

**BIRDSBORO COMMUNITY MEMORIAL CENTER**  
**A Pennsylvania Nonprofit Corporation**  
**Bylaws**

ARTICLE I  
*Name*

1.1 The name of this corporation is Birdsboro Community Memorial Center.

ARTICLE II  
*Purposes*

2.1 The purpose of the corporation is to build community relations within the Southeastern Berks County area by providing a safe environment that will meet the changing needs of the community, both social, intellectual, spiritual, educational, and physical; maintaining a focus on youth development while still being accessible to all people of the community; and in doing so, celebrating the history and heritage of our corporation.

In pursuing such purposes, the corporation shall not act so as to impair its eligibility for exemption under Section 501(c) of the Internal Revenue Code of 1986, as amended.

2.2 In accomplishing its purposes, the Birdsboro Community Memorial Center may hold or dispose of such property, real or personal, as may be given, devised or bequeathed to this Corporation or entrusted to its care and keeping, and may purchase, acquire and dispose of such property as may be necessary to carry out the purposes of the Birdsboro Community Memorial Center.

ARTICLE III  
*Offices*

3.1 *Principal Office.* The principal office of the corporation shall be 201 East Main Street, Birdsboro, PA 19508 or such other location as the Directors may from time to time determine.

3.2 *Other Offices.* The corporation may also have offices at such other places as the Directors may select.

ARTICLE IV  
*Membership*

5.1 The participants in the programs of the Birdsboro Community Memorial Center shall consist of individuals who meet the requirements for involvement, as set from time to time by the Board of Directors, in the programs offered by the Corporation.

ARTICLE V  
*Directors*

6.1 *Number.* The Board of Directors shall be composed of no more than 15 men and/or women, each of whom are twenty-one years of age or older.

6.2 *Election.* Members of the Board of Directors of the Birdsboro Community Memorial Center shall be elected, by majority vote, by the current sitting Board of Directors. If a prospective new Member of the Board of Directors who is up for election is running for re-

election, as more further provided for herein, said prospective new Member shall abstain from voting on his/her re-election. At a regular meeting of the Board of Directors, at least thirty (30) days preceding any election to the Board of Directors, the Board of Directors shall nominate candidates for vacant positions on the Board of Directors. At the next meeting of the Board of Directors, immediately following nominations, the Board of Directors shall hold a vote, by confidential ballot, to fill the empty vacancies. A majority of the votes shall prevail. In the event that more than one Director position is being filled, the nominees obtaining the highest vote totals shall be elected.

In nominating and electing new Directors to the Board, the Board of Directors shall endeavor to nominate and elect persons whom have demonstrated their concern for improvement of the spiritual, mental, social and physical well-being of men, women boys and girls.

At no time shall the Board of Directors nominate and/or elect a person to the Board of Directors who is currently in a familial relationship with another person currently serving as a Director. For the purposes of this paragraph, a "familial relationship" shall be defined as two persons in the relationship of husband, wife, father, mother, brother, sister, son, daughter, uncle, aunt, nephew, niece, grandfather, grandmother, grandson or granddaughter, or any of those relationships arising as a result of marriage (i.e., brother-in-law, sister-in-law, etc.).

6.3 *Term.* After a Director has served on the Board of Directors for three (3) years, a vote to extend the Director's term shall be taken to extend the term for another three (3) years. After the second three (3) year term has expired, the Director must take a one (1) year absence from the Board of Directors before he/she may be reinstated onto the Board of Directors for another three (3) year term. After the second three (3) year term has expired, a vote shall be taken again to extend the term for an additional three (3) years followed by another one (1) year absence. This process shall continue until the Director decides not to be on the Board of Directors or is removed by the Board of Directors.

During the one (1) year absences, the individual may continue to attend scheduled Board of Director's meetings, but will not have voting rights during that year.

6.4 *Powers.* The Directors shall have all powers and authority necessary for the management of the business and policy of the corporation, including the power to borrow money, or to purchase, sell, lease or otherwise dispose of any real estate. No contract, debt or obligation shall be binding unless contracted under the authority of the Board of Directors. Further, the Board of Directors shall have the authority to make By-Laws for their own government and for the government of the Birdsboro Community Memorial Center.

6.5 *Quorum.* Fifty percent (50%) plus one Director of the total current sitting Board of Directors present in person at any duly convened, annual, regular or special meeting after proper notice shall constitute a quorum of the Board.

6.6 *Vote.* Each Director shall be entitled to one (1) vote in person. An affirmative vote of a majority of the Directors present at any annual, regular, or special meeting duly convened after proper notice, at which a quorum is present, shall constitute Board action, unless a greater number is required by the Act or these By-laws.

6.7 *Regular Meetings.* The Board of Directors shall meet every month on a date designated by the Board of Directors. Committee Meetings shall occur once every month, if needed, on a date designated by the Committee Chair Person. All meetings shall take place at the Birdsboro Community Memorial Center unless designated otherwise by the Board of Director President or Committee Chair Person.

6.8 *Special Meetings.* Special meetings of the Directors may be called by the President or upon the written request of any three (3) Directors at any time. Email communication shall be considered an acceptable written request. It shall be the duty of the Secretary, upon receipt of a request for such a special meeting, to send at least five (5) days' written notice stating the time, place and purpose of any special meeting to the members of the Board. If the Secretary fails or refuses to send such notice, the person(s) calling for the special meeting may call the meeting at such time or place within the Borough of Birdsboro selected by such person(s).

- A) *Attendance.* All Directors are expected to attend all scheduled meetings during the year. Directors may be excused from attending a scheduled meeting if they notify the Board President prior to the scheduled meeting. Any habitual unexcused absences by a Director may result in their removal from the Board of Directors under Article II, Section 6.10.

6.9 *Removal.* Any Director may be removed from office, without the assignment of any cause, by an affirmative vote of a majority of the Directors present at any annual, regular or special meeting at which a quorum exists, provided that written notice of the intention to consider removal of a Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

6.10 *Teleconference Meetings.* One or more Directors may participate in a meeting of the Board or any committee thereof by reason of a conference telephone or similar communications equipment by which all persons participating in a meeting can hear each other.

## ARTICLE VI *Officers*

7.1 *Positions.* The officers of the corporation shall include a President, Vice-President, Secretary and Treasurer and such other officers whose positions shall be created from time to time by the Directors.

7.2 *Election.* At the annual meeting of the Board of Directors of each calendar year, the Board of Directors shall elect, by confidential ballot, from its own membership, a President, a Vice President, a Treasurer and a Secretary.

7.3 *Term.* The term of office for the positions of President, Vice President, Treasurer and Recording Secretary shall be two (2) years. Beginning in calendar year 2018 and continuing in every even calendar year thereafter, the offices of the Vice President and the Treasurer shall be elected by the Board of Directors. Beginning in calendar year 2019 and continuing in every odd calendar year thereafter, the offices of the President and the Recording Secretary shall be elected by the Board of Directors. The current members of the Executive Committee seated as of the date that these By-Laws are made effective shall remain in office until elections are had in accordance with the schedule set forth above.

7.4 *Consecutive Terms.* Officers may be elected for consecutive terms.

7.5 *Duties.* The duties of the officers shall include the following:

(a) *President.* The President shall preside at all business meetings of the Board of Directors. He shall make to the Board of Directors, a full report of the year's work at the annual meeting of the Board of Directors in March. He shall appoint all standing and special committees of the Board of Directors and shall designate the Chairman thereof.

He shall sign all legal papers of the Birdsboro Community Memorial Center authorized by the Board of Directors, subject to the approval of the Board of Directors.

(b) *Vice-President.* The Vice President, during the absence or disability of the President, shall have power to perform all the duties of the President. In the event that the Vice President is absent or disabled, the Treasurer shall have power to perform all the duties of the President.

(c) *Secretary.* The Secretary shall keep a record of the minutes of all business meetings of the Board of Directors, and shall attest same with his or her signature. He or she shall notify all officers of their election and all committees of their appointment. He or she shall notify all Officers and Directors of all business meetings of the Board of Directors. He or she shall be custodian of the corporate seal of the Birdsboro Community Memorial Center, and of the record of the minutes of all business meetings, which shall be kept in the office of the Birdsboro Community Memorial Center.

(d) *Treasurer.* The Treasurer and or his/her designee shall receive all monies of the Birdsboro Community Memorial Center and shall disburse them under the order of the Board of Directors and after proper approval. He or she shall keep a full account of all the monies received and paid out and report the same to the Board of Directors at their stated meetings and at other times when required. He or she shall keep all funds of the Birdsboro Community Memorial Center and promptly deposit them in such depositories as shall be designated by the Board of Directors. The above mentioned accounts, books, etc., to be examined and approved by an Auditor which shall be appointed by the President of the Board of Directors at the annual meeting of the Board of Directors in March. In the case of the absence or disability of the Treasurer, a Vice President shall perform all the responsibilities and duties assigned to the Treasurer. The Treasurer shall be authorized to sign, under the Treasurer's name alone, all checks and/or make all payments under the amount of two thousand dollars (\$2,000.00) necessary for the proper operation of the Corporation under the direction of the Board of Directors. All checks and/or other payments of amounts in excess of two thousand dollars (\$2,000.00) necessary for the proper operation of the Corporation under the direction of the Board of Directors shall require the signature of the Treasurer and at least one other member of the Executive Committee.

## ARTICLE VII *Vacancies*

8.1 If the office of any Director becomes vacant, by an increase in the number of Directors, or by reason of death, resignation, disqualification or otherwise, the remaining Directors may choose a person or persons who shall hold office for the remaining term.

8.2 If the office of any officer becomes vacant, by an increase in the number of officers, or by reason of death, resignation, disqualification or otherwise, at the next meeting of the Board of Directors held after notice of the vacancy, the Board of Directors shall elect, by confidential ballot, from its own membership, a replacement for the aforesaid vacancy. The newly elected officer shall hold the vacant office on an "interim" basis for the remainder of the current term for that position and said position shall be filled by the regular election process when the position next comes up for re-election.

## ARTICLE VIII *Resignation*

9.1 Any Director or officer may resign from office at any time, such resignation to be made in writing, and to take effect from the time of its receipt by the corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation shall not be required to make it effective.

ARTICLE IX  
*Center Director*

9.1 The Center Director shall be employed by the Board of Directors. He or she shall be the Executive Officer of the Board of Directors and shall have general supervision of the work of all employees. He or she shall attend all meetings of the Board of Directors and shall make monthly reports to the Board of Directors.

9.2 All other employees of the Birdsboro Community Memorial Center shall be engaged by the Board of Directors upon recommendation of the Center Director. Their duties shall be designated by the Birdsboro Community Memorial Center Director and are subject to the approval of the Board of Directors.

ARTICLE X  
*Fiscal Year*

10.1 The fiscal year of the corporation shall begin on January 1st and end on December 31st.

ARTICLE XI  
*Notices*

11.1 Notice may be given either personally or by sending a copy thereof by first class mail, postage prepaid, or by telegram, charges prepaid, to the address appearing on the books of the corporation or supplied to the corporation for the purpose of notice or by email to the email address of record. If the notice is sent by mail or telegram, it shall be deemed to have been given when deposited in the mail or with the telegraph office for transmission. If the notice is sent by email, it shall be deemed to have been given at the date and time that the email is sent to the addresses of record. Such notice shall specify the place, day and hour of the meeting and in the case of a special meeting or where otherwise required, the general nature of the business to be transacted. Any required notice may be waived by the written consent of the person entitled to such notice, and attendance of a person at any meeting in person or by proxy shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XII  
*Amendment*

12.1 The Bylaws of the corporation may be altered or amended by a vote of two-thirds of the Board of Directors present at any regularly constituted meeting of the Board of Directors at which a quorum is established, provided such alteration or amendment shall have been submitted in writing to members of the Board of Directors thirty days prior to any proposed action.

ARTICLE XIII  
*Limitation of Personal Liability of Directors; Indemnification  
of Directors, Officers and Other Authorized Representatives*

13.1 *Limitation of Personal Liability of Directors.* A director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

(a) the director has breached or failed to perform the duties of his or her office as defined in Paragraph 13.1, below; 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; or (b) the liability of a director for the payment of taxes pursuant to local, state or federal law.

13.2 *Standard of Care and Justifiable Reliance.*

(a) A director of the corporation shall stand in a fiduciary relationship to the corporation, and shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(i) One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;

(ii) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person;

(iii) A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

(b) In discharging the duties of their respective positions, the Board, committees of the board and individual director may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon persons with whom the corporation has business and other relations and upon communities in which the offices or other establishments of or related to the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section.

(c) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the corporation.

13.3 *Indemnification in Third Party Proceedings.* The corporation 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, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful of the judicial district embracing the county in which the registered office of the corporation is located.

13.4 *Indemnification in Derivative Actions.* The corporation 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 or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the Court of Common Pleas of Philadelphia County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

13.5. *Mandatory Indemnification.* Notwithstanding any contrary provision of the articles of incorporation or these by-laws, to the extent that a representative of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Paragraph 13.3 or Paragraph 13.4 above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

13.6 *Determination of Entitlement to Indemnification.* Unless ordered by a court, any indemnification under Paragraphs 13.3 or 13.4 above shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

- (a) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or



(b) if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

13.7 *Advancing Expenses.* Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized above.

13.8. *Indemnification of Former Representatives.* Each such indemnity may continue as to a person who has ceased to be a representative of the corporation and may inure to the benefit of the heirs, executors and administrators of such person.

13.9. *Insurance.* The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the corporation would otherwise have the power to indemnify such person against such liability.

13.10. *Reliance on Provisions.* Each person who shall act as an authorized representative of the corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

## ARTICLE XIV *Committees*

14.1 *Executive Committee.* The Executive Committee, consisting of the President, Vice President, Treasurer and Secretary, shall act for the Board of Directors in the interim between Board Meetings, but shall not have the power to reconsider or reverse any action of policy of the Board of Directors. The President or any two members may call meetings at any time and three members shall constitute a quorum. It shall report all its actions to the regular meeting of the Board of Directors, which, when approved, shall become the action of the Board.

14.1 *Additional Committees.* There shall be the following standing committees of such number as the Board of Directors shall direct:

1. Finance / Budget Committee
2. Governance Committee
  - a) Personnel
  - b) Membership & Discipline
  - c) By Law & Policy
3. Developmental Committee
  - Fundraising
4. Building & Grounds Committee

14.2 *Appointment of Members.* Unless otherwise determined by the Board, the President shall appoint members of all committees which are created by the Board of Directors or these Bylaws.

14.3 Each standing committee shall keep minutes of all meetings and file the same in the Birdsboro Community Memorial Center office. It shall submit to the Board of Directors

report of work done. It shall not enter into any contract or incur any indebtedness or financial obligation of any kind except under authority of the Board of Directors. It shall have power to appoint such subcommittees for carrying on the work under its direction as it may deem necessary. Subject to the approval of the Board of Directors, each subcommittee shall have the power to pass such rules as may be necessary for the conduct of the work entrusted to it.

14.4 *Committee Descriptions.* The duties of various standing committees are briefly outlined as follows, but not limited to those outlined duties:

- A. Executive Committee: It shall act for the Board of Directors in the interim between Board Meetings as outlined in Article 4 Section 1.
- B. Budget/Finance Committee: It shall devise ways and means for obtaining the necessary funds for current expenses and plan for the securing of these funds with the cooperation of the Board of Directors. At the November meeting of the Board of Directors, the Finance Committee shall present in writing an itemized estimate of the Birdsboro Community Memorial Center's income and expenses for the ensuing year, and upon revision or approval by the Board of Directors, this estimate shall become the authorized budget for the ensuing fiscal year. No obligation beyond the amount thus appropriated shall be incurred by any committee or agent of the Birdsboro Community Memorial Center unless authorized by the Board of Directors. The Chairman of the Finance Committee shall approve all orders on the Treasurer for the disbursement of funds. Orders which are not approved shall be submitted to the Finance Committee for final action. It shall designate which order shall be given precedence for payment by the Treasurer. It shall require all officers and employees handling funds of the Birdsboro Community Memorial Center to furnish surety bonds at the expense of the Birdsboro Community Memorial Center, and shall approve such bonds and fix the amount thereof. It shall present at each regular meeting of the Board of Directors, a statement brought down to the last business day of the preceding calendar month, showing the total liabilities and assets, the proportion of the receipts and disbursements for each department as compared with the budget, and the amount yet to be received and expended by each department. The Treasurer shall be an Exofficio member of this committee.
- C. Governance Committee: It shall be the responsibility of this committee to interview candidates to the Board of Directors. It shall also be the committee's responsibility to prepare job descriptions. The job description should include all provisions for salaries, benefits, and other related items to the Birdsboro Community Memorial Center's Employees. The committee shall supervise all employees and will handle any personnel problem which might arise. It will be responsible for the development of programs for the Birdsboro Community Memorial Center. It shall develop athletic and physical conditioning programs for the benefit of all members. In addition, it shall develop educational programs, cultural programs, and programs of such a nature which will be attractive to men and women, boys and girls. It shall be the responsibility of this committee to support the Birdsboro Community Memorial Center's Executive Director in his or her yearly drive for membership to the Birdsboro Community Memorial Center. It shall also be the committee's responsibility to assist the Birdsboro Community Memorial Center Executive Director in the disciplining of any member of the organization. The committee shall recommend to the Board of

Directors, the names of any members for flagrant misconduct be expelled from the Birdsboro Community Memorial Center, and the period of time this expulsion should be enforced. They shall also be responsible for developing the general policies and procedures of the Corporation and proposed revisions of the Corporation By-Laws for presentation to the Board of Directors for consideration and possible enactment.

- D. Developmental Committee: The Developmental Committee shall be responsible for preparing a fundraising plan for the Birdsboro Community Memorial Center for presentation to the Board of Directors for approval and for the implementation of all fundraising programs implemented and/or initiated by the Board of Directors.
- E. Building & Grounds Committee: The Building Committee shall consist of members of the Board of Directors whose duties and responsibilities are to assist in keeping the building in good repair. The committee shall be responsible for making recommendations for any new construction or renovations. They shall report to the Board of Directors all items for construction, repair, or renovation.

## ARTICLE XV

### *Subventions*

15.1 The corporation shall be authorized, by resolution of the Directors, to accept subventions on terms and conditions not inconsistent with the Act and to issue certificates therefor.

## ARTICLE XVI

### *Interested Directors and Officers*

16.1 No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

- A. The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or
- B. The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in this section.

ARTICLE XVII  
*Compensation*

17.1 Directors and Offices of this Corporation shall not receive compensation for their service in the role of a director or officer.

ARTICLE XVIII  
*Activities Not in Furtherance of Exempt Purposes:*

18.1 No part of the net earnings of the Birdsboro Community Memorial Center shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Section 501(c)(3) purposes. No substantial part of the activities of the Birdsboro Community Memorial Center shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XIX  
*Dissolution of Corporation*

19.1 Upon the dissolution of the Birdsboro Community Memorial Center, the Board of Directors, after paying or making provisions for the payment of all liabilities of the Center, shall dispose of all assets of the Birdsboro Community Memorial Center in such a manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall, at the time, qualify as an exempt organization(s) under section 501(c)3 of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Berks County exclusively for such purposes set forth above.

ARTICLES XX  
*Non-Discrimination*

20.1 The Birdsboro Community Memorial Center shall not discriminate on the basis or race, color, religious creed, ancestry, union membership, age, gender, national origin, or mental or physical disability or challenge.

20.2 *Compliance.* Compliance with the Pennsylvania Human Relations Act (43 P.S. §§951-963) shall constitute compliance with this paragraph.

20.3 *Application.* The provisions of this Article shall apply to any member, person served by the Corporation in any manner, membership on the Board of Directors and employees of the Corporation.