

BY-LAWS

of

READING MONTHLY MEETING OF THE RELIGIOUS SOCIETY  
OF FRIENDS

(A Pennsylvania Nonprofit Corporation)

ARTICLE I

PRINCIPAL OFFICE; NAME

The principal office of the Meeting shall be initially at 108 North Sixth Street, Reading, Berks County, Pennsylvania 19601. The members of the Meeting may change such principal office from time to time from one location to another in the Commonwealth of Pennsylvania.

The Meeting may be known as and conduct business under the name Reading Monthly Meeting of the Religious Society of Friends, hereinafter sometimes "The Meeting" or Reading Monthly Meeting, hereinafter sometimes "RMM", or such other name or names as the members shall determine.

ARTICLE II

PURPOSE, INTENT AND INTERPRETATION

The Corporation (hereinafter sometimes referred to as the "Meeting" or "RMM") has been incorporated under the laws of the Commonwealth of Pennsylvania as a non-profit corporation so as to better maintain and protect its assets. The incorporation process is not intended to secularize the purposes, affairs or conduct of the Meeting, which has been, and shall remain, a monthly meeting conducting its affairs in the manner and methods of the Religious Society of Friends, hereinafter sometimes RSF. All questions of purpose, intent and application of these By-Laws shall be resolved in such context in the manner and pursuant to the manner and customs prescribed by Friends. As used in these By-Laws, the term "in the manner prescribed by Friends," shall mean those practices and customs historically applied by the Religious Society of Friends in the conduct of their affairs, including, without limitation, those tenets, beliefs and practices set forth in Faith and Practice (1972

rev.), as the same may be hereafter be revised or republished from time to time.

This corporation shall be operated as a religious organization within the guidelines laid down by Section 501(c) ( 3 ) of the Internal Revenue Code, as presently enforced and as subsequently amended or modified. In the event that this organization shall dissolve or otherwise terminate its affairs and business, the assets thereof, after the payment of all its liabilities, shall be distributed to another religious body similar in character and custom with this corporation, pursuant to the rules and guidelines followed by the Religious Society of Friends and so as to satisfy the rules and regulations adopted by the Internal Revenue Service in the distribution of assets of a religious body that has been laid down or discarded as provided under the aforesaid section of the Internal Revenue Code.

### ARTICLE III

#### MEMBERS

Section 1. Management of the Meeting. The Meeting shall not have a Board of Directors or other similar selected or elected group. The business and affairs of the Meeting shall be managed by the Meeting for Business and between sessions thereof by the Trustees or by individuals or committees specifically delegated to perform duties assigned to it by the Monthly Meeting. To the extent the members act in the management of the business and affairs of the Meeting through such Committees of the Meeting, the members of the Trustees and of such Committees shall be deemed to be members of an "other body" as that term is defined in the Pennsylvania Nonprofit Corporation Law of 1972 as modified and renumbered by the Act of 1988.

Section 2. Single Class of Members. The Meeting shall have a single class of members, which shall consist of all persons who were, immediately prior to the initial adoption of these By-Laws, adult members of the Reading Monthly Meeting of the Religious Society of Friends, held at Reading, Berks County, Pennsylvania, an unincorporated religious association, and who do not thereafter resign or retire from such membership, and all persons who subsequently become adult members of said Meeting in the manner prescribed by Friends, hereinafter sometimes "Member" or "member".

Section 3. Rights of Participation; Manner of Action. Each member of the Meeting shall be entitled, as such, to participate in all Meetings for Business, as defined in

Section 1 Article IV. No matter to be decided by the members shall be resolved by vote, but rather in the practice used and manner prescribed by Friends. Members should use their best efforts to attend Meetings for Business on a regular basis.

Section 4. Membership Not Transferable; No Property Rights of Members. Membership in the Meeting is not transferable or assignable. No member shall possess any property right in or to the property of the Meeting. In the event the Meeting owns or holds any property upon its dissolution and winding up, after paying or adequately providing for the debts and obligations of the Meeting, the members shall dispose of the remaining property in accordance with the provisions of the Articles of Incorporation and these By-Laws. In no event shall any earnings or other property of the Meeting be distributed to or inure to the benefit of any member, former member, Trustee or Officer of the Meeting, or other natural person, either directly or indirectly.

#### ARTICLE IV

##### MEETINGS FOR BUSINESS

Section 1. Regular Monthly Meetings For Business. Except as provided in Section 10 of this Article IV, regular monthly Meetings of members for the conduct of business of the Meeting shall be held in the months of January, February, March, November and December, on the first First-day which follows a second day in each month. (On the first Sunday following a Monday in each month). In the months of April, May, June, September and October, on the first sixth day of after the first First-day of the month (on the first Friday following the first Sunday in each month). In the months of July and August, on a sixth day (Friday) in said months selected by the Monthly Meeting at its regular June meeting for business. Such meetings shall be held at a time established by the Meeting for Business from time to time.

Business shall be conducted at Meetings for Business in the practice and manner of the Religious Society of Friends. No matter shall be decided or resolved by vote. A written record of the actions taken by the Meeting for Business shall be kept by the recording clerk and filed with the records of the Meeting.

Section 2. Annual Meeting. The regular monthly Meeting for Business held in \_\_\_\_\_ of each year shall be the Annual Meeting of members. At said Meeting, each committee shall present its annual report or reports

and an annual report shall be prepared and presented for the current calendar year.

Section 3. Special Meetings. Special meetings of the members may be called by the presiding Clerk or at least six members of the Trustees Committee.

Section 4. Place of Meeting. All Meetings for Business shall be held at the Meeting House in Reading, except the August meeting which shall be held at the Maiden Creek Meeting House, or at such other place or places as the members, at a Regular or Special Meeting shall direct.

Section 5. Notice of Meeting.

a) Except as provided in Sections 5(b) and 10 of this Article IV and in Article X hereof, no notice of the time, date or purpose of Regular Meetings for business or of the Annual Meeting need be given; provided, however, that the Clerk shall use his or her best efforts to give notice, in the manner prescribed herein, of any items of special significance to the Meeting on which he or she determines it would be desirable that a substantial number of Members be present to participate in the deliberation thereof. Failure to give the notice contemplated by the proviso in the preceding sentence shall not invalidate the actions taken at any Meeting for Business.

b) Written notice of any Special Meeting for business, amending the Charter or Articles of Incorporation or effecting the title to any real estate or other property owned by or under the supervision or care of this Meeting or these By-Laws, which notice shall state the place and hour of that Special Meeting for Business of the members shall be published in the Meeting's Newsletter and delivered by regular mail not less than ten days prior to the date of such meeting. Delivery to the U.S. Postal service of said notice shall be deemed delivery thereof to each member. The purpose or purposes for which said Meeting for Business is called shall be stated in the Notice.

c) Any other Special Meeting for Business may be called at the rise of a Meeting for worship at which members may act on any matter of business usually before a Meeting for Business other than those hereinabove set forth requiring newsletter notice to members.

Section 6. Quorum. The presence in person at any Meeting for Business of at least \_\_\_\_\_ members of the Meeting shall constitute a quorum for the conduct of the business of the Meeting.

Section 7. Organization. At every meeting of members, the Presiding Clerk, or in his or her absence, the Recording Clerk, or in their joint absence, a member chosen by the

members present, shall preside; and the Recording Clerk, or in his or her absence a person selected by the person presiding at the meeting shall keep the minutes of the Meeting.

Section 8. No Proxies. No member may participate in a Meeting for Business by proxy.

Section 9. Conduct of Meetings of Members. All Meetings for Business shall be conducted, and decisions reached, solely in the manner and after the fashion followed by the unprogrammed meetings of the Religious Society of Friends.

Section 10. Change in Date For any Regular or Annual Meeting. The date of any Regular Meeting for Business or Annual Meeting may be changed by Notice duly published in the Newsletter of the Reading Monthly Meeting of the Religious Society of Friends, which Newsletter shall be mailed at least fifteen days before the date scheduled for said Meeting.

## ARTICLE V

### COMMITTEES

Section 1. General. The Meeting shall have such Committees as are set forth in this Article V and such additional standing or temporary Committees as shall be established from time to time by the Members through the Amendment of these By-Laws, or through the adoption of minutes at Regular or Special Business Meetings.

Except as expressly provided in this Article V, the members and the Clerk of each standing Committee shall be designated at the Regular Meeting for Business held in the month of \_\_\_\_\_ of each year.

Section 2. All such Committees shall exist and the members shall serve, at the pleasure of the members of the Monthly Meeting.

Not less than \_\_\_\_\_ of the members of a Committee then in office shall constitute a quorum for the conduct of business of that Committee. The work of each Committee shall be conducted in the manner prescribed by Friends.

Section 3. Standing Committees. The Standing Committees of the Meeting shall consist of:

a) Trustees - the Committee of Trustees shall consist of not less than \_\_\_\_\_ members of the Meeting.

b) Ministry and Worship - the Committee of Ministry and Worship shall consist of not less than \_\_\_\_\_ members of the Meeting.

c) Overseers - the Committee of Overseers shall consist of not less than \_\_\_\_\_ members of the Meeting and shall be responsible for the pastoral, care and counselling of Meeting members.

d) Religious Education - the Committee of Religious Education shall consist of not less than \_\_\_\_\_ individuals and has responsibility for providing for the religious education of the youth and adult members.

e) Peace and Social Order - the Committee of Peace and Social Order shall consist of not less than \_\_\_\_\_ individuals.

f) Outreach - the Committee of Outreach shall consist of not less than \_\_\_\_\_ members of the Meeting.

g) House - the Committee of House shall consist of not less than \_\_\_\_\_ individuals.

h) Gifts and Loans - the committee of Gifts and Loans shall consist of not less than \_\_\_\_\_ members of the Meeting.

i) Hospitality - the Committee of Hospitality shall consist of not less than \_\_\_\_\_ individuals.

j) Burial Grounds - the Committee of Burial Grounds shall consist of not less than \_\_\_\_\_ members of the Meeting.

k) Auditing - the Committee of Auditing shall consist of not less than three members of the Meeting.

l) Newsletter - the committee of Newsletter shall consist of not less than \_\_\_\_\_ individuals.

m) Nominating - the Nominating Committee shall consist of three (3) members of the Meeting.

Section 4. Duties of the Committees and Clerks are appended to these By-Laws as Appendix 1. Said duties can be modified or changed from time to time at any Regular or Special Meeting of the members, such modification or changes shall not be construed as an amendment to these By-Laws.

## ARTICLE VI

### OFFICERS

Section 1. Officers. The officers of the Meeting shall be Clerk, Recording Clerk, Recorder, Treasurer, Librarian and Correspondents, with:

1. Religious Education
2. Pendel Hill
3. American Friends Service Committee (AFSC)
4. Draft Information
5. Friends Committee on National Legislation (FCNL)

And the Representatives of the Meeting shall consist of Representatives to: Philadelphia Yearly Meeting Representative Meeting, Caln Quarterly Meeting Continuing Committee, Caln Quarterly Meeting Coordinator Oversight Committee, and Swatara Planning Committee.

Section 2. Appointment and Term of Office. The officers of the Meeting shall be appointed by the Members at the Annual Meeting of the members at which their respective terms expire.

Section 3. Removal. Any officer appointed by the members can be removed by the members whenever in their judgment the best interest of the Meeting would be served thereby.

Section 4. Vacancies. A vacancy in any office caused by death, resignation, removal, disqualification or otherwise may be filled by the members at any Regular Meeting for Business.

Section 5. Duties of the Officers. Duties of the Officers, correspondents and representatives are set forth in the Duties of Committees and Clerks set forth in the Appendix annexed to the minutes. The duties of said officers and other listed individuals can be modified and changed from time to time at any Regular or Special Meeting for Business.

## ARTICLE VII

### CONTRACTS, CHECKS, DEPOSITS, GIFTS AND BORROWING

Section 1. Contracts. The members at any Regular or Special Meeting for Business may from time to time authorize any officer or officers, trustee or trustees, individual, agent or agents of the Meeting, individually or jointly, or

in other manner as directed, to enter into a contract or to execute, acknowledge, and deliver any deed, mortgage, note or other evidence of indebtedness, or any other instrument issued by or in the name of and on behalf of the Meeting. Such authority may be granted for general purposes or confined to specific instances as the members decide at a Meeting for Business.

Section 2. Checks, Drafts, etc. All checks and drafts or other orders for the payment of money, issued in the name of the Meeting shall be signed by the Treasurer or assistant Treasurer of the Meeting or such other officer or agents as are from time to time appointed by a minute adopted at a Regular or Special Meeting for Business.

Section 3. Deposits. All funds of the Meeting shall be deposited from time to time to the credit of the Meeting in such banks, trust companies, savings and loan associations, and other depositories, duly insured by FDIC or FSLIC, as the Treasurer may select.

Section 4. Borrowing, etc. No officer, agent or employee of the Meeting shall have any power or authority to borrow money on its behalf, to pledge its credit, or to mortgage or to pledge its real or personal property, except within the scope and to the extent of the authority delegated by minute or resolution of the members. Authority for said purposes shall be given by the Meeting and may be general or limited to specific instances.

## ARTICLE VIII

### INDEMNIFICATION AND LIABILITY OF MEMBERS

Section 1. Personal Liability of Members. No member shall be personally liable for the debts, liabilities or obligations of the Meeting. A member of the Meeting shall not be personally liable for monetary damages for any action taken, or any failure to take any action, in his or her capacity or as a member or a member of a Committee of Members, except to the extent that by law such liability for monetary damages may not be limited.

Section 2. Indemnification. The Meeting shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, including actions by or in the name of the Meeting, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an officer or member of the Meeting (but, in the case of a member who is not an officer, only to the extent such member was acting on behalf of the Meeting pursuant to



specifically delegated authority of (i) the members of the Meeting acting at a Meeting for business, (ii) the Trustees, or (iii) other Committee), against expenses (including attorneys' fees, judgment, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section 3. Advancement of Expenses. Expenses incurred by a member or an officer of the Meeting in defending a civil or criminal action, suit or proceeding described in Section 2 shall be paid by the Meeting in advance of the final disposition of such action, suit or proceeding upon receipt of disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Meeting.

Section 4. Other Rights. The indemnification and advancement of expenses provided by or pursuant to this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under the Meeting's Articles of Incorporation, any insurance or other agreement, vote of members or otherwise, both as to actions in their official capacity and as to actions in another capacity while holding an office, and shall continue as to a person who has ceased to be a member and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. Insurance. The Meeting shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer or member of the Meeting against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Meeting would have the power to indemnify him or her against such liability under the provisions of these By-Laws.

Section 6. Modification. The duties of the Meeting to indemnify and to advance expenses to a member or officer provided in this Article shall be in the nature of a contract between the Meeting and each such member or officer, and no amendment or repeal of any provision of this Article, shall alter, to the detriment of such member or officer, the right of such to a claim based on an act or failure to act which took place prior to such amendment, repeal or termination.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Meeting shall commence on January 1 and end on December 31.

ARTICLE X

AMENDMENTS TO BY-LAWS

These By-Laws may be amended or repealed, or new By-laws may be adopted, by the members at any Regular or Special Meeting of the members at which a quorum, as hereinbefore defined, is present provided that, in the case of any proposed amendment to be considered at a Regular Meeting of members, notice of the proposed amendment is given in the manner provided herein for notices of a Special Meeting of members.