

# BYLAWS

of

Penns Valley Conservation Association  
A Pennsylvania Nonprofit Charitable Corporation

Bylaws  
of  
Penns Valley Conservation Association

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**B Y L A W S**  
of  
**Penns Valley Conservation Association**  
A Pennsylvania Nonprofit Charitable Corporation

ARTICLE 1: Name

Section 1.1 Name. The name of the corporation shall be Penns Valley Conservation Association, abbreviated PVCA (hereinafter referred to as the “Association”).

ARTICLE 2: Nonprofit Exempt Purposes

Section 2.1 Nonprofit Exempt Purposes.

- A) The Association is organized and operated as a nonprofit organization pursuant to the laws of the Commonwealth of Pennsylvania and the United States of America exclusively for charitable, educational and scientific purposes as set forth in section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended, repealed or replaced from time to time (hereinafter collectively referred to as the “Code”) including without limitation:
- 1) The preservation of Penns Valley as a healthy place to live, to farm and to do business;
  - 2) To foster the wise, long-term use of Penns Valley’s natural resources;
  - 3) To foster enjoyment of Penns Valley’s quiet pastoral character;
  - 4) To preserve and seek to improve the quality of Penns Valley’s pure water, soil and air;
  - 5) To preserve the historic features and heritage of Penns Valley; and
  - 6) To promote continued tourism and its economic potential in a sustainable fashion in Penns Valley.

Section 2.2 Non-partisan Activities.

- A) To the extent permitted under the Code, the Association may engage in non-partisan activities such as non-partisan voter registration drives, non-partisan political candidate debates, and non-partisan voter education, provided, however, that all such activities shall foster one or more of the Association’s nonprofit exempt purposes.

Section 2.3 Limitations.

- A) The Association may engage in all activities consistent with its purposes set forth in section 2.1 (regarding nonprofit exempt purposes), subject to the following limitations:
- 1) The Association shall not attempt to influence legislation except to the extent permitted under the Code;
  - 2) The Association shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for political office;
  - 3) The Association does not contemplate pecuniary gain or profit, incidental or otherwise, and no part of its net earnings shall inure to the benefit of its members, directors, officers or other private persons, provided, however, that the Association may pay reasonable amounts for goods and services provided to it and may make other payments in furtherance of its purposes set forth in section 2.1 (regarding nonprofit exempt purposes); and
  - 4) The Association shall not carry on any activity not permitted to be carried on by an organization:

- a) exempt from federal income tax under section 501(c)(3) of the Code; and
- b) contributions to which are deductible under sections 170, 2055 and 2522 of the Code.

### ARTICLE 3: Dedication of Assets

Section 3.1 Dedication of Assets. All of the Association's property, whether real, personal or mixed, and whether tangible or intangible, now owned and acquired in the future, shall be and hereby is irrevocably dedicated to nonprofit purposes exclusively.

### ARTICLE 4: Principal Office

Section 4.1 Principal Office. The principal office of the Association shall be located in Centre County, Pennsylvania.

Section 4.2 Other Offices. The Association may have other offices at locations within Pennsylvania as the board of directors may determine for the best interests of the Association.

### ARTICLE 5: Fiscal Year

Section 5.1 Fiscal Year. The fiscal year of the Association shall be the calendar year.

### ARTICLE 6: Board of Directors

Section 6.1 Number of Directors. The Association shall have a board of directors comprised of not fewer than seven (7) directors, and not more than thirteen (13) directors. The number of directors shall be determined pursuant to a motion or resolution duly adopted, from time to time, upon the affirmative votes of the majority of the votes cast by members of the board of directors present at the meeting at which a quorum is present.

Section 6.2 Standard of Care for Directors. Directors shall perform their duties in good faith, in a manner reasonably believed to be in the best interests of the Association, and with the care, including reasonable inquiry, skill and diligence, that a person of ordinary common sense would use under similar circumstance, and must perform all duties incident to their position and other duties as the board of directors may stipulate and as may be granted or required by law or by these bylaws.

#### Section 6.3 Duties of Board of Directors.

- A) All powers and duties enumerated or otherwise vested by law in the Association shall be exercised by and under the authority of, and the business and affairs of the Association shall be managed under the direction of, a board of directors; and the board of directors shall perform the duties prescribed by these bylaws. Without limiting the generality and comprehensiveness of the foregoing, and in addition to other powers set forth in the provisions of these bylaws, the board of directors shall:
- 1) Foster and promote the Association's nonprofit purposes at all times;
  - 2) Establish all Association policies;
  - 3) Provide the ways and means for collecting dues and other funds rightfully belonging to the Association;
  - 4) Assure the timely payment of all financial obligations of the Association;
  - 5) Maintain correct and complete financial records of account;



- 6) Approve the scope of and the agent who will perform an annual review of the Association's financial records of account;
- 7) Supervise all officers, employees, staff, agents, committees and volunteers of the Association; and
- 8) Control and manage the Association's publications, copyrights, patents, trademarks, moral rights and other intellectual property rights relating thereto worldwide.

#### Section 6.4 Board Authorization to Execute Instruments.

- A) In addition to those persons so authorized under the provisions of these bylaws, the board of directors may authorize any member of the board of directors, any officer and any employee, staff person or agent of the Association to execute and deliver any instrument and enter into any transaction in the name of and on behalf of the Association. Any such conferred authority may be general or confined to specific instances, may be limited in duration, and must be pursuant to a duly adopted written motion or resolution that is recited verbatim in the minutes of the meeting at which it was adopted, which motion or resolution shall set forth in detail the following minimum information:
- 1) The full name and title of the director, officer, employee, staff person or agent of the Association so authorized;
  - 2) A statement as to whether the authorization conferred is general or confined to a specific instance;
  - 3) A detailed explanation of the purpose(s), transaction(s), event, circumstance and/or specific instance, as the case may be, for which the authority is being conferred; and
  - 4) The specific time, day, month and year, or the occurrence of any event(s), when such authority shall become effective plus the specific time, day, month and year, or the occurrence of any event(s) when it shall terminate.

#### Section 6.5 Board's Annual Report Required.

- A) The board of directors must present a written annual report to the members of the Association at the annual meeting of the membership that is required to be held each year as stipulated in these bylaws. The annual report must be verified either by the president and treasurer or by a majority of the directors, and must show in appropriate detail all of the following minimum information:
- 1) The assets and liabilities of the Association as of the end of the fiscal year immediately preceding the date of the report;
  - 2) The principal changes in assets and liabilities during the fiscal year immediately preceding the date of the report;
  - 3) The revenue or receipts of the Association for the fiscal year immediately preceding the date of the report;
  - 4) The expenses or disbursements of the Association during the fiscal year immediately preceding the date of the report;
  - 5) The number of members of the Association as of the date of the report, together with a statement of the increase or decrease in their number during the year immediately preceding the date of the report; and
  - 6) A statement of the place where the names and addresses of the current members may be found.

#### Section 6.6 Qualifications of Directors.

- A) For nomination, appointment, election to and service upon the board of directors of the Association, each director:
- 1) Shall be a natural person;
  - 2) Shall be at least eighteen (18) years of age upon the date when first elected to the position of director;
  - 3) Shall be a member in good standing in any membership category of the Association unless otherwise restricted pursuant to the duly adopted written motion or resolution creating the membership category;
  - 4) Shall be competent to give a bond to the Association as stipulated in these bylaws;
  - 5) Does not need to be a resident of the Commonwealth of Pennsylvania;
  - 6) Shall not have served as a director for more than two (2) consecutive terms, i.e., six (6) consecutive years, immediately preceding the subsequent nomination, appointment, election to or service upon the board of directors; and
  - 7) Shall be deemed unqualified until at least one (1) complete calendar year has elapsed after serving two (2) consecutive terms as a former director.

#### Section 6.7 Nomination of Directors; Notice to Members.

- A) Subject to the provisions of these bylaws:
- 1) Not later than thirty (30) calendar days before the election date, the board of directors and the members in good standing of the Association shall nominate qualified candidates to serve as members of the board of directors.
  - 2) Not later than ten (10) calendar days after candidate nominations are closed, notice shall be given to the members of the Association regarding the identification and qualifications of the nominees, as well as any other information relevant to the candidate's qualifications and suitability to serve as a director.

#### Section 6.8 Election of Directors.

- A) Subject to the provisions of these bylaws:
- 1) Directors shall be elected upon the affirmative votes of a majority of the votes cast by Association members in good standing present and eligible to vote at the annual meeting of the Association's members at which a quorum of members is present, or at any other meeting at which a quorum of members is present where the election of directors is the purpose, or one of the purposes, of such meeting, as the board of directors may deem necessary for the best interests of the Association.
  - 2) Each board seat shall be considered and voted upon separately upon motion duly made and seconded.
  - 3) The methods that may be used for taking a vote include voice, show of hands, written ballot, or roll call as the board of directors may deem necessary for the best interests of the Association.
  - 4) Voting by proxy is prohibited.
  - 5) Cumulative voting is prohibited.
  - 6) Class voting is prohibited.
  - 7) Write-in candidates (i.e., a candidate whose name does not appear on the ballot) are prohibited.

#### Section 6.9 Staggered Terms.

- A) Staggered Terms Required. Staggered terms for directors are required and shall be determined pursuant to the method stipulated in the immediately following section 6.9(B).

- B) Determining Staggered Terms. The total number of directors shall be divided into three (3) groups, i.e., Group I, Group II, and Group III. Each Group shall contain approximately the same percentage of the total, as near as may be. The initial term for directors in Group I shall expire on the 1-year anniversary date after their election. The initial term for directors in Group II shall expire on the 2-year anniversary date after their election. The initial term for directors in Group III shall expire on the 3-year anniversary date after their election. Thereafter, Association members shall elect directors for a term of three (3) years to succeed those whose terms expire.
- C) Implementation Date. The date and time for members in good standing to first elect duly nominated and qualified candidates to serve as directors for the initial staggered terms set forth in section 6.9(B) shall not be later than December 31, 2020 at 7:00 o'clock PM, prevailing time.

Section 6.10 Director's Term of Service.

- A) Subject to the provisions of these bylaws, a director shall hold office for a term of service of three (3) years, except for the initial terms for Groups I and II directors.
- B) Terms of service shall begin immediately following the election.
- C) Each director shall remain a member of the board until the expiration of the term of service for which the director was elected or until a successor has been determined, or until the director's earlier death, resignation or removal.

Section 6.11 Director's Multiple Terms of Service. Subject to the provisions of these bylaws, any qualified candidate may succeed himself/herself to his/her seat on the board of directors.

Section 6.12 Directors Permitted to Serve as Officers. A member of the board of directors may serve simultaneously as any officer of the Association.

Section 6.13 Director Resignation. Any director may resign from being a member of the board of directors at any time by submitting to the board of directors a written letter of resignation setting forth the effective date of resignation.

Section 6.14 Board Vacancies.

- A) Subject to the provisions of these bylaws:
  - 1) Director vacancies shall be filled by the affirmative votes of the majority of the remaining directors present at the meeting at which the vote is taken though less than a quorum may be present.
  - 2) Each person so appointed shall serve as such director for the balance of the unexpired term of the vacant seat.
  - 3) Unless the unexpired term is for a full three-year term, the unexpired term of a vacancy on the board shall not count as a term of service for the person filling such vacancy, who, upon conclusion of such unexpired term, shall be immediately qualified to be nominated and elected to serve as a director for as many as two (2) consecutive terms.
  - 4) If the unexpired term is for a full three-year term, then that term shall count as one (1) of the two (2) consecutive term limits to which that person shall be subject pursuant to the provisions of section 6.6 (regarding qualifications of directors).

Section 6.15 Director Compensation. No compensation shall be provided to any director for discharging the director's duties. However, the board of directors may authorize reimbursement for reasonable expenses incurred in discharging the duties of directorship. As long as the stipulations in these bylaws relating to conflict of interest and self-dealing are strictly followed, nothing in these

bylaws precludes any director from serving the Association in another capacity and receiving compensation for services rendered.

Section 6.16 Bonding of Directors. Upon demand of the board of directors, a director must give the Association a bond in the amount and with the surety or sureties specified by the board for faithful performance of the director's duties and for restoration to the Association of all its books, papers, vouchers, accounts, money, and other property of every kind in the director's possession, custody, or control upon the director's death, resignation, retirement, or removal from the board. The Association must pay the cost of the premium of the bond(s).

Section 6.17 Removal of Directors by the Board.

- A) Cause Required. For cause shown that it is in the best interests of the Association and upon the affirmative votes of not less than two-thirds (2/3) of the votes cast by members of the board of directors at the meeting at which a quorum is present who are not subjects of the removal proceeding, a director may be removed from his/her seat on the board, provided, however, that the director who is subject to removal has been given reasonable notice of the adverse charges and an opportunity to be heard by the members of the board of directors who are not subjects of the removal proceeding.
- B) Absenteeism *de facto* Cause. It shall be a *de facto* cause in the best interests of the Association to remove any individual director from his/her seat on the board when, during any calendar year, the director is absent from three (3) or more board meetings, whether regular board meetings, special board meetings, or any combination of such meetings, such absenteeism is hereby deemed to impair the board's faithful performance of its duties. The imposition of any sanction based upon the *de facto* cause of absenteeism shall be within the sole discretion of the board of directors.

Section 6.18 Removal of Directors by Association Members.

- A) No Cause Required. Any individual director may be removed from his/her seat on the board without assigning any cause upon the affirmative votes of a majority of the votes cast by Association members in good standing present and eligible to vote at the meeting at which a quorum of the members is present. In the event that any director is so removed, and notwithstanding any provision of these bylaws to the contrary, a replacement director may be nominated and elected at the same meeting of the membership.

ARTICLE 7: Board of Director Meetings

Section 7.1 Regular and Special Meetings of the Board of Directors.

- A) Frequency and Notice. Regular meetings of the board of directors may be held once each month or more often at the discretion of the board, provided, however, that a regular meeting of the board must be held not less than quarterly. Upon adoption of a motion to do so, regular meetings and special meetings of the board of directors may be scheduled, held and conducted at any place, time and date, including without limitation, immediately before or after any meeting of the membership, as the board may determine from time to time, provided, however, that all such meetings must satisfy all applicable notice requirements as stipulated in these bylaws. Any such meeting plus all actions ostensibly taken at any such meeting without having first satisfied all such notice requirements shall be and shall be deemed to be null and void ab initio.
- B) Public Meetings. All regular and special meetings of the board of directors shall be open to visitors (a/k/a the public).

- C) Public Comment. Subject to the provisions of written, reasonable, and published rules of order adopted by the board of directors that do not conflict with the provisions of these bylaws, every visitor at a regular or special meeting of the board of directors shall be provided with a reasonable opportunity to speak, provided, however, that:
- 1) no board member reasonably objects and the meeting's presiding officer acknowledges the visitor before the visitor speaks;
  - 2) after acknowledgment, visitors may speak at the appropriate time, such as the time allocated for general public comment and/or the time designated for discussion germane to a motion or resolution prior to the board taking official action on the motion or resolution;
  - 3) visitors' comments shall be relevant to the subject matter being deliberated or otherwise relevant to the furtherance of the Association's nonprofit exempt purposes;
  - 4) the board may pose questions to visitors, who shall provide truthful answers;
  - 5) visitors may speak only when no one else is speaking; and
  - 6) visitors may be limited to speaking only twice during a meeting and to not exceeding ten (10) minutes per meeting.
- D) Minutes of Meetings of the Board of Directors. The Association's secretary shall make and maintain minutes (a/k/a official record) of the proceedings of all regular meetings and special meetings of the board of directors. The official records shall be made and maintained in both electronic or machine-readable format and written hard copy format readily available for public inspection. The written hard copy of the official record shall be kept in a substantial book or binder labeled and identified appropriately and correctly.

#### Section 7.2 Executive Sessions of the Board of Directors.

- A) Upon adoption of a motion to do so, executive sessions of the board of directors may be held when the matter being considered is confidential, including, without limitation, the following confidential matters:
- 1) The expulsion of a member of the Association;
  - 2) The removal of a director or officer of the Association;
  - 3) Contract negotiations, including without limitation, negotiations regarding the purchase, sale or lease of property, whether real, personal or mixed, and whether tangible or intangible;
  - 4) Personnel matters; and
  - 5) Budget review and preparation.
- B) Notwithstanding any provision of these bylaws to the contrary:
- 1) An executive session shall be a secret, private assembly at which the only attendees shall be the members of the board, special invitees, and such employees and staff members as the board or these bylaws may determine to be necessary;
  - 2) No official action shall be taken at any executive session;
  - 3) Although a record may be made of the proceedings of the executive session, any such record shall not be subject to public disclosure or inspection, provided, however, that the board may authorize, and a court of competent jurisdiction may order, the disclosure or inspection of any such record, in which event the record may be disclosed in strict accord with such board authorization or court order; and
  - 4) At the board meeting immediately preceding the executive session or at the next board meeting immediately following the executive session, the board shall announce the time, date, place, persons in attendance, and the general subject matter of the executive session without disclosing any confidential information.

### Section 7.3 Electronic Meetings a/k/a E-meetings.

- A) Electronic Meeting Defined. An electronic meeting (hereinafter sometimes referred to as an “e-meeting”) is a meeting held for the transaction of Association business, at which some or all of the participating members are not physically present in the same room, but all participants, regardless of physical location, have the opportunity for simultaneous synchronous aural and oral communication among them through electronic means, including, without limitation, teleconferencing, video-conferencing and such other additional collaborative technology to aid in the conduct of the e-meeting.
- B) Electronic Meetings Authorized. Subject to the provisions of these bylaws, e-meetings are authorized for any regular meeting, special meeting, and executive session of the Association’s board of directors, and for any meeting of the Association’s committees. Any director or committee member who is not present in person at the respective e-meeting shall have the right to participate by electronic means.
- C) Special Rules for Electronic Meetings. The following special rules shall apply to all e-meetings, which special rules are intended to supplement, not replace, other provisions of these bylaws, provided, however, that if any special rule for e-meetings is inconsistent with any other provision of these bylaws, then the special rule shall control:
  - 1) A central location shall be required for participants who wish to attend an e-meeting in person;
  - 2) For purposes of determining quorums at e-meetings, an explicit roll call shall be held and a member shall be counted as present either through aural or written confirmation, and each attending member who leaves the meeting before adjournment shall have an affirmative duty to advise all other attendees of such departure;
  - 3) For purposes of identification during an e-meeting, all participants shall clearly state their full name each time they seek recognition, obtain the floor, and address other e-meeting participants; and
  - 4) All votes taken at an e-meeting shall be pursuant to an explicit roll call vote duly recorded in the minutes.

### Section 7.4 Asynchronous Meetings.

- A) Asynchronous Meeting Defined. An asynchronous meeting is where the participants communicate with each other at different times, such as, but not limited to, e-mail meetings, facsimile meetings, e-bulletin board meetings and chat room meetings. Asynchronous meetings are not a deliberative assembly.
- B) Asynchronous Meetings Prohibited. Asynchronous meetings are prohibited and shall not be used, held or conducted to supplant, supplement or otherwise serve as any meeting, whether in whole or in part, of this Association or of the Association’s board of directors, committees or membership.
  - 1) Exception. Asynchronous meetings may be used, held and conducted when their purpose is limited to seeking or exchanging information without taking any official action.

### Section 7.5 Board Meeting Quorum.

- A) The quorum required to transact any official business of the Association at any meeting of the board of directors consists of a majority of the directors then authorized to occupy a seat on the board.
- B) When the board of directors holds any meeting at which the sanctioning of another member of the board is at issue, the quorum for such a meeting is a majority of the remaining number of directors authorized to occupy a seat on the board.

Section 7.6 Votes Required to Approve Official Business. Unless otherwise expressly stipulated in these bylaws, official business of the Association shall be approved or otherwise adopted upon the affirmative votes of a majority of the votes cast by the members of the board of directors present at the meeting at which a quorum is present at which the vote is taken.

Section 7.7 Methods of Voting at Board Meetings. The methods that may be used for taking a vote at meetings of the board of directors include voice, show of hands, written ballot or roll call, provided, however, that the method for voting at e-meetings shall comply with the provisions of section 7.3.

Section 7.8 Order of Business for Board Meetings.

- A) Subject to a special order of business rule duly adopted by the board of directors pursuant to a motion or resolution, the standard prescribed order of business for meetings of the board of directors should comprise the following subdivisions:
- 1) Call to Order
  - 2) Statement of Quorum Gathered or Quorum Lacking
  - 3) Public Comment
  - 4) Consent Agenda (a/k/a Consent Calendar)
    - a) Listing of each matter or item, each being specifically and unambiguously identified
  - 5) Reading and Approval of the Minutes of Previous Meetings
    - a) Listing in order of date from the earliest to the most recent
  - 6) Reports of Officers and Staff
  - 7) Reports of Committees
  - 8) Unfinished Business (a/k/a Action Items)
  - 9) New Business
  - 10) Public Comment
  - 11) Adjournment

Section 7.9 Consent Agenda a/k/a Consent Calendar.

- A) Consent Agenda Defined. A consent agenda a/k/a consent calendar is a meeting practice where a number of routine or noncontroversial matters are grouped into a single agenda item.
- B) Consent Agenda Authorized. Subject to the provisions of these bylaws, the board of directors is authorized to use a consent agenda a/k/a consent calendar at any meeting.
- C) Special Rules for Consent Agenda. The following special rules shall apply to all consent agendas, which special rules are intended to supplement, not replace, other provisions of these bylaws, provided, however, that if any special rule is inconsistent with any other provision of these bylaws, then the special rule shall control.
- 1) Consent agenda matters shall be strictly limited to matters that are routine and noncontroversial where the board's consideration of which is in gross, without debate, without amendment, and without any appearance of preventing informed consent or disclosure of conflicts.
  - 2) No matter or item shall be placed on a consent agenda unless it has been sent to all directors not less than 48-hours in advance of the meeting at which it is proffered for the consent agenda.
  - 3) All matters or items placed on a consent agenda shall, without exception, be individually listed and unambiguously identified by title, date, number, subject, purpose or any combination thereof, under the heading "Consent Agenda" set forth in writing on the regular agenda for the meeting in question. This requirement shall not be satisfied when matters or items on or intended to be placed on the consent agenda are merely available on an electronic or machine-

readable format without being individually listed and unambiguously identified under the heading "Consent Agenda".

- 4) When the consent agenda is called at a meeting, the meeting's presiding officer shall ask directors the following questions, to which they shall answer truthfully:
  - a) whether they have read each matter or item on it;
  - b) whether they fully understand each matter or item on it;
  - c) whether they have any conflicts with respect to any matter or item on it;
  - d) whether they know of another person who has a conflict with respect to any matter or item on it; and
  - e) whether they believe that there is any reason to open any matter or item on it to discussion.
- 5) If even only one director either has not read or does not fully understand each matter or item on it, then the subject matters or items shall be pulled from the consent agenda, shall be placed on the regular agenda and shall be called for question individually.
- 6) If even only one director either has a conflict or knows of another person who has a conflict, then such conflict shall be disclosed fully and the matter or item on the consent agenda pertaining to the conflict shall be placed on the regular agenda and called for question individually.
- 7) No matter or item, including, without limitation, contracts, grants, permits, rents, or licenses, shall be placed on the consent agenda when such matter or item involves or potentially involves any financial obligation of more than Five Hundred Dollars (\$500.00) U.S.
- 8) When the consent agenda includes the appointment or selection of any person, the full name of such person shall be disclosed in writing on the consent agenda, all directors shall be asked whether they have any relationship with such listed person, and they shall answer truthfully.
- 9) Upon the verbal or written request of any director, any matter or item shall immediately be pulled from the consent agenda and placed on the regular agenda.
- 10) Any report, proposal or other instrument of any Association director, officer, staff, employee, member, agent or committee that includes any recommendation to be implemented or a specific action to be taken by the board of directors, shall not be eligible and shall not be placed on any consent agenda.

## ARTICLE 8: Officers

Section 8.1 Officers. The officers of the Association shall be a president, vice-president, secretary and treasurer, and such other officers as the board of directors may deem to be in the best interests of the Association.

Section 8.2 Duties of All Officers. All officers of the Association, including, without limitation, such other officers that the board of directors may, from time to time, deem to be in the best interests of the Association, shall perform the duties prescribed by these bylaws.

Section 8.3 Board Authority to Delegate Duties. At the discretion of the board of directors, any duty or all of the duties of the offices of secretary and treasurer may be delegated to any other qualified person or business entity.

### Section 8.4 Duties of President.

- A) The president of the Association is responsible for discharging the following duties without limitation:
  - 1) To serve as president of the Association;



- 2) To serve as the presiding officer at all meetings of the Association's members and board of directors;
- 3) To execute all legal and financial documents on behalf of the Association;
- 4) To immediately surrender to the successor president or board of directors all records, electronic storage media, funds, data, documents, and other items rightfully belonging to the Association which are in his/her possession, custody, or control upon vacating the office—within sixty (60) calendar days of receipt of those items, the board of directors may demand an audit regarding the officer's performance of duties during the term of office; and
- 5) To perform all duties incident to the office of president, and other duties as may be prescribed by the board from time to time and as may be required or authorized under law or these bylaws.

#### Section 8.5 Duties of Vice-President.

- A) The vice-president of the Association is responsible for discharging the following duties without limitation:
- 1) To serve as vice-president of the Association;
  - 2) To assume the duties of the president during the president's absence, when the office of president is vacant, or whenever the president is unable to fulfill the duties of the office of president;
  - 3) To immediately surrender to the successor vice-president or board of directors all records, electronic storage media, funds, data, documents, and other items rightfully belonging to the Association which are in his/her possession, custody, or control upon vacating the office —within sixty (60) calendar days of receipt of those items, the board of directors may demand an audit regarding the officer's performance of duties during the term of office; and
  - 4) To perform all duties incident to the office of vice-president, and other duties as may be prescribed by the board from time to time and as may be required or authorized under law or these bylaws.

#### Section 8.6 Duties of Secretary.

- A) The secretary is responsible for discharging the following duties without limitation:
- 1) To serve as secretary of the Association;
  - 2) To attend and serve as secretary at all meetings of the board of directors and of the members of the Association and to maintain accurate records and minutes of those meetings in both electronic or machine-readable format and written hard copy format readily available for public inspection;
  - 3) To give, or cause the giving, of all notices of the Association in accord with the provisions of these bylaws;
  - 4) To execute on behalf of the Association all documents of the Association as may be appropriate under the circumstances or required by law;
  - 5) To immediately surrender to the successor secretary or board of directors all records, electronic storage media, funds, data, documents, and other items rightfully belonging to the Association which are in his/her possession, custody, or control upon vacating the office—within sixty (60) calendar days of receipt of those items, the board of directors may demand an audit regarding the officer's performance of duties during the term of office; and
  - 6) To perform all duties incident to the office of secretary, and other duties as may be prescribed by the board from time to time and as may be required or authorized under law or these bylaws.

### Section 8.7 Duties of Treasurer.

- A) The treasurer is responsible for discharging the following duties without limitation:
- 1) To serve as the treasurer of the Association;
  - 2) To keep and maintain, or cause the keeping and maintenance of adequate and accurate accounts of all properties and business transactions of the Association, including, without limitation, accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements;
  - 3) To issue timely and full payment of all Association accounts payable and to disburse, or cause to be disbursed, the funds of the Association as the board of directors may stipulate;
  - 4) To timely prepare and file, or cause the timely preparation and filing of, all applicable local, state and federal tax forms, returns and schedules, including without limitation IRS Form 990, 990-N, 990-EZ, 990-PF or 990 group return, IRS form 8879-EO or the substantial equivalents thereof, together with the full payment of taxes and fees due and owing, if any;
  - 5) To timely prepare and file, or cause the timely preparation and filing of, all applicable local, state and federal forms and schedules regarding annual charitable registration and public disclosure statements, including without limitation PA Form BCO-10, PA Form BCO-23 or the substantial equivalents thereof, together with the full payment of taxes and fees due and owing, if any;
  - 6) To ensure the deposit of all money and other valuables in suitable banks, trust companies or other depositories as the board of directors may stipulate;
  - 7) To provide a detailed account of the financial condition of the Association, including all receipts, disbursements and other financial transactions, as the board of directors may stipulate;
  - 8) To make suitable and timely arrangements for the assignment of a qualified person or company to conduct an annual review of the Association's financial records of account, the scope of which and the person or company assigned to perform it being subject to the board's prior approval evident upon the affirmative votes of the majority of the votes cast by members of the board of directors present at the meeting at which a quorum is present;
  - 9) To prepare and make available a yearly accounting report of the previous year to be presented at the annual meeting of the membership and as otherwise directed by the board of directors;
  - 10) To immediately surrender to the successor treasurer or board of directors all records, electronic storage media, funds, data, documents, and other items rightfully belonging to the Association which are in his/her possession, custody, or control upon vacating the office—within sixty (60) calendar days of receipt of those items, the board of directors may demand an audit regarding the officer's performance of duties during the term of office; and
  - 11) To have all powers and perform all duties incident to the office of treasurer and other powers and duties as the board of directors may stipulate and as may be required or authorized under law or these bylaws.

### Section 8.8 Qualifications of Officers.

- A) For appointment to and service as an officer of the Association, each officer:
- 1) Does not need to be a member of the board of directors of the Association;
  - 2) Shall not hold more than one (1) office at a time in the Association;
  - 3) Shall have the necessary skills to faithfully discharge the official duties of the office;
  - 4) Shall be competent to give a bond to the Association as stipulated in these bylaws; and
  - 5) Does not need to be a resident of the Commonwealth of Pennsylvania.

Section 8.9 Appointment of Officers.

A) Subject to the provisions of these bylaws:

- 1) Officers of the Association shall be appointed upon the affirmative votes of a majority of the votes cast by the directors present at the board meeting at which a quorum is present next following the annual meeting of the Association's members, or at any other meeting where the appointment of officers is the purpose, or one of the purposes, of the meeting, as the board of directors may deem necessary for the best interests of the Association.
- 2) Each officer's seat shall be considered and voted upon separately upon motion duly made and seconded.
- 3) The methods that may be used for taking a vote include voice, show of hands, written ballot, or roll call, provided, however, that the method for voting at e-meetings shall comply with the provisions of section 7.3.
- 4) Voting by proxy is prohibited.
- 5) Cumulative voting is prohibited.
- 6) Class voting is prohibited.

Section 8.10 Officer's Term of Office.

A) Subject to the provisions of these bylaws:

- 1) The term of office for any officer shall be one (1) year, with the term's effective date beginning at the time of appointment.
- 2) Each officer shall hold office until the expiration of the term for which she/he was appointed and until a successor has been appointed, or until the officer's earlier death, resignation, or removal.

Section 8.11 Officers Serving Multiple Terms. At the discretion of the board of directors, any qualified appointee may succeed themselves to their office or any other office in the Association, provided, however, that they are duly appointed as stipulated in these bylaws.

Section 8.12 Resignation of Officer. Any officer may resign from office at any time by submitting to the board of directors a written letter of resignation setting forth the effective date of resignation.

Section 8.13 Officer Vacancies.

- A) In the event of a vacancy of the office of president by death, resignation, removal, or otherwise, the vice-president must immediately fill the vacancy.
- B) All vacant offices other than the office of president shall be filled upon the affirmative votes of the majority of the votes cast by members of the board of directors present at the meeting at which a quorum is present.
- C) The replacement appointee shall serve as the appropriate officer for the balance of the unexpired term of the office being filled.

Section 8.14 Officer Compensation. No compensation shall be provided to any officer for discharging the officer's duties. However, the board of directors may authorize reimbursement for reasonable expenses incurred in discharging the duties of office. As long as the stipulations in these bylaws relating to conflict of interest and self-dealing are strictly followed, nothing in these bylaws precludes any officer from serving the Association in another capacity and receiving compensation for services rendered.

Section 8.15 Bonding of Officers. Upon demand of the board of directors, an officer must give the Association a bond in the amount and with the surety or sureties specified by the board for faithful performance of the officer's duties and for restoration to the Association of all its books, papers, vouchers, accounts, money, and other property of every kind in the officer's possession, custody, or control upon the officer's death, resignation, retirement, or removal from office. The Association must pay the cost of the premium of the bond(s).

Section 8.16 Removal of Officers. For cause shown that it is in the best interests of the Association and upon the affirmative votes of not less than two-thirds (2/3) of the votes cast by members of the board of directors present at the meeting at which a quorum is present, an officer may be removed from office, provided, however, that the officer who is subject to removal has been given reasonable notice of the adverse charges and an opportunity to be heard by the members of the board of directors.

## ARTICLE 9: Membership

### Section 9.1 Association Membership.

- A) Membership Authorized. Membership in the Association is hereby authorized subject to the provisions of these bylaws and applicable law.
- B) Membership Not Ownership. Notwithstanding any provision of law or any provision of these bylaws to the contrary, membership in the Association does not grant and is not intended to grant any such member any right, title, or interest in or to any property of the Association, whether real, personal, or mixed, whether tangible or intangible, and regardless of where the same may be located, owned, leased, used, or held for use in connection with the business or operation of the Association. For avoidance of any doubt, the Association is not and shall not be deemed to be member-owned and members of the Association do not have and shall not be deemed to have any equity interest in the Association.

### Section 9.2 Creation of Membership Categories.

- A) Subject to applicable law and these bylaws, the board of directors may create such categories of membership as the board of directors may deem necessary in the best interests of the Association, provided, however, that the following conditions are satisfied, the satisfaction of which are and shall be deemed conditions precedent to the lawfulness of such board action:
  - 1) Every membership category shall be created pursuant to a written motion or resolution duly adopted by the affirmative votes of the majority of the votes cast by members of the board of directors present at the meeting at which a quorum is present;
  - 2) Every such motion or resolution shall set forth a detailed description of the proposed membership category;
  - 3) Every such motion or resolution shall set forth a detailed description of the qualifications or eligibility requirements that must be satisfied to become a member of the proposed membership category;
  - 4) Every such motion or resolution shall stipulate the rights, privileges, duties and limitations applicable to the members of the proposed membership category, including, without limitation, the following minimum considerations:
    - a) The right or privilege or authority (or lack thereof) to introduce or second and to vote on any motion, resolution, petition or any other item or form of question for consideration by the full membership of the Association;
    - b) The right or privilege or authority (or lack thereof) to serve as an officer of the Association;

- c) The right or privilege or authority (or lack thereof) to serve as a director on the board of directors of the Association;
  - d) The right or privilege or authority (or lack thereof) to serve as a member of any committee of the Association;
  - e) The right or privilege or authority (or lack thereof) to attend all meetings of the full membership of the Association, and to have their attendance count in determining the number of members required for a quorum and in determining whether a quorum of members is present at the said membership meeting;
  - f) The right or privilege or authority (or lack thereof) to attend all regular and special meetings of the Association's board of directors;
  - g) The right or privilege or authority (or lack thereof) to serve as a volunteer of the Association;
  - h) The right or privilege or authority (or lack thereof) to publish or speak or advocate on behalf of the Association without prior written approval of the Association's board of directors;
  - i) The right or privilege or authority (or lack thereof) to use or appropriate the name, likeness, mark, registration, trademark and intellectual property of the Association without prior written approval of the Association's board of directors; and
  - j) Other benefits (or lack thereof) of being a member of the proposed membership category.
- 5) Every such motion or resolution shall stipulate its effective date, as well as the date upon which the proposed membership category shall take effect.

Section 9.3 Membership Year. The membership year shall be fixed at such dates as the board of directors may deem necessary for the best interests of the Association.

Section 9.4 Membership Dues; Prorating Prohibited; Refunds Prohibited.

- A) Dues for membership in the Association shall be fixed from time to time in such amounts as the board of directors may deem necessary for the best interests of the Association.
- B) Membership dues shall not be prorated under any circumstances.
- C) Membership dues, whether in part or in whole, shall not be refunded under any circumstances.

Section 9.5 Member in Good Standing.

- A) To be considered a member in good standing, a member must satisfy the following qualifications:
  - 1) The member must pay all applicable membership dues in full without exception; and
  - 2) The member must not be subject to expulsion or any related proceedings.

Section 9.6 Voting Requirements; Restrictions.

- A) To be entitled to vote or to introduce or second any motion, resolution, petition, or any other item or form of question for consideration as provided in these bylaws, the person must be a member in good standing in a membership class authorizing its members to vote.
- B) Except as otherwise prohibited, every member in good standing that is entitled to vote is entitled to cast only one (1) vote per each item for which a vote is taken.
- C) Voting by proxy is prohibited.
- D) Cumulative voting is prohibited.
- E) Class voting is prohibited.

Section 9.7 Membership Book Required. The Association must maintain a membership book which contains the name, U.S. Mail address, telephone and/or cell phone number, email address,

membership classification, member status, and the date of membership expulsion or expiration with a brief explanation of the reason for same. The membership book may be maintained in electronic format, provided that the electronic format is readily available for public inspection. Regardless of its format, the membership book must be kept at the Association's principal office and maintained by the person that the board of directors authorizes from time to time.

Section 9.8 No Liability of Members. A member of the Association is not personally liable for the debts, liabilities or other obligations of the Association and shall not be subject to any assessment simply because of being an Association member.

Section 9.9 Membership Not Transferable. Membership in the Association is not transferable. Upon a member's death or if a member is a business member, then upon the dissolution of the business, all rights and privileges arising from Association membership automatically terminate without any further action by the Association.

Section 9.10 Member Expulsion. For cause shown that it is in the best interests of the Association and upon the affirmative votes of not less than two-thirds (2/3) of the votes cast by members of the board of directors at the meeting at which a quorum is present, a member may be expelled from membership in the Association, provided, however, that the member who is subject to removal has been given reasonable notice of the adverse charges and an opportunity to be heard by the members of the board of directors.

Section 9.11 Termination of Membership.

- A) All rights and privileges arising from membership in the Association terminate automatically and without any further action necessary upon the occurrence of any of the following events:
- 1) A written notice of termination signed by the terminating member and delivered either personally or via U.S Mail to the president or secretary of the Association. The effective date of the termination will be the date set forth in the termination notice; however, if no termination date is stated in the notice, then the effective date will either be the date of actual receipt of the notice or its deposit date (its postmark being absolute proof of the deposit date) whichever event first occurs.
  - 2) A member's failure to renew its membership after the lapse of its membership year.
  - 3) The expulsion of a member as stipulated in these bylaws.
  - 4) The death or dissolution of the member.

## ARTICLE 10: Membership Meetings

Section 10.1 Annual and Regular Meetings of the Membership.

- A) Frequency and Notice. The Association shall hold an annual meeting of its membership each calendar year and may hold as many additional regular meetings of its membership as the board of directors may deem to be in the best interests of the Association. Upon adoption of a motion to do so, the annual meeting and other regular meetings of the membership may be scheduled, held and conducted at any place, time and date, including without limitation, immediately before or after any meeting of the board of directors, as the board may determine from time to time, provided, however, that all such membership meetings must satisfy all applicable notice requirement as stipulated in these bylaws. Any such meeting plus all actions ostensibly taken at any such meeting without having first satisfied all such notice requirements shall be and shall be deemed to be null and void ab initio.

- B) Purpose of Annual Meeting. The purpose of the annual meeting of the members is to elect qualified candidates to serve as members of the board of directors and to transact any other business that may be brought for consideration and action at the meeting.
- C) Agendas. The board of directors has full authority and discretion to set the agendas for annual and regular meetings of the membership but shall not unreasonably reject agenda items submitted by or on behalf of the membership.
- D) Public Meetings Optional. Any annual or regular membership meeting may be open to visitors (a/k/a the public) or may be limited to members in good standing only.
- E) Public Comment. Where a membership meeting is open to visitors, subject to the provisions of written, reasonable, and published rules of order adopted by the board of directors that do not conflict with the provisions of these bylaws, every visitor at an annual or regular membership meeting shall be provided with a reasonable opportunity to speak, provided, however, that:
  - 1) no board member reasonably objects and the meeting's presiding officer acknowledges the visitor before the visitor speaks;
  - 2) after acknowledgment, visitors may speak at the appropriate time, such as the time allocated for visitor comment and/or the time designated for discussion germane to a motion or resolution prior to the membership taking official action on the motion or resolution;
  - 3) visitors' comments shall be relevant to the subject matter being deliberated or otherwise relevant to the furtherance of the Association's nonprofit exempt purposes;
  - 4) members in good standing may pose questions to visitors, who shall provide truthful answers;
  - 5) visitors may speak only when no one else is speaking; and
  - 6) visitors may be limited to speaking only twice during a meeting and to not exceeding ten (10) minutes per meeting.

#### Section 10.2 Special Meetings of the Membership.

- A) Member Called Special Meetings. A special meeting of the Association's membership can be called upon the written request of not less than twenty (20) members in good standing and whose written request designates specifically the purpose or purposes of the special meeting. The Association's membership book shall be absolute proof of the identity of members in good standing. The written request must be personally delivered to or mailed by certified mail, return receipt requested, to the president or secretary of the Association. Except as specifically designated in the written request, no other business must be discussed, considered or transacted at any special meeting of the membership.
- B) Board Called Special Meetings. Special meetings of the members may be called by the board of directors as it may deem to be in the best interests of the Association.

Section 10.3 Minutes of Membership Meetings. The Association's secretary shall make and maintain minutes (a/k/a official record) of the proceedings of all membership meetings. The official record shall be made and maintained in both electronic or machine-readable format and written hard copy format readily available for public inspection. The written hard copy of the official record shall be kept in a substantial book or binder unambiguously labeled and identified as to its contents.

Section 10.4 Membership Meeting Quorum. Regardless of the category of membership meeting, the quorum to transact any authorized official action of the membership shall consist of not less than twenty (20) members in good standing, any number of whom may also hold office or a seat on the board of directors of the Association.

Section 10.5 Votes Required to Approve Membership Action. Unless otherwise expressly stipulated in these bylaws, official action of the membership shall be approved or otherwise adopted upon the affirmative votes of a majority of the votes cast by the members in good standing present at the meeting at which a quorum is present at which the vote is taken.

Section 10.6 Methods of Voting at Membership Meetings. The methods that may be used for taking a vote at any meeting of the membership include voice, show of hands, written ballot or roll call. See, also, *supra*, Section 9.6 (relating to voting requirements, restrictions).

Section 10.7 Location, Date and Time of Membership Meetings. Subject to the provisions of these bylaws to the contrary, the board of directors shall set the location, date and time of all membership meetings as it may deem to be in the best interests of the Association.

## ARTICLE 11: Committees

### Section 11.1 Creation and Dissolution of Committees.

- A) The board of directors may create or dissolve committees as the board of directors may deem necessary for the best interests of the Association.
- B) Committees shall have and exercise the authority that the board of directors grants to the committee at the moment of the committee's creation and as may be broadened, restricted or extinguished from time to time as the board of directors may deem necessary for the best interests of the Association.
- C) The creation and dissolution of every committee, the purpose for which the committee is created or dissolved, and the authority of every committee, whether such authority is initially granted or subsequently broadened, restricted or extinguished from time to time, must be pursuant to a motion or resolution duly adopted upon the affirmative votes of the majority of the votes cast by members of the board of directors present at the meeting at which a quorum is present.

Section 11.2 Qualifications of Committee Members. For appointment to and service on any committee of the Association, each person must be a natural person willing to fulfill faithfully the obligations incident to the committee's authority and purpose. Without limiting the generality of the foregoing, any member of any committee may be a director, officer, member, non-member, volunteer, employee, independent contractor, financial contributor, supporter or agent of the Association.

### Section 11.3 Appointment of Committee Members.

- A) Unless otherwise stipulated in these bylaws, the board of directors, upon creating any committee or any time thereafter, may exercise any of the following options as the board of directors may deem necessary for the best interests of the Association:
  - 1) Appoint individuals to serve as members of any committee and appoint individuals to serve as the chair and vice-chair, if any, of the committee; or
  - 2) Appoint an individual to serve as the chair of the committee and delegate to that chair all board authority to appoint the remaining members of the committee, subject, nevertheless to the express approval of the board of directors; or
  - 3) Appoint individuals to serve as members of any committee and authorize the committee members themselves to appoint the chair and vice-chair, if any, of the committee.



Section 11.4 President *Ex-officio* Committee Member.

- A) The president shall serve as an *ex-officio* member of all committees. As an *ex-officio* committee member, the president has the same rights and privileges as any other regular member of the committee, including the right to vote. However, because of being only an *ex-officio* member, the president's presence at or absence from a committee meeting must not be counted in determining the number required for a quorum or determining whether a quorum is present.

Section 11.5 Committee Chairperson.

- A) Qualifications. For appointment to and service as chairperson of any committee of the Association, each person must be a natural person who is a member in good standing of the Association and who is willing to fulfill faithfully the obligations incident to the committee's authority and purpose.
- B) Duties and Authority. A chairperson shall perform all duties and authority incident to the position of committee chairperson and other duties and authority as may be prescribed by the board from time to time and as may be required or authorized under law or these bylaws. Without limiting the generality of the forgoing, a chairperson shall have an affirmative duty to ensure transparent, appropriate, and frequent communications with the board; and shall have the authority to delegate to such committee members such tasks as may be required to discharge the committee's purpose.

Section 11.6 Removal of Committee Members. The board of directors may remove any committee member at any time, with or without cause and without any owed obligation to disclose any reason for such removal.

Section 11.7 Committee Meetings, Quorum and Duties.

- A) Meetings. Unless otherwise stipulated by the board of directors, committees shall set their own meeting schedules.
- B) Quorum. For purposes of any committee meeting, a quorum shall consist of those committee members who attend the meeting.
- C) Duties. A committee shall not act outside the scope of the authority that the board of directors granted to it. Each committee must communicate with the board of directors in a timely manner and as appropriate under the circumstances. Any committee having any financial authority or dealings must keep accurate and complete records and must provide a financial accounting to the board of directors not less than quarterly unless otherwise required by the board of directors as being in the best interests of the Association.

Section 11.8 Rules and Regulations of Committees. For conducting committee business, each committee may adopt rules and regulations as deemed appropriate, provided, however, that all such rules and regulations shall be a matter of written record and shall be consistent with the Association's purposes and with these bylaws.

Section 11.9 Committee Reports.

- A) Reports of Committees.
- 1) All committee reports, whether final, annual or periodic, must be prepared and submitted to the Association in accordance with the requirements stipulated in these bylaws and as may be required at the discretion of the board of directors from time to time.
  - 2) Any committee document presented to the board of directors that is not the minutes of committee meeting proceedings, shall constitute and shall be deemed to be a committee

report, notwithstanding whether it is called an update or any name other than a report. Minutes of committee meeting proceedings do not constitute committee reports.

- 3) Committee reports shall contain only what has been agreed to by a majority of the committee members present at a duly convened meeting of which every committee member has been notified.
  - 4) Committee reports should be primarily for information purposes, and they should summarize important work the committee performed during the period covered by the report.
  - 5) In certain circumstances, committee reports may propose recommendations to be implemented or specific actions to be taken by the board of directors.
  - 6) It shall not be necessary for the board of directors to take any official action merely to accept a committee's report. It is not within the scope of the duties of the board of directors to approve a committee's report.
  - 7) When a committee's report proposes a recommendation to be implemented or a specific action to be taken by the board of directors, such implementation or specific action taken shall only be done pursuant to a motion or resolution duly adopted upon the affirmative votes of the majority of the votes cast by members of the board of directors present at the meeting at which a quorum is present.
  - 8) If, after presentation and consideration of a committee's report, the board of directors deems it to be in the best interests of the Association for the report to be issued or published in the name of the Association and thereby to represent the Association's endorsement of every word in the report as its own statement, then the board of directors shall adopt the entire report pursuant to a motion or resolution duly adopted upon the affirmative votes of the majority of the votes cast by members of the board of directors present at the meeting at which a quorum is present.
- B) Implementing Recommendations; Taking Specific Actions Proposed in Committee Reports. When a committee report proposes a recommendation to be implemented or specific action to be taken by the board of directors, the report shall set forth the appropriately detailed proposed motion or resolution to implement the recommendation or to take the specific action proposed. Within the body of any such motion or resolution:
- 1) the recommendation to be implemented or specific action proposed must be unambiguously and precisely stated in full detail; or
  - 2) the recommendation or specific action proposed must be unambiguously identified by title, date, number, subject, purpose or any combination thereof, together with a statement that the recommendation or specific action is incorporated into the motion or resolution by reference as if fully set forth at length, in which event the said incorporated recommendation or specific action (or a true and correct copy of it) must be physically attached to the written hard copy of the minutes and electronically appended to the electronic or machine-readable minutes of the meeting at which the motion or resolution was called to question.
- C) Adopting Entire Committee Reports. The motion or resolution to adopt an entire report shall unambiguously identify the report by title, date, number, subject, purpose or any combination thereof, together with a statement that the entire report is incorporated into the motion by reference as if fully set forth at length, in which event the said incorporated report (or a true and correct copy of it) must be physically attached to the written hard copy of the minutes and electronically appended to the electronic or machine-readable minutes of the meeting at which the motion or resolution was called to question.
- D) Form of Committee Reports. Committee reports shall contain and be organized according to the following topics:
- 1) The full name of the committee submitting the report;

- 2) The full name or title of the report, including, where applicable, its full date, number, subject, purpose, and period of time covered by the report;
- 3) A summary of the work performed during the period covered by the report;
- 4) If applicable, then a description of the way in which the committee undertook its charge;
- 5) If applicable, then the facts discovered and information obtained by the committee;
- 6) If applicable, then the findings or conclusions that the committee derived from the facts and information;
- 7) Any other appropriate information that may enhance an understanding of the nature of the report and its implications, ramifications, effects or consequences;
- 8) If applicable, then the recommendation or other specific action proposed for action by the board of directors; and
- 9) If applicable, the precise motion or resolution implementing the recommendation or specific action proposed.

E) Presenting and Receiving Committee Reports.

- 1) Committee reports are deemed presented to the board of directors when one of the following events occur:
  - a) The committee causes the report to be electronically filed with the board of directors pursuant to such filing requirements established by the board of directors from time to time;
  - b) The committee causes a written report to be filed with the board of directors pursuant to such filing requirements established by the board of directors from time to time;
  - c) If the report is not in writing, then a duly authorized reporting member of the committee renders the report orally to the board of directors;
  - d) A duly authorized reporting member of the committee reads the report to the board of directors and passes it to the president or secretary; or
  - e) A duly authorized reporting member announces the submission of the report and passes it to the president or secretary to be read or filed as the case may be.
- 2) The board of directors is deemed to have received the committee's report without any necessary board action when the report is filed correctly or when the board of directors hears the report read or orally rendered as stipulated in this section 11.9.

Section 11.10. Minutes of Committee Meetings.

- A) Minutes Are Discretionary. Taking minutes of committee meeting proceedings is at the discretion of the committee, unless the board of directors stipulates otherwise.
- B) Minutes Are Not Reports. Minutes of committee meeting proceedings, when taken, represent the official record of committee proceedings. Minutes of committee meeting proceedings shall not constitute and shall not be deemed to constitute a committee report or any other type of document seeking official action by the board of directors.
- C) No Action by Board of Directors Required. The Association is the recipient of minutes of committee meeting proceedings when such minutes are presented to the board of directors. It shall not be necessary for the board of directors to take any official action to accept such minutes. It is not within the scope of the duties of the board of directors to approve or adopt such minutes.
- D) Content of Minutes. As the official record of a committee, minutes of committee meeting proceedings shall be made and maintained in both electronic or machine-readable format and written hard copy format readily available for public inspection. The written hard copy of the official record shall be kept in a substantial book or binder unambiguously labeled and identified as to its contents.

Section 11.11 Committee Member Compensation. No compensation shall be provided to any committee member for discharging the committee member's duties. However, the board of directors may authorize reimbursement for reasonable expenses incurred in discharging a committee member's duties. As long as the stipulations in these bylaws relating to conflict of interest and self-dealing are strictly followed, nothing in these bylaws precludes any committee member from serving the Association in another capacity and receiving compensation for services rendered.

Section 11.12 Votes Required to Approve Committee Business. Official business of a committee shall be approved or otherwise adopted upon the affirmative votes of a majority of the votes cast by the members of the committee present and entitled to vote at the meeting at which a quorum is present.

## ARTICLE 12: Notice of Meetings

Section 12.1 Meeting Notice Requirements. Subject to the provisions of these bylaws:

- A) All Association members in good standing, regardless of membership classification, must be provided with reasonable notice of all meetings of the board of directors and all meetings of the membership, pursuant to the provisions of these bylaws.
- B) Except as otherwise stipulated in these bylaws, notice of all meetings of the Association's board of directors and membership must satisfy the following requirements:
  - 1) The notice must be provided not less than fifteen (15) calendar days in advance of the proposed time and date of the meeting.
  - 2) The notice must set forth the time, date and geographic location of the meeting.
  - 3) The notice must indicate the category of the meeting (e.g., board meeting, member's annual meeting, member's special meeting or such other category as the meeting may be).
  - 4) The notice must announce that all members are invited to attend or the substantial equivalent of such announcement.
  - 5) The notice may include any other information deemed appropriate under the circumstances.
  - 6) The notice must be published as stipulated in section 12.1(F) (regarding multiple methods of acceptable publication).
- C) In addition to other notice provisions stipulated in these bylaws, the notice of any regular meeting, special meeting and executive session of the Association's board of directors shall include an adequate description of how to participate in an e-meeting thereof, including, without limitation, the telephone number to call for a telephone conference, and the equipment, accessories and software that may be required for a videoconference.
- D) Notice of special meetings of the membership must satisfy the following requirements:
  - 1) The notice must be provided not less than five (5) calendar days in advance of the proposed time and date of the special meeting.
  - 2) The notice must set forth the time, date and geographic location of the special meeting.
  - 3) The notice must indicate that the meeting is a special meeting of the membership.
  - 4) The notice must announce that all members are invited to attend or the substantial equivalent of such announcement.
  - 5) The notice must specify the general nature of the business to be transacted at the special meeting.
  - 6) The notice may include any other information deemed appropriate under the circumstances.
  - 7) The notice must be published as stipulated in section 12.1(F) (regarding multiple methods of acceptable publication).

- E) Notice of any meeting where the purpose, or one of the purposes, of the meeting is to consider the adoption, rejection, amendment or repeal of a provision or provisions of the bylaws, must satisfy the following requirements:
- 1) The notice must be provided not less than thirty (30) calendar days in advance of the proposed time and date of the meeting.
  - 2) The notice must set forth the time, date and geographic location of the meeting.
  - 3) The notice must indicate the category of the meeting.
  - 4) The notice must announce that all members in good standing are entitled to vote to adopt, reject, amend or repeal a provision or provisions of the bylaws, as the case may be, and are invited to attend the meeting to cast their vote, or the substantial equivalent of such announcement.
  - 5) The notice must specify that the purpose, or one of the purposes, of the meeting is to consider the adoption, amendment or repeal of a provision or provisions of the bylaws.
  - 6) A copy of the proposed amendment or a summary of the changes affected by the proposed amendment shall be included in or enclosed with the notice.
  - 7) The notice may include any other information deemed appropriate under the circumstances.
  - 8) The notice must be published as stipulated in section 12.1(F) (regarding multiple methods of acceptable publication).
- F) Every notice must be published in any one of the following ways or in any combination of any of the following ways:
- 1) Posting on the Association's website.
  - 2) Electronic communication, including, without limitation, email, text message or facsimile transmission, to the person's respective electronic address supplied by the person to the Association for the purpose of notice. Notice under this section 12.1(F)(2) shall be deemed to have been given to the person entitled to the notice when sent.
  - 3) By first class or express mail, postage prepaid, to the person's postal address appearing on the Association's books. Notice under this section 12.1(F)(3) shall be deemed to have been given to the person entitled to the notice when deposited in the United States mail or with a courier service for delivery to that person.
  - 4) Advertisement in a newspaper having an aggregate territory of general circulation that includes the addresses of at least eighty percent (80%) of Association members entitled to vote.
  - 5) Personal delivery.

### ARTICLE 13: Record Making and Storage

Section 13.1 Record Making and Storage. Whenever an officer, director, or duly authorized agent of the Association desires to or is required to make or maintain Records or any other type of Association archive, document, evidence, file, history, list, log, memorialization, note, registry, report, story or any other type of form of Record regarding any Association matter (herein collectively referred to as "Record" or "Records" as the context requires) the Records shall be made and stored in accordance with a policy on Record creation, storage, and access to be established by the board of directors. The policy shall address aspects of Record management including: categorization (e.g., public or privileged/confidential); technologies for creation, presentation, retrieval, and storage; access privileges (who, why) and procedures (how); access control standards and methods (read, write, administration); organization and preservation; and copying or duplication (physical and electronic).

## ARTICLE 14: Review of Records

### Section 14.1 Review of Records.

- A) The Association may make Records available in physical and/or electronic form via internet access, provided that the Records are appropriately secured and protected from alteration in any way.
- B) Except as otherwise stipulated in these bylaws, any member in good standing can inspect the Records of the Association, subject to the following conditions:
  - 1) The board of directors or the custodian of the Records may impose reasonable dates and times during which the inspection may occur.
  - 2) The board of directors or the custodian of the Records and the member can agree to a date and time for inspection.
  - 3) Records must not leave the Association facilities or the possession, custody and control of the custodian of the Records, unless authorization of the board of directors is first obtained. Before releasing Records, the member must provide for copying or duplication of the Records and must provide financial security sufficient to assure the safe return or replacement of the Records.
  - 4) Requests to duplicate any Records must comply with the applicable procedure the board of directors establishes. Among other things, the procedure should consider reimbursement to the Association for all costs incurred to accommodate the request.
- C) Except as otherwise stipulated in these bylaws, the board of directors has and may exercise its discretion to allow a non-member of the Association to inspect the Records upon due cause shown and further subject to such reasonable conditions as the board of directors deems in the best interests of the Association.
- D) Except pursuant to a final order from a court of competent jurisdiction, under no circumstances does any member or non-member of the Association have the right or privilege to inspect or copy any legal document. Access to any legal document is limited to members of the board of directors and to other persons as the board of directors determines, pursuant to the affirmative votes of a majority of the votes cast by the members of the board of directors present at the meeting, to have a legitimate need to know the content of the legal document.
- E) For purposes of these bylaws, the term “legal document” means any of the following types of information regardless of how the information was produced or the type of storage media used to place, keep and retrieve the data:
  - 1) Communications of, or by and between, legal counsel representing the Association, board members, officers or duly authorized agents of the Association;
  - 2) Documents in any manner pertaining to any proceedings of any civil, criminal, administrative or investigative tribunal;
  - 3) Documents in any manner pertaining to contract negotiations prior to the board of directors’ approval or rejection of the contract;
  - 4) Notes, minutes or other recordings of any board of directors’ executive session;
  - 5) Any health records in the possession, custody or control of the Association;
  - 6) Any memorialization of discussions or events relating to personnel issues; and
  - 7) Any memorialization of discussions or events in any way relating to any investigation involving the Association until the investigation is finally determined and concluded.
- F) At the discretion of the Association’s president, any person seeking to inspect any legal document, or any document previously considered a legal document, may be required to sign a non-disclosure and confidentiality agreement prior to releasing the document for review. Except pursuant to a final order from a court of competent jurisdiction, or unless specific written authorization from

the Association's president is first obtained, no legal document or duplicate thereof shall leave Association facilities.

## ARTICLE 15: Liability

Section 15.1 Personal Definitions. For purposes of this Article 15, the terms "person" and the pronouns "he," "him," "she," "her," "it," and "its," mean and include any member or members of the board of directors and any officer or officers of the Association, as the context requires.

### Section 15.2 Liability.

- A) A person is not personally liable to the Association for the reason of being or having been an officer or director of the Association unless the following conditions are satisfied:
- 1) The person failed to act in good faith;
  - 2) The person failed to act in a manner he/she/it believed to be in the best interest of the Association;
  - 3) The person failed to act with such care, including reasonable inquiry, skill, and diligence as a layperson of ordinary common sense would use under similar circumstance; and
  - 4) The person's actions constitute any of the following:
    - a) Self-dealing;
    - b) Conflict of interest;
    - c) Willful misconduct; or
    - d) Recklessness.
- B) Notwithstanding any stipulations in these bylaws to the contrary, a person is not exempt from liability or responsibility when any of the following conditions is satisfied:
- 1) The person is convicted of a crime of any degree under any criminal statute and the victim of the crime is the Association;
  - 2) The Association is determined to be liable for the non-payment of taxes pursuant to local, state or federal law and the person designated to make payment on behalf of the Association failed to make the payment as it was required to be made under law;
  - 3) The person's intentional action causes the Association to be sanctioned or otherwise liable under any criminal, civil or administrative law, statute, rule or regulation; or
  - 4) The person's intentional action causes demonstrable harm or damage to the Association or the Association's property, whether real, personal or mixed, and whether tangible or intangible.

Section 15.3 Good Faith. For purposes of these bylaws, a person is acting in good faith when the person has knowledge of the matter in question and the action the person takes regarding that matter is warranted because of that knowledge. For avoidance of any doubt, a person is not acting in good faith when the person has knowledge about the matter in question, and the action the person takes regarding that matter is unwarranted because of that knowledge.

### Section 15.4 Association's Best Interest.

- A) For purposes of these bylaws, a person's actions are presumed to be in the best interest of the Association when:
- 1) The person acts in good faith;
  - 2) The person acts in accord with the Association's purposes;
  - 3) The person's actions do not constitute a conflict of interest or self-dealing; and

- 4) The person acts with such care, including reasonable inquiry, skill, and diligence as a layperson of ordinary common sense would use under similar circumstance.

Section 15.5 Justifiable Reliance.

- A) For purposes of these bylaws, a person, when performing his/her duties, is entitled to rely in good faith on information, opinions, reports or statements, including financial statements, in each case prepared or presented by any of the following:
  - 1) One or more officers, directors, employees or agents of the Association who the person reasonably believes to be reliable and competent in the matters presented;
  - 2) One or more attorneys, accountants or other professionals duly licensed under the laws of the Commonwealth of Pennsylvania or any other jurisdiction as to matters which the person reasonably believes to be within the professional or expert competency of the licensed individual; or
  - 3) A duly authorized committee of the Association where the following conditions are satisfied:
    - a) It is a committee upon which the person does not serve;
    - b) The matter about which the committee is reporting is within its lawfully designated authority; and
    - c) The person reasonably believes that the committee merits the person's confidence.

Section 15.6 Averting Conflict of Interest and Self-dealing Liability. For purposes of these bylaws, a person is not liable for, or guilty of, conflict of interest or self-dealing when that person strictly complies with the stipulations set forth in Article 16 (relating to conflict of interest and self-dealing).

ARTICLE 16: Conflict of Interest and Self-dealing

Section 16.1 Conflict of Interest.

- A) A conflict of interest occurs when, in making a decision or performing a role for the Association, a person having coexisting interests serves one interest over another in a way that compromises the integrity of the outcome.
- B) To avoid such conflicts of interest, a person having coexisting interest must disclose them and affirm their separation in particular decisions or role performance for the Association.

Section 16.2 Proscribed Transactions.

- A) A contract or transaction constitutes a conflict of interest or self-dealing (hereinafter sometimes referred to as a "Proscribed Transaction") when:
  - 1) It is between the Association and one or more of the Association's directors or officers, or between the Association and any entity in which one or more of the Association's directors or officers has a material financial interest (hereinafter collectively referred to as the "Interested Director"); or
  - 2) It is between the Association and any entity in which one or more of that entity's directors or officers is also a director or officer of the Association (hereinafter collectively included in the reference of "Interested Director").

Section 16.3 Proscribed Transactions Void or Voidable. The Association may generally declare that Proscribed Transactions are void or voidable on the grounds of conflict of interest, self-dealing or any other provisions of applicable law.



Section 16.4 Exceptions.

- A) For purposes of these bylaws, a Proscribed Transaction shall not be void or voidable, and the Interested Director shall not be guilty of engaging in conflict of interest or self-dealing, solely because the Interested Director is present at or participates in the meeting of the board of directors that authorizes the Proscribed Transactions, or solely because the vote of the Interested Director counted for the authorization of the Proscribed Transactions, when:
- 1) The material facts as to the Interested Director's relationship or interest as to the Proscribed Transaction are disclosed or are demonstrably known to the members of the board of directors who are not the Interested Director (hereinafter collectively referred to as the "Disinterested Directors"), and the board of directors authorizes the Proscribed Transactions pursuant to the affirmative votes of a majority of the votes cast by the Disinterested Directors at the meeting even though the number of Disinterested Directors constitutes less than a quorum;
  - 2) The material facts as to the Interested Director's relationship or interest as to the Proscribed Transactions are disclosed or are demonstrably known to the members of the Association entitled to vote thereon and the Proscribed Transactions is specifically approved in good faith by votes of the Association members; or
  - 3) The Proscribed Transactions is fair as to the Association as of the time it is authorized, approved or ratified by the board of directors or members of the Association.

ARTICLE 17: Errors and Omissions Insurance

Section 17.1 Insurance Coverage. Except as otherwise stipulated under provisions of law, the board of directors is required to obtain errors and omissions insurance, a/k/a directors and officers insurance, on behalf of the directors, officers and duly authorized agents of the Association against liabilities asserted against, incurred or arising out of their respective capacity or status in the Association, regardless of whether the Association would have the power to indemnify them against liability under these bylaws or other provisions of law.

ARTICLE 18: Dissolution of the Association

Section 18.1 Dissolution. The Association must not be dissolved except as provided by law. Pennsylvania's Nonprofit Corporation Law of 1988, as amended, controls the process that must be followed to dissolve the Association.

Section 18.2 Satisfaction of Liabilities. In the event of dissolution of the Association, the board of directors must pay or make arrangements for paying all liabilities of the Association. Thence, the board of directors must dispose of all remaining Association assets exclusively for the exempt purposes of the Association to organizations that are exempt under section 501(c) of the Code.

Section 18.3 Prohibition Against Personal Benefit. Any provision for the use of surplus funds or assets to benefit any person, including without limitation, the sale of the assets or dissolution of the Association for such personal benefit is expressly prohibited.

ARTICLE 19: Construction of Bylaws

Section 19.1 Controlling Law. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in Pennsylvania's Nonprofit Corporation Law of 1988, as amended, govern the construction of these bylaws.

Section 19.2 Severability of Provisions. If any court of competent jurisdiction finally determines that any portion of these bylaws is invalid or inoperative, then, so far as is reasonable and possible, the remainder of these bylaws shall remain valid and operative, and effect must be given to the intent manifested by the portion deemed invalid or inoperative.

Section 19.3 Compliance with Pennsylvania's Nonprofit Corporation Law of 1988. It is the express intent of the Association that these bylaws conform to the applicable provisions of Pennsylvania's Nonprofit Corporation Law of 1988, as amended.

## ARTICLE 20: Amendment of Bylaws

Section 20.1 Definition; Usage. For purposes of these bylaws, the terms "adopt," "amend," "repeal" and all variations of those terms are intended to be and shall be deemed to be synonymous, interchangeable and inclusive of each other, as the context requires. For avoidance of any doubt, the use of the term "amendment" shall mean and include the terms "adopt" and "repeal", as well as terms such as: "amend," "amends," "amending," "amended," "amendments," "adopt," "adopts," "adopting," "adopted," "adoption," "repeals," "repealing," and "repealed."

Section 20.2 Power to Amend Bylaws. The Association's members entitled to vote shall have the power to amend the bylaws of the Association, and shall exercise that power in accord with the provisions of these bylaws. Except as stipulated in section 20.3 (regarding restrictions on the board of directors), the board of directors shall have the authority to amend certain bylaws of the Association, subject at all times to the absolute power of the Association member's to affirm, reject, repeal or change any board action to amend the bylaws.

### Section 20.3 Restrictions on the Board of Directors.

- A) Subject to the provisions of these bylaws, the board of directors shall not have the authority to amend any bylaws regarding the follow subjects:
- 1) The voting rights of members or any class of members, and the manner or methods of exercising those voting rights, including, without limitation, the specific number or percentage of votes required for the members or any class of members to take any action.
  - 2) The personal liability of the members of the board of directors.
  - 3) The general powers, the specific powers or the limitation on the powers of the board of directors.
  - 4) The method and manner of designating, appointing, electing or otherwise selecting directors.
  - 5) The persons authorized to designate, appoint, elect or otherwise select directors.
  - 6) The removal of directors by the board of directors or by the members.
  - 7) The voting rights of directors, and the manner or methods of exercising those voting rights, including, without limitation, the specific number or percentage of votes required for the board of directors to take any action.
  - 8) The classes or qualifications of membership.
  - 9) The requirement of holding at least one (1) meeting of the members, entitled to vote, in each calendar year for the election of directors at the time provided in or fixed pursuant to the provisions of these bylaws.
  - 10) The quorum stipulations for meetings of the members.
  - 11) Voting by proxy and taking any other action by proxy.

- 12) Voting rights and the manner or methods of exercising those voting rights of any domestic or non-domestic corporation, for profit or not-for-profit, that is a member of the Association.
- 13) The appointment, use, authority, duties and obligations of judges of elections at any meeting of the members of the Association where the members intend to exercise their right to vote.
- 14) The termination or transfer of membership in the Association.
- 15) Pre-dissolution provisions for liabilities in the event of winding up the Association's affairs and distribution of assets remaining after discharging all liabilities of the Association.

#### Section 20.4 Procedural Requirements.

- A) The following procedural requirement shall apply when amending the bylaws of the Association:
  - 1) Proposed amendments must be in writing or in electronic or machine-readable format that is easily accessed and read through the use of off-the-shelf Original Equipment Manufacturer (OEM) software or the substantial equivalent thereof.
  - 2) Proposed amendments must be submitted initially at a regular meeting of the Association's board of directors for the board's consideration and appropriate action, as well as public comment.
  - 3) Amendments proposed by the Association's members must be supported by the signatures of not less than ten (10) Association members in good standing, any number of whom may also hold a seat on the board of directors or an office of the Association.
  - 4) Upon receipt of the proposed amendment, the board may take any official action on the proposed amendment as the board deems to be in the best interest of the Association and permissible under these bylaws, provided, however, that the board shall not unreasonably delay notice of the proposed amendment as stipulated in these bylaws.
  - 5) As soon as practicable after the receipt of the proposed amendment, the board shall determine, and thereafter provide notice to the membership, of the time, date and geographic location of the membership meeting at which the proposed amendment is to be discussed and voted upon by the members present and eligible to vote. The notice shall comply with all applicable provisions of Article 12 (regarding notice of meetings).
  - 6) During the interim between its initial submission to the board and the members' vote to adopt or reject it, the board of directors, the officers and the members of the Association shall be permitted to comment on the proposed amendment. If any comment or comments result in any substantial change or changes to the proposed amendment, then the substantial change or changes shall cause the need for a new notice to be published pursuant to the provisions of this section 20.4.
  - 7) At the membership meeting where a quorum is present, the amendment shall be adopted or otherwise approved upon the affirmative votes of a majority of the votes cast by the members in good standing present at the meeting, in which event the amendment shall become effective immediately. In the absence of such approval, the amendment shall be deemed rejected.

#### Section 20.5 Emergency Bylaws.

- A) Notwithstanding any provision of these bylaws or applicable law to the contrary, and subject to the action of Association members to repeal or change them, the board of directors may adopt emergency bylaws which shall be effective during an emergency resulting from an attack on the United States, a nuclear disaster or another catastrophe as a result of which a quorum of the board cannot readily be assembled. The emergency bylaws may make any provision that may be appropriate for the circumstances of the emergency, including, without limitation:

- 1) Procedures for calling meetings of the board of directors, of the Association's members, of the members of Association committees or of the members of any other body of the Association.
  - 2) Quorum requirements for meetings.
  - 3) Procedures for designating additional or substitute directors, officers, committee members or members of any other body of the Association.
  - 4) Provide, and from time to time modify, lines of succession in the event that during the emergency any or all member of the board of directors, officers or agents of the Association are, for any reason, incapable of discharging their duties.
  - 5) Establish the procedure, including notice, under which the members of the Association are provided with a timely and reasonable opportunity to affirm, repeal or modify the emergency bylaws.
- B) To the extent that they are not inconsistent with any emergency bylaws adopted, the bylaws of the Association shall remain in effect during the emergency, and, upon its termination, the emergency bylaws shall cease to be effective.

Section 20.6 Correction of Errors.

- A) The board of directors or its duly authorized agent is authorized to make changes to these bylaws (including to any copies of bylaws published electronically) to correct typographical errors, scrivener's errors or other misprints (hereinafter collectively referred to as "Erratum") which changes shall not be, and shall not be deemed to be, amendments to these bylaws and shall not require the approval or ratification by the members of the Association, provided, however, that the following procedure is strictly followed:
- 1) When Erratum is discovered and, in the opinion of the majority of the board of directors, the Erratum is indisputable and justifies correction, the board may correct the Erratum and prepare, or cause the correction and preparation, of a corrected revision of these bylaws bearing an appropriate disclosure of its revision and the date of the revision;
  - 2) All members of the board of directors sign and date a written statement listing in detail all corrective changes made; and
  - 3) At the next board meeting immediately following the last date on which the written statement was signed, the board of directors enters the fully executed and dated written statement into the official minutes of the meeting, adopts the corrective changes pursuant to the unanimous affirmative votes of the members of the board of directors present at the meeting at which the vote is taken, and files the corrected revision of these bylaws with the Association's secretary for publication, posting and distribution.

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