

**BOYERTOWN AREA MULTI-SERVICE INCORPORATED**

**BY-LAWS**

**ARTICLE 1 - OFFICES AND FISCAL YEAR**

**SECTION 1.1: NAME**

The name of this organization shall be known as Boyertown Area Multi-Service, Incorporated (hereinafter "Corporation"). It shall be incorporated under the non-profit corporation laws of the Commonwealth of Pennsylvania.

**SECTION 1.2: MISSION STATEMENT**

The mission of the Corporation is to provide resources and services to meet unfulfilled human and community needs in the greater Boyertown area.

Said corporation is organized exclusively for charitable, religious, educational, or scientific purposes as a corporation capable of classifying for exempt organization status under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and no part of the net earning of the corporation shall inure to the benefit of its trustees, officers, or other private person.

**SECTION 1.3: REGISTERED OFFICE**

The registered office of the Corporation in the Commonwealth of Pennsylvania shall be at 200 W. Spring St., Boyertown, PA 19512 until otherwise established by a vote of the majority of the Board of Directors in office (hereinafter the "Board), and a statement of such change is filed with the Department of State, or until changed by an appropriate amendment of the articles of corporation.

**SECTION 1.4: OTHER OFFICES**

The Corporation may also have offices at such places within or without the United States of America as the Board may from time to time appoint or the articles of corporation requires.

**SECTION 1.5: FISCAL YEAR**

The fiscal year of the Corporation shall begin on the 1<sup>st</sup> day of January each year.

**ARTICLE II - MEMBERS**

**SECTION 2.1: MEMBERS**

The Corporation shall have no members.

**ARTICLE III - BOARD OF DIRECTORS: GENERALLY**

**SECTION 3.1: NUMBER OF DIRECTORS**

The Board shall consist of not less than thirteen (13) and not more than seventeen (17) directors as may be determined from time to time by resolution of the Board.

**SECTION 3.2 DIRECTORS**

Directors shall be natural persons of full age.

**SECTION 3.3 TERM OF OFFICE**

The term of office for members of the Board shall be three (3) years, so arranged that one-third (1/3) of the terms expire annually. The term of office shall begin and end with the annual meeting of the Board of Directors. There shall be no limitation on successive terms of office for a director. Each director shall serve until his or her successor shall have been elected and qualified, or until his or her death, resignation, or removal. Vacancies shall be filled by resolution of the Board for the remainder of the term of the director being replaced.

In order to perpetuate a Board of Directors with staggered terms of office, and for that sole purpose, the Board may reduce or enlarge a term of a Director. If the Director is presently serving his or her term, then a modification of that term can be achieved with the consent of said Director and a two-third (2/3) vote of the entire Board. If the Board is appointing someone to fill a vacancy or to a new directorship, then the Board may adjust the new director's term with a two-third (2/3) vote of the entire Board; the potential director must receive notice of the modified term prior to his or her appointment.

#### **SECTION 3.4 ORGANIZATION**

At every meeting of the Board, the president, if there be one, or in the case of a vacancy in the office or absence of the president, one of the vice-presidents in their order of rank and seniority, shall preside. The Secretary or, in his or her absence, a director appointed by the chairperson of the meeting, shall act as secretary for the meeting.

#### **SECTION 3.5 RESIGNATIONS**

Any director of the Corporation may resign at any time by giving written notice to the president or the secretary of the Corporation. Such resignation shall take effect at the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **SECTION 3.6 REMOVAL/VACANCIES**

The Board may declare vacant the office of a director if he or she is declared of unsound mind by an order of court, convicted of a felony, fails to attend three (3) successive meetings without a valid excuse, or for any other proper cause, or if within 60 days of notice of his or her selection, he or she does not accept such office either in writing or by attending a meeting of the Board.

#### **SECTION 3.7 PLACE OF MEETING**

Meetings of the Board may be held at such place within or without Pennsylvania as the Board may from time to time appoint, or as may be designated in any notice of the meeting.

#### **SECTION 3.8 ANNUAL MEETING**

There shall be an annual meeting of the Board in April of each year at a time and place to be determined by the Board and for the purpose of electing directors, electing officers, the reorganization of all standing committees, and the presentation of the Annual Report. The call for any annual meeting must be issued in writing or by email to the current Board at least ten (10) days prior to the meeting.

### **SECTION 3.9      REGULAR MEETINGS**

Regular meetings of the Board shall be held at least nine (9) times per year at such time and place as shall be designated from time to time by resolution of the Board. At such meetings, the Board shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given unless otherwise required by law or these by-laws.

### **SECTION 3.10     SPECIAL MEETINGS**

Special meetings of the Board shall be held whenever called by the president or two or more of the directors. Notice of each such meetings shall be given to each director by telephone or email at least twenty-four (24) hours before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting.

### **SECTION 3.11     CONFERENCE TELEPHONE/VIDEO PARTICIPATION**

One or more directors may participate in a meeting of the Board by means of a telephone or video conference or similar means of communication by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

### **SECTION 3.12     ACTIONS WITHOUT A MEETING**

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

### **SECTION 3.13     QUORUMS**

Two-thirds (2/3) of the directors in office shall be present at each meeting in order to constitute a quorum for the transaction of business.

#### **SECTION 3.14 POWERS AND AUTHORITY**

In addition to the powers and authorities expressly conferred upon the Board by these by-laws, the Board may exercise all such powers of the corporation and do all such lawful acts and things as they may be required and that are not otherwise prohibited by statute or by the articles of incorporation.

#### **SECTION 3.15 VOTING**

Every director shall be entitled to one vote, with the exception that the president shall only be entitled to cast a vote to break a tie amongst the Directors.

No member shall sell his or her vote for money or anything of value. The right of a director to vote shall cease on the termination of his or her directorship.

Except as otherwise specified in the articles of incorporation or these by-laws or provided by statute, the acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board.

A two-third (2/3) vote of the entire Board shall be required, however, for each of the following (see Section 3.13):

- (1) the purchase, sale, mortgage, lease, or other disposal of real property;
- (2) purchase, transfer, investment, reinvestment, sale, or other disposal of any Corporate asset valued at more than \$50,000;
- (3) initiation, acceptance of a settlement, or conclusion of any litigation;
- (4) declaration of a vacancy in any directorship; and
- (5) the hiring, suspension with pay, suspension without pay, or firing of any employee of the Corporation.

#### **SECTION 3.16 CONFLICT OF INTEREST STATEMENTS**

Each Director shall be required to sign a Conflict of Interest Statement.

#### **SECTION 3.17 INTERESTED DIRECTORS**

No contract or transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of the Corporation's directors, their spouses, or their immediate family members, are also directors or officers or have a financial interest, shall

be void or voidable solely for such reason, or solely because the director is present at or participates in a meeting of the Board which authorizes the contract or transaction, if 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 then the Board in good faith authorizes the contract or transaction by the affirmative vote of the disinterested directors as determined by Section 3.15. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in this section.

### **SECTION 3.18      COMPENSATION AND REIMBURSEMENT OF EXPENSES**

No director shall receive any compensation for their services to the Corporation, but, when applicable, said director may receive reimbursement for reasonable, good faith expenses relevant to the discharge of his or her duties. Reimbursements shall be submitted to the treasurer of the Corporation for review and disbursement.

### **SECTION 3.19      APPLICATION FOR CONSIDERATION OF COMPENSATED POSITION WITH CORPORATION; DISQUALIFICATION**

If any director or his or her spouse applies for a position within the Corporation which is entitled to compensation, that director must first resign his or her directorship prior to lodging any application for consideration of the position. Failure to resign his or her directorship prior to the filing of the application will disqualify the application and prohibit the director and his or her spouse from any consideration for the compensated position.

### **SECTION 3.20      DIRECTORS EMERITI**

Directors Emeriti may be appointed by the Board from time to time for a life term in recognition of significant service to the Corporation. A director emeritus may have voice at all meetings of the Board but shall not be entitled to vote.

## ARTICLE IV - EXECUTIVE OFFICERS

### **SECTION 4.1      NUMBER; QUALIFICATIONS AND DESIGNATION**

The officers shall be President, First Vice-President, Second Vice-President, Secretary, and Treasurer. The same officers shall serve both the Corporation and the Board and shall be duly elected members of the Board.

In order to be qualified to serve as President, a director must have previously served one full term as an officer.

It is strongly recommended that every candidate for Treasurer possess a background in accounting or finance.

### **SECTION 4.2      ELECTIONS**

The officers shall be elected by majority of the directors present at a meeting at which a quorum is present.

### **SECTION 4.3      TERMS**

The term for each office shall be two (2) years. No officer may serve more than two (2) successive terms in the same office, with the exception that, under special circumstances, the President may serve a third successive term with the approval of two-thirds of the full Board.

The President, Secretary, and Second Vice-President shall be elected in the even numbered years, and the First Vice-President and Treasurer shall be elected in odd numbered years.

Officers shall hold office for such period, have such authority, and perform such duties as are provided by these by-laws until his or her successor has been elected and qualified, or until his or her earlier death, resignation or removal.

### **SECTION 4.4      PRESIDENT**

The President shall preside at all Board meetings and be the chief executive officer of the Corporation, and shall exercise general supervision over the activities and operations of the Corporation, subject, however, to the control of the Board. The President shall sign, execute, and acknowledge in the name of the Corporation any and all deeds, mortgages, bonds, contracts, or other instruments, authorized by the Board except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these by-laws, to some other officer or agent of the Corporation. The President shall serve *ex-officio* on all standing and special committees, and, with approval of the Board, appoint persons to all special and

standing committees. The President shall oversee the preparation of the Annual Report. The President shall also perform such other duties as from time to time may be assigned to him or her by the Board.

**SECTION 4.5 FIRST VICE-PRESIDENT**

The First Vice-President shall work closely with the President in carrying out all executive duties, and shall perform the duties of the President in his or her absence. The First Vice-President shall also perform such other duties as from time to time may be assigned to him or her by the Board.

**SECTION 4.6 SECOND VICE-PRESIDENT**

The Second Vice-President shall work closely with the President in carrying out all executive duties, and shall perform the duties of the President and First Vice-President in the absence of either or both officers. The Second Vice-President shall also perform such other duties as from time to time may be assigned to him or her by the Board.

**SECTION 4.7 TREASURER**

The Treasurer shall oversee, along with the Finance and Budget Committee, all of the financial records and monies belonging to the Corporation. The Treasurer shall work closely with the staff bookkeeper. Whenever so required by the Board, the Treasurer shall render a report showing the financial condition of the Corporation. The Treasurer shall serve as the chairperson of the Finance and Budget Committee. The Treasurer shall also perform such other duties as from time to time may be assigned to him or her by the Board.

**SECTION 4.8 SECRETARY**

The Secretary shall record the minutes of all the meetings of the Board and record all votes of the Directors, and see to their permanent care and keeping in a book or books to be kept for that purpose. The Secretary shall see that notices are given and records and reports properly kept and filed by the Corporation, as required by these by-laws and the law. The Secretary shall be 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. The Secretary shall maintain the membership lists of the Board and handle all correspondence related to Board actions. The Secretary shall



also perform such other duties as from time to time may be assigned to him or her by the Board.

#### **SECTION 4.9 SUBORDINATE OFFICERS, COMMITTEES, AND AGENTS**

The Board may from time to time elect such other officers and appoint such committees, employees, or other agents as the business of the Corporation may require, including one or more assistant secretaries, and one or more assistant treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided by these by-laws, or as the Board may from time to time determine.

#### **SECTION 4.10 OFFICER BONDS**

The Corporation shall have the power to purchase and maintain, or whenever so required by the Board, require any officer to give, a bond for the faithful discharge of the officer's duties in such and with such surety or sureties as the Board shall require.

#### **SECTION 4.11 RESIGNATIONS**

Any officer of the Board may resign at any time by giving written notice to the president or the secretary of the Corporation. Such resignation shall take effect at the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **SECTION 4.12 REMOVAL**

Any officer may be removed, either for or without cause, by the Board whenever in the judgment of the Board the best interests of the Corporation will be served thereby.

#### **SECTION 4.13 VACANCIES**

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by an election of the majority of the Board and for the remainder of the unexpired term of the vacant office.

## ARTICLE V - STANDING COMMITTEES

### **SECTION 5.1      NUMBER; DESIGNATION**

At all times, the standing committees shall be the Executive Committee, Nominating Committee, Personnel Committee, Budget and Finance Committee, and the Endowment Committee.

### **SECTION 5.2      EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the President, First Vice-President, Second Vice-President, Treasurer, Secretary, Chairperson of the Personnel Committee, and Executive Director. The Executive Committee shall, pursuant to resolution of the Board or otherwise, exercise any of the powers or authority vested by these by-laws or the law, and, as may be required, deal with emergencies that require immediate attention. The Executive Committee shall also keep the full Board informed about the Executive Committee's activities, conduct the Executive Director's annual performance review, make recommendations to the full Board for authorization of non-budgetary expenditures, and meet in the event of an emergency.

The Executive Committee shall be consulted with on all matters related to the suspension with pay, suspension without pay, or firing of any employee of the Corporation. When appropriate, the Executive Committee shall recommend to the Board action on these matters.

The Executive Committee shall have no authority except that specifically delegated by the Board or these by-laws.

### **SECTION 5.3      NOMINATING COMMITTEE**

The Nominating Committee shall consist of three (3) directors. The Nominating Committee shall identify, nominate, and present to the Board for election persons to serve as directors and officers.

### **SECTION 5.4      PERSONNEL COMMITTEE**

The Personnel Committee shall consist of at least three (3) directors. The Personnel Committee shall be responsible for developing and reviewing personnel policies, monitoring their application and devising appropriate revisions for recommendation to the Board for final approval.

The Personnel Committee shall coordinate the posting of all employment positions within the Corporation, the submission and review of applications for said positions, and the interview

process for said positions. Following this process, the Personnel Committee shall nominate to the Board for hire the applicant best suited for and capable of discharging the responsibilities and duties of the employment position. When appropriate, any part of the process, or the process in its entirety, may be delegated to the Executive Director by the Chairperson of the Personnel Committee or the Board.

#### **SECTION 5.5 BUDGET AND FINANCE COMMITTEE**

The Budget and Finance Committee shall consist of the Treasurer and at least two (2) other directors. The Budget and Finance Committee assist the Treasurer with the performance of his or her duties and shall review and recommend approval of the Corporation's operating budget. The Budget and Finance Committee shall report to the Board any financial irregularities, concerns, or opportunities. The Budget and Finance Committee shall recommend financial guidelines to the Board, work with staff to design financial reports, and ensure that reports are accurate and timely. The Budget and Finance Committee shall oversee short and long term investments not directly related to the Endowment Fund. The Budget and Finance Committee shall recommend selection of an auditor and assist the auditor with the preparation of all audits and reports as may be required by law, these by-laws, or resolution of the Board. The Budget and Finance Committee shall advise the Executive Director and other appropriate staff members on the financial priorities and information systems of the Corporation.

#### **SECTION 5.6 ENDOWMENT FUND COMMITTEE**

The Endowment Fund Committee shall consist of at least three (3) directors. The Endowment Fund Committee shall be the fiscal agents of the Corporation's Endowment Fund. The Endowment Fund Committee shall accept and acknowledge unrestricted, undesignated gifts to the Endowment Fund. The Endowment Fund Committee shall adopt procedures for review and acceptance of the assets from donors, and review any gifts with restrictions or designations that are proposed to be placed in the Endowment Fund with regard to their compliance with the purpose of the Endowment Fund and the gifts eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Endowment Fund Committee shall be the stewards of the Endowment Fund and investigate and recommend to the Board for action all investment opportunities with the potential to achieve reasonable and adequate growth of the Endowment Fund while not incurring significant risk to the

principal of the fund. The Endowment Fund Committee shall adopt means for acknowledging the receipt of all gifts and contribution in a manner that will permit the donor to claim federal income, gift, and estate tax charitable contribution deductions. The Endowment Fund Committee shall maintain a record of all gifts to the Endowment Fund, and shall cause the Endowment Fund records to be audited annually at the same time as the record of the Treasurer are audited.

The Endowment Fund shall also maintain its own by-laws to regulate the management of the Endowment Fund which shall be approved and ratified by a three-fourths (3/4) vote of the entire Board.

#### **SECTION 5.7      APPOINTMENTS; TERM; VACANCIES**

At the annual meeting of the Board, or from time to time as vacancies may occur, the President, with approval of the Board, will appoint directors to the standing committees. Unless otherwise designated in these by-laws, appointments shall be for one (1) year and shall begin and end with the annual meeting of the Board of Directors. A vacancy on any committee for any reason shall be filled by appointment of the President, with approval of the Board, and the appointment shall be for the remainder of the unexpired term.

#### **SECTION 5.8      CHAIRPERSONS**

The President shall appoint a chairperson of each standing committee who shall coordinate meetings and issue timely reports, recommendations, and nominations to the Board.

#### **SECTION 5.9      QUORUMS**

A majority of the members designated to a committee shall be present at each meeting to constitute a quorum for the transaction of business

#### **SECTION 5.10     VOTING**

Any action approved by vote of the majority of the designated members at a meeting shall be the acts of the standing committee.

**SECTION 5.11      REPORTS**

Every standing committee shall issue a brief report to the Board at every regular meeting of the Board, unless otherwise directed by the President.

**SECTION 5.12      OTHER APPLICABLE SECTIONS**

Sections 3.5, 3.6, 3.11, and 3.12 shall also be applicable to standing committees.

**ARTICLE VI - LIMITATION OF PERSONAL LIABILITY OF DIRECTORS;  
INDEMNIFICATION OF DIRECTORS AND OTHER AUTHORIZED  
REPRESENTATIVES**

**SECTION 6.1      LIMITATION OF PERSONAL LIABILITY OF DIRECTORS**

A director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless (a) the director has breached or failed to perform the duties of his or her office as defined in Section 6.2 below; and (b) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. This limitation shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant to local, state, or federal law.

**SECTION 6.2      STANDARD OF CARE AND JUSTIFIABLE RELIANCE**

A director of the Corporation shall stand in a fiduciary relationship to the Corporation, and shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board upon which he or she may serve, or as an officer of the Board or Corporation, in good faith, in manner he or she reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances.

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 or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;
- (2) Counsel, public accountants, or other persons as to the matters which the director reasonably believes to be within the professional or expert competence of such person; and
- (3) A committee of the Board upon which he or she does not serve, duly designated in accordance with the law and these by-laws, 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 he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

In discharging the duties of their respective positions, the Board, committees of the Board, and individual directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon persons with whom the Corporation has business and other relations, and upon the communities which the offices or other establishments of or related to the Corporation is located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this Section.

Absent a 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 interest of the corporation.

### **SECTION 6.3 INDEMNIFICATION IN THIRD PARTY PROCEEDINGS**

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or complete action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amount 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 reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to criminal action or proceeding, had no

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 which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

#### **SECTION 6.4 INDEMNIFICATION IN DERIVATIVE ACTIONS**

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or 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 representative of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amount paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit 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 except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the Court of Common Pleas of Berks County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

#### **SECTION 6.5 MANDATORY INDEMNIFICATION**

Notwithstanding any contrary provision of the articles of incorporation or these by-laws, to the extent that a representative of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in either Section 6.3 or 6.4 above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

## **SECTION 6.6 DETERMINATION OF ENTITLEMENT TO INDEMNIFICATION**

Unless ordered by a court, any indemnification under Section 6.3 or 6.4 above shall be made by the corporation only as authorized in the specific case upon 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 paragraph. Such determination shall be made (a) by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding,; or (b) if such quorum is not obtainable, by a majority vote of the disinterested directors and supported by a written opinion by independent legal counsel.

## **SECTION 6.7 ADVANCING EXPENSES**

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in Sections 6.2 through 6.6 above.

## **SECTION 6.8 INDEMNIFICATION OF FORMER REPRESENTATIVES**

Each such indemnity may continue as to a person who has ceased to be a representative of the Corporation and may inure to the benefit of heirs, executors, and administrators of such persons.

## **SECTION 6.9 INSURANCE**

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Corporation would otherwise have the power to indemnify such person against such liability.

The Corporation shall at all times maintain a Non Profit Directors and Officer Liability insurance policy, or its equivalent, for the directors and officers of the Corporation



with such coverage and liability limits to not be less than \$1,000,000 for each claim and \$1,000,000 in the aggregate.

#### **SECTION 6.10 RELIANCE**

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

### **ARTICLE VII -ANNUAL REPORT; BOOKS AND RECORDS**

#### **SECTION 7.1 ANNUAL REPORT**

The President and the Treasurer shall present annually to the Board, showing in appropriate detail:

- (1) 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;
- (2) The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report;
- (3) 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;
- (4) 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;

The Annual Report shall be filed with the minutes of the Annual Meeting.

#### **SECTION 7.2 BOOKS AND RECORDS**

The Corporation shall keep an original or duplicate record of the proceedings of the Board, the original or a copy of the by-laws, including all amendments thereto to date, certified by the Secretary of the Corporation, and the records provided for herein shall be kept at the registered office of the Corporation in this Commonwealth.

**SECTION 7.3      RIGHT TO INSPECT**

Every director shall have a right to examine during the usual business hours for the business and for any proper purpose, the books and records of account and the records of the proceedings of the Board. Each director shall be entitled to make copies and extracts of the books and records. A proper purpose shall mean a purpose reasonably related to the interest of such person as a director.

**ARTICLE VIII - ANTI-DISCRIMINATION**

**SECTION 8.1      ANTI-DISCRIMINATION**

This Corporation promotes a productive, safe environment that is free from discrimination and harassment. Federal, state, and Corporate policy prohibit discrimination or harassment based on race, color, sex, age, national origin, citizenship, religion, disability, sexual orientation, marital status, or any other basis prohibited by law. Impermissible discrimination and harassment shall not be tolerated and any director, officer, employee, or agent found to be engaged in any form of discrimination or harassment, sexual or otherwise, may result in disciplinary action, up to and including termination and/or removal.

**ARTICLE IX - AMENDMENTS**

**SECTION 9.1      AMENDMENTS TO BY-LAWS**

The by-laws of the Corporation may be enlarged, amended, or repealed in all or in part by a two-third (2/3) vote of the attending directors of the Corporation at any properly called Board meeting provided that notice of intention to amend the by-laws, a copy of the proposed amendments, along with the time and place of the meeting shall be given in writing or via email to the Board at least ten (10) days before the meeting.

## **ARTICLE X - MISCELLANEOUS PROVISIONS**

### **SECTION 10.1 NOTICES; WHAT CONSTITUTES**

Whenever written notice is required to be given to any person under the provisions of the articles, these by-laws, or the Nonprofit Corporation law of 1988, it may be given to such person, either (a) personally, (b) by sending a copy thereof by first class mail, postage prepaid to the address supplied by him or her to the Corporation for the purpose of notice, or (c) electronically/digitally by emailing a copy thereof to the email address supplied by him or her to the Corporation for the purpose of notice. Notice shall be deemed to have been given to the person entitled to notice thereto when deposited in the United States mail or successfully sent via email to such person.

### **SECTION 10.2 NOTICES; REGISTERED ADDRESSES**

Every director shall register with the Secretary a mailing address and an email address for the purposes of receiving notices pursuant to the articles, these by-laws, or the Nonprofit Corporation law of 1988.

### **SECTION 10.3 CALCULATIONS OF REQUIRED DIRECTORS**

Any determination of the requisite Directors for a quorum or an action, where referenced within these By-Laws, shall be rounded up to the nearest whole number. For example, where referenced, any requirement for two-thirds (2/3) of the entire Board of Directors shall be consistent with the following:

Board of 13 Directors shall require at least 9 Directors;  
Board of 14 Directors shall require at least 10 Directors;  
Board of 15 Directors shall require at least 11 Directors;  
Board of 16 Directors shall require at least 11 Directors;  
Board of 17 Directors shall require at least 12 Directors.

### **EMPLOYEE BONDS**

The Corporation shall have the power to purchase and maintain, or whenever so required by the Board, require any employee to give, a bond for the faithful discharge of an employee's duties in such and with such surety or sureties as the Board shall require.

#### **SECTION 10.4 CORPORATE SEAL**

The Corporation shall have a corporate seal in the form of a circle containing the name of the corporation, the year of incorporation, and such other details as may be approved by the Board.

#### **SECTION 10.5 CHECKS**

In addition to the President, all checks, notes, bills of exchange, or other orders in writing shall be signed by person or persons as the Board may from time to time designate.

#### **SECTION 10.6 DEPOSITS**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or employees as the Board shall from time to time designate.

#### **SECTION 10.7 DISSOLUTION OF THE CORPORATION**

Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets or the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an except organization or organizations under section 501(C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Berks County or of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations said Court shall determine which are organized and operated exclusively for such purposes as herein designated.

**Approved by Board: 03-20-2014**

**Published to Members: 03-25-2014**