

BYLAWS OF Futurescapes, Inc.

ARTICLE I. Purposes of the Corporation.

As set forth in the Articles of Incorporation, Futurescapes, Inc., hereafter referred to as “**Futurescapes**”, has been formed for the following purposes:

To operate exclusively for charitable and educational purposes, including but not limited to improvement of the condition of the poor, the distressed, the under privileged, lessening the burdens of government, and combating community deterioration.

To accomplish these purposes, the Board of Directors of **Futurescapes**, hereafter referred to as “**the Board**”, shall have the authority to exercise all the powers conferred upon corporations formed under the Pennsylvania state law in order to accomplish its charitable and educational purposes, including but not limited to the power to accept donations or money or property, whether real or personal, or any interest therein, wherever situated; provided that only such powers be exercised as are permitted to be exercised by the nonprofit corporation which qualifies as a corporation described in Section 501(c)(3) of the Internal Revenue Code as amended; nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.

ARTICLE II. Board of Directors

Section 1. Board Member Requirements

- (a) Updated resume
- (b) Valid email
- (c) Complete and sign a Conflict of Interest Form
- (d) Sign a Code of Business Conduct & Ethics, hereafter referred to as “**the Code**”

Section 2. General Powers

The Board constitutes its governing body. It shall manage, control, and direct the affairs and property of the corporation and subject to these Bylaws shall have all powers necessary to carry out the purposes of **Futurescapes** as specified under United States federal law and Pennsylvania state law.

Section 3. Composition of the Board

- (a) **The Board** shall consist of not less than 7 nor more than 13 Directors. The term of each Director shall continue until termination by death, the effective date of resignation, or the date of his/her service period in accordance with these Bylaws.
- (b) Vacancies in **the Board** and any Board position to be filled by an increase in the number of Directors may be filled at any meeting of **the Board** upon nomination and a vote of 60% of the members of **the Board** present at such meeting.
- (c) Directors are expected to notify the Chairman of any absences of all regular Board meetings to remain an active member of **the Board**. 2 or more unexcused absences are grounds for removal from the Board.

- (d) A Director may resign from **the Board** at any time by giving notice in writing thereof. A Director may be removed by the vote of 51% of **the Board** members present at any meeting of **the Board**.

Section 4. Term Limits

Board members are accepted to **the Board** for a term of 3 years.

Section 5. Meetings of **the Board**

- (a) The annual meeting of **the Board** shall be held in May of each year. Regular meetings of **the Board**, in addition to the annual meeting, shall be held monthly. Special meetings of **the Board** shall be called by the Board Chairman at the request of any Director and with a 51% vote of all Directors.
- (b) The time and place of all meetings of **the Board** shall be the first Wednesday of each month in the Athens Borough Hall at 6:00pm; however, the time & place may be altered at the discretion of **the Board**. Meetings do not need to be confined to Bradford County, Pennsylvania.
- (c) At least 30 days' notice shall be given to each Director of the annual and regular meetings of **the Board**. Special meetings of **the Board** may be held if at least 3 days' notice is given of such meeting.
- (d) 60% of the Directors shall constitute a quorum for the transaction of business at any meeting of **the Board** except that if a quorum shall not be present at a meeting, 50% of the Directors present may adjourn the meeting from time to time without further notice.
- (e) All matters shall be decided by a vote of 51% of the Directors present at any meeting at which a quorum is present, except as otherwise provided by statute, the Articles of Incorporation or these Bylaws.
- (f) Any action which is required or permitted to be taken at any meeting of **the Board** or of any committee of **the Board** may be taken by oral agreement without a meeting, if within 2 days after such oral agreement, the text of the resolution or matter agreed upon is sent to all members of **the Board** and more than 60% of **the Board** accept such action in writing within 2 days of the mailing of such text. Objections may be verbal or written.

ARTICLE III. Advisory Board of Directors

The Board shall establish as it sees fit, an Advisory Board of Directors, hereafter referred to as "**Advisory Board**", to assist in the management of the organization. **The Board** will determine the number of personnel required to provide the level of assistance required. All members of the **Advisory Board** are non-voting members, but may be requested to attend meetings of **the Board** in an advisory status.

ARTICLE IV. Committees

Section 1. Executive Committee

- (a) **The Board** shall designate from its members an Executive Committee consisting of at least 4 Directors. The Board will appoint the officers detailed in Article V, sections 2-5.

- (b) Except as otherwise required by law or these Bylaws, the executive Committee shall have all the authority of **the Board** in the management of **Futurescapes** during such time as **the Board** is not meeting and may authorize contracts and agreements as required.
- (c) A quorum for the transaction of business by the Executive Committee shall consist of 60% of the total membership of the Executive Committee, and decisions shall be made by a 51% vote at a meeting at which a quorum is present.
- (d) The Executive Committee shall keep regular minutes of its proceedings and shall report the same to **the Board** at regular meetings of **the Board** or more often if appropriate. A report of any executive proceedings shall be available upon request by any member of **the Board**.
- (e) Vacancies in the membership of the Executive Committee shall be filled by the Board at a regular or special meeting.

Section 2. Other Committees

- (a) **The Board** shall name a Finance Committee, recommending at least 3 Directors to assist the Treasurer as well as monitor **Futurescapes'** financial matters and make recommendations to **the Board** concerning expenditures and disposition of receivables.
- (b) **The Board** shall name a Personnel Committee, as needed, recommending at least 3 Directors to review staffing matters and make recommendations to **the Board** concerning staffing structure to include both volunteer and paid staff positions. Additionally, this Committee shall propose compensation standards and employment regulations as it shall deem necessary. Furthermore, this committee shall be responsible for maintaining a new member orientation packet consisting of the last 12 months of regular meeting minutes of **the Board**.
- (c) **The Board** shall name a Nomination Committee, recommending at least 3 Directors to recruit Board members, review nominations, and make recommendations to **the Board**. Additionally, this committee shall be responsible for maintaining a recruitment packet, which will be given to potential members to help explain the **Futurescapes** mission and past accomplishments.
- (d) **The Board** may create such other temporary or permanent committees of its members or other persons as agreed upon. The committees shall have such authority as **the Board** or these Bylaws direct.

ARTICLE V. Board Structure

Section 1. Officers

- (a) The officers of the **Futurescapes** shall include a Chairman, Vice Chairman, Secretary, Treasurer and other officers as may be deemed necessary by **the Board** or required by law. Officers shall receive no compensation.
- (b) Officers are elected to a term of two years and can serve a maximum of two consecutive terms per office.
- (c) Officers shall be elected annually by **the Board** with such election to be conducted at the regular annual meeting. The position of Chairman and Vice Chairman shall be elected during even years; whereas, the positions of Secretary and Treasurer shall be elected in the odd years.
- (d) Directors currently holding positions within the local, state or federal government are ineligible to be elected as Chairman or Vice Chairman.

Section 2. Board Chairman

The Chairman shall be the principal officer of **Futurescapes**, and subject to the control of **the Board**, shall perform all duties customary to the office of Chairman or a Board of Directors, including, but not limited to drafting of meeting agendas, conducting and maintaining order at all meetings, and being the main figure head of the organization during all **Futurescapes** events.

Section 3. Vice Chairman

The Vice Chairman shall be the number two officer **Futurescapes**, and subject to the control of **the Board**. In the absence of the Chairman, the Vice Chairman shall perform all duties customary to the office of Chairman of a Board of Directors. Furthermore, the Vice Chairman will act as the Compliance Officer and will oversee the procedures designed to implement **the Code** to ensure they are operating effectively.

Section 4. Secretary

The Secretary shall be responsible for the keeping of an accurate record of all meeting of the Board of Directors, shall have custody of the official papers of **Futurescapes**, see that all notices are duly given in accordance with these Bylaws or as required by law, and in general perform all duties customary to the office of Secretary.

Section 5. Treasurer

- (a) The Treasurer shall have custody of and be responsible for all corporate funds and securities; shall keep full and accurate accounts of receipts, disbursements, assets and liabilities of **Futurescapes**; shall present timely and accurate reports of such transactions to **the Board** as required; and shall perform all duties customary to the office of Treasurer.
- (b) The Treasurer shall deposit or cause to be deposited in a timely manner, all monies or other valuable effects in the name of **Futurescapes** in such depositories as shall be selected by **the Board** or the Executive Committee.

ARTICLE VI. General Provisions

Section 1. Checks

All checks, drafts or other orders for the payment shall be signed by the Treasurer and one other person as **the Board** may from time to time designate.

Section 2. Gifts

The Board may accept on the behalf of **Futurescapes** any contribution, gift, bequest or devise for the purposes of **Futurescapes** or its associated partners.

Section 3. Fiscal Year

The fiscal year of **Futurescapes** shall be January 1st – December 31st.

Section 4. Auditing of Financial Records

An annual audit of all finances by a qualified accountant or committee named by **the Board** shall be conducted for the purposes of submission of a full statement of finances and operations to the membership of **the Board**. An annual audit shall be conducted no later than April 15th.

ARTICLE VII. Amendments

Except as otherwise provided by the Articles of Incorporation or Bylaws, these Bylaws may be altered, amended or repealed, or new Bylaws adopted by a vote of 75% of the total number of Directors at any meeting of **the Board**, if at least 3 days written notice is given each member of **the Board** with intention to alter, amend, repeal or adopt new Bylaws at such meeting. In addition, these Bylaws shall be reviewed by a recommended committee of 3 every two years; however, changes may be brought by any member, in writing, at any regular meeting, and voted upon at the next regular meeting.

During times of circumstances deemed special or extraordinary by **the Board**, these Bylaws may be suspended by a vote of 75% of the total number of Directors at any meeting of **the Board**.

Appendix A: Board Composition

In an effort to broadly represent the local community, an attempt to include as many demographics in **the Board** composition should be made. As such, the following three demographic categories must be relied on to compliment **the Board** membership. These categories and desired numbers should not be rigidly applied if valuable members should be considered whose selection would swing a categories number in a majority position. Qualified individuals should be the first priority regardless of Board existing membership.

(a) Business – 3-5 Members

- a. Members should be drawn from the local business community or economic development non-profit organizations. Sources may include, but are not limited to:
 - i. Athens Business Association
 - ii. Tree Hab
 - iii. Valley Economic Development Administration
 - iv. Nonaffiliated businesses
 - v. Local construction firms
 - vi. Great Valley Chamber of Commerce

(b) Government – 3-5 Members

- a. Members, in an elected or appointed position, should be drawn from the local or state government. Sources may include, but not limited to:
 - i. Borough Councils
 - ii. School Boards
 - iii. Sewer Boards
 - iv. Zoning Boards
 - v. Planning Commissions

(c) Resident – 3-5 Members

- a. Members should be drawn from the local residential communities or housing development non-profit organizations. Sources may include, but are not limited to:
 - i. Residents of “the Valley” (consisting of, but not limited to: Sayre, Athens, Waverly, Towanda, Ulster, etc....)
 - ii. Teachers
 - iii. Students at the junior or senior level from local high schools
 - iv. Tree Hab
 - v. Valley Economic Development Administration

Revised on 7-12-14: by Lori Unger, Linda Politi, and Thomas Thornton
Purpose of revision: Complete revision and several amendments added.