

BYLAWS
FOX VALLEY COMMUNITY SERVICES, INC.
(Revised and Approved: October 2017)
Preamble

We, citizens of the Commonwealth of Pennsylvania, associate ourselves for the purpose of: Installation, maintenance and operation on a nonprofit basis of a sewage disposal system within the confines of a development known as Fox Valley, Concord Township, Delaware County, Pennsylvania, and to do all other acts necessary and proper to carry out the aforesaid purpose.

Article I: Name

Section 1. This corporation shall be named, known, and styled as: Fox Valley Community Services, Inc. (FVCS).

Article II: Ownership (Shareholder)

Section 1. Ownership of the corporation shall be divided into 350 shares and shall be based upon ownership of a dwelling or property with in Fox Valley, Concord Township, as defined by a survey of G. D. Houtman & Son, Civil Engineers, dated January 31, 1966, that utilizes the services of FVCS. Such ownership shall be a condition precedent to holding interest in the corporation.

Section 2. Each single residence or single residence property shall be entitled to own one share and the remaining shares shall be held by the owners/administrators of the commercial and other residential properties in proportions prescribed and agreed upon in the minutes of meetings dated November 30, 1981. In addition, the owners of the office building, located at Dougherty Blvd., are entitled to two (2) ownership shares. The outstanding shares are disbursed as follows:

175 Single Residence Shareholders (175 shares); 111 Condominium Shareholders (44 Shares); Office Building Shareholder (2 shares); Board of Directors Shareholders (129 shares).

Section 3. The sale of a shareholder's property shall constitute resignation from the corporation.

Section 4. The purchaser of a dwelling or property in Fox Valley shall automatically acquire a share in FVCS corporation upon registration with the FVCS and be bound by the bylaws thereof. Share certificates are no longer required.

Article III: Sewer Fees

Section 1. Sewer fees will be paid quarterly at a rate fixed from time to time by the Board of Directors.

Section 2. Non-payment of sewer fees shall constitute a valid reason for the Board of Directors to sue in the name of the corporation for delinquent sewer fees and court costs.

Article IV: Location

Section 1. The mailing business address of the Fox Valley Community Services, Inc. shall be P. O. Box 452, Chester Heights, Delaware County, Pennsylvania 19017.

Article V: Meetings

Section 1. A general ownership meeting shall be held annually.

Section 2. The Board of Directors shall meet monthly, as needed, but, at least, semi-annually. These meetings may be conducted by conference call or other certifiable electronic means, such as by e-mail.

Section 3. Special meetings of the general ownership may be called by the President at such times as he may deem necessary; or upon the written, e-mail, or text request from five (5) members of the Board of Directors; or upon the written request, by petition, signed by twenty (20) shareholders of the FVCS.

Section 4. Special meetings of the Board of Directors shall be called by the President whenever he shall deem necessary or at the written, e-mail, or text request from three (3) members of the Board of Directors.

Section 5. A regular meeting shall refer to the monthly meeting of the Board of Directors, unless declined by the Board.

Article VI: Notices

Section 1. Notices of all meetings, regular or special, shall be undertaken in writing, or by e-mail, or text to each shareholder or director on the Board of Directors as the case may be, at his latest address recorded on the books of the FVCS.

Section 2. Each shareholder shall be entitled to one week's notice of any special meeting and each director shall receive one week's notice of a special or regular meeting.

Section 3. Each shareholder shall be entitled to thirty (30) days' notice of the annual meeting.

Article VII: Waiver of Notice

Section 1. Unless otherwise provided by law, whenever any notice is required to be given, by provision of the bylaws, 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 equivalent thereto.

Article VIII: Officers

Section 1. The officers of the FVCS shall be President, Vice-President(s), Secretary, and Treasurer.

Section 2. All officers must be members of the Board of Directors.

Section 3. All officers report to the Board of Directors, the final authority on all matters related to the FVCS.

Article IX: Duties of Officers

Section 1. The President shall be the chief executive officer of the FVCS; he shall preside at all meetings of the shareholders and directors; he shall have general and active management of the business of the FVCS; he shall see that all orders and resolutions of the Board of Directors are carried out; he shall execute all bonds, mortgages, and all contracts of the FVCS, affixing the corporate seal thereto; he shall have general coordination of all other officers of the FVCS and oversee the performance of their duties. If he observes any dereliction of these duties he shall report immediately to the Board of Directors for such corrective action as they may choose; he shall submit a report of the operations of the FVCS for the fiscal year to the Board of Directors and shareholders at its annual meeting; and from time to time shall report to the Board of Directors all matters within his knowledge that may affect the FVCS; he shall be an ex-officio member of all standing committees and shall have the powers and duties and management usually vested in the office of President in a corporation; he shall appoint all committees, except as herein otherwise provided.

Section 2. The Vice-President(s) shall be vested with all the power and shall perform all the duties of the President during the President's absence and shall have other such duties as may, from time to time, be determined by the Board of Directors. In the event that there shall be more than one Vice-President, then there shall be a first Vice-President, second Vice-President and third Vice-President. In the event that the President is absent at any meeting, the first Vice-President shall preside, and if neither are present at a meeting, then the second Vice President shall preside, and so on. If both the President and Vice-President(s) are absent, the Secretary shall preside.

Section 3. The Secretary shall attend all sessions of the Board of Directors and all meetings of shareholders and act as a clerk thereof; and shall record all votes and minutes of all proceedings in the FVCS Drop Box to be kept for that purpose; shall, when required, perform a like service for all standing committees; shall send notices of all meetings to the members of the Board of Directors; and shall perform such other duties as may be prescribed by the Board of Directors under whose supervision he shall be; and he shall be the custodian of the corporate seal, the FVCS Drop Box, and other non-financial records of the FVCS, except as may be provided otherwise.

Section 4. The Treasurer, under the direction of the Board of Directors, shall have charge of the funds of the FVCS and shall deposit the same in the name of the FVCS in the depositories designated by the Board of Directors; he shall pay all the vouchers, orders, or invoices properly attested to by the President and Secretary; and shall make a complete and accurate report of the finances of the FVCS at each annual meeting of the shareholders or at any other time upon request to the Board of Directors. The Treasurer shall cause to be prepared and filed all tax returns as required by law after review and approval by the Board of Directors, and shall keep all financial records of the FVCS.

Article X: Bond

Section 1. The Board of Directors may require such officers to be bonded as it shall deem necessary for any amount(s) as it may deem requisite.

Article XI: Board of Directors

Section 1. The Board of Directors shall consist of nine (9) members elected by the shareholders by majority vote of those present. All officers and members of the Board of Directors shall be uncompensated volunteers.

Article XII: Duties and Powers of the Board of Directors

Section 1. The property and business of the FVCS shall be managed by the Board of Directors.

Section 2. In addition to the general powers of the Board of Directors by virtue of their office, the powers and authority expressly given by law, and elsewhere in the bylaws, the following specific powers are expressly conferred on the Board of Directors:

- To purchase or otherwise acquire for the FVCS any property, right, or privilege which it is authorized to acquire at such price or consideration, and upon such terms as the Board of Directors deem appropriate;
- to appoint, remove, or suspend subordinate agents, and to determine their duties and affix their salaries;

- to confer by resolution upon any officer or agent of the FVCS the power of permanently removing or suspending any subordinate officer;
- to determine who shall be authorized, on behalf of the FVCS to sign bills, notices, receipts, acceptances, endorsements, checks, releases, contracts, or to remove or suspend such contracts and other instruments;
- to delegate any of the powers of the Board to any standing committee, special committee, or to any officer or agent of the FVCS, with such powers as the Board may seem fit to grant;
- to fix sewer fees;
- to sue for unpaid sewer fees;
- to generally do all such lawful acts and things as are not by law, or by these bylaws, directed or required to be done by the Board of Directors;
- to be responsible for preparing the assets of the FVCS for sale under Article XXI; and
- to remove from office any officer or member of the Board of Directors that is continually absent or negligent in his duties.

Article XIII: Nominations, Elections, and Terms of Office

Section 1. Elections shall be held annually.

Section 2. The general ownership shall elect the members of the Board of Directors. Voting for directors shall be on a cumulative basis. Each shareholder shall have only one vote per household.

Section 3. The Board of Directors shall elect the officers as set forth in Section 1, Article VIII. Nominations and elections of members of the Board of Directors shall take place at the annual meeting of the FVCS.

Section 4. The Board of Directors shall elect the officers of the FVCS at a meeting immediately following the annual meeting of the FVCS.

Section 5. The term of office for all the officers shall be for one year.

Section 6. The term of office for the Board of Directors shall be for a term of three (3) years, provided, however, initially three (3) directors shall be elected for a term of one (1) year, three (3) directors shall be elected for a term of two (2) years, and three (3) directors shall be elected for a term of three (3) years. Thereafter, three (3) directors shall be elected each year.

Section 7. In the event that the office of an officer or member of the Board of Directors shall become vacant, the remaining members of the Board shall immediately fill such vacancy for the unexpired term, except for the positions of 2nd and 3rd vice president.

Section 8. A simple majority vote of shareholders present and voting shall be required to elect a member to the Board of Directors; and a simple majority of the members of the Board of Directors present and voting shall be required to elect the officers of the FVCS.

Section 9. The ballot for the election for the members of the Board of Directors for office in the FVCS shall be by closed written ballot, unless agreed upon otherwise.

Section 10. Any shareholder in good standing shall be eligible to hold office in the FVCS either as an officer or a member of the Board of Directors.

Article XIV: Quorum

Section 1. A quorum for the purpose of holding any meeting of the shareholders shall be at least one hundred shares.

Section 2. A quorum for the purpose of holding of any meeting of the Board of Directors shall be five (5) members of the Board of Directors present or in absentia.

Article XV: Majority Vote

Section 1. A simple majority of those participating shall be required to pass any motion at any meeting (see Article V, Section 2) of the members of the Board of Directors, unless otherwise provided.

Article XVI: Right and Obligations of Shareholders

Section 1. Each share, based on the ownership described in Article II, shall be entitled to one ownership vote at the general ownership meeting.

Section 2. Any shareholder in arrears two quarters or more shall not have the right to vote or hold office.

Section 3. The books, accounts, and records of the FVCS shall be open for inspection to any member of the Board of Directors at any time. Shareholders of the FVCS may inspect such books, accounts, and records of the FVCS at such reasonable time as the Board of Directors may designate.

Article XVII: Standing Committees

Section 1. There shall be such standing committees as from time to time shall be determined by the Board of Directors.

Article XVIII: FVCS Seal

Section 1. The FVCS shall have a seal, upon which shall be inscribed the name of the corporation, the year of its creation, and the words “Incorporated Commonwealth of Pennsylvania.”

Article XIX: Amendments

Section 1. The shareholders of the FVCS may, by a majority vote of the shares present and voting, alter, amend, suspend, or annul these bylaws at any regular meeting or special meeting called for this purpose.

Article XX: Adoption of Bylaws

Section 1. These revised bylaws shall be adopted by a majority vote of the shareholders present and voting at the time of its proposal to the shareholders for ratification.

Section 2. These bylaws shall be in full force and effect immediately upon their adoption as set forth in Section 1.

Article XXI: Sale of Assets

Section 1. The assets of the FVCS may be sold to a duly franchised utility corporation or municipal authority on a vote of a majority of the total shares outstanding, or may be transferred to the Township of Concord, or any authority created by the Township, for a consideration to be determined by the Board of Directors based on fair market value.