

# BY-LAWS

## “Oxford Pennsylvania Town Watch Association”

### ARTICLE I -- OFFICES

**Section 1.01.** The registered office of the Association shall be at:

<Address>

The registered agent in charge thereof shall be: M. Walter Saranetz

**Section 1.02.** The Association may also have offices at such other places as the Officers may from time to time appoint or the business of the Association may require.

### ARTICLE II – OBJECTIVES

**Section 2.01** The first objective of this Association is to allow every Member of record in good standing to act in such a manner as to help deter and reduce crime and undesirable behavior in our neighborhoods, while improving the daily safety of citizens residing within the Borough of Oxford.

**Section 2.02** The second objective of this Association is to allow every Member of record in good standing to act in such a manner as to help improve the quality of life within the Borough of Oxford, while raising civic pride, awareness, and respect in our community.

**Section 2.03** The third objective of this Association is to allow every Member of record in good standing to act in such a manner as to provide a communication and warning network linking law abiding citizens within our community.

This shall be accomplished by the establishment of an information gathering and dissemination vehicle, hereinafter referred to as the ‘Oxford Town Watch Association Incident Database’, or more simply by reference and not by definition, the ‘Incident Database’.

**Section 2.04** The fourth objective of this Association is to allow every Member of record in good standing to act in such a manner as to aid and lawfully support law enforcement personnel in policing our Borough by providing pertinent supplemental information to law enforcement.

This shall take the form of submitting, through protocols established by the Association, any and all information relating to any instance of nuisance, suspicious, or criminal activity (ies) witnessed, whether or not a an Official report was made with any and all Law Enforcement Agency (ies), in a timely fashion to the best of the individual’s ability

**Section 2.05** The fifth objective of this Association is to allow every Member of record in good standing to act in such a manner as to not hinder or interfere with any law enforcement personnel lawfully engaged in the performance of their duties or engaged in an investigation.

### ARTICLE III - MEMBERSHIP

**Section 3.01** *Membership eligibility and admission* Any resident of Oxford Borough, as defined by Borough Council, is eligible to join. Members in good standing must attend a minimum of one meeting per year.

**Section 3.02** *Membership dues* the annual dues shall be one dollar, payable in advance on or before the start date of the new fiscal year. The Treasurer shall notify Members three months in arrears, and those whose dues are not paid within 3 months thereafter shall be automatically dropped from membership.

**Section 3.03** *Duties and Responsibilities of Members* Each Member in good standing with the Association shall be responsible for acting in such a manner as to lawfully satisfy each of the above-enumerated Objectives in a timely and reasonable fashion to the best of his or her ability. This includes, but is not limited to, the following

1. Vigilance and awareness of any and all activities which may be construed as a nuisance, suspicious, or criminal by any and all duly appointed Police Officer(s) or duly appointed Officers of a Court of competent jurisdiction;
2. Reporting of said activities to local Law Enforcement Agencies in a timely manner to the best of their ability;
3. In addition, supplying the Association with information regarding said activity(ies), whether or not they have been officially reported to any and all Law Enforcement Agencies, by utilizing the protocols established by the Association for the inclusion of such information in the Incident Database

#### **ARTICLE IV -- MEETINGS**

**Section 4.01.** *Meetings* of members shall be held at a meeting place as may be selected from time to time by the members.

**Section 4.02.** *Annual Meetings:* The annual meeting of the members shall be held on the 3rd Wednesday of February in each year, if not a legal holiday, and if a legal holiday, then on the next secular day following, when officers shall be appointed and transact such other business as may properly be brought before the meeting. If the annual meeting for appointment of officers is not held on the date designated thereof, the existing officers shall cause the meeting to be held as soon thereafter as convenient.

**Section 4.03.** *Appointment of Directors:* Appointment of the directors of the association shall be by the vote of its membership.

**Section 4.04.** *Special Meetings:* Special meetings of the members may be called at any time by the Chairman, or Directors, or Officers, or Members of record in good standing with the Association. At any time, upon written request of any person or persons who have duly called a special meeting, it shall be the duty of the Secretary to fix the date of the meeting, to be held not more than sixty days after receipt of the request, and to give due notice thereof. If the Secretary shall neglect or refuse to fix the date of the meeting and give notice thereof, the person or persons calling the meeting may do so.

Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto, unless a quorum of members are present and consent.

Written notice of a special meeting of members stating the time, place, and object thereof, shall be given to each Member at least 30 days before such meeting, unless a greater period of notice is required by statute in a particular case.

**Section 4.05.** *Quorum:* A majority of the Officers and Directors, a representative of each standing committee, totaling not less than 25% of the total membership represented in person or by proxy, shall constitute a quorum at a meeting. If less than 25% of the members are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

**Section 4.06.** *Proxies:* Each member is entitled to express consent or dissent to the organization's action in writing without a meeting, may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period.

A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may be made irrevocable. All proxies shall be filed with the Secretary of the meeting before being presented to the general membership.

**Section 4.07.** *Notice of Meetings:* Whenever members are required or permitted to take any action at a meeting, a notice of the meeting shall be given **either in writing, or by electronic means, including but not limited to telegraphy, electronic mail, or other suitable means by which the notice may be easily converted to a printable form**, which shall state the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, written notice of any meeting shall be given not less than three nor more than sixty days before the date of the meeting to each member of the association.

**Section 4.08.** *Consent in Lieu of Meetings:* Any action required to be taken at any annual or special meeting of the membership, may be taken without a meeting, without prior notice, and without a vote, if consent in writing, setting forth the action so taken, shall be agreed to by the members. Prompt notice of the taking of the association's action without a meeting shall be given to those members who have not consented in person.

**Section 4.09.** *List of Members:* The officer who has charge of the membership list of the association shall prepare and make, at least ten days before every meeting of members, a complete list of the membership, arranged in alphabetical order, and showing the address of each member. Any member who has a membership fee that is due and remains unpaid shall lose their right to vote at any meeting until the fee is paid. The list shall be open to the examination of any member in good standing, for any purpose germane to the meeting, for a period of at least ten days prior to the meeting upon request, either at a place within the borough where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held regularly. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any member who is present.

## **ARTICLE V -- DIRECTORS**

**Section 5.01.** *Board of Directors:* The business and affairs of this association shall be managed by its Board of Directors, three in number. The directors must be residents of the borough and state in which the organization resides. They shall be elected by the membership at the annual meeting of members of

the association, and each director shall be elected for the term of one year, and until their successor shall be elected and shall qualify or until their earlier resignation or removal.

**Section 5.02** *Powers* All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of, the Board of Directors.

**Section 5.03.** *Regular Meetings:* Regular meetings of the Board shall be held without notice to the general membership, at least quarterly, at such time and place as shall be determined by the Board.

**Section 5.04.** *Special Meetings:* Special Meetings of the Board may be called by the Chairman on 2 days notice to each director, either personally or by mail, fax or by telegram; special meetings shall be called by the President or Secretary or CFO in like manner and on like notice on the written request of a majority of the directors in office.

**Section 5.05.** *Quorum:* A majority of the total number of directors shall constitute a quorum for the transaction of business.

**Section 5.06.** *Consent in Lieu of Meeting:* Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee. The Board of Directors may hold its meetings at a location outside of this state.

**Section 5.07.** *Conference Telephone:* One or more directors may participate in a meeting of the Board, or a committee of the Board or of the members, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other; participation in this manner shall constitute presence in person at such meeting.

**Section 5.08.** *Compensation* Directors as such, shall not receive any stated salary for their services.

**Section 5.09** *Action Without a Meeting* Any action required to be taken at a meeting of the Board or any of its committees shall be deemed the action of the Board or the committee if all Directors or committee members, as the case may be, execute written consents either before or after the action is taken, and the consents are filed with the Minutes or the proceedings of the Board or committee.

**Section 5.10** *Presumption of Assent* A Director of the Association who is present at a meeting of the Board of Directors at which action on any Association matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the Minutes of the meeting or unless he or she files his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or delivers such dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting.

**Section 5.11** *Committees* The Board of Directors may, by Resolution adopted by the majority of the whole Board, designate one or more committees, each committee to consist of one or more Directors and such Members of record in good standing of the Association as may be designated by the Board. To the extent provided in such Resolution and limited by applicable law, any such committee shall have and exercise the powers of the Board of Directors. Unless otherwise determined by the Board, in the absence or disqualification of any member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she, or they constitute a Quorum, may unanimously appoint another Director or Member to act at the meeting in the place of any such absent or disqualified member.

**Section 5.12.** *Removal:* Any director or the entire Board of Directors may be removed, with or without cause, by a majority of the members then entitled to vote at an election of directors, except that when cumulative voting is permitted. If less than the entire Board is to be removed, no director may be removed without cause if the votes cast against their removal would be sufficient to elect them if then cumulatively voted at an election of the entire Board of Directors.

## **ARTICLE VI -- OFFICERS**

**Section 6.01.** *Selection:* The executive officers of the association shall be chosen by the directors and shall be a Chairman, President, Secretary and Chief Financial Officer. The Board of Directors may also choose one or more Vice Presidents and such other officers as it shall deem necessary. Any number of offices may be held by the same person.

**Section 6.02.** *Salaries:* Salaries of all officers and agents of the Association shall be fixed by the Board of Directors.

**Section 6.03.** *Term of Office:* The officers of the Association shall hold office for one year and until their successors are chosen and have qualified. Any officer or agent elected or appointed by the Board may be removed by the Board of Directors whenever in its judgment the best interest of the association will be served thereby.

**Section 6.04.** *Chairperson:* The Chairperson shall preside at all meetings of the members and directors; they shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the Chairperson, to any other officer or officers of the association. The Chairperson shall execute all instruments requiring a seal, under the seal of the association, and shall be EX-OFFICIO a member of all committees.

**Section 6.05.** *President:* The President shall attend all sessions of the Board. The President shall be the chief executive officer of the association; he shall have general and active management of the business of the association, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the association. He shall have the general power and duties of supervision and management usually vested in the office of President of an association.

**Section 6.06.** *Secretary:* The Secretary shall attend all sessions of the Board and all meetings of the members and act as clerk thereof, and record all the votes of the association and the minutes of all its transactions in a book to be kept for that purpose. (For purposes of recoding committee minutes, each committee shall provide their own recording secretary.) The secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, and under whose supervision the secretary shall be. The secretary shall keep in safe custody the corporate seal of the association, and when authorized by the Board, affix the same to any instrument requiring it.

**Section 6.07.** *Chief Financial Officer:* The Chief Financial Officer (CFO) shall have custody of the association's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the association, and shall keep the moneys of the association in separate account to the credit of the association. The CFO shall disburse the funds of the association as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at

the regular meetings of the Board, or whenever they may require it, an account of all transactions as Chief Financial Officer and of the financial condition of the association.

**Section 6.08** *Authority and Duties of the Officers* The Officers shall have such authority, perform such duties, and serve as may be determined by or under the direction of the Board of Directors. Except as otherwise provided by the Board, a) the President shall be the Chief Executive Officer of the Association, shall have general supervision over the business and operation of the Association, may perform any act and execute any instrument for the conduct of such business and operations and shall preside at all meetings of the Board and the Members; b) the other Officers shall have the duties usually related to their offices; and c) the Vice President or Chief Financial Officer in lieu of an acting Vice President, shall in the absence of the President have the authority and perform the duties of the President.

## **ARTICLE VII -- VACANCIES**

**Section 7.01.** Any vacancy occurring in any office of the organization by death, resignation, removal, or otherwise, shall be filled by the Members. Vacancies and newly created positions resulting from any increase in the authorized number of Officers and Directors may be filled by a majority of the Officers and Directors then in office, although not less than a quorum, or by a sole remaining Officer or Director. If at any time, by reason of death or resignation or other cause, the organization should have no presiding Officers or Directors, then any Member may call a special meeting of Members in accordance with the provisions of these By-Laws.

**Section 7.02.** *Resignations Effective at Future Date:* When one or more Officers or Directors shall resign from office, effective at a future date, a majority of the Directors then presiding, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective.

## **ARTICLE VIII -- CORPORATE RECORDS**

**Section 8.01** *Seal* The Association Seal shall be composed of a circular embossing plate, comprised of an outer circular decorative ring, with the words "Oxford Town Watch Association" and the word "Pennsylvania" placed immediately beneath said outer ring in a circular fashion, an inner decorative ring, with the words "Incorporated" and the year of Incorporation as approved by the Bureau of Corporations of the Commonwealth of Pennsylvania, and, if spacing permits, a star symbol, all of which is to be aligned centrally and vertically and placed within the space circumscribed by said inner decorative ring. Said Seal is to remain the property of the Association, and shall be kept in the possession of the Association's Secretary of record.

**Section 8.02** *Association Minute Book* The Association shall maintain, as part of its corporate records, a book entitled "Minute Book", which shall contain without limitation, the Articles of Incorporation and amendments thereto, the Bylaws, minutes of all meetings of the Board of Directors and Members of record in good standing with the Association, and all consents to action in lieu of such meetings, and such other documents relating to the important affairs of the Association as the Secretary of the Association shall determine.

**Section 8.03.** *Inspection* Any Member of record, in person or by attorney or other agent, shall, upon written demand under oath stating the purpose thereof, have the right during the regular meeting to inspect for any proper purpose the organization's list of members, and its other books and records, and to make copies or extracts there from. A proper purpose shall mean a purpose reasonably related to such person's interest as a Member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such

other writing, which authorizes the attorney or other agent to so act on behalf of the Member. The demand under oath shall be directed to the organization at its registered office in this Borough.

## **ARTICLE IX -- MISCELLANEOUS PROVISIONS**

**Section 9.01.** *Checks:* All checks or demands for money and notes of the organization shall be signed by such officer or officers as the Members may from time to time designate.

**Section 9.02.** *Fiscal Year:* The fiscal year shall begin on the first day of January, and shall end on the last day of December.

**Section 9.03.** *Notice:* Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof through the mail, by fax, email, or by telegram, charges prepaid, to their address appearing on the books of the organization, or supplied by to the association for the purpose of notice. If the notice is sent by mail, email, fax or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, emailed, faxed or with a telegraph office for transmission to such person. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting of members, the general nature of the business to be transacted.

**Section 9.04.** *Waiver of Notice:* Whenever any written notice is required by statute, or by the Certificate or the By-Laws of this association 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. Except in the case of a special meeting of members, neither the business to be transacted at nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of a person either in person or by proxy, at any meeting 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.

**Section 9.05.** *Resignations:* Any officer may resign at anytime, such resignation to be in writing, and to take effect from the time of its receipt by the organization, unless some time be fixed in the resignation and then from that date. The acceptance of a resignation shall not be required to make it effective.

## **ARTICLE X -- ANNUAL STATEMENT**

**Section 10.01.** The President and Officers shall present at each annual meeting a full and complete statement of the business and affairs of the organization for the preceding year. Such statement shall be prepared and presented in whatever manner the Officers shall deem advisable and need not be verified by a certified public accountant.

## **ARTICLE XI-- AMENDMENTS**

**Section 11.01.** These By-Laws may be amended or repealed by agreement of the Members at any regular or special meeting of the Members, duly convened after notice to the Membership for that purpose.

## **ARTICLE XII – INDEMNIFICATION**

**Section 12.01.** *General Indemnification.* The Organization shall indemnify the Officers of the Organization in the manner and to the full extent provided in the General Law of the Commonwealth of Pennsylvania. Such indemnification may be in addition to any other rights to which any person seeking indemnification may be entitled under any agreement of the Association's Officers and Members by any

provision of these By-Laws or otherwise. The Officers of the Association shall be fully protected individually in making or refusing to make any payment or in taking or refusing to take any other action under this Article IX in reliance upon the advice of counsel.

**Section 12.02** *Permissive Indemnification: Actions not by or in Right of the Association* The Association may indemnify any member 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 Association) by reason of the fact that he or she is or was a representative of the Association or is or was serving at the request of the Association as a representative of another domestic or foreign corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, 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 Association, and, with respect to any criminal action or proceeding, did not have reasonable cause to believe his or her 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 in which he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, did not have reasonable cause to believe his or her conduct was unlawful.

**Section 12.03** *Permissive Indemnification: Actions by or in Right of the Association* The Association may 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 Association to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Association, or is or was serving at the request of the Association as a representative of another domestic or foreign corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, 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 Association; except that no indemnification may be made in respect of any claim, issue or matter as to which such person is adjudged to be liable to the Association unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the Association is located or the Court in which such action or suit was brought determines 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 be indemnified for such expenses which the Court of Common Pleas or other such Court shall deem proper.

**Section 12.04** *Mandatory Indemnification* To the extent that a representative of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs 12.01, 12.02, or 12.03 or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection therewith.

**Section 12.05** *Authorization of Permissive Indemnification* Any indemnification under paragraphs 12.02 or 12.03 (unless ordered by a Court of competent jurisdiction) shall be made by the Association only as authorized in the specific case upon a 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 section. Such determination shall be made:

1. By the Board of Directors by a majority of a Quorum consisting of Directors who were not parties to such action, suit, or proceeding, or

2. If such Quorum is not obtainable or, even if obtainable, a majority vote of the Quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or,
3. By Members in good standing of the Association.

**Section 12.06** *Indemnification not Exclusive* The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement or vote of Members of record in good standing of the Association or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a representative of the Association and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**Section 12.07** *Insurance* The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a representative of the Association, or is or was serving at the request of the Association as a representative of another domestic or foreign corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against or incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of these Bylaws or applicable statutes.

#### **ARTICLE XIII –ENUMERATION**

**Section 13.01** *Caption, Heading, Articles and Section Numbers.* The enumeration of subtitles, identifying numbers or letters used in these articles convey no significant meaning in terms of or for the purpose of or priority other than to solely identify said articles or subsections.

**Section 13.02** *Changes or Amendments* In the process of amending previously adopted articles of this kind, necessary changes in designation by number or letter may be presumed to have been included in the assembly's action, even if they were not mentioned. Corrections of article or section numbers or cross-references that cannot result in a change of meaning can be delegated to the secretary or to a committee.

#### **ARTICLE XIV – AUTHORITY**

**Section 14.01** *Parliamentary Authority* The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

**Section 14.02** *Representative Authority.* Authority to act on behalf of the association is not automatically conferred by membership. Authority to act on the association's behalf is only granted to individual members upon written consent by the Board of Directors or as recorded in the minutes of the association.

#### **ARTICLE XV – SEVERABILITY**

**Section 15.01** *Validity and Enforcement* If any provision of these bylaws is held to be invalid or unenforceable by a Court of competent jurisdiction, such determination shall not affect the remaining provisions of these bylaws, which shall remain in full force and effect.

#### **ARTICLE XVI – JURISDICTION**

**Section 16.01** *Provisions of Bylaws* All provisions set forth within these bylaws shall be held subject to interpretation by any Court of Law having jurisdictional authority to act on behalf of the Commonwealth of Pennsylvania, and shall be binding to any and all Letters of Law in force and in effect as set forth by the Bar of said Commonwealth.

## **ARTICLE XVII --- RATIFICATION**

**Section 17.01** *Seals and Endorsements* We, the undersigned, being the duly authorized representatives of the Oxford Town Watch Association, by affixing our respective signatures and/or seals, and having said signatures and/or seals witnessed and certified by a person or persons of competent abilities, do hereby declare these bylaws to be adopted by the Association as of the date of the last certified signature. In addition, we also do hereby certify these bylaws and any and all provisions set forth herein by enumeration or by reference of Resolution to be binding upon any and all members in good standing of said Association.