

**BY LAWS  
WELLSVILLE FRONTIER DAYS, INC.**

**ARTICLE I**

**Name**

**Section 1:** The association shall be named, known, and styled as: Wellsville Frontier Days Inc.

**Section 2:** The principle office and place of business of said corporation shall be Wellsville Borough, Warrington Township, Pennsylvania, with a precise address of 75 Carroll Street Wellsville, Pennsylvania, 17365 .

**Section 3:** The corporate meetings, the membership meetings, and the Board of Directors meetings shall be held in the Wellsville Frontier Days, Inc. Clubhouse, Wellsville, Pennsylvania, or at such other place as the Board of Directors shall select.

**ARTICLE II**

**Membership**

**Section 1:** Any person of good moral character shall be eligible for membership, regardless of race, creed, color, or natural origin.

**Section 2:** A. Those eighteen (18) years of age and under, still living at home and attending school, shall be deemed to be junior members, subject to the responsibility of:

1. Parent or
2. Legal guardian or
3. Another adult person (21 years of age or over)

B. Those nineteen (19) years of age and over shall be deemed to be senior members

**Section 3:** Membership in this organization can be obtained only in the following procedure.

1. A formal application must be completed and a \$35.00 family and \$25.00 single initiation fee paid.
2. The formal application and the prospective member(s) shall be presented at a regular meeting of this organization, along with the appropriate initiation fee by the sponsoring individual, who is an adult member in good standing of this organization.
3. The application shall rest until the second regular membership meeting following the original presentation, during which time investigation of the applicant may be made.
4. The application shall, at this second regular meeting be voted on by ballot by the membership present
5. If the applicant receives five (5) or more negative votes, then his or her application for membership shall be considered vetoed and such applicant shall not be eligible for membership in this organization.
6. All applicants shall not have access to the facilities of Wellsville Frontier Days, Inc. unless participating in a Wellsville Frontier Days, Inc. sponsored event until such time as the application is voted upon by the general membership. Access to the

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WELLSVILLE FRONTIER DAYS, INC.**

facilities will then be granted to the applicant upon the completion of the vote with the exception of Article II, Section 3, Number 5.

**Section 4:** Termination of an individual and/or family membership shall be considered in the following circumstances:

- a. A serious or intentional violation of any rule, by law, or interpretation therefore of the association.
- b. Conduct of the member seriously prejudicial to the best interests of the association

**Section 5:** A grievance committee consisting of at minimum three (3) members will meet to review the violation and present their findings at a general membership meeting. Upon the vote of the general membership a individual/family membership can be revoked according to the above outlined provisions in Article II Section 4 a and b.

**ARTICLE III**

**Dues**

**Section 1:** No junior member shall be required to pay dues.

**Section2:** The annual dues shall be as follows:

- Member- a. Single \$25.00
- b. Family \$35.00

**Section 3:** The membership year shall be from February 1<sup>st</sup> through January 31<sup>st</sup> of the following year.

**Section 4:** Any member in arrears as of March 1<sup>st</sup> of any membership year shall be declared delinquent and such delinquent member shall not receive any further mail from this organization.

**Section 5:** When any such person is declared delinquent, he/she may only obtain membership upon filing formal membership application, which then must be subject to the vote of the membership at the next regular membership meeting and new initiation fee paid.

**Section 6:** Any senior member sixty-five (65) years of age or over, who has fifteen (15) continuous years of paid up dues shall be declared to be a paid up life member.

**Article IV**

**Meetings**

**Section 1:** The Board of Directors shall be convened at the call of the President or upon petition of three (3) Directors.

**Section 2:** A general membership meeting shall be on the 2<sup>nd</sup> Wednesday of each month at 7:30 PM.

- 1. Upon the vote of the general membership or the Board of Directors the general membership meeting for the month(s) of January and/or February may be cancelled.

**BY LAWS  
WELLSVILLE FRONTIER DAYS, INC.**

**Section 3:** Special meetings of the general membership may be called by the President at such times he/she may deem it necessary; or upon written request signed by five (5) members of the Board of Directors.

**Section 4:** Each member shall be entitled to ten (10) day notice of any special membership meeting.

**Section 5:** The Board of Directors shall be entitled to three (3) days notice of any Board of Directors meeting.

**Section 6:** In the event of an emergency poll by telephone is needed, all thirteen (13) board members shall be called with nine (9) casting votes- Majority Rules.

**ARTICLE V**

**Notices**

**Section 1:** In the case of special meetings all club members and the Board of Directors shall be notified.

**Section 2:** The Board of Directors may be notified of a special meeting by phone three (3) days in advance of said meeting.

**ARTICLE VI**

**Waiver of Notices**

**Section 1:** Unless otherwise provided by law, whenever any notice is required to be given, by the provisions of the By Laws, a waiver thereof in writing, signed by the person or persons entitled to such notices, whether before or after the time stated therein, shall be equivalent thereto.

**ARTICLE VII**

**Officers**

**Section 1:** The Officers of this association shall be the President, Vice President, Secretary, Corresponding Secretary, and Treasurer.

**Section 2:** All Officers must be members of the Board of Directors.

**ARTICLE VIII**

**Duties of Officers**

**Section 1:** The President shall be the chief executive officer of this association, he shall have general and active management of the business of this association, he shall see that all orders and resolutions of the Board of Directors are carried out; he shall execute all bonds, mortgages, and all contracts of this association, affixing the corporate seal thereto, he shall have general superintendence and direction of all other officers of this association and see that their duties are properly preformed; he shall submit a report of the operations of the association for the fiscal year to the Board of Directors and members at their annual meeting, and from time to time shall report to the Board of Directors all matters within his knowledge that may affect this association; he shall be an ex-officio member of all standing committees

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WELLSVILLE FRONTIER DAYS, INC.**

and shall have the powers and duties and management usually vested in the office of President in a corporation; he shall appoint all committees, except as herein otherwise provided.

**Section 2:** The Vice President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter and shall have other such duties as may, from time to time, be determined by the Board of Directors. In the event that the President shall be absent at any meeting, the first Vice President shall preside.

**Section 3:** The Secretary shall attend all sessions of the Board of Directors and all meetings of members and act as a clerk thereof, and shall record all votes and minutes of all proceedings in a book to be kept for that purpose; shall, when required, perform a like service for all standing committees; shall send notices of all meetings to the members of the Board of Directors; and shall perform such duties as may be prescribed by the Board of Directors or the President under whose supervision he shall be, and he shall be custodian of the corporate seal and all of the books and records of this association, except as may be otherwise provided.

**Section 4:** The Treasurer, under the function of the Board of Directors, shall have charge of the funds of this association and shall deposit the same in the name of this association in depositories designated by the Board of Directors; he shall pay all the vouchers or orders properly attested by the President and the Secretary; and shall make a complete and accurate report of the finances of this association at each annual meeting of the members, or at any time upon request, to the Board of Directors. At no time shall the Treasurer expend association funds for intoxicating beverages of any type.

**Section 5:** The Corresponding Secretary shall have such duties as the Board of Directors or the President shall prescribe.

**ARTICLE IX**

**Bonds**

**Section 1:** The Board of Directors may require such officers to be bonded as it shall deem necessary; for any amount as it may deem requisite.

**ARTICLE X**

**Board of Directors**

**Section 1:** The Board of Directors shall consist of all the officers of this association as herein above set forth in addition thereto there shall be elected to the Board of directors a sufficient number to make the total board thirteen (13) in numbers.

**Section 2:** The Board of Directors shall be elected by a majority vote of the membership

**Section 3:** The property and business of this association shall be managed by the Board of Directors for the ensuing year.

**BY LAWS  
WELLSVILLE FRONTIER DAYS, INC.**

**ARTICLE XI**

**Duties and Powers of the Board of Directors**

**Section 1:** The property and business of this association shall be managed by the Board of Directors.

**Section 2:** In addition to the general powers of the Board of Directors by virtue of their office, the power and authority expressly given by Law, by terms of the charter of this association, and elsewhere in these By Laws, the following powers are expressly conferred on the Board of Directors:

- To purchase or otherwise acquire for the association and property, right or otherwise acquire for the association any property, right or privilege which it is authorized to acquire at such price or consideration, and upon such terms as they deem expedient;
- To appoint, to remove or suspend subordinate agents or servants, to determine their duties, to confer by resolution upon any officer or agent of this association the power of permanently removing or suspending and subordinate officer or servants;
- To determine who shall be authorized, on behalf of this association, to sign bills, notices, receipts, acceptances, endorsements, checks, releases, contracts, and any other instruments;
- To delegate any of the powers of the Board of Directors to any standing committee, special committee, or any officer or agent of the association with such powers as the Board of Directors may see fit to grant;
- Generally to do all such lawful acts and things that are not by Law, or by charter, or by these By Laws directed or required to be done by the members.

**Section 3:** A Director of this association shall not be personally liable for monetary damages as such for any such action taken, or any failure s to take any action, unless:

- a. The Director has breached or failed to perform the duties of his office under 8363 (relating to the standard of care and justifiable reliance) under the **DIRECTORS LIABILITY ACT OF PENNSYLVANIA:** and
- b. The breach or failure to perform constitutes self dealing, willful misconduct or recklessness. The provisions of this section shall not apply to:
  - a.) The responsibility or liability of a Director pursuant to any criminal statute;
  - b.) The liability of a Director for the payment of taxes pursuant to local, state, or federal law.

**ARTICLE XII**

**Nominations and Election and Terms of Office**

**Section 1:** Elections shall be held annually at the December meeting.

**Section 2:** The general membership shall nominate and elect the Board of Directors.

**Section 3:** The general membership shall nominate and elect the officers of this association.

**Section 4:** The term of office for all the officers and members of the Board of Directors shall be for one (1) year.

**BY LAWS  
WELLSVILLE FRONTIER DAYS, INC.**

**Section 5:** In the event that the office of an officer or member of the Board of Directors shall become vacant, the remaining members of the Board of Directors shall immediately fill such vacancy for the unexpired term.

**Section 6:** A simple majority vote of the members present and voting shall be required to elect a member of the Board of Directors and the officers of this association.

**Section 7:** The ballot for the election of officers and the members of the Board of Directors for officer in this association shall be a closed written ballot.

**Section 8:** Any member in good standing who has been a member for one (1) calendar year, and has attended six (6) monthly meetings, shall be eligible to hold office in this association, either as an officer or a member of the Board of Director

**Section 9:**

- a. Any officer or member of the Board of Directors who absents him or herself from three (3) consecutive meetings shall, by such absence, automatically have vacated such office for the remainder of the term.
- b. Any person vacating any office as defined above may be entertained at nominations the following year.
- c. Any office vacated shall be filled in accordance with this article, section 5.
- d. Any officer or member of the Board of Directors, who vacates their position willfully during their terms in office, may be entertained at nominations the following year.

**ARTICLE XIII**

**QUORUM**

**Section 1:** A quorum for the purpose of holding any meeting for the members shall be at least six (6) in number.

**Section 2:** A quorum for the purpose of holding any meeting of the Board of Directors shall be seven (7) in number.

**ARTICLE XIV**

**Majority Vote**

**Section 1:** A simple majority of the members present shall be required to pass any motion at any meeting of the membership of the Board of Directors unless otherwise herein provided.

**ARTICLE XV**

**Rights and Obligations of Members**

**Section 1:** Every senior member in good standing with a membership card shall have the right to vote at the general membership meetings.

**Section 2:** The books, accounts, and records of this association are open for inspection to any member of the Board of Directors at any time. Members of the association may, in the discretion of the Board of

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WELLSVILLE FRONTIER DAYS, INC.**

Directors, inspect such books, accounts, and records of this association at such reasonable times as the Board of Directors may by resolution designate.

**Section 3:** Honorary membership may be conferred in this association at the discretion of or by the appointment of the Board of Directors.

**Section 4:** The use of controlled substances on the club grounds or at any club activity shall be strictly prohibited. The use of a controlled substance by a member shall result in loss of membership.

**Section 5:** Use of alcohol or controlled substance by a minor is strictly prohibited. Any adult member supplying a minor with alcohol or a controlled substance shall have his membership automatically revoked. This applies to any club function or its use on the club grounds.

**ARTICLE XVI**

**Committees**

**Section 1:** A Parliamentarian shall be appointed by the President and whose responsibilities shall be to interpret the By Laws and procedures of meetings as relates to the accepted rules and By Laws of this association. Such appointment shall be made by the February meeting each year.

**Section 2:** There shall be such standing committees as from time to time shall be determined by the President.

**ARTICLE XVII**

**Association Seal**

**Section 1:** This association shall adopt a common or corporate seal upon which shall be inscribed the name of the association, the year of its creation, and the words "Incorporated Commonwealth of Pennsylvania."

**Section 2:** The association shall adopt an emblem by majority vote of the membership.

**ARTICLE XVIII**

**Amendments**

**Section 1:** The members of this association may by majority vote, at a regular meeting, suggest a change in any section of the By Laws.

**Section 2:** A committee of three (3) shall study such proposal and report their findings to the President.

**Section 3:** Any proposed change may be submitted at the October meeting for an initial reading, upon the recommendation of the By Law committee.

**Section 4:** Any proposed change, receiving a majority votes at the initial reading, shall lay at rest until the November meeting when a final reading shall be heard and vote taken. The proposed change, upon receipt of majority votes, becomes final.

**BY LAWS  
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**ARTICLE XIX**

**Adoption of By Laws**

**Section 1:** These By Laws shall be adopted by a majority vote of the members present and voting at the time of the proposal to the members for ratification.

**Section 2:** These By Laws shall be in full force and effective immediately upon their adoption by the membership.

- a. Revisions to the By Laws were presented at a general membership meeting on Wednesday, October 11, 1995. These revisions were adopted by a majority vote at a general membership meeting on November 8, 1995.
- b. Revisions to the By Laws were presented at a general membership meeting on Wednesday, October 13, 2004. These revisions were adopted by a majority vote at a general membership meeting on November 10, 2004.
- c. Revisions to the By Laws were presented at a general membership meeting on Wednesday October 12, 2005. These revisions were adopted by a majority vote at a general membership meeting on November 9, 2005.
- d. Revisions to the By Laws were presented at a general membership meeting on Wednesday October 10, 2012 . These revisions were adopted by a majority vote a general membership meeting on November 14, 2012.
- e. Revisions to the By Laws were presented at a general membership meeting on Wednesday October 9, 2013. These revisions were adopted by a majority vote at general membership meeting on November 13, 2013.
- f. Revisions to the By Laws were presented at a general membership meeting on Wednesday October 8, 2014. These revisions were adopted by a majority vote at a general membership meeting on November 12, 2014
- g. Revisions to the By Laws were presented at a general membership meeting on Wednesday October 12, 2016. These revisions were adopted by a majority vote at a general member ship meeting on November 9, 2016
- h. Revisions to the By Laws were presented at a general membership meeting on Wednesday October 11, 2017. These revisions were adopted by a majority vote at a general membership meeting on November 8, 2017.
- i. Revisions to the By Laws were presented at a general membership meeting on Wednesday October 12, 2022. These revisions were adopted by a majority vote at a general membership meeting on November 9, 2022.

**ARTICLE XX**

**Finances**

**Section 1:** The finances of the association shall be maintained in a general fund and a building fund. The general fund will be maintained in a checking account reconciled by the Treasurer. The building fund will be maintained in an interest bearing savings account.

**Section 2:** The general fund will be used to pay for the organization's operating expenses and expenses associated with an event held or sponsored by this organization. The building fund will be used for



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emergency repairs to any structures on the property or any damages to other property over and above any payment made by the insurance company.

**Section 3:** Any member or committee can spend up to \$200 from the general fund for expenses associated with an event held or sponsored by this organization. Itemized receipts must be submitted to the Treasurer for any item(s) exceeding \$25 in value.

**Section 4:** The Board of Directors can authorize expenditures of up to \$500 for an event held or sponsored by this organization. Expenditures greater than \$500 must be approved by the general membership.

**Section 5:** Non-emergency expenditures from the building fund can only be made after approval of the general membership.

**ARTICLE XXI**

**Dissolution**

**Section 1:** General membership will be notified in writing sixty (60) days prior to the meeting of dissolution.

**Section 2:** This process of dissolution may begin with two-thirds vote of the membership present at the meeting of dissolution, assuming a quorum.

**Section 3:** Upon dissolution of the association, after paying or adequately providing for the debts and obligations of the association, the remaining money shall be distributed to:

- a. Sixty (60) percent to one or more 501(c)(3) organizations for one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b. Forty (40) percent to current club members who are in good standing as defined in Article II and Article III of this document

**Section 4:** Wellsville Fire Company, Wellsville Pennsylvania will be given first opportunity to obtain the property at a mutually agreed upon price dependent on current market value

**Section 5:** All property if not accepted by Wellsville Fire Company will then be disposed of via a sealed bid process and all money will then be paid out according to this article section 3, a and b.

**Section 6:** A committee of at least three (3) but no more than thirteen(13) people shall be formed to oversee the dissolution process of this association in its entirety with the President and Treasurer being automatically appointed as two (2) of up to thirteen (13) members.

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Attest: Morgan Boubaker  
Wagner  
Secretary

J. Miller  
President

**Officers:**

President: Tabitha Eimerbrink

Vice President: Linda Collins

Secretary: Morgan Wagner

Corresp. Secretary: Racheal Keagy

Treasurer: Abby Latchaw

**Board of Directors**

Jim Miller

Brenda Mentzer

Bill Jurell

Nick Latchaw

Carl Anthony

Bob Klinedinst

Carl Anthony

Wendy Leathery

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List of Approved Changes:

November 8, 1995	Revisions to XXXXXXXXXXXXXXXX
	Adoptions to XXXXXXXXXXXXXXXX
November 10, 2004	Adoption of Article XX
November 9, 2005	Revisions to Article III Section 2
	Adoption of Article XII Section 9 paragraph d
November 14, 2012	Revision to Article III Section 2
	Revision to Article V Section 1
	Adoption of Article II Section 6 Number 6
	Adoption of Article IV Section 2 Number 1
November 13, 2013	Revisions to Article III Section 2
	Revisions to Article III Section 6
November 12, 2014	Revision to Article XIX Section 2 a,b,c,d,e,f
	Revision to Article XIX Section 3 (removal of said section)
	Revision of List of Approved Changes
November 9, 2016	Adoption of Article II Section 4 a,b,c
	Adoption of Article II Section 5
	Adoption of Article XIX Section 2 g
November 8, 2017	Revision of Article XII Section 9 a,b,d
	Adoption of Article XIX Section 2 h
November 9, 2022	Adoption of Article XXI Dissolution
	Adoption of Article XXI Section 1
	Adoption of Article XXI Section 2
	Adoption of Article XXI Section 3 a,b
	Adoption of Article XXI Section 4
	Adoption of Article XXI Section 5
	Adoption of Article XXI Section 6