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Form **990-EZ**

# Short Form Return of Organization Exempt From Income Tax

OMB No 1545-1150

# 2011

Department of the Treasury  
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code  
(except black lung benefit trust or private foundation)  
▶ Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities, and certain controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$200,000 and total assets less than \$500,000 at the end of the year may use this form.  
▶ The organization may have to use a copy of this return to satisfy state reporting requirements

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**A** For the 2011 calendar year, or tax year beginning **SEP 1, 2011** and ending **AUG 31, 2012**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization <b>CARLISLE SUMMERFAIR</b> Number and street (or P O box, if mail is not delivered to street address) Room/suite <b>PO BOX 1773</b> City or town, state or country, and ZIP + 4 <b>CARLISLE, PA 17013</b>	<b>D</b> Employer identification number <b>23-2097609</b>  <b>E</b> Telephone number <b>(717) 763-2207</b>  <b>F</b> Group Exemption Number ▶
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**G** Accounting Method  Cash  Accrual Other (specify) ▶ \_\_\_\_\_

**I** Website: ▶ **WWW.CARLISLESUMMERFAIR.ORG**

**J** Tax-exempt status (check only one) —  501(c)(3)  501(c) ( **4** ) ◀ (insert no )  4947(a)(1) or  527

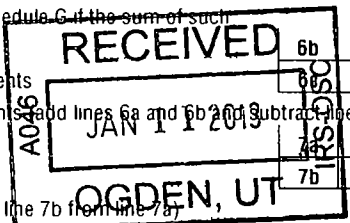
**K** Check  if the organization is not a section 509(a)(3) supporting organization or a section 527 organization and its gross receipts are normally not more than \$50,000. A Form 990-EZ or Form 990 return is not required though Form 990-N (e-postcard) may be required (see instructions). But if the organization chooses to file a return, be sure to file a complete return.

**L** Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, line 25, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ. ▶ \$ **30,581.**

**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (see the instructions for Part I)

Check if the organization used Schedule O to respond to any question in this Part I

	Description	Line	Amount
Revenue	1 Contributions, gifts, grants, and similar amounts received	1	2,008.
	2 Program service revenue including government fees and contracts	2	28,525.
	3 Membership dues and assessments	3	
	4 Investment income	4	48.
	5a Gross amount from sale of assets other than inventory	5a	
	b Less cost or other basis and sales expenses	5b	
	c Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
	6 Gaming and fundraising events		
	a Gross income from gaming (attach Schedule G if greater than \$15,000)	6a	
	b Gross income from fundraising events (not including \$ _____ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000)	6b	
c Less direct expenses from gaming and fundraising events	6c		
d Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c)	6d		
7a Gross sales of inventory, less returns and allowances	7a		
b Less cost of goods sold	7b		
c Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		
8 Other revenue (describe in Schedule O)	8		
9 <b>Total revenue</b> Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8	9	30,581.	
Expenses	10 Grants and similar amounts paid (list in Schedule O)	10	
	11 Benefits paid to or for members	11	
	12 Salaries, other compensation, and employee benefits	12	
	13 Professional fees and other payments to independent contractors	13	
	14 Occupancy, rent, utilities, and maintenance	14	
	15 Printing, publications, postage, and shipping	15	
	16 Other expenses (describe in Schedule O)	16	30,050.
	17 <b>Total expenses</b> Add lines 10 through 16	17	30,050.
Net Assets	18 Excess or (deficit) for the year (Subtract line 17 from line 9)	18	531.
	19 Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	23,193.
	20 Other changes in net assets or fund balances (explain in Schedule O)	20	0.
	21 <b>Net assets or fund balances at end of year</b> Combine lines 18 through 20	21	23,724.



LHA For Paperwork Reduction Act Notice, see the separate instructions

Form **990-EZ** (2011)

**Part II Balance Sheets.** (see the instructions for Part II.)

Check if the organization used Schedule O to respond to any question in this Part II

	(A) Beginning of year		(B) End of year
22 Cash, savings, and investments	23,193.	22	23,724.
23 Land and buildings		23	
24 Other assets (describe in Schedule O)		24	
25 Total assets	23,193.	25	23,724.
26 Total liabilities (describe in Schedule O)	0.	26	0.
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	23,193.	27	23,724.

**Part III Statement of Program Service Accomplishments** (see the instructions for Part III)

Check if the organization used Schedule O to respond to any question in this Part III

What is the organization's primary exempt purpose? SEE SCHEDULE O

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title

**Expenses**  
(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others)

28	A ONE WEEK FESTIVAL IS HELD FOR ALL CARLISLE RESIDENTS. ACTIVITES INCLUDE, BUT ARE NOT LIMITED TO: PARADE, ARTS FESTIVAL, MUSICAL AND VARIOUS SPORTS EVENTS FOR ALL AGES. (Grants \$ _____ ) If this amount includes foreign grants, check here <input type="checkbox"/>	28a	22,854.
29	 (Grants \$ _____ ) If this amount includes foreign grants, check here <input type="checkbox"/>	29a	
30	 (Grants \$ _____ ) If this amount includes foreign grants, check here <input type="checkbox"/>	30a	
31	Other program services (describe in Schedule O) (Grants \$ _____ ) If this amount includes foreign grants, check here <input type="checkbox"/>	31a	
32	<b>Total program service expenses</b> (add lines 28a through 31a)	32	22,854.

**Part IV List of Officers, Directors, Trustees, and Key Employees.** List each one even if not compensated (see the instructions for Part IV)

Check if the organization used Schedule O to respond to any question in this Part IV

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC) (if not paid, enter -0-)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
JEFF SEIPLE PO BOX 1773, CARLISLE, PA 17015	CHAIR & TREASURER 1.00	0.	0.	0.
RUSSELL YINGER PO BOX 1773, CARLISLE, PA 17015	1ST VICE CHAIR 1.00	0.	0.	0.
DEB ELLIOTT PO BOX 1773, CARLISLE, PA 17015	SECRETARY 1.00	0.	0.	0.
KRISTEN BELL PO BOX 1773, CARLISLE, PA 17015	BOARD MEMBER 1.00	0.	0.	0.
MICHAEL BLACK PO BOX 1773, CARLISLE, PA 17015	BOARD MEMBER 1.00	0.	0.	0.
DEBBIE BUBB PO BOX 1773, CARLISLE, PA 17015	BOARD MEMBER 1.00	0.	0.	0.
ROBERT BYRNE PO BOX 1773, CARLISLE, PA 17015	BOARD MEMBER 1.00	0.	0.	0.
BJ CASHMAN PO BOX 1773, CARLISLE, PA 17015	BOARD MEMBER 1.00	0.	0.	0.
JACKIE COX PO BOX 1773, CARLISLE, PA 17015	BOARD MEMBER 1.00	0.	0.	0.
GEORGE DOUGLAS PO BOX 1773, CARLISLE, PA 17015	BOARD MEMBER 1.00	0.	0.	0.
ELLEN ILE PO BOX 1773, CARLISLE, PA 17015	BOARD MEMBER 1.00	0.	0.	0.
JOSEPH MANCUSO PO BOX 1773, CARLISLE, PA 17015	BOARD MEMBER 1.00	0.	0.	0.

Part V Other Information (Note the Schedule A and personal benefit contract statement requirements in the instructions for Part V.) Check if the organization used Sch. O to respond to any question in this Part V [X]

		Yes	No
33	Did the organization engage in any significant activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O		X
34	Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name. Otherwise, explain the change on Schedule O (see instructions)	X	
35a	Did the organization have unrelated business gross income of \$1,000 or more during the year from business activities (such as those reported on lines 2, 6a, and 7a, among others)?		X
35b	If "Yes," to line 35a, has the organization filed a Form 990-T for the year? If "No," provide an explanation in Schedule O	N/A	
35c	Was the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements during the year? If "Yes," complete Schedule C, Part III		X
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		X
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions	37a	0.
37b	Did the organization file Form 1120-POL for this year?		X
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?		X
38b	If "Yes," complete Schedule L, Part II and enter the total amount involved	38b	N/A
39a	Section 501(c)(7) organizations Enter initiation fees and capital contributions included on line 9	39a	N/A
39b	Gross receipts, included on line 9, for public use of club facilities	39b	N/A
40a	Section 501(c)(3) organizations Enter amount of tax imposed on the organization during the year under section 4911	N/A	
40b	Section 501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
40c	Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		0.
40d	Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax on line 40c reimbursed by the organization		0.
40e	All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T		X
41	List the states with which a copy of this return is filed	PA	
42a	The organization's books are in care of	JEFF SEIPLE, TREASURER Telephone no (717) 240-7110	
	Located at	503 N. 21ST STREET, CAMP HILL, PA ZIP + 4 17011	
42b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country	42b	X
42c	At any time during the calendar year, did the organization maintain an office outside of the U S? If "Yes," enter the name of the foreign country	42c	X
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the tax year	43	N/A
44a	Did the organization maintain any donor advised funds during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ	44a	X
44b	Did the organization operate one or more hospital facilities during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ	44b	X
44c	Did the organization receive any payments for indoor tanning services during the year?	44c	X
44d	If "Yes" to line 44c, has the organization filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	44d	
45a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	45a	X
45b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see instructions)	45b	

46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

Table with 2 columns: Yes, No. Row 46: Yes (empty), No (X)

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 47-49b and 52, and complete the tables for lines 50 and 51. Check if the organization used Schedule O to respond to any question in this Part VI

47 Did the organization engage in lobbying activities or have a section 501(h) election in effect during the tax year? If "Yes," complete Sch C, Part II
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E
49a Did the organization make any transfers to an exempt non-charitable related organization?
b If "Yes," was the related organization a section 527 organization?
50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None"

Table with 2 columns: Yes, No. Rows 47-49b: Yes/No cells for each question.

Table with 5 columns: (a) Name and address of each employee paid more than \$100,000; (b) Title and average hours per week devoted to position; (c) Reportable compensation (Forms W-2/1099-MISC); (d) Health benefits, contributions to employee benefit plans, and deferred compensation; (e) Estimated amount of other compensation. Row 1: N/A

f Total number of other employees paid over \$100,000

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None"

Table with 3 columns: (a) Name and address of each independent contractor paid more than \$100,000; (b) Type of service; (c) Compensation. Row 1: N/A

d Total number of other independent contractors each receiving over \$100,000

52 Did the organization complete Schedule A? Note: All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A

Yes No

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here: Signature of officer (Jeff Seiple), Date (1/7/13), Name and Title (JEFF SEIPLE, TREASURER)

Paid Preparer Use Only: Print/Type preparer's name (JOEL A. FLINCHBAUGH), Preparer's signature (CPA), Date (12/3/12), Check self-employed, PTIN (P00065208), Firm's name (SMITH ELLIOTT KEARNS AND COMPANY, LLC), Firm's EIN (52-0783935), Firm's address (19 BROOKWOOD AVENUE, CARLISLE, PA 17015), Phone no ((717)243-9104)

May the IRS discuss this return with the preparer shown above? See instructions. Yes (X) No

**SCHEDULE O**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

**2011**

Open to Public  
Inspection

Name of the organization

CARLISLE SUMMERFAIR

Employer identification number

23-2097609

FORM 990-EZ, PART I, LINE 4, OTHER INVESTMENT INCOME:

DESCRIPTION OF PROPERTY:	AMOUNT:
INVESTMENT INCOME	48.

FORM 990-EZ, PART I, LINE 16, OTHER EXPENSES:

DESCRIPTION OF OTHER EXPENSES:	AMOUNT:
AWARDS	1,469.
LOGISTICS	8,218.
PERFORMANCE & PERSONNEL	12,513.
ADVERTISING	1,208.
INSURANCE	5,367.
PROFESSIONAL FEES	15.
ADMINISTRATION	606.
MISCELLANEOUS	654.
TOTAL TO FORM 990-EZ, LINE 16	30,050.

FORM 990-EZ, PART III, PRIMARY EXEMPT PURPOSE - PROMOTE COMMUNITY SPIRIT  
FOR THE RESIDENTS OF THE CARLISLE, PA AREA.

FORM 990-EZ, PART V, INFORMATION REGARDING PERSONAL BENEFIT CONTRACTS:  
THE ORGANIZATION DID NOT, DURING THE YEAR, RECEIVE ANY FUNDS, DIRECTLY,  
OR INDIRECTLY, TO PAY PREMIUMS ON A PERSONAL BENEFIT CONTRACT.  
THE ORGANIZATION, DID NOT, DURING THE YEAR, PAY ANY PREMIUMS, DIRECTLY,  
OR INDIRECTLY, ON A PERSONAL BENEFIT CONTRACT.



CARLISLE SUMMERFAIR, INC

BYLAWS

ARTICLE 1 – NAME AND LOCATION

Section 1.1 This Pennsylvania nonprofit organization shall be named and known as Carlisle Summerfair, Inc (hereinafter referred to as the “Carlisle Summerfair”).

Section 1.2. The principal office of Carlisle Summerfair is located at P O Box 1773, Carlisle, Cumberland County, Pennsylvania.

ARTICLE II – BOARD OF DIRECTORS

Section 2.1. Duties and Powers of the Board of Directors. Unless otherwise provided by statute, all powers vested by law in Carlisle Summerfair shall be exercised by or under the authority of, and the business and affairs of Carlisle Summerfair shall be managed under the direction of, the Board of Directors (hereinafter referred to as the “Board” or the “Board of Directors”). The Board shall have the power to act for and bind Carlisle Summerfair in all matters having to do with its policies and programs. The Board shall supervise and coordinate the activities of the standing and special committees.

Section 2.2. Size of the Board of Directors. The Board shall consist of not less than fifteen (15) and not more than thirty (30) persons

Section 2.3. Membership on the Board of Directors. Membership on the Board of Directors is open to any natural person full age, without regard to race, color, sex, religion, age, national origin, or handicapped status. Additionally, each Institutional Sponsor shall be entitled to have a designated person, known as an Institutional Sponsor Representative, serve on the Board of Directors. The Institutional Sponsor Representative serves at the pleasure of the Institutional Sponsor and counts towards the size requirements referenced in Section 2.2 above

Section 2.4. Term of Office. The term of office for all members of the Board of Directors is three (3) years. One-third (1/3) of the Board of Directors is to be elected during Carlisle Summerfair ‘s Annual meeting. Any member of the Board of Directors may be reelected to serve up to three (3) consecutive three (3) year terms.

Section 2.5. Election of the Board of Directors. Directors shall be elected by a majority of the Board of Directors at the time and place of Carlisle Summerfair ‘s Annual meeting or at any time of place designated by the Board of Directors

- (a) Each Director shall hold office until the expiration of the term for which he or she was elected or until his or her death, resignation or removal. A decrease in the number of Directors shall not have the effect of shortening the term of any incumbent Director.
- (b) Resignation. Any Director may resign at any time upon written notice to Carlisle Summerfair. The resignation shall be effective upon receipt thereof by Carlisle Summerfair or at such subsequent time as shall be specified in the notice of resignation.

Section 2.6 Removal of Elected Directors. Any Director may be removed at any time by a three-fifths (3/5) majority vote of the Board of Directors as a whole.

- (a) A Director may be removed by a three-fifths (3/5) majority vote of the Board of Directors as a whole if said Director's presence on the Board is deemed detrimental to and not in the best interest of Carlisle Summerfair.
- (b) If a Director does not attend at least one-half (1/2) of the regular meetings of the Board of Directors during any fiscal year, that Director may be removed from the Board of Directors by a three-fifths (3/5) majority vote of the Board of Directors as a whole.
- (c) The Board of Directors may declare vacant the office of a Director who has been judicially declared of unsound mind or who has been convicted of an offense punishable by imprisonment for a term of more than one year, or if, within sixty (60) days after notice of his or her selection, the Director does not accept the office either in writing or by attending a meeting of the Board of Directors.

Section 2.7 Vacancies. If any vacancy shall occur in the Board of Directors by reason of death, resignation, removal, to increase the number of Directors or otherwise, such vacancy may be filled by a majority vote of the Board of Directors. The Board of Director's nominating committee will provide a list of recommended candidates for Board of Directors approval.

- (a) A person selected to fill a vacancy shall hold office for the remainder of the term of the vacating Director or until a special election, if any, is held and a successor is appointed.
- (b) The decision to fill a vacancy on the Board of Directors is entirely within the discretion of the Board of Directors.

Section 2.8. Bonds. No performance or fidelity bond shall be required of any member of the Board of Directors.

Section 2.9. Disclosure. Full Disclosure to the Board of Directors of any direct or indirect financial interest which Directors, staff, or paid consultants may have in the assets, leases, business transactions, staffing or professional services rendered to Carlisle Summerfair is required for all Directors. Any Director who is involved individually, or as a part of business or professional firm, in the business transactions or current professional services rendered to Carlisle Summerfair, shall abstain from any vote taken with regard to such transactions or services.

Section 2.10. Notice of meetings. Notice of the time and place of meeting of the Board of Directors shall be mailed (by U. S. Mail or e-mail) to each Director, at least seven (7) days prior to the meeting.

Section 2 11. Meetings of the Board of Directors. Meetings of the Board of Directors may be held at such place within Pennsylvania as the Board of Directors may from time to time appoint or as may be designated in the notice of the meeting. Any action which may be taken a meeting of the Board of Directors, may be taken without a meeting, if a consent in writing, setting forth the action to be taken, shall be signed by a majority of the Directors currently in office, or sent by email from a majority of the Directors currently in office, excluding vacant positions, and filed with the Secretary of the Board of Directors

Section 2 12. Quorum of and Action by Directors

- (a) General rule A majority of the Directors in office of Carlisle Summerfair Board of Directors shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the acts of the Board of Directors.
- (b) Action by written consent. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the Directors in the office is filed with the Secretary of Carlisle Summerfair Board of Directors
- (c) If a quorum shall be present, the act of a majority of the Directors present shall be the act of the Board of Directors. Once a quorum has been established all acts authorized by those present, even if the quorum is subsequently lost, constitute official and legally binding acts of the Board of Directors.

Section 2 13. Executive and Other Committees.

- (a) Establishment and powers The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish one or more committees to consist of one or more Directors of Carlisle Summerfair. Committee membership, however, need not to be limited to Directors.
- (b) In the absence of Board's express consent, no committee can act on behalf of or obligate Carlisle Summerfair to any executed agreement
- (c) The standing committees are. Executive; Finance/Fund Raising; Nominating, and Logistics.
- (d) Any committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all of the powers and authority of the Board of Directors except that a committee shall not have any power or authority as to the following:
  - (1) The creation or filling of vacancies in the Board of Directors.
  - (2) The adoption, amendment or repeal of these Bylaws
  - (3) The amendment or repeal of any resolution of the board that by its terms is amendable or repealable only by the Board.
  - (4) Action on matters committed by a resolution of the Board of Directors to another committee of the board.
- (e) Alternate committee members. The Board of Directors may designate one or more Directors as alternate members of any committee who may replace any absent or disqualified

member at any meeting of the committee or for the purposes of any written action by the committee. In the absence or disqualification of a member and alternate member or members of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not constituting a quorum, may unanimously appoint another director to act at the meeting in the place of the absent or disqualified member.

- (f) Term. Each committee of the Board, and members thereof, shall serve at the pleasure of the Board
- (g) Committee producers. The term "Board of Directors" or "Board," when used in any provision of these Bylaws relating to the organization or procedures of or the manner of taking action by the Board of Directors, shall be construed to include and refer to any executive or other committee of the Board
- (h) The nominating committee shall be composed of the Chairman, First Vice-Chairman, Second Vice-Chairman and two members to be appointed by the Chairman and shall meet and prepare a slate of officers to be submitted to the Board of Directors and voted on at the Annual Meeting

Section 2.14 Minutes. The Board of Directors shall keep minutes of its proceedings on file.

Section 2.15 Compensation. There shall be no monetary compensation provided to members of the Board of Directors

### ARTICLE III – BOARD OF DIRECTORS – OFFICERS

Section 3.1. The Officers of Carlisle Summerfair Board of Directors are: 1) Chairman; 2) First Vice-Chairman; 3) Second Vice-Chairman; 4) Secretary and 5) Treasurer. Officers are elected to serve for a term of one year. New Officers shall be seated at the first regular meeting of the Board of Directors following the Annual Meeting and election of Directors.

Section 3.2. Some of the duties of the respective officers, although not all inclusive, are as follows:

- (a) Chairman: The Chairman shall be the Chief Executive Officer of Carlisle Summerfair, and (1) have general and active management of the Board; (2) preside and call to order at all regular Board meetings; (3) recommended for Board approval all standing and special committee Chairmen and members; (4) vote only when a vote is required to break a tie vote; (5) submit an annual state of Carlisle Summerfair report; (6) be ex-officio member of the board committees.
- (b) First Vice-Chairman: The First Vice-Chairman shall, in the absence of the Chairman, assume all of the powers, duties, responsibilities, and authority vested in the office of Chairman. The First Vice-Chairman shall work closely with the Chairman and, absent a vote to the contrary by a majority of the Board of Directors, shall assume the office of Chairman the following year. The First Vice-Chairman shall have such other duties as may be determined by the Board of Directors

- (c) Second Vice-Chairman The Second Vice-Chairman shall, in the absence of the First Vice-Chairman, assume all of the powers, duties, responsibilities, and authority vested in the office of First Vice-Chairman. The Second Vice-Chairman shall work closely with the Chairman and First Vice-Chairman and, absent a vote to the contrary by a majority of the Board of Directors, shall assume the office of First Vice-Chairman in the following year. The Second Vice-Chairman shall have such other duties as may be determined by the Board of Directors.
- (d) Secretary: The Secretary shall (1) prepare, supervise or record the minutes of Board of Director's meetings; (2) maintain a permanent and accurate record of all Board of Directors meetings; (3) send notices of all meetings to the Directors; (4) in the absence of the Chairman, First Vice-Chairman and Second Vice-Chairman, preside over the Board of Directors meetings; (5) keep and maintain the official bylaws of the organization and ensure that each new member is provided with a copy thereof, and (6) perform such other duties as may be determined by the Board of Directors.
- (e) Treasurer The Treasurer shall: (1) have charge and custody of and be responsible for all funds of Carlisle Summerfair; (2) keep the Board of Directors advised of all monies received and paid out; (3) submit a monthly financial report for the Board, (4) perform such other duties as may be determined by the Board of Directors.

Section 3.3. Installation of Officers: All officers of the Board of Directors shall assume their elected office at the first meeting following the Annual Meeting

Section 3.4 Removal of Officers: Any officer may be removed by a three-fifths (3/5) majority vote of the Board of Directors as a whole

#### ARTICLE IV – EXECUTIVE COMMITTEE

Section 4.1 The Executive Committee shall be composed of the officers of the Board of Directors.

Section 4.2 The Executive Committee shall be responsible for carrying out the responsibilities of the Board of Directors between Board of Director's meetings.

#### ARTICLE V – BOARD OF DIRECTORS MEETING

Section 5.1. All Board of Directors meeting shall be conducted in accordance with Roberts Rules of Order.

Section 5.2 Annual Meetings: The Annual meeting for Carlisle Summerfair shall be held concurrently with the regularly scheduled Board meeting for the month of September. Section 5.3. Regular Meetings: Regular meetings of the Board of Directors shall be held on a monthly basis at a place and time determined to be mutually convenient by a majority vote of the Board. The regular meeting date may be changed by a majority vote of the Board of Directors.

Section 5 4. Special Meetings Special meetings can only be convened by:

- (a) A majority vote of the Board of Directors, or
- (b) At the direction of the Chairman; or
- (c) By a petition signed by the majority of the Directors

A special meeting of the Board of Directors is defined as any situation which, in the opinion of the Chairman and/or a majority of the Board of Directors, necessitates immediate action to the extent that a delay of any kind in rendering or reaching a decision would jeopardize the interest of Carlisle Summerfair. The meeting is limited only to discussion and resolution of the matters which caused the meeting to convene. A written copy of the matters to be discussed at the special meeting must be made available to the Directors present at the meeting and by mail (including U.S. Mail, e-mail or fax) to those Directors who cannot be present.

Section 5 5. Voting at meetings Only Board of Director members may vote at regular or special meetings of the Board of Directors.

Section 5 6. Electronic Notification and Voting Notices and written ballots required or permitted under these Bylaws may be distributed to the Board and voting may be conducted by the Board by U.S. mail or by electronic means, or both, in accordance with procedures approved by the Board of Directors.

#### ARTICLE VII – FINANCES

Section 7.1. Complete and accurate bookkeeping records of the proceedings of Carlisle Summerfair and its financial accounts will be kept and maintained by the Treasurer and will be subject to the inspection of any Director at any reasonable time. These Bylaws shall specifically provide that the complete and accurate bookkeeping records of the proceedings of Carlisle Summerfair may be maintained by Carlisle Summerfair 's certified public accountant.

Section 7 2. An annual review by a certified public accountant shall be made and a report shall be submitted to the Board of Directors through the Treasurer of Chairman.

#### ARTICLE VIII – DIRECTOR'S LIABILITY

Section 8.1. Directors' Fiduciary Duty A Director shall stand in fiduciary relation to Carlisle Summerfair and shall perform his or her duties as a Director, including duties as a member of any committee of the board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of Carlisle Summerfair and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

- (a) 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.
- (1) One or more officers of employees of Carlisle Summerfair whom the Director reasonably believes to be reliable and competent in the matters presented
  - (2) 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.
  - (3) A committee of the Board upon which the Director which 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 the Director has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

- (b) Consideration of factors In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual Directors may, in considering the best interests of Carlisle Summerfair, consider the effects of any action upon employees, upon suppliers and constituents of Carlisle Summerfair and upon communities in which offices or other establishments of the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a).
- (c) Presumption. 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 Carlisle Summerfair.

Section 8.2. Director's Liability In accordance with law, no Director shall be personally liable for any action taken by the Board, its officers or the employees and trainees of Carlisle Summerfair.

Section 8.3. Notation of Dissent. A Director who is present at a meeting of the Board of Directors, or of a committee of the Board, at which action on any corporate 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 the Director files a written dissent to the action with the Secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the Secretary of the Board of Directors or committee secretary immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of the action. Nothing in this section shall bar a Director from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of such minutes, the Director notifies the Secretary in writing, of the asserted omission or inaccuracy.

#### ARTICLE IX – FISCAL YEAR

Section 9 1. The fiscal year of Carlisle Summerfair shall begin on the first day of September and end the last day of August of the following year

Section 9 2. The fiscal year may be changed by a majority vote of the full Board of Directors

#### ARTICLE X – SEAL

Section 10.1. Carlisle Summerfair 's corporate Seal may be used to be impressed, affixed, or as otherwise approved by the Board of Directors in the conduct of official business and transactions approved by the Board of Directors The seal, subject to the alteration by the Board of Directors, shall in form have inscribed thereon. "Corporate Seal" "Incorporated in Commonwealth of Pennsylvania", or "Seal of Corporation", and the year of its creation.

#### ARTICLE XI – AMENDMENTS/ADOPTION OF BYLAWS

Section 11.1 These Bylaws may be amended or suspended or annulled by a two-thirds (2/3) vote of the full Board of Directors in good standing, at any meeting for which advanced notice (15 days) has been given as to the time, place and purpose of the meeting All amendments to these Bylaws take full effect on the date of its adoption, unless otherwise indicated

Section 11 2 These Bylaws shall be adopted by two-thirds (2/3) vote of the Board of Directors, present and voting, at the time of its proposal to the Board for ratification These Bylaws shall take effect immediately on the date of upon their approval, unless otherwise indicated.

#### ARTICLE XII – DISSOLUTION

Section 12.1. This organization may be dissolved only by a three-fourths (3/4) vote of the Board of Directors at a special meeting.

Section 12.2. Upon dissolution or liquidation of this organization, no Directors shall share in or receive any funds or other assets remaining in the possession of the organization. Those assets, except those which must be returned to the government funding agencies as provided by the contract, shall be distributed to other nonprofit organizations, to be used for charitable, or educational purposes, to be designated by the Board of Directors.

**REVIEWED AND ADOPTED BY UNANIMOUS VOTE: FEBRUARY 5, 2012**