINESS**

1. The corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the members in office of the Board of Directors, the vote of a majority of the members in office shall be sufficient. Unless otherwise restricted in these By-Laws, no vote or consent of the members shall be required to make effective such action by the Board. If the real property is subject to a trust the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.
2. Whenever the lawful activities of the corporation involve among things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the members, directors or officers of the corporation.
3. All checks or demands for money and notes of the corporation shall be signed by two (2) officers of the Board.

## **ARTICLE XI ANNUAL REPORT**

1. The Board of Directors shall present annually to the general membership a report, verified by the President and Treasurer or a majority of the directors, showing in appropriate detail the following:
  - a. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
  - b. The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
  - c. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
  - d. The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
  - e. The number of members of the corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.
2. This report shall be filed with the minutes of the Annual Meeting.

## **ARTICLE XII NOTICES**

1. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or email to his address appearing on the books of the Corporation, or, in the case of directors, supplied by him to the corporation for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mailbox. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these By-laws. When a special meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting or the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment it is taken.

## **ARTICLE XIII MISCELLANEOUS PROVISIONS**

1. The fiscal year of the corporation shall begin on the first day of January.

2. One or more persons may participate in a regularly scheduled meeting of the Board or membership 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 shall constitute presence in person at such meeting.
3. So long as the corporation shall continue to be organized on a nonstock basis, the Board of Directors shall have authority to provide for the members to make Capital contributions in such amounts and upon such terms as are fixed by the Directors in accordance with the provisions of section 7541 of the Nonprofit Corporation Law of 1972(as Revised).
4. The Board of Directors, by resolution, may authorize the corporation to accept Subventions from members or nonmembers on terms and conditions not Inconsistent with the provisions of section 7542 of the Nonprofit Corporation Law of 1972 (as Revised) and to issue certificates therefore.

#### **ARTICLE XIV AMENDMENTS**

1. Adoptions or repeal of amendments procedures is as follows:
  - a. Amendment will be drafted by the Board at a regularly scheduled meeting.
  - b. A copy of the proposed amendment will be made available to all members in good standing at a regularly scheduled meeting for reading and discussion.
  - c. Voting on the amendment will be scheduled for the next scheduled meeting. A majority of the voting members present is required for acceptance. Voting members are members in good standing.

ADOPTED MARCH 20, 2008

REVISED MARCH 25, 2009

ADOPTED JUNE 18, 2009

Amended 5.10.2010