

**BYLAWS**  
**OF**  
**MOUNT CARMEL REVIVE AND THRIVE, INC.**

*A Pennsylvania Nonprofit Corporation*

Tuesday, January 27, 2026 Mount Carmel, Pennsylvania

**ARTICLE I - NAME AND PRINCIPAL OFFICE**

**Section 1.1. Name.** The name of the corporation is Mount Carmel Revive and Thrive, Inc. (the "Corporation").

**Section 1.2. Principal Office.** The principal office of the Corporation shall be located at 50 W 3<sup>rd</sup> St. Mount Carmel, Pennsylvania, or at such other place as the Board of Directors may from time to time designate.

**ARTICLE II - PURPOSE**

**Section 2.1. General Purpose.** The Corporation is organized and shall be operated as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States internal revenue law. The Corporation's purpose is to promote the common business interests and improve business conditions in Mount Carmel, Pennsylvania, through programs and initiatives that advance economic development, business advocacy, community revitalization, networking, and civic engagement for the benefit of its members and the broader business community.

**ARTICLE III - MEMBERS**

**Section 3.1. Classes of Membership.** The Corporation shall have such classes of membership as may be established by the Board of Directors from time to time. The Board may establish different rights, privileges, and obligations for different classes of membership.

**Section 3.2. Admission to Membership.** Any person, firm, corporation, partnership, association, or other entity engaged in business or having a business interest in Mount Carmel, Pennsylvania, or the surrounding area may apply for membership. The Board of Directors shall establish criteria for membership admission and shall have the authority to accept or reject any application for membership.

**Section 3.3. Membership Dues.** The Board of Directors shall establish the amount of membership dues, assessments, and fees. Dues shall be payable annually or at such other intervals as the Board may determine. Members failing to pay dues within the time prescribed by the Board may be suspended or terminated from membership.

**Section 3.4. Voting Rights.** Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. Good standing shall constitute a member holding active membership with dues paid for a minimum of 90 days. The Board of Directors may establish different voting rights for different classes of membership.

**Section 3.5. Termination of Membership.** Membership may be terminated: (a) by written resignation submitted to the Secretary; (b) by the Board of Directors for non-payment of dues or for conduct deemed detrimental to the Corporation, provided the member is given reasonable notice and opportunity to be heard; or (c) automatically upon dissolution of a member entity.

**Section 3.6. Annual Meetings.** An annual meeting of the members shall be held in January and place as may be determined by the Board of Directors for the purpose of electing directors and transacting such other business as may properly come before the meeting. Written notice of the annual meeting shall be given to all members at least ten (10) days prior to the meeting.

**Section 3.7. Special Meetings.** Special meetings of the members/Board may be called by the President, the Board of Directors, or upon written request of not less than ten percent (10%) of the members entitled to vote. Written notice stating the place, date, hour, and purpose of any special meeting shall be given to all members at least 24 hours prior to the meeting.

**Section 3.8. Quorum.** Twenty percent (20%) of the members entitled to vote, present in person or by proxy, shall constitute a quorum at any meeting of members. If a quorum is not present, the meeting may be adjourned to another time without further notice.

**Section 3.9. Proxies.** At any meeting of members, a member may vote by proxy executed in writing by the member or their authorized representative. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.

## **ARTICLE IV - BOARD OF DIRECTORS**

**Section 4.1. General Powers.** The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors. The Board of Directors may exercise all powers of the Corporation and do all such lawful acts and things as are not by statute, the Articles of Incorporation, or these Bylaws directed or required to be exercised or done by others.

**Section 4.2. Number, Tenure, and Qualifications.** The Board of Directors shall consist of not less than seven (7) and not more than eleven (11) directors. The exact number of directors shall be fixed from time to time by resolution of the Board of

Directors or by vote of the members. Each director shall hold office for a term of three (3) years or until their successor is elected and qualified, or until their earlier death, resignation, or removal. Directors may serve consecutive terms without limitation. Directors must be members of the Corporation.

**Section 4.3. Election and Appointment.** Directors shall be elected by the Board at the annual meeting. The Board of Directors may fill vacancies as provided in Section 4.7 of these Bylaws.

**Section 4.4. Regular Meetings.** The Board of Directors shall hold an annual meeting for the purpose of organization, election of officers, and transaction of other business. The Board shall also hold regular meetings at such times and places as may be determined by the Board. Regular meetings may be held without notice if the time and place of such meetings are fixed by resolution of the Board of Directors.

**Section 4.5. Special Meetings.** Special meetings of the Board of Directors may be called by the President or by any two (2) directors. Notice of any special meeting shall be given at least twenty-four(24) hours prior to the meeting by written notice delivered personally, by mail, by facsimile, or by electronic mail to each director at their address as shown by the records of the Corporation. The notice shall state the place, date, hour, and purpose of the meeting. Any director may waive notice of any meeting before, at, or after the meeting, in writing or by attendance.

**Section 4.6. Quorum and Voting.** A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, the Articles of Incorporation, or these Bylaws. A director who is present at a meeting shall be deemed to have assented to any action taken unless their dissent is entered in the minutes of the meeting or unless they file a written dissent with the Secretary before the adjournment of the meeting.

**Section 4.7. Vacancies.** Any vacancy occurring in the Board of Directors, including a vacancy resulting from an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

**Section 4.8. Resignation and Removal.** Any director may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance as determined by the Board of Directors. A director may be removed from office, with or without cause by a two-thirds (2/3) vote of the directors then in office at any regular or special meeting of the Board, provided that written notice of the proposed removal has been given to all directors at least ten (10) days prior to such meeting.

**Section 4.9. Compensation.** Directors shall serve without compensation for their services as directors. However, directors may be reimbursed for reasonable expenses incurred in the performance of their duties, as approved by the Board of Directors.

Nothing herein shall preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

**Section 4.10. Action Without Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent setting forth the action so taken is signed by all of the directors then in office. Such consent shall have the same force and effect as a unanimous vote at a meeting and may be stated as such in any document.

**Section 4.11. Remote Participation.** Members of the Board of Directors may participate in meetings by means of conference telephone, video conference, or similar communications equipment by which all persons participating in the meeting can hear or communicate with each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

## **ARTICLE V - OFFICERS**

**Section 5.1. Number and Designation.** The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. The Board of Directors may create such other offices and appoint such other officers as it may deem necessary. Any two (2) or more offices may be held by the same person, except that the President and Secretary shall not be the same person and the President and Treasurer shall not be the same person.

**Section 5.2. Election and Term of Office.** The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board. Each officer shall hold office for a term of one (1) year or until their successor is elected and qualified, or until their earlier death, resignation, or removal. Officers may serve consecutive terms without limitation.

**Section 5.3. Removal and Resignation.** Any officer may be removed, with or without cause, by a majority vote of the Board of Directors at any regular or special meeting. Any officer may resign at any time by giving written notice to the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

**Section 5.4. Vacancies.** A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5.5. President.** The President shall be the chief executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the members and Board of Directors. The President may sign, with the Secretary or any other proper officer authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation. The President shall perform all

duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 5.6. Vice President.** In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

**Section 5.7. Secretary.** The Secretary shall: (a) keep the minutes of the meetings of the members, Board of Directors, and committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and affix the seal to all documents when authorized by the Board; (d) keep a register of the address of each member and director; (e) sign with the President, or other officer authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed; and (f) in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or by the Board of Directors.

**Section 5.8. Treasurer.** The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in banks, trust companies, or other depositories selected by the Board of Directors; (c) prepare or cause to be prepared financial statements showing the financial position of the Corporation; (d) ensure that adequate books and records of account are maintained; and (e) in general perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President or by the Board of Directors. If required by the Board, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety as the Board shall determine.

## **ARTICLE VI - COMMITTEES**

**Section 6.1. Committees of the Board.** The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of one (1) or more directors, to exercise such authority of the Board as may be specified in the resolution. However, no committee shall have the authority to: (a) amend the Articles of Incorporation or Bylaws; (b) elect, appoint, or remove directors or officers; (c) adopt a plan of merger or consolidation; (d) authorize the sale, lease, or exchange of all or substantially all of the Corporation's property and assets; (e) authorize the voluntary dissolution of the Corporation; or (f) take any other action requiring approval of the Board under Pennsylvania law.

**Section 6.2. Advisory Committees.** The Board of Directors may create advisory committees composed of such persons as the Board deems appropriate. Advisory committees shall have no power to act on behalf of the Corporation but shall report their findings and recommendations to the Board of Directors.

**Section 6.3. Committee Procedures.** Each committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required. Unless otherwise provided by the Board, a majority of any committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 6.4. Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until their successor is appointed, unless the committee shall be sooner terminated, or unless such member shall resign, be removed, or cease to qualify as a member thereof.

## **ARTICLE VII - CONFLICTS OF INTEREST**

**Section 7.1. Duty to Disclose.** Each director, officer, and committee member has a duty to place the interest of the Corporation foremost in any dealings involving the Corporation and has a continuing responsibility to comply with the requirements of this Article. In connection with any actual or possible conflict of interest, an interested person must disclose the existence and nature of their financial interest and all material facts to the directors and members of committees considering the proposed transaction or arrangement.

**Section 7.2. Definition of Conflict of Interest.** A conflict of interest exists when a person in a position of authority over the Corporation may benefit financially from a decision they could make in such capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. For purposes of this Article, a person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (a) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; (b) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

**Section 7.3. Procedures.** When a conflict of interest is relevant to a matter under consideration, the interested person shall: (a) disclose the conflict before the Board or committee considers the matter; (b) not participate in the discussion or deliberation regarding the matter, except to answer questions; (c) leave the meeting during the vote on the matter; and (d) not be counted in determining the existence of a quorum for purposes of the vote. The minutes of the meeting shall reflect that the conflict of interest was disclosed and that the interested person did not participate in the discussion or vote.

**Section 7.4. Annual Statements.** Each director, officer, and committee member shall annually sign a statement which affirms that such person: (a) has received a copy of this conflicts of interest policy and the Ethical Conduct Clause; (b) has read and understands the policies; (c) has agreed to comply with the policies; and (d) understands that the Corporation is a business league organization and must engage primarily in activities that promote the common business interests of its members.

## **ARTICLE VIII - INDEMNIFICATION**

**Section 8.1. Indemnification.** 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 they are or were a director, officer, employee, or agent of the Corporation, or are or were 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 expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit, or proceeding if they acted in good faith and in a manner they 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 their conduct was unlawful.

**Section 8.2. Insurance.** The Corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer 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 them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Corporation would have the power to indemnify them against such liability under the provisions of this Article.

**Section 8.3. Pennsylvania Law.** The indemnification provided by this Article shall be in accordance with and subject to the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, as amended, and shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise.

## **ARTICLE IX - FISCAL YEAR**

**Section 9.1. Fiscal Year.** The fiscal year of the Corporation shall be January 1 – Dec 31.

## **ARTICLE X - CORPORATE SEAL**

**Section 10.1. Corporate Seal.** The Corporation may have a corporate seal which shall be in such form as may be approved by the Board of Directors. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

## **ARTICLE XI - BOOKS AND RECORDS**

**Section 11.1. Required Records.** The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its

members, Board of Directors, and committees. The Corporation shall keep in cloud storage digital copies of its Articles of Incorporation and Bylaws, as amended to date, and a current list of members.

**Section 11.2. Inspection of Records.** All books and records of the Corporation may be inspected by any member or director, or their agent or attorney, for any proper purpose at any reasonable time, upon written demand stating the purpose thereof. The Board of Directors shall have the power to establish reasonable rules and regulations regarding such inspections.

## **ARTICLE XII - AMENDMENTS**

**Section 12.1. Amendment.** These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds (2/3) vote of the directors then in office at any regular or special meeting of the Board of Directors provided that notice of the proposed alteration, amendment, repeal, or adoption of new Bylaws shall have been given to all directors as applicable, at least ten (10) days prior to such meeting.

## **ARTICLE XIII - BUSINESS LEAGUE REQUIREMENTS**

**Section 13.1. Business League Purpose.** The Corporation shall be operated exclusively to promote the common business interests of persons and organizations engaged in business in Mount Carmel, Pennsylvania, and the surrounding area. The Corporation's activities shall be directed toward improving business conditions of one or more lines of business as distinguished from performing particular services for individual persons or organizations.

**Section 13.2. No Private Inurement.** No part of the net earnings of the Corporation 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 purposes set forth in Article II hereof. The Corporation may provide services to members that further the business league purpose, but such services must improve business conditions generally and not provide particular services for individual persons.

**Section 13.3. Political Activities.** No substantial part of the activities of the Corporation shall be the 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.

**Section 13.4. Prohibited Activities.** Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code. The Corporation shall not perform particular services for individual persons or engage in

activities that provide private benefits to specific members beyond those incidental to the improvement of general business conditions.

## **ARTICLE XIV - DISSOLUTION**

**Section 14.1. Dissolution.** Upon the dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to one or more organizations that qualify as exempt organizations under Section 501(c)(3), 501(c)(4), or 501(c)(6) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as determined by the Board of Directors or as directed by a court of competent jurisdiction.

## **ARTICLE XV - MISCELLANEOUS**

**Section 15.1. Waiver of Notice.** Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, as amended, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

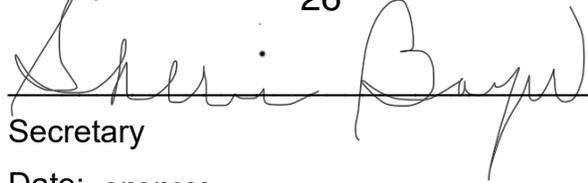
**Section 15.2. Gender.** Whenever the context so requires, all words used in the singular shall be construed to have been used in the plural, and vice versa, and each gender shall include any other gender.

**Section 15.3. Governing Law.** These Bylaws shall be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania.

**Section 15.4. Severability.** If any provision of these Bylaws or the application thereof to any person or circumstance shall be held invalid, the remainder of these Bylaws and the application of such provision to other persons or circumstances shall not be affected thereby.

## **CERTIFICATE OF ADOPTION**

The undersigned hereby certifies that the foregoing Bylaws were duly adopted by the Board of Directors of Mount Carmel Revive and Thrive, Inc. on the ~~27~~ day of January, 2026.

  
Secretary

Date: 2/23/2026

# Our Mission

Our mission is to promote prosperity and growth for downtown and local businesses in the Mount Carmel region, to foster a new era of recovery, rebuilding and investing in our community for its residents through strong promotion, dedication, and communication to local, regional and state government. As a member and supporter, we can rebuild and showcase our historic place in history for all to enjoy a safe, successful, small-town America through self-promotion, networking and representing a unified voice of our members.