

BYLAWS OF FOUNDATION FOR THE READING PAGODA

ARTICLE I – NAME, PURPOSE

Section 1: The name of the organization shall be Foundation for the Reading Pagoda.

Section 2: The purpose of the Foundation for the Reading Pagoda is to provide oversight for the preservation and maintenance of the Pagoda, a cultural and historical icon and landmark of Berks County.

ARTICLE II – MEMBERSHIP

Section 1: Membership shall consist only of the members of the Board of Directors.

ARTICLE III – ANNUAL MEETING

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by the Chair or the Executive Committee.

Section 3: Notice. Notice of each meeting shall be given to each voting member, by mail and/or by electronic means, not less than five days before the meeting.

ARTICLE IV – BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the Pagoda Manager, and delegates responsibility for day-to-day operations to the Board and committees. The Board shall have up to 15 and not fewer than 11 members. The Board receives no compensation other than reasonable expenses.

Section 2: Meetings. The Board shall meet at least quarterly, at an agreed upon time and place.

Section 3: Board Elections. Election of new Directors or election of current Directors to a second term will occur as the first item of business at the annual meeting of the Foundation. Directors will be elected by a majority vote of the current Directors.

Section 4: Terms. All Board members shall serve three year terms, but are eligible for re-election.

Section 5: Quorum. A quorum will be established when at least fifty percent of the Board members are in attendance for a meeting. No business can be transacted or motions made or passed unless there is a quorum.

Section 6: Notice. An official Board meeting requires that each Board member have written notice five to ten days in advance.

Section 7: Officers and Duties. There shall be four officers of the Board consisting of a Chair, Vice-Chair, Secretary and Treasurer. Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.

The Vice-Chair will chair committees on special subjects as designated by the Board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that Foundation records are maintained.

The Treasurer shall make a report at each Board meeting. The Treasurer must serve on the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be distributed to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10: Special Meetings. Special meetings of the Board shall be called upon at the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member by mail or electronic means five to ten days in advance.

ARTICLE V – COMMITTEES

Section 1: The Board may create committees as needed, such as fundraising, housing, etc. The Board Chair appoints all committee chairs.

Section 2: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Finance Committee will include three Board members, one of which must be the Treasurer. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

ARTICLE VI – AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of the Foundation for the Reading Pagoda on _____, 2013.