

***AMENDED AND RESTATED BYLAWS
OF
COLFAX K-8
PARENT-TEACHER ORGANIZATION***

A Pennsylvania Nonprofit Corporation

***Adopted by membership on April 6, 2006
Amended by membership on March 9, 2016***

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**AMENDED AND RESTATED BYLAWS
OF
COLFAX K-8
PARENT-TEACHER ORGANIZATION**

A Pennsylvania Nonprofit Corporation (the "Corporation")

**ARTICLE I
INTRODUCTORY**

The original Bylaws of Colfax Spanish Academy Parent-Teacher Organization were adopted by the membership to be effective on April 7, 2005. These Amended and Restated Bylaws of Colfax K-8 Parent-Teacher Organization amend, restate, and supersede in their entirety, the original Bylaws.

Section 1.1 Name.

The name of the Corporation is Colfax K-8 Parent-Teacher Organization (also known in the Articles of Incorporation as Colfax Spanish Academy).

Section 1.2 Statement of Purposes.

As provided in its Articles of Incorporation, the Corporation is organized for the charitable and educational purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of any future United States Internal Revenue Law) (the "Code") and, in furtherance and not in limitation thereof:

- (a) to promote and support the welfare of Colfax K-8 ("Colfax"), the students of Colfax, and the community, through the participation and cooperation of Colfax parents, teachers, administrators, staff, students, and the community;
- (b) to promote and support quality educational programs within Colfax and within the Pittsburgh Public School District;
- (c) to raise funds to provide enrichment and support for Colfax and its facilities;
- (d) to keep parents and teachers informed of issues related to Colfax; and
- (e) to do all lawful acts incidental to the achievement of the foregoing purposes.

Section 1.3 Offices.

The principal and registered office of the Corporation shall be located at Colfax PTO, c/o Colfax K-8, 2332 Beechwood Boulevard, Pittsburgh, Pennsylvania 15217, or at such other place as the Board may designate from time to time.

Section 1.4 Fiscal Year.

The fiscal year of the Corporation shall end on June 30 of each year, or on such other date as may be fixed from time to time by resolution of the Board.

Section 1.5 Seal.

The corporate seal of the Corporation shall be a circle with the name of the Corporation and the state of incorporation around the border and the words “Corporate Seal” in the center.

Section 1.6 Governing Law.

This Corporation is governed by the Pennsylvania Nonprofit Corporation Law of 1988, as it may be amended from time to time (“NPCL”).

**ARTICLE II
MEMBERS**

Section 2.1 Eligibility.

Membership in the Corporation is limited to any person who is a parent or guardian of a child attending Colfax, any member of the Colfax faculty or staff, and those persons charged with the administration of Colfax. Membership is non-transferable.

Section 2.2 Voting; Quorum.

Each member of the Corporation is entitled to one vote on each matter before the members. The manner of voting on any matter may be by voice, ballot, or any other reasonable means. The number of members at each meeting shall constitute a quorum.

A simple majority of those members present at the meeting constitutes approval or rejection of any matter up for vote. The members may not cumulate their votes for the election of officers and Board members.

Section 2.3 Record Date.

The Board may fix a time not more than 70 days prior to the date of any meeting of the members as a record date for the purpose of determining the members entitled to notice of or to vote at such meeting. If the Board does not fix a record date, then the record date for determining members entitled to notice of or to vote at the meeting shall be the close of business the date before the meeting is held.

Section 2.4 Notice.

Notice of all regular meetings of the membership for the school year shall be provided at the beginning of the school year in the Corporation’s newsletter and/or on the Corporation’s website. If not already provided, written notice of the date, time and place of each meeting of the members shall be given to all members of record entitled to vote at the meeting at least ten (10) days prior to the day of a meeting at which the members will consider a fundamental change within the meaning of Chapter 59 of the NPCL and at least five (5) days prior to the date of the meeting in any other case. Notice may also be provided as set forth in the NPCL.

Section 2.5 Meetings.

Regular meetings of the Corporation will be held each month during the Colfax school year at 2332 Beechwood Boulevard, Pittsburgh, Pennsylvania 15217. Meetings of members may be held at such times and places as the person calling the meeting shall so indicate in the meeting notice or as the Board may determine. The members shall meet at least three (3) times during the school

year. Dates of meetings, month and day, shall be determined and announced at the first general membership meeting of the year. Special meetings of the members may be called by the President and shall be called by the President upon the instruction of the Principal, the majority of the Board, or upon written request of ten (10) members.

Section 2.6 Approval of Annual Budget.

At the May meeting of the members or at such other meeting as designated by the Board, the Board (working with the Treasurer) shall present a proposed budget to the members for the upcoming year. The members shall vote on whether to adopt the budget.

Section 2.7 Approval of Extraordinary Expenditures.

If the Board intends to approve an expenditure that is (a) not included in the annual budget approved by the members in accordance with Section 2.6 and (b) in excess of \$2,500 (an "Extraordinary Expenditure"), the Board shall provide prior notice to the members that a vote on the Extraordinary Expenditure will take place at the next meeting of the members. The Extraordinary Expenditure must be approved by a majority of the members after such prior notice. The prior notice shall be by means of the Corporation's newsletter or by such other reasonable means. The proposed purpose and amount of the Extraordinary Expenditure shall be set forth in reasonable detail in the notice.

Section 2.8 No Membership Dues; No Liability of Members.

The members of the Corporation shall not be required to pay dues. The members shall not be personally liable for the debts, liabilities or obligations of the Corporation.

***ARTICLE III
OFFICERS***

Section 3.1 Officers.

The officers of the Corporation shall consist of the following persons:

- (a) President;
- (b) Vice President-Fundraising;
- (c) Vice President-Special Events;
- (d) Vice President-Communications;
- (e) Secretary;
- (f) Treasurer; and
- (g) such other officers and assistant officers as the Board may, from time to time, designate.

The Board may, but is not required to, include an additional officer in the office of Vice President. If the Board includes an additional officer in the office of Vice President, the Vice President shall assist the President and may carry out the duties of President in the President's absence.

Section 3.2 Term of Office.

Each officer shall serve for a term of one (1) year and until the officer's successor is duly elected and takes office. The term of office for each officer shall be from July 1 to June 30 of each year.

Section 3.3 Election of President in April.

The President shall be elected at the April meeting of the members or at a special meeting called or designated for such purpose. The Board shall publish notice and seek nominations for President prior to such meeting and pursuant to Section 2.4. At the meeting to elect the President, the Board shall call for nominations from the floor. The members entitled to vote shall elect, by secret ballot or by hand count (if there is only one candidate), the President from the nominations received prior to the meeting and from the nominations from the floor.

Section 3.4 Election of Other Officers in May.

The officers other than the President shall be elected at the May meeting of the members or at a special meeting called or designated for such purpose. The Board shall publish notice and seek nominations for the officers prior to such meeting and pursuant to Section 2.4. At the meeting to elect the officers, the Board shall call for nominations from the floor. The members entitled to vote shall elect, by secret ballot or by hand count (if there is only one candidate), the officers from the nominations received prior to the meeting and from the nominations from the floor.

Section 3.5 President.

The Corporation shall have a President responsible for overseeing the affairs of the Corporation and shall preside at all meetings of the members and the Board. The President shall be an ex officio member of all committees except the Audit Committee. The President shall coordinate the work of the officers and committees of the organization in order that the purposes of the Corporation may be promoted.

Eligibility; Term Limits; Vacancy. To be eligible to be President for any term beginning after September 2005, a person must have served, at any time, in any one of the following positions:

- (a) on the Board;
- (b) as a committee chair;
- (c) as a homeroom representative; or
- (d) as a chair of a special event.

Unless specifically waived by a majority of the members, a person shall not be eligible to serve as President for more than two consecutive terms.

Section 3.6 Specific Vice Presidents.

The Corporation shall have the following four specific Vice Presidents:

- (a) **Vice President-Communications.** The Vice President-Communications shall oversee and coordinate all communications related to the Corporation, the Board, the members, Colfax, and the Colfax community. The Vice President-Communications shall assist the Board in communicating with the members, parents, teachers, faculty, staff, and students of Colfax. The Vice President-Communications shall oversee the following activities: preparation and distribution of the Colfax PTO directory and newsletters; Colfax PTO-related website and online forums; internal and external public relations; Colfax partnerships with outside organizations; and other methods to enhance communication within the Colfax community and the community at large. The Vice President-Communications may form a communications committee upon the consent of the Board and, if so, shall call and preside over such committee meetings and shall report on the activities of such committee to the Board.
- (b) **Vice President-Fundraising.** The Vice President-Fundraising shall oversee and coordinate all fundraising activities of the Corporation, including recruiting members to serve as chairpersons of fundraising events. The Vice President-Fundraising shall report on all fundraising activities to the Board and shall seek the Board's approval for fundraising activities and fundraising-related expenditures that are outside of the budget. The Vice President-Fundraising may form a fundraising committee upon the consent of the Board and, if so, shall call and preside over such committee meetings and shall report on the activities of such committee to the Board.
- (c) **Vice President-Special Events.** The Vice President-Special Events shall oversee and coordinate all special events of the Corporation, including recruiting members to serve as chairpersons of the special events and to serve as volunteers at all special events. The Vice President-Special Events shall assist the chairpersons of the special events in the implementation of the special events. The special events each year shall be designated by the Board, the Principal, or the faculty of Colfax. The Vice President-Special Events shall report on the special events to the Board. The Vice President-Special Events may form a special events committee upon the consent of the Board and, if so, shall call and preside over such volunteer committee meetings and shall report on the activities of such committee to the Board.
- (d) **Vice President-Volunteer Coordinator.** The Vice President-Volunteer Coordinator shall oversee and coordinate all volunteers and volunteer-related activities of the Corporation, including, among other things, recruitment and coordination of volunteers for events of the Corporation, surveys of volunteers, maintenance of information related to volunteers (e.g., volunteer database/registry), assistance with parental clearance forms, communication of information to volunteer group, and other volunteer related activities as determined by the Board. The Vice President-Volunteer Coordinator shall report on the status of the volunteers and the volunteer support to the Board. The Vice President-Volunteer Coordinator may form a volunteer committee upon the consent of the Board and, if so, shall call and preside over such volunteer committee meetings and shall report on the activities of such committee to the Board.

Section 3.7 Secretary.

The Secretary shall take minutes of all meetings of the Board and the members and transcribe and distribute them within one week of the meetings. The Secretary shall be responsible for the general record-keeping of the Corporation, including keeping a file of all of the minutes, Corporation's newsletters, Corporation correspondence, and other materials distributed by the Corporation or the Board and maintain records of all of the events and activities related to the Corporation. The Secretary shall maintain or oversee the PTO calendar. The Secretary shall have a current copy of the bylaws. The Secretary shall also be responsible for the timely delivery of all notices of meetings of the Board and the members, shall affix the corporate seal at the direction of the President and, generally will perform all duties incident to the office of Secretary of a corporation and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be assigned from time to time by the Board.

Section 3.8 Treasurer.

The Treasurer shall supervise the financial activities of the Corporation. The Treasurer shall see that

- (a) full and accurate accounts of receipts and disbursements are kept,
- (b) a system is in place such that all monies and other valuable effects are deposited in the name and to the credit of the Corporation in such depositories as shall be designated by the Board,
- (c) the Board members at the regular meetings of the Board or whenever they may require it, receive an account of the financial condition of the Corporation,
- (d) disbursements are authorized by the President, Board, or organization in accordance with the budget adopted by the association, and
- (e) checks or vouchers are signed by two persons (the Treasurer and one other Board member).

The outgoing Treasurer shall assist the incoming Treasurer in preparation of the financial statements to close out each fiscal year. The Treasurer shall work with the Audit Committee to see that the financial records are accurate, complete, and well maintained.

Section 3.9 Assistant Treasurer.

The Assistant Treasurer shall assist the Treasurer in performing the duties of Treasurer, and may perform such duties in the Treasurer's absence. The Assistant Treasurer will assume the role of Treasurer during the following fiscal year.

Section 3.10 Other Officers.

Other officers, in the role of assistant officer to any Officer identified in Section 3.1 of these Bylaws, may serve a term if duly elected by the membership in accordance with these Bylaws. Each such other officer shall have such responsibilities and perform such duties as may be prescribed by the Board from time to time. Each assistant officer shall carry out the responsibilities and duties of the officer which the assistant officer assists in the event such officer is unable to perform such responsibilities or duties, except that no assistant officer (with the exception of Assistant Treasurer) shall become a Board member solely by virtue of being an assistant officer. If any other officer is elected to serve in an assistant office under this Section, that office shall not exist during the following term merely by virtue of its existence during the prior term.

Section 3.11 Vacancies; Removal of Officers.

A vacancy occurring in any office other than President shall be filled for the unexpired term by a person elected by a majority vote of the Board. Any officer elected or appointed to office may be removed by the persons authorized under these Bylaws or the Corporation's Articles of Incorporation to elect or appoint such officers whenever in their judgment the best interests of the Corporation will be served.

***ARTICLE IV
EXECUTIVE BOARD***

Section 4.1 Authority.

Subject to the rights of the members and any limitations set forth elsewhere in these Bylaws or the Articles of Incorporation of the Corporation or the NPCL, the affairs of the Corporation shall be under the general direction of the Executive Board of Colfax (the "Board") which shall administer, manage, preserve and protect the property of the Corporation. The Executive Board shall be the "Board of directors" of the Corporation within the meaning of the NPCL.

Section 4.2 Number and Term; Faculty Advisor and Principal.

The Board shall consist of the officers of the Corporation listed in Sections 3.5 through 3.10, inclusive, a member of the faculty of Colfax to be appointed by the principal of Colfax (the "Faculty Advisor"), and the principal of Colfax (or a designee of the principal) (the "Principal"). The Principal may, but is not required to, appoint one additional member of the faculty of Colfax, such as the faculty member serving in a community liaison position, to serve on the Board.

Each Board member shall serve for the same term as their term as an officer or until such Board member's successor has been duly elected and qualified or until the Board member's earlier death, resignation or removal. The Faculty Advisor (and additional faculty member, if the Principal appoints one) shall serve at the pleasure of the Principal and may be removed by the Principal.

Section 4.3 Other Duties.

The President shall serve as the chairperson of the Board. The Board may

- (a) create standing and special committees,
- (b) approve the plans of work of the standing committees,
- (c) present a report at the regular meetings of the Corporation,
- (d) select an auditor or an auditing committee to audit the Treasurer's accounts,
- (e) prepare and submit to the organization for adoption a budget for the year in accordance with Section 2.6, and
- (f) approve routine bills within the limits of the budget.

Section 4.4 No Compensation.

No compensation shall be paid to any Board member for services as a Board member but, at the discretion of the Board, a Board member may be reimbursed for travel and actual expenses necessarily incurred in attending meetings and performing other duties on behalf of the Corporation.

Section 4.5 Meetings.

The Board shall meet at dates and times established by the Board. Special meetings may be called by the President and shall be called by the President upon the order of the Principal or at the written request of a number of Board members constituting a quorum of the Board members then in office and entitled to vote. All meetings of the Board shall be open and held at the registered office of the Corporation unless otherwise designated in the notice.

Section 4.6 Quorum.

At all meetings of the Board, the presence of a majority of the Board members in office and entitled to vote shall constitute a quorum. In addition to those Board members who are actually present at a meeting, Board members shall be deemed as present at such meeting if a telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time is used. The act of a majority of the Board members entitled to vote at a meeting at which a quorum is present shall be the act of the Board.

Section 4.7 Voting.

Each Board member entitled to vote shall be entitled to one vote on each matter submitted to a vote of the Board.

Section 4.8 Notices.

Written notice of the date, time and place of each meeting of the Board shall be given to all Board members at least five (5) days in advance of the date thereof. Such notice shall set forth the date, time and place of the meeting. Whenever written notice is required to be given to a Board member under this Section 4.8, it may be given to the Board member personally or by sending a copy thereof by the methods approved in the NPC.

Section 4.9 Standard of Care and Fiduciary Duty.

Each Board member shall stand in a fiduciary relation to this Corporation and shall perform his or her duties as a Board member, including his or her duties as a member of any committee of the Board upon which the Board member may serve, in good faith, in a manner the Board member reasonably believes to be in the best interests of this Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, each Board member shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) one or more officers or employees of this Corporation whom the Board member reasonably believes to be reliable and competent in the matters presented;
- (b) counsel, public accountants or other persons as to matters which the Board member reasonably believes to be within the professional or expert competence of such persons; and
- (c) a committee of the Board of this Corporation upon which the Board member does not serve, as to matters within its designated authority, which committee the Board member reasonably believes to merit confidence.

A Board member shall not be considered to be acting in good faith if the Board member has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

Section 4.10 Conflicts of Interest.

An actual or potential conflict of interest exists when any of the following exists:

- (a) An officer or Board member has an ownership or investment interest in or compensation relationship with an organization with which the Corporation does or proposes to do business or an organization that competes with the Corporation; or
- (b) An officer or Board member receives remuneration for performing services for the Corporation and the Corporation is determining his or her remuneration; or
- (c) An officer or Board member serves as an officer or Board member or key employee of an organization that competes with or does business with the Corporation.

A conflict also exists when a similar circumstance exists with respect to a family member of a Board member or company 35% owned by a Board member and/or his or her family members. Annually, each Board member and officer shall complete a disclosure statement reflecting his or her interests, upon requests of the Corporation. Board members shall act in a manner intended to further the best interests of the Corporation. If at any time a Board member (i) has or may have a conflict of interest or (ii) is unable to act in the best interests of the Corporation on any issue because of a personal situation, employment, conflicting interest, or other reason, the Board member shall recuse himself or herself from voting on the subject and shall leave the room while the matter is discussed. Recusing himself or herself shall not prevent a Board member from participating in other activities or discussions where no conflict of interest exists.

The Board may approve a transaction that is the subject of a conflict only if it has determined (i) that the transaction or arrangement is in the Corporation's best interest and for its own benefit, (ii) that it is fair and reasonable to the Corporation, and (iii) after exercising due diligence, the Corporation would not obtain a more advantageous transaction with reasonable efforts under the circumstances. Where appropriate the board shall obtain comparable information to assist it in reaching such conclusions.

The minutes of all meetings shall reflect (i) the names of the persons who disclosed any conflicts; (ii) the determination as to whether an actual or potential conflict of interest existed; (iii) the names of the persons who were present for discussions and votes relating to the transaction or arrangement; (iv) the content of the discussions, including any alternatives to the proposed transaction or arrangement and the basis for the determination of the Board, including any comparability data; (v) the voting record, including any abstention from voting; and (vi) any action to be taken.

Section 4.11 Rules and Regulations.

The Board may adopt rules and regulations not inconsistent with these Bylaws for the administration and conduct of the affairs of the Corporation and may alter, amend or repeal any such rules or regulations adopted by it. Such rules and regulations may be amended by majority vote of the Board members present and entitled to vote at a meeting of the Board where a quorum is present.

Section 4.12 Removal of Board Members.

Except for the Faculty Advisor and the Principal, the entire Board or any class thereof or any individual Board member may be removed from office without assigning any cause by the vote of a majority of the members. New Board members shall be elected at the same meeting.

Section 4.13 Consents.

Any action that may be taken at a meeting of the Board may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Board members in office and entitled to vote and shall be filed with the Secretary of the Corporation.

***ARTICLE V
COMMITTEES***

Section 5.1 Committees.

The Corporation may have a Communications Committee, a Fundraising Committee, a Special Events Committee, an Audit Committee (as described in Section 5.5 below), and such other standing and ad hoc committees as the Board may deem advisable in the administration and conduct of the affairs of the Corporation. Such committees of the Board shall meet as necessary to accomplish their goals.

Section 5.2 Committee Appointment.

The Vice Presidents elected shall serve as the chairpersons of their respective committees. The committee chairpersons of any other committees shall be appointed annually by the Board and may be reappointed to a committee for an unlimited number of terms. The chairperson of each committee shall determine the date and place of all committee meetings. Each committee may adopt its own rules of procedure not inconsistent with these bylaws.

Section 5.3 Committee Interaction with the Board.

The chairperson of each committee reports to the Board, and if requested, submits a written plan of work to the Board for its approval and information. Committee Chairpersons wishing to request funds, which exceed the approved budgeted amount, may submit a request in writing prior to the next regular Board meeting. Committees will submit receipts for bank deposit within five business days of receiving funds. Committees will submit written requests for disbursements for previously authorized expenses to the Treasurer at least two business days prior to when needed. In the case of authorized expenses pre-paid by a member, a written request for reimbursement shall be submitted to the Treasurer within two weeks. The Board is authorized in its discretion to approve reimbursement for travel and actual expenses necessarily incurred by members of committees in attending committee meetings and in performing other official duties as such.

Section 5.4 Limitation on Power of Committees.

No such committee shall have any power or authority as to the following:

- (a) the submission to the members of any action requiring approval of the members;
- (b) the filling of vacancies in the Board;
- (c) the adoption, amendment or repeal of the bylaws;
- (d) the amendment or repeal of any resolution of the Board; or
- (e) action on matters committed by the Bylaws or a resolution of the Board to another Committee of the Board.

Section 5.5 Audit Committee.

The Audit Committee shall consist of at least one (1) person with a background in accounting or finance appointed by the Board. The Audit Committee shall review the financial records of the Corporation twice a year in January/February and July/August of each year. The Treasurer shall provide all financial records to the Audit Committee for this bi-annual review. The Audit Committee shall provide a written assessment to the Board of the accuracy and completeness of the financial books and records of the Corporation promptly after completing each review.

ARTICLE VI
LIMITATION OF PERSONAL LIABILITY OF BOARD MEMBERS

Section 6.1 *Limitation of Board members' Personal Liability.*

A Board member of the Corporation shall not be personally liable for monetary damages for any action taken unless the Board member has breached or failed to perform the duties of his office under Chapter 57, Subchapter B of the NPCL as in effect at the time of the alleged action by such Board member and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Such limitation on liability does not apply to the responsibility or liability of a Board member pursuant to any criminal statute or for payment of taxes pursuant to any Federal, state or local law.

Section 6.2 *Preservation of Rights.*

Any repeal or modification of this Article by the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Board member or former Board member may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Board member of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE VII
INDEMNIFICATION

Section 7.1 *Mandatory Indemnification of Board members and Officers.*

The Corporation shall indemnify, to the fullest extent now or hereafter permitted by law (including but not limited to the indemnification provided by Chapter 57, Subchapter D of the NPCL), each Board member and/or officer (including each former Board member or officer) of the Corporation who was or is threatened to be made a party to or a witness in any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative other than an action by or in the right of the Corporation, by reason of the fact that the Board member or officer is or was an authorized representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Board member or officer in connection with such action, suit or proceeding if such Board member or officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that he reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 7.2 *Mandatory Advancement of Expenses to Board Members and Officers.*

The Corporation shall pay expenses (including attorneys' fees) incurred by a Board member or officer of the Corporation referred to in Section 7.1 hereof in defending or appearing as a witness

in any civil or criminal action, suit or proceeding described in Section 7.1 hereof in advance of the final disposition of such action, suit or proceeding, only upon receipt of an undertaking by or on behalf of such Board member or officer to repay all amounts advanced if it shall ultimately be determined that the Board member or officer is not entitled to be indemnified by the Corporation as provided in Section 7.4 hereof.

Section 7.3 Permissive Indemnification and Advancement of Expenses.

The Corporation may, as determined by the Board from time to time, indemnify, in full or in part, to the fullest extent now or hereafter permitted by law, any person who was or is or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative other than an action by or in the right of the Corporation, by reason of the fact that such person is or was an authorized representative of the Corporation or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, both as to action in his official capacity and as to action in another capacity while holding such office or position, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in conjunction with such action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation may, as determined by the Board from time to time, pay expenses incurred by any such person by reason of such person's participation in an action, suit or proceeding referred to in this Section 7.3 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as provided in Section 7.4 hereof.

Section 7.4 Scope of Indemnification.

Indemnification under this Article shall not be made by the Corporation in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by Chapter 57, Subchapter D of the NPCL or any successor statute as in effect at the time of such alleged action or failure to take action.

Section 7.5 Miscellaneous.

Each Board member and officer of the Corporation shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of members, disinterested Board members, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the

Corporation. Any repeal or modification of this Article by the members or the Board of the Corporation shall not adversely affect any right or protection existing at the time of such appeal or modification to which any person may be entitled under this Article.

Section 7.6 Definition of Authorized Representative.

For the purposes of this Article, the term, “authorized representative” shall mean a Board member, officer or employee of the Corporation or of any corporation controlled by the Corporation, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Corporation or by any corporation controlled by the Corporation, or person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Corporation. The term “authorized representative” shall not include money managers or investment advisors (or any employees thereof) hired by the Corporation, and shall not include agents of the Corporation unless indemnification thereof is expressly approved by the Board.

Section 7.7 Procedure for Effecting Indemnification.

Unless ordered by a court, any indemnification under this Article VII or the NPCL shall be made only following a determination that the indemnification is proper in the circumstances because the person seeking indemnification has met the applicable standard of conduct. Such determination shall be made

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

**ARTICLE VIII
RESTRICTIONS REGARDING THE OPERATIONS OF
THE CORPORATION; ADMINISTRATION OF FUNDS**

Section 8.1 No Private or Political Beneficiaries.

In keeping with the statement of purpose of the Corporation as set forth in its Articles of Incorporation, no part of the earnings or assets of the Corporation shall inure to the benefit of any private individual, and no substantial part of the activities of the Corporation shall be used for lobbying and the Corporation shall not engage in any political campaign activities on behalf of or in opposition to any candidate for public office.

Section 8.2 No Violation of Purposes.

In no event and under no circumstances shall the Board make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever the effect of which under applicable federal laws then in force will cause the Corporation to lose its status as an organization to which contributions are deductible in computing the net income of the contributor for purposes of federal income taxation.

Section 8.3 Tax Records.

The Corporation shall maintain at its principal office a copy of its application for exemption and all tax returns filed with the Internal Revenue Service. To the extent required by law, such documents shall be made available during regular business hours for inspection by any person requesting to see them. When applicable, the Treasurer shall be responsible for preparing, and the Executive Board shall be responsible for reviewing and filing, an annual information (Form 990 or 990EZ) return with the Internal Revenue Service.

Section 8.4 Annual Report.

The Treasurer shall submit annually to the Board a statement containing those details required to be included under the provisions of the NPCL, as it may be amended from time to time or any successor statute governing Pennsylvania nonprofit corporations or these Bylaws.

Section 8.5 Books and Records.

This Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, Board and committees. The Corporation will keep at its registered office the original or a copy of its Bylaws including amendments to date, certified by the Secretary of the Corporation and an original or duplicate membership register, giving the names of the members and showing their respective addresses, and the class and other details of membership.

***ARTICLE IX
BYLAW AMENDMENTS***

Section 9.1 Authority.

The Bylaws may be altered, amended and/or repealed from time to time by the affirmative vote of a majority of members.

Section 9.2 Notice.

The members of the Corporation shall be given prior written notice of any meeting of the members at which proposed changes to the Bylaws of the Corporation are to be considered or acted upon.