

**BYLAWS**  
**of**  
**Coalition Against Childhood Cancer**  
**A Pennsylvania Nonprofit Corporation**

**ARTICLE 1- DEFINITIONS**

**Section 1.1. Definitions.**

The following terms used in these Bylaws shall have the meanings set forth below.

- A. "Act" means the Pennsylvania Nonprofit Corporation Law of 1988, as amended.
- B. "Board" means the Board of Directors of the Corporation
- C. "Corporation" means Coalition Against Childhood Cancer.
- D. "Director" means an individual serving on the Board.
- E. "Members" means individuals and organizations that satisfy the requirements for membership set forth in Article 5 of the Bylaws.

**ARTICLE 2 – PURPOSES**

**Section 2.1. Purposes.**

The purposes of the Corporation are set forth in its Articles of Incorporation.

**Section 2.2. Activities.**

The Corporation advances a variety of childhood cancer causes by unifying the childhood cancer community through broad-based coordinated action and collaboration that leverages the strengths and expertise of its individual members and minimizes duplication of effort.

**ARTICLE 3 - OFFICES**

**Section 3.1. Offices.**

The registered office of the Corporation shall be located in Pennsylvania. The Corporation may have any number of other offices at such places as the Board may determine.

## **ARTICLE 4 - SEAL**

### **Section 4.1. Seal.**

The Corporation may use a Corporate Seal. The Corporate Seal shall bear the name of the Corporation, the year of its incorporation and the words "Corporate Seal, Pennsylvania".

## **ARTICLE 5 - MEMBERS**

### **Section 5.1. Member Classes.**

The Corporation shall have two classes of voting Members (the "Voting Members"), denoted as Organization Members and Individual Members. The Corporation shall also have three classes of non-voting Members (the "Non-Voting Members"), denoted as Associate Members, Student Members, and Supporting Members.

### **Section 5.2. Organization Members.**

To be eligible for membership as an Organization Member, an entity must be (a) a childhood cancer organization or coalition, or (b) a nonprofit, tax-exempt organization with a primary interest in childhood cancer issues. Organization Members shall appoint a representative to attend meetings of the Members and vote therein (the "Organization Representative") by providing written notice of the appointment to the Corporation. Only those Organization Members that have appointed a representative shall have voting rights in the Corporation and shall be included in the Membership count made for the purposes of quorum at meetings of the Members. An Organization Member may remove its Organization Representative at any time, without assigning any cause, by providing written notice of the removal to the Corporation, and may appoint a successor Organization Representative by providing written notice of the appointment to the Corporation. An Organization Representative shall serve in such capacity until his or her resignation or removal.

### **Section 5.3. Individual Members.**

Each Individual Member shall be a natural person at least 18 years of age who need not be a resident of Pennsylvania. To be eligible for membership as an Individual Member, an individual must not be serving currently on the board of directors or on the paid staff of any Organization Member.

**Section 5.4. Associate Members.**

Individuals who are ineligible to be Individual Members because they are either currently on the board of directors or on the paid staff of an Organization Member are eligible for membership as an Associate Member. Each Associate Member shall be a natural person at least 18 years of age who need not be a resident of Pennsylvania.

**Section 5.5. Student Members.**

To be eligible for membership as a Student Member, an individual must be a student with current and valid student identification credentials. Each Student Member shall be a natural person who need not be a resident of Pennsylvania.

**Section 5.6. Supporting Members.**

Nonprofit and for-profit organizations that do not qualify as Organization Members shall be eligible for membership as Supporting Members.

**Section 5.7. Member in Good Standing.**

For the purpose of these Bylaws, a Member in good standing is defined as a Member who is current in all initiation fees, dues, or assessments owing to the Corporation and is in compliance with any published policies or guidelines. All Members must agree to uphold the Corporation's mission and values, to actively support Corporation initiatives, and to actively participate on committees and project teams.

**Section 5.8. Voting Rights.**

Each Voting Member shall be entitled to one vote in person or by proxy; provided, however, that the aggregate voting power of the Individual Member class shall not exceed the aggregate voting power of the Organization Member class. At any time that the number of Individual Members exceeds the number of Organization Members of record, the voting power of the two voting classes of Members shall be rebalanced as follows: (a) each Organization Member shall be entitled to one vote in person or by proxy, and (b) each Individual Member shall be entitled to a fractional vote in person or by proxy, the numerator of such fraction being the aggregate number of Organization Members of record, and the denominator of such fraction being the aggregate number of Individual Members of record.

**Section 5.9. Voting by Proxy.**

Each Voting Member may vote by proxy. Every proxy shall be executed in writing by the Individual Member or by the Organization Representative of an Organization Member, or by his or her respective duly authorized attorney in fact, and filed with the Secretary of the Corporation. A proxy shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary. The revocation of a proxy shall not be effective until notice thereof has been given to the Secretary of the Corporation. No unrevoked proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. In no event shall a proxy be voted on after three years from the date of its execution. A proxy shall not be revoked by the death or incapacity of the maker unless, before the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the Secretary of the Corporation.

**Section 5.10. Dues and Assessments.**

The Board may, by resolution, determine (a) the amounts of any initiation fees, dues or assessments payable by the Members, and (b) the time and method of their payment. The Board may impose such fees, dues, or assessments upon all Members of the same class either alike or in different amounts or proportions, and upon a different basis upon different classes of Members. The Board may, by resolution, exempt Members of one or more classes from fees, dues, or assessments. The Board may, by resolution, terminate membership for nonpayment of dues.

**Section 5.11. Nontransferable.**

Membership in the Corporation is not transferable.

**Section 5.12. Expulsion of Members.**

Any Member may be expelled from membership, without the assignment of any cause, upon an affirmative vote of a majority of all Directors at a regular or special meeting, provided that written notice of the intention to expel and reasons therefor have been provided to the Member. No Member shall be expelled without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed. Notwithstanding the foregoing, if a Member fails to pay any required fees, dues, or assessments by the established deadline, such Member may be expelled by the Board without a hearing.

**ARTICLE 6 - MEETINGS OF MEMBERS**

**Section 6.1. Place of Meetings.**

Meetings of the Members shall be held at such place as may be fixed by the Board. If no place is fixed by the Board, meetings of the members shall be held at the registered office of the Corporation.

### **Section 6.2. Annual Meeting.**

Unless the Board provides by resolution for a different time, the annual meeting of the Members, for the election of Directors and the transaction of any other business which may be brought before the meeting, shall be held at a date and time to be determined in the month of June each year. The annual meeting shall not be held on a day that is a legal holiday under the laws of Pennsylvania.

### **Section 6.3. Special Meetings of Members.**

Special meetings of the Members may be called at any time by the President, the Board or Members entitled to cast at least 10% of the votes which all Members are entitled to cast at the particular meeting. Upon written request of any person entitled to call a special meeting, the Secretary shall (a) fix the date and time of the meeting, which shall be held not more than sixty days after receipt of the request, and (b) give notice to the Members. If the Secretary neglects or refuses to fix the meeting date or give notice within thirty (30) days after receipt of the written request for the special meeting, the person or persons calling the meeting may do so.

### **Section 6.4. Notice of Meetings of Members.**

Written notice of every meeting of the Members shall be given by, or at the direction of the Secretary to each Member of record entitled to vote at the meeting at least five days prior to the date of the meeting, unless a greater period of notice is required by the Act in a particular case. In the case of special meetings of the Members, the notice shall specify the general nature of the business to be transacted. When a meeting of the Members is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken, unless the Board fixes a new record date for the adjourned meeting or the Act requires notice of the business to be transacted and such notice has not previously been given.

### **Section 6.5. Determination of Members of Record.**

The Board may fix a time, not more than seventy (70) days prior to the date of any meeting of the Members or any adjournment thereof as a record date for the determination of the Members entitled to notice of or to vote at such meeting. The Board may similarly fix a record date for the determination of the Members of record for any other purpose, including, without limitation, the rebalancing of voting power pursuant to Section 5.8 of these Bylaws. When a determination of the Members of record has been made for purposes of a meeting, the determination shall apply to any adjournment thereof unless the Board fixes a new record date for the adjourned meeting. If no record date is fixed, the record date shall be determined in accordance with the Act.

### **Section 6.6. Quorum.**

The presence, in person or by proxy, of the Members entitled to cast at least twenty (20%) percent of the votes which all Members are entitled to cast on the matters to be acted upon at the meeting shall constitute a quorum. The Members present at a duly organized

meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided in the Act, adjourn the meeting to such time and place as they may determine. In the case of any meeting called for the election of Directors, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing Directors.

**Section 6.7. Participation in Meetings.**

One or more Members may participate in a meeting of the Members by means of conference telephone, webinar, or similar communications vehicles by means of which all persons participating in the meeting can hear each other.

**Section 6.8. Adjournment.**

Adjournments of any meeting of the Members may be taken. Any meeting at which Directors are to be elected shall be adjourned only from day to day, or for such longer periods not exceeding fifteen days each as the Members present and entitled to vote shall direct, until such Directors have been elected.

**Section 6.9. Organization.**

At every meeting of the Members, the President, or in his or her absence, the Vice President, or in the absence of the President and the Vice President, a chair chosen by the Members, shall act as chair. The Secretary, or in his or her absence, a person appointed by the chair, shall act as secretary.

**Section 6.10. Consent of Members in Lieu of Meeting.**

Any action which may be taken at a meeting of the Members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the Members who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the Corporation.

**ARTICLE 7 - BOARD OF DIRECTORS**

**Section 7.1. Board of Directors.**

The business and affairs of the Corporation shall be managed under the direction of the Board. The powers of the Corporation shall be exercised by, or under the authority of; the Board except as otherwise provided by statute, the Articles of Incorporation, these Bylaws, or a resolution adopted by the Board.

**Section 7.2. Qualifications of Directors.**

Each Director shall be a natural person at least 18 years of age who need not be a resident of Pennsylvania. Each Director must be a Member.

**Section 7.3. Number and Election of Directors.**

The Board shall consist of no fewer than seven (7) and no more than twenty-one (21) persons, divided into three equal classes. The term of office of one class shall expire on the 30<sup>th</sup> day of June in each year. Each class shall be elected by the Voting Members entitled to elect Directors for terms of three (3) years, except in case of a vacancy in any class, in which case the vacancy shall be filled for the balance of the term of such class. However, to achieve the initial classification of the Board, the initial terms of the three classes of the first permanent Board shall be one year, two years, and three years, respectively, and shall begin upon special election in the fall of 2013.

**Section 7.4. Term of Office.**

Each Director shall hold office until (a) the expiration of the term for which he or she was elected and until his or her successor has been elected and qualified, or (b) his or her earlier death, resignation, or removal. No Director may serve more than two consecutive full terms.

**Section 7.5. Procedure for Nomination of Candidates for Director.**

The chair of the meeting shall announce at the meeting of the Members the number of Directors to be elected at the meeting and shall announce and put into nomination the recommendations of the Nominating Committee for candidates for election as Director. Further nominations from the floor may be opened and called for. Nominations may be made by any Director or Member entitled to elect Directors and who is present at the meeting in person. Nominations need not be seconded. After nominations have been made, the chair of the meeting shall, on motion, declare the nominations closed, and thereafter no further nominations may be made. After the nominations have been closed, the Members entitled to elect Directors shall cast their votes.

**Section 7.6. Vacancies.**

Vacancies in the Board, including vacancies resulting from (a) an increase in the number of Directors, or (b) the death, resignation, or removal of a Director, shall be filled by a unanimous consent in writing of the current Executive Committee of the Board or by vote of a majority of the Members entitled to elect Directors at the next annual meeting of the Members, whichever is earlier. Each person so elected shall be a Director to serve for the balance of the unexpired term.

**Section 7.7. Removal of Directors.**

Any Director may be removed from office, without assigning any cause, by a majority vote of the Board at any meeting of the Board. If any Director is removed, the resulting vacancy may be filled by the Board at the same meeting.

**Section 7.8. Resignations.**

Any Director may resign at any time by giving written notice to the Corporation. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of resignation.

**Section 7.9. Compensation of Directors.**

Members of the Board are volunteering their time and talents and will serve without monetary compensation. A Director may also be a salaried employee or agent of the Corporation.

**Section 7.10. Voting Rights.**

Each Director shall be entitled to one vote.

**ARTICLE 8 - COMMITTEES**

**Section 8.1. Establishment and Powers.**

The Board may, by resolution adopted by a majority of the Directors, establish one or more committees to consist of one or more Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no committee, including the Executive Committee and the Standing Committees, shall have any power or authority as to the following:

- (a) The submission to the Members of any action requiring approval of the Members under the Act;
- (b) The filling of vacancies in the Board;
- (c) The adoption, amendment or repeal of the Bylaws;
- (d) The amendment or repeal of any resolution of the Board; or
- (e) Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.



## **Section 8.2. Term.**

Each committee of the Board shall serve at the pleasure of the Board.

## **Section 8.3. Committee Organization.**

Except as otherwise provided by the Board, each committee shall be chaired by a Director and shall establish its own operating procedures. Each committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting. Each committee shall determine its times and places of meetings.

## **Section 8.4. Executive Committee.**

The Executive Committee shall be composed of the officers of the Corporation. The Executive Committee shall be authorized to act for the Board between its regular meetings. Except as otherwise provided by these Bylaws or by resolution of the Board, the Executive Committee shall have and may exercise all of the powers and authority of the Board in the management of the Corporation.

## **Section 8.5. Standing Committees.**

There shall be the following Standing Committees of the Board:

- **Finance** – The Finance Committee shall oversee the financial health of the Corporation. The Treasurer is the chair of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other Directors.
- **Audit** – The Audit Committee shall oversee the adequacy of the Corporation's internal controls and the integrity of the financial statements, and shall be responsible for the Corporation's financial audit, as required, to be determined by a majority of the Board.
- **Nominating** – The Nominating Committee shall oversee the recruitment of candidates for the Board to be elected by the Voting Members at the annual meeting and Officer positions to be elected by the Board. The Nominating Committee shall also recommend removal and replacement of any Director or officer unable to fulfill his or her duties.
- **Membership** – The Membership Committee shall oversee the recruitment of Members of the Corporation, the application process, the maintenance of the list of Members of record in good standing, and the reporting on the number of Organization Members and Individual Members for purposes of the rebalancing of voting power pursuant to Section 5.8 of these Bylaws.
- **Communications** – The Communications Committee shall establish all communication outlets of the Corporation, including, without limitation, the approval of all web, email, and print communications that reflect on the messaging of the Corporation.

- **Project Oversight** – The Project Oversight Committee shall establish the policies and processes of projects that are in the best interest of and further the mission of the the Corporation.
- **Development** – The Development Committee shall establish the policies and procedures for funding the Corporation’s mission, including, without limitation, the Membership dues structure, and shall make recommendations regarding funding sources for action by the Board.

The President shall appoint the members of the Standing Committees annually. The Board may, by resolution, determine not to constitute a Standing Committee for any year.

**Section 8.6. Additional Committees.**

The Board may, by resolution adopted by a majority of the Directors, establish one or more additional committees or interest groups. These units may be formed for the following purposes, without limitation:

- Coordination of the Corporation’s multiple areas of focus, as set forth in the Corporation’s mission statement in its Articles of Incorporation; or
- Regional coordination; or
- Any other purpose as deemed necessary and appropriate by the Board.

## **ARTICLE 9 - MEETINGS OF DIRECTORS**

**Section 9.1. Place of Meetings.**

The Board may hold its meetings at such places as the Board may appoint or as may be designated in the notice of the meeting.

**Section 9.2. Annual Meeting.**

Unless the Board provides by resolution for a different time, the annual meeting of the Board shall take place immediately after the annual meeting of the Members. The newly constituted Board shall meet without prior notice at the place where the meeting of the Members was held, or at any other place and time designated in a notice given as provided in Section 11.1, for the purposes of organization, election of officers, and the transaction of other business.

**Section 9.3. Regular Meetings.**

The Board may hold its regular meetings at such place and time as shall be designated by resolution of the Board. If the date fixed for any regular meeting is a legal holiday under the laws of Pennsylvania, the meeting shall be held on the next succeeding business day or at such other time as may be determined by resolution of the Board. The Board shall transact such business as may properly be brought before its meetings. Notice of regular meetings need not be given.

**Section 9.4. Special Meetings of the Board.**

The President or any two Directors may call special meetings of the Board which shall be held at such time and place as shall be designated in the call for the meeting. Five days' notice of any special meeting shall be given to each Director pursuant to Section 11.1 or by telephone. Such notice shall state the time and place of such special meeting but need not state the purpose of the special meeting.

**Section 9.5. Quorum.**

A majority of Directors shall constitute a quorum for the transaction of business. 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.

**Section 9.6. Participation in Meetings.**

One or more Directors may participate in a meeting of the Board or a committee thereof by means of conference telephone, webinar, or similar communications vehicle by means of which all persons participating in the meeting can hear each other.

**Section 9.7. Organization.**

Every meeting of the Board shall be presided over by the President, or in the absence of the President, the Vice President, or in the absence of the President and the Vice President, a chair chosen by a majority of the Directors present. The Secretary, or in his or her absence, a person appointed by the chair, shall act as secretary.

**Section 9.8. Consent of Directors in Lieu of Meeting.**

Any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all Directors and filed with the Secretary of the Corporation.

## **ARTICLE 10 – OFFICERS**

### **Section 10.1. Number.**

The officers of the Corporation shall include a President, a Vice President, a Secretary, and a Treasurer. The officers may include one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as the Board may determine by resolution. Any number of offices may be held by the same person.

### **Section 10.2. Qualifications of Officers.**

The officers shall be natural persons at least 18 years of age who are Directors, except that the Treasurer may be a corporation.

### **Section 10.3. Election and Term of Office.**

The officers of the Corporation shall be elected by the Board at any meeting of the Board. Each officer shall serve for a term of one year and until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or removal.

### **Section 10.4. Removal of Officers.**

Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Corporation will be served. Such removal shall be without prejudice to the contract rights, if any, of any person so removed.

### **Section 10.5. Resignations.**

Any officer may resign at any time by giving written notice to the Corporation. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of resignation.

### **Section 10.6. The President.**

The President shall:

- Serve as the chief executive officer of the Corporation and shall have general supervision over the business and operations of the Corporation, subject to the control of the Board.
- Chair all meetings of the Board, the Executive Committee, and the Members.
- Execute in the name of the Corporation, deeds, mortgages, bonds, contracts, and other instruments authorized by the Board, except in cases where the execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation.
- Be responsible for delivering the Corporation's annual operating plans that support strategic direction set by the Board.

- Be responsible for the hiring, managing, and dismissing of the human resources of the Corporation according to authorized personnel policies and procedures.
- Prudently manage the organization's resources within budget guidelines.
- Serve as the primary spokesperson and representative for the Corporation.
- In general, perform all duties incident to the office of President and such other duties as may be assigned by the Board.

#### **Section 10.7. The Vice President.**

In the absence or disability of the President or when so directed by the President, the Vice President may perform all 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 may be assigned by the Board or the President.

#### **Section 10.8. The Secretary.**

The Secretary shall:

- Attend all meetings of the Board and of the Members.
- Record all votes of the Board and of the Members and the minutes of the meetings of the Board and of the Members in a book or books to be kept for that purpose.
- Be responsible for the required notices of meetings of the Board and of the Members.
- Maintain and file all records and reports of the Corporation.
- Distribute minutes to the Members and the Board within a reasonable time after each respective meeting.
- Serve as the custodian of the seal of the Corporation and see that it is affixed to all documents to be executed on behalf of the Corporation under its seal.
- Be sufficiently familiar with the Corporation's organizational documents to note their respective applicability during meetings.
- In general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board or the President.

#### **Section 10.9. The Treasurer.**

The Treasurer shall

- Be responsible for corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation.
- Have full authority to receive and give receipts for all money due and payable to the Corporation.
- Maintain the financial records of the Corporation and ensure effective financial management of the Corporation, its bank accounts and investments.
- Endorse checks, drafts, and warrants in the Corporation's name and on its behalf and to give full discharge for the same.

- Deposit all funds of the Corporation, except such as may be required for current use, in such banks or other places of deposit as the Board may designate.
- Ensure that appropriate financial reports are made available to the Board.
- Regularly report to the Board on key financial events, trends, concerns, and assessment of fiscal health.
- Chair the Finance Committee and prepare agendas for meetings, including a year-long calendar of issues.
- In general, perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board or the President.

#### **Section 10.12. Compensation of Officers.**

The officers of the Corporation are volunteering their time and talents and will serve without monetary compensation.

### **ARTICLE 11 - NOTICE**

#### **Section 11.1. Written Notice.**

Whenever written notice is required to be given to any person, it may be given to the person, either personally or by sending a copy by first class or express mail, postage prepaid, or by telegram (with messenger service specified), telex or TWX (with answer back received) or courier service, charges prepaid, or by facsimile transmission, to his or her address (or to his or her telex, TWX or facsimile number) appearing on the books of the Corporation or, in the case of Directors, supplied by him or her to the Corporation for the purpose of notice. If the notice is sent by mail, telegraph or courier service, it shall be deemed to have been given when deposited in the United States mail or with a telegraph office or courier service for delivery to that person or, in the case of telex or TWX, when dispatched or, in the case of facsimile, when receipt has been confirmed. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by the Act. Except as otherwise provided by the Act or these Bylaws, when a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

#### **Section 11.2. Waiver by Writing.**

Whenever any written notice is required to be given, a waiver in writing, signed by the person or persons entitled to the notice, whether before or after the time stated, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

### **Section 11.3. Waiver by Attendance.**

Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

## **ARTICLE 12 – CONFLICTS OF INTEREST**

### **Section 12.1. Interested Directors and Officers.**

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

- (a) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested Directors are less than a quorum;
- (b) The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Members entitled to vote thereon, if any, and the contract or transaction is specifically approved in good faith by vote of such Members; or
- (c) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the Board or the Members.

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

## **ARTICLE 13 - LIMITATION OF LIABILITY; INSURANCE**

### **Section 13.1. Limitation of Liability of Directors.**

A Director shall not be personally liable, as such, for monetary damages for any action taken or any failure to take any action as a Director unless:

- (a) The Director has breached or failed to perform the duties of his or her office under Subchapter B of Chapter 55 of the Act; and

- (b) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

This Section shall not apply to (1) the responsibility or liability of a Director pursuant to any criminal statute, or (2) the liability of a Director for the payment of taxes pursuant to federal, state, or local law. Any repeal or amendment of this Section shall be prospective only and shall not increase, but may decrease, a Director's liability with respect to actions or failures to act occurring prior to such change.

### **Section 13.2. Insurance.**

The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against that liability under the Act. The Corporation's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Corporation. To the extent that such insurance coverage provides a benefit to the insured person, the Corporation's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under section 4958 of the Internal Revenue Code of 1986, as amended.

## **ARTICLE 14 - INDEMNIFICATION**

### **Section 14.1. Representative Defined.**

For purposes of this Article, "representative" means any Director or officer of the Corporation.

### **Section 14.2. Third-Party Actions.**

The Corporation shall indemnify any representative who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action 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 Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement, or 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 that he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had reasonable cause to believe that his or her conduct was unlawful. If a representative is not entitled to indemnification under the Act for a portion of any liabilities to which he or she may be subject, the Corporation shall indemnify him or her to the maximum extent for the remaining portion of the liabilities.

#### **Section 14.3. Derivative and Corporate Actions.**

The Corporation shall indemnify any representative who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of the action if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. Indemnification shall not be made under this Section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action 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 indemnity for such expenses that the court of common pleas or other court shall deem proper.

#### **Section 14.4. Employee Benefit Plans.**

For purposes of this Article, "other enterprises" shall include employee benefit plans; "serving at the request of the Corporation" shall include any service as a representative of the Corporation that imposes duties on, or involves services by, the representative with respect to an employee benefit plan, its participants or beneficiaries; excise taxes assessed on a person with respect to any employee benefit plan shall be deemed "fines"; and action with respect to an employee benefit plan taken or omitted in good faith by a representative of the Corporation in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of the plan shall be deemed to be action in a manner that is not opposed to the best interests of the Corporation.

#### **Section 14.5. Procedure for Effecting Indemnification.**

Unless ordered by a court, any indemnification under Section 14.2 or Section 14.3 shall be made by the Corporation 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 those Sections. The determination shall be made:

- (a) By the Board by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding;
- (b) If such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or
- (c) By the Members.

**Section 14.6. Advancing Expenses.**

The Corporation shall pay expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in Section 14.2 in advance of the final disposition of the action or proceeding upon receipt of any undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article or otherwise.

**Section 14.7. Supplementary Coverage.**

The indemnification and advancement of expenses provided pursuant to this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Act, or any bylaw, agreement, vote of the Members or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding that office. Article 12 (relating to conflicts of interest) shall be applicable to any bylaw, contract, or transaction authorized by the Directors under this Section. However, no indemnification may be made by the Corporation under this Article or otherwise to or on behalf of any person to the extent that:

- (a) The act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct, or recklessness; or
- (b) The Board determines that under the circumstances indemnification would constitute an excess benefit transaction under section 4958 of the Internal Revenue Code of 1986, as amended

**Section 14.8. Duration and Extent of Coverage.**

The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of that person.

**Section 14.9. Reliance and Modification.**

Each person who shall act as a representative of the Corporation shall be deemed to be doing so in reliance upon the rights provided by this Article. The duties of the Corporation to

indemnify and to advance expenses to a representative provided in this Article shall be in the nature of a contract between the Corporation and the representative. No amendment or repeal of any provision of this Article shall alter, to the detriment of the representative, his or her right to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment or repeal.

## **ARTICLE 15 – ANNUAL REPORT**

### **Section 15.1. Annual Report.**

The Board shall present annually to the Members a report, verified by the President and Treasurer or by a majority of the Board, showing in appropriate detail the following:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.
- (b) The principal changes in assets and liabilities, including the trust funds, during the year immediately preceding the date of the report.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
- (e) The number of Members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current Members may be found.

The annual report of the Board shall be filed with the minutes of the meetings of the Members.

## **ARTICLE 16 – TRANSACTION OF BUSINESS**

### **Section 16.1. Real Property.**

The Corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by the vote of two-thirds (2/3) of the Board, except that if there are twenty-one (21) or more Directors, the vote of a majority of the Board shall be sufficient. If the real property is subject to a trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.

**Section 16.2. Negotiable Instruments.**

All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the Board may designate.

**ARTICLE 17 – CORPORATE RECORDS**

**Section 17.1. Corporate Records.**

The Corporation shall keep (a) an original or duplicate record of the proceedings of the Board and committees having any of the authority of the Board, (b) the original or a copy of its Bylaws, including all amendments thereto to date, certified by the Secretary of the Corporation, (c) an original or a duplicate membership register showing the names of the Members, their respective addresses, class, and other details of membership, (d) a list of the names and business addresses of its current Board and officers, (e) a copy of the most recent annual reports delivered to state and Federal officials, and (f) appropriate, complete, and accurate books or records of account, at its registered office or at its principal place of business.

**Section 17.2. Transparency.**

The Corporation shall ensure that its IRS Form 990, annual reports and financial statements are complete and accurate and are posted to the Corporation's website or otherwise made available to the public.

**ARTICLE 18 – AMENDMENTS**

**Section 18.1. Amendments.**

Except as otherwise provided by the Act, the Bylaws of the Corporation may be amended by the affirmative vote of two-thirds of the Voting Members entitled to vote at any meeting after notice of such purpose has been given.

***Adopted: June 21, 2013***