

HOSTING SOLUTIONS AND LIBRARY CONSULTING

AMENDED AND RESTATED

BYLAWS



HSLC

INCORPORATED UNDER THE LAWS

OF THE

COMMONWEALTH OF PENNSYLVANIA

Amended December 3, 2013

Amended November 13, 2015

Amended August 19, 2016

Amended October 27, 2016

Amended December 14, 2018

Amended December 13, 2019

Amended November 10, 2022

December 15, 2023

## **ARTICLE I**

### **GENERAL**

1.1 Name. The name of the Organization is Hosting Solutions and Library Consulting (the "Organization") d/b/a Health Sciences Libraries Consortium, d/b/a HSLC.

1.2 State of Incorporation. The Organization is a Pennsylvania nonprofit corporation, organized under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "Act").

1.3 Registered Office. The registered office of the Organization in Pennsylvania shall be at the place designated in the Articles of Incorporation, or at such place within the Commonwealth of Pennsylvania as the Board of Directors may determine. Before the change of location becomes effective, the Organization shall either amend its Articles of Incorporation to reflect the change in location, or shall file in the Pennsylvania Department of State a statement of change of registered office.

1.4 Other Offices. The Organization may also have offices at such other places within and without the Commonwealth of Pennsylvania as the Board of Directors may from time to time determine, or as the activities of the Organization may require.

1.5 Corporate Seal. The corporate seal shall consist of a circular impression containing the name of the Organization, the state of incorporation, and the word "seal," in such form as shall be designated by the Board of Directors. The use of the corporate seal shall not be necessary to the validity of any instrument.

1.6 Purposes. The purposes of the Organization are as provided in the Articles of Incorporation.

## **ARTICLE II**

### **MEMBERSHIP**

2.1 Membership. The Organization shall have no members. As provided in Section 3.1, the Directors shall have all of the power to manage the business and affairs of the Organization.

2.2 Honorary Titles. The Organization may create such classes of “membership,” such as contributing members or honorary members, as the Directors see fit, but such persons shall not have the rights of members under the Act.

## **ARTICLE III**

### **BOARD OF DIRECTORS**

3.1 General Powers; Duties. The business and affairs of the Organization shall be managed by a Board of Directors and all powers to act for the Organization are hereby granted to and vested in the Board of Directors, except as otherwise provided in these Bylaws, the Articles of Incorporation, or by the Act. Unless provided otherwise in these Bylaws or by the Act, each Director shall have one only vote, regardless of any officer position that they may hold. The Directors shall exercise due diligence consistent with a duty of care that requires them to act in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner that they believe is in the best interests of the Organization. Directors shall also exercise their duty of loyalty with respect to the Organization in accordance with the Organization’s Conflict of Interest Policy.

3.2 Number. The Board of Directors shall consist of not less than nine (9) nor more than eleven (11) Directors who shall be natural persons of full age (collectively, the “Board,” “Board of Directors,” or “Directors,” and individually, a “Director”). The number of Directors may be increased or decreased from time to time by a vote of a majority of the Directors then in office. The Board of Directors shall include at least one librarian from each of the following library categories: academic, public, school, and special.

3.3 Qualifications. Directors must have an ability to participate effectively in fulfilling the responsibilities of the Board of Directors. Directors must live or work in the Commonwealth of Pennsylvania. At least seventy-five (75) percent of the Board shall be professional librarians.

3.4 Election. The Directors shall be elected by a vote of the majority of the Directors then in office at the annual meeting of the Directors, or as needed in the case of vacancies. The chair of the meeting shall announce at the meeting of the Board the number of Directors to be elected at the meeting, shall state that the nominations process is open, and shall call for nominations. Any Director who is present at the meeting and entitled to vote may make nominations. Nominations need not be seconded. After nominations have been made, the chair of the meeting shall, on motion, declare the nominations closed, and thereafter no further nominations may be made. After the nominations have been closed, the Directors shall cast their votes, which shall be recorded by the Secretary. Each Director may nominate and/or vote for themselves as a successor Director.

3.5 Term of Office. Each Director shall be elected for a term of three (3) years and shall hold office until (a) the later of the expiration of the term for which they were elected or a successor has been elected and qualified, or (b) their earlier death, resignation, or removal. A Director may serve no more than two successive terms, after which a minimum of one year must elapse before the Director will again be eligible to serve. If, for any reason, a Director's first term of service on the Board is a partial term, that partial term will not count as a full term, and that person may serve two full three-year terms subsequent to the partial term, except that Directors elected to the Board after January 1st and before March 31st of a year shall be deemed to have served a full year of their term.

3.6 Resignation of Directors. A Director may resign at any time by giving written notice to the Chair or to the Secretary of the Organization. The resignation shall be effective upon receipt by the Chair or Secretary or at such subsequent time as may be specified in the notice of resignation.

3.7 Removal of Directors. Any Director may be removed from the Board, without assigning any cause, by action of not less than a majority of the remaining Directors, at any meeting of the Board, provided that written notice of the intention to consider removal of such Director has been provided to the entire Board at least five (5) days in advance of such meeting. No formal hearing procedure need be followed in order to remove a Director. If any Director is removed, the resulting vacancy may be filled by the Board at the same meeting, consistent with Section 3.8, below.

3.8 Vacancies. Vacancies in the Board of Directors, including vacancies resulting from an increase in the authorized number of Directors, shall be filled by election by the remaining Directors, even if the number remaining on the Board is less than a quorum. Should a vacancy occur due to the death, resignation or removal of a Director, said vacancy shall be filled by an individual who represents the library category of the deceased, resigned, or removed member, as set forth in Section 3.2. Any Director so elected shall serve for the balance of the term to which they were elected and the balance of such term shall not count as a term for purposes of calculating term limits under Section 3.5 of these Bylaws.

3.9 Annual Meeting. An annual meeting of the Board of Directors shall be held concurrently with the final Board of Directors meeting for the calendar year to review operations during the immediately preceding year, elect Directors if necessary, elect officers, and transact such other business as may properly be brought before the meeting. The Directors may resolve to convene this meeting on another date during the year, provided that proper notice is given. If the election of officers shall not be held on the day designated for an Annual Meeting or any adjournment thereof, the Directors shall cause the election to be held at a special meeting of the Board held as soon thereafter as is convenient.

3.10 Regular Meetings. Regular meetings of the Board of Directors may be held at such times as the Board may by resolution determine but not less than four (4) times per calendar year. If any day fixed for a regular meeting shall be a legal holiday, then the meeting shall be held at the same hour and place on the next succeeding business day, or at such other time as may be determined by resolution of the Directors.

3.11 Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chair or Executive Director, or upon the written request of at least one-third of the Directors delivered to the Secretary. Any such request by the Directors shall state the time and place of the proposed meeting, and upon receipt of such request it shall be the duty of the Secretary to issue the call for such meeting promptly. If the Secretary shall neglect to issue such call, the Directors making the request may issue the call.

3.12 Place of Meetings. The meetings of the Board of Directors may be held at such place within the Commonwealth of Pennsylvania or elsewhere as a majority of the Directors may from time to time by

resolution determine, or as may be designated in the notice or waiver of notice of a particular meeting. In the absence of specification, such meetings shall be held at the registered office of the Organization.

3.13 Quorum; Corporate Action. At all meetings of the Board, a majority of the total number of the Directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present (including participants by telephone or similar communication as provided in Section 13.3 of these Bylaws) at a meeting at which a quorum is present shall be the acts of the Board of Directors, unless a higher threshold is specifically required by the Act, by the Articles of Incorporation, or by these Bylaws.

3.14 Adjournment. If a quorum is not present at any meeting of the Board of Directors, or for any other reason, the Directors present at the meeting may adjourn the meeting. Notice of each such adjourned meeting will be given to all absent directors. Once an adjourned meeting is resumed, any business may be transacted that could have been transacted at the meeting originally called.

3.15 Liability. To the fullest extent permitted by Pennsylvania law, now in effect and as may be amended from time to time, a Director shall not be personally liable for monetary damages for any action taken or any failure to take any action unless:

- (a) the Director has breached or failed to perform the duties of their office under Subchapter B of Chapter 57 of the Act; and
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

As expressed in Section 5713(b) of the Act, this Section 3.15 shall not provide liability protection to any Director with regard to their violations of any criminal statute, or their failure to make payment of taxes pursuant to federal, state, or local law.

Any repeal or amendment of this Section 3.15 shall be prospective only and shall not increase, but may decrease, a Director's liability with respect to actions or failures to act occurring prior to such change.

**3.16 Standard of Care, Justifiable Reliance, and Business Judgment Rule.** Pursuant to Section 5712(a) of the Act, the Directors of the Organization stand in a fiduciary relationship to the Organization and must perform their duties as Directors, including their duties as a member of any committees of the Board or as officers, in good faith, in a manner they reasonably believe to be in the best interests of the Organization, and with such care, including the skill, and diligence that a person of ordinary prudence would use under similar circumstances and reasonable inquiry into those issues required by the statutes of this Commonwealth to be considered in the circumstances and those interests and factors listed in Section 5715(a) (relating to exercise of powers generally) or Section 5716(a) (relating to alternative standard) that the director considers appropriate. In performing their duties, Directors is entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared by any of the following:

- (a) One of more officers or employees of the Organization or an affiliate of the corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants, or other persons as to matters that the Directors reasonably believes to be within the professional or expert competence of such person; or
- (c) A committee of the Board upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director is not considered to be acting in good faith if the Director has actual knowledge concerning the matter that causes the Director to believe reliance is unwarranted.

A director who makes a business judgment in good faith fulfills his/her/their duties if:

- (a) The subject of the business judgment does not involve self-dealing by the director or an associate or affiliate of the director;
- (b) The director is informed with respect to the subject of the business judgment to the extent the director reasonably believes to be appropriate under the circumstances; and;
- (c) The director rationally believes that the business judgment is in the best interests of the corporation.

Pursuant to Section 5715 of the Act, in discharging the duties of their respective positions, the Board of Directors, committees of the Board, and individual Directors of the Organization may,

in considering the best interests of the Organization, consider to the extent they deem appropriate:

- (a) The effects of any action upon any or all groups affected by such action, including members, employees, suppliers, customers, and creditors of the Organization, and upon communities in which offices or other establishments of the Organization are located.
- (b) The short-term and long-term interests of the Organization, including benefits that may accrue to the Organization from its long-term plans and the possibility that these interests may be best served by the continued independence of the Organization.
- (c) The resources, intent, and conduct (past, stated, and potential) of any person seeking to acquire control of the Organization.
- (d) All other pertinent factors.

The Board of Directors, committees of the Board and individual Directors shall not be required, in considering the best interests of the Organization or the effects of any action, to regard any corporate interest or the interests of any particular group affected by such action as a dominant or controlling interest or factor. The consideration of any of these interests and factors does not constitute a breach of fiduciary duty.

3.17 Compensation of Directors. No Director shall be compensated for services unless so authorized by a duly adopted resolution of the Board of Directors, requiring that: (a) such Director may only receive reasonable compensation for services rendered for the Organization in carrying out its exempt purposes as established by the Board of Directors; and (b) such compensation is (i) consistent with the Organization's financial policies, (ii) does not adversely affect the Organization's qualification as an organization exempt under Section 501(a) and described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or give rise to intermediate sanctions under the Code, and (iii) shall be set by a committee composed of persons who have no financial interest in such determination. As provided in Section 13.2 of these Bylaws, Directors may be reimbursed for reasonable expenses they incur to attend Board and Committee meetings, and to perform their other duties as Board members.

3.18 Loans to Directors. No loans shall be made by the Organization to any of its Directors.



3.19 Action by Unanimous Consent. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed (in counterpart or otherwise) by all of the Directors and filed with the Secretary of the Organization.

## **ARTICLE IV**

### **COMMITTEES AND TASK FORCES**

4.1 Executive Committee. The Executive Committee shall be comprised of the officers of the Organization. The Executive Committee shall have and exercise the powers and authority of the Board of Directors in the management and business of the Organization, except that neither the Executive Committee, nor any other committee established by the Board, shall have power or authority as to: (a) the filling of vacancies of the Board of Directors; (b) the adoption, amendment, or repeal of these Bylaws; (c) the amendment or repeal of any resolution of the Board of Directors; (d) action on matters committed by these Bylaws or resolution of the Board of Directors to another committee of the Board; or (e) action on matters pertaining to the acquisition, sale, mortgage, or pledge of real property. Action of the Executive Committee shall be ratified by the Board to the extent possible at its next meeting.

4.2 Standing Committees. Notwithstanding the authority of the Board of Directors to create additional standing committees as set forth in Section 4.3, there shall be three standing committees of the Board of Directors: the Finance Committee, the Nominating Committee, and the Personnel Committee. Members of these standing committees shall be appointed, and their duties shall be assigned, by the Board of Directors.

4.3 Other Committees and Advisory Boards. As it deems appropriate and desirable, the Board of Directors may establish one or more standing or special committees and designate their function and responsibility. Members appointed to committees need not be Directors, but any committee member who is not a Director may not be a voting member of the committee. Except as otherwise provided in these Bylaws, the Articles of Incorporation, or the Act, any committee may exercise such powers and functions as the Board of Directors may from time to time determine. See Section 4.1 above for limitations on the power and authority of committees. Except as the Board may otherwise determine,

the Chair shall appoint all committee members and committee chairpersons with the concurrence of the Board of Directors, except that the Treasurer shall be chair of the Finance Committee.

4.4 Committee Reports. Each committee, including the Executive Committee, shall keep minutes of its proceedings and report the same to the Board at each regular meeting of the Board, or otherwise as requested by the Chair. The chairperson of each committee shall present the report. If the chairperson of a committee is unable to be present to present the committee report, the chairperson of that committee may designate another member of the committee to present its report. The Board of Directors shall adopt rules of procedure as it deems necessary for the conduct of the affairs of each committee.

4.5 Term. Each member of a standing committee shall serve as such (1) until their successor is appointed; (2) until their earlier death, resignation, or removal; (3) unless the committee shall be sooner terminated; (4) unless such member be removed from such committee by the Board of Directors; or (5) unless such member shall cease to qualify as a member thereof. Each member of a special committee shall serve for the duration of the existence of such committee unless removed by the Board of Directors (and such removal may be made at any time, with or without cause).

4.6 Acts of the Committees. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the committee shall constitute a quorum and the acts of the majority of the members present at a meeting at which a quorum is present shall be the acts of the committee.

4.7 Task Forces. The Board of Directors may from time to time designate task forces to assist the Board of Directors in effectuating the purposes of the Organization. Members of a task force need not be Directors. The Chair shall appoint all members of task forces and their chairpersons. Task Forces shall serve in an advisory, non-binding and non-voting, capacity only.

## **ARTICLE V**

### **OFFICERS**

5.1 Officers. The officers of the Organization shall be natural persons of at least eighteen (18) years of age, and there shall be a Chair, a Vice Chair, a Secretary, a Treasurer and an Immediate Past Chair, all of whom shall be Directors currently in office and who shall be elected as officers by the Board of Directors. Any Immediate Past Chair who may be term-limited as a Director under Section 3.5 may serve one additional year in order to serve as an officer under this Section 5.1. No two offices may be filled by the same person. In addition, as the Board of Directors may determine necessary, there may also be one or more Vice Chairs and/or assistant officers.

5.2 Duties. The officers shall have and exercise such duties and functions as usually attach to their offices, with such additional duties and functions and subject to such limitations as may be provided in these Bylaws or established by the Board of Directors. Assistant officers shall perform such functions and have such responsibilities as the Board of Directors may determine. Officers shall ensure that the Board is fully informed about the Organization's activities and financial status and that the Board has full and accurate information necessary to make informed decisions about the Organization's operations. The Board of Directors may add to the corporate title of any officer (other than the Chair) a functional title in word or words descriptive of their powers or the general character of their duties.

5.3 Selection, Terms. The officers of the Organization shall be elected by the Board of Directors at its annual meeting and shall serve for a term of one (1) year. Each officer shall hold office until (a) the later of the expiration of the term for which they were elected or a successor has been elected and qualified, or (b) until their earlier death, resignation, or removal.

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

5.5 Removal of Officers. Any officer of the Organization may be removed, or their authority may be revoked, with or without cause by resolution of the Board of Directors, whenever in its judgment the best interests of the Organization will be served thereby, but such removal or revocation shall not affect any contract rights the person so removed may have with the Organization.

5.6 Vacancies. Any vacancy in any office shall be filled by the Board by a vote of not less than a majority of the members of the Board of Directors present at the meeting during which the vacancy is to be filled. The elected officer shall fill the balance of the term to which they are elected or appointed.

**5.7 Compensation of Officers.** No officer shall be compensated for services unless so authorized by a duly adopted resolution of the Board of Directors, requiring that: (a) such officer may only receive reasonable compensation for services rendered for the Organization in carrying out its exempt purposes as established by the Board of Directors; and (b) such compensation is (i) consistent with the Organization's financial policies, (ii) does not adversely affect the Organization's qualification as an organization exempt under Section 501(a) and described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or give rise to intermediate sanctions under the Code, and (iii) shall be set by a committee composed of persons who have no financial interest in such determination. As provided in Section 13.2 of these Bylaws, officers may be reimbursed for reasonable expenses they incur to attend Board and Committee meetings, and to perform their other duties as officers.

**5.8 Officer's Standard of Care and Justifiable Reliance.** Pursuant to Section 5733.1(a) of the Act, an officer shall perform the duties of an officer in good faith, in a manner the officer reasonably believes to be in the best interests of the nonprofit corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

In performing the duties of an officer, an officer is 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 other officers or employees of the corporation or an affiliate of the corporation whom the officer reasonably believes to be reliable and competent in the matters presented.
- (b) Counsel, public accountants or other persons as to matters that the officer reasonably believes to be within the professional or expert competence of such person.

An officer is not considered to be acting in good faith if the officer has actual knowledge concerning the matter that causes the officer to believe reliance is unwarranted.

An officer who makes a business judgment in good faith fulfills the duties of an officer if:

- (a) The subject of the business judgment does not involve self-dealing by the officer or an associate or affiliate of the officer;

- (b) The officer is informed with respect to the subject of the business judgment to the extent the officer reasonably believes to be appropriate under the circumstances; and
- (c) The officer rationally believes that the business judgment is in the best interests of the corporation.

**5.9 Personal Liability of Officers.** To the fullest extent permitted by Pennsylvania law, now in effect and as may be amended from time to time, an officer shall not be personally liable for monetary damages for any action taken or any failure to take any action unless:

- (a) The officer has breached or failed to perform the duties of the Officer's position (see Subchapter C of Chapter 57 of the Act); and
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

As expressed in Section 5733.2(b) of the Act, this Section 5.9 shall not provide liability protection to any Officer with regard to the Officer's violations of any criminal statute, or the Officer's failure to make payment of taxes pursuant to federal, state, or local law.

Any repeal or amendment of this Section 5.9 shall be prospective only and shall not increase, but may decrease, an Officer's liability with respect to actions or failures to act occurring prior to such change.

**5.10 Loans to Officers.** No loans shall be made by the Organization to any of its officers.

5.11 Chair; Powers and Duties. The Chair shall have general charge and supervision of the business of the Organization and shall exercise or perform all the powers and duties usually incident to the office of the Chair. The Chair shall preside at all meetings of the Board of Directors at which they are present. The Chair shall from time to time make or cause to be made such reports of the affairs of the Organization as the Board may require. The Chair shall be responsible to the Board of Directors for the application and implementation of policies adopted by the Board of Directors. Unless otherwise provided by the Board in the resolution creating the committee, the Chair shall be a voting member of each committee, ex officio.

5.12 Vice Chairs; Powers and Duties. The Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair; and if there is more than one (1) Vice Chair,

their seniority in performing such duties and exercising such powers shall be determined by the Board of Directors or, in default of such determination, by the order in which they were first elected. Each Vice Chair also shall have such powers and perform such duties as may be assigned to them by the Chair and the Board of Directors. The Vice Chair shall ensure that all legal responsibilities of the Organization are met on a timely basis.

5.13 Secretary; Powers and Duties. The Secretary shall attend all meetings of the Board and the Executive Committee. The Secretary is responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the board's business was conducted. In order to fulfill these responsibilities, the Secretary records minutes of meetings, submits them for approval by the Board and ensures that a copy of the approved minutes is maintained in the corporate records. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, shall perform other duties as may be prescribed by the Board or the Chair.

5.14 Treasurer; Powers and Duties. The Treasurer shall serve as Chair of the Finance Committee and cause full and accurate accounts of receipts and disbursements to be kept in books belonging to the Organization. The Treasurer shall see to the deposit of all moneys and other valuable effects in the name and to the credit of the Organization in such depository or depositories as may be designated by the Board of Directors, subject to disbursement or disposition upon orders signed in such manner as the Board of Directors shall prescribe. The Treasurer shall render to the Chair and to the Directors, at the regular meetings of the Board or whenever the Chair or the Board may require it, an account of all transactions as Treasurer and of the results of operations and the financial condition of the Organization. The Treasurer shall see that an annual audit or independent review of the Organization's books and records is performed by an auditor selected by the Board in compliance with the requirements of the Commonwealth of Pennsylvania and any other jurisdiction in which the Organization is doing business. The Treasurer shall oversee the investments for the growth of the Organization.

If required by the Board, the Treasurer shall give the Organization a bond in such sum and with such surety or sureties as may be satisfactory to the Board for the faithful discharge of the duties of their office, and for the restoration to the Organization, in case of their death, resignation, retirement or removal from office, of all books, records, money and other property of whatever kind in their possession or under their control belonging to the Organization.

The Treasurer may delegate to the Executive Director the performance of any of the aforementioned duties, but shall at all times be responsible for their proper performance.

5.15 Immediate Past Chair; Powers and Duties. The Immediate Past Chair shall serve for one year following the conclusion of his/her term as Chair, to use their knowledge and experience on the Board to assist the current Chair. The Immediate Past Chair will be recognized as a voting board member and shall serve as a voting member of the Executive Committee, participating and participate in Executive Committee meetings and decisions, and shall assist the Chair with ongoing tasks if/when requested.

5.16 Delegation of Officers' Duties. Any officer may delegate duties to their duly elected or appointed assistant (if any); and in case of the absence of any officer or assistant officer of the Organization, or for any other reason that the Board of Directors may deem sufficient, the Board may delegate or authorize the delegation of their powers or duties, for the time being, to any person.

5.17 Executive Director. The Executive Director is appointed by the Board of Directors to serve as a technical adviser and to oversee the day to day operations of the company. The Executive Director shall be accountable to the Board of Directors, subject to the direction of the Chair, and shall perform duties and functions as prescribed by the Board of Directors. The Executive Director shall attend meetings of the Board of Directors and report and advise on strategic and financial priorities.

## **ARTICLE VI**

### **FINANCIAL AND CONTRACTUAL TRANSACTIONS**

6.1 Contracts. The Chair may execute in the name of the Organization, deeds, mortgages, bonds, contracts, and other instruments as authorized by the Board, except in cases where the execution thereof shall be expressly delegated by the Board to some other officer or agent of the Organization. Any such signed documents shall be attested by the Secretary or the Treasurer or an Assistant Secretary or Assistant Treasurer.

6.2 Authority of the Executive Director. Except as otherwise provided in these Bylaws, the Executive Director shall have the authority to incur expenses within the limits of the Organization's annual budget and in accordance with the policies of the Organization, to receive and disburse funds in order to carry out the policies and programs of the Organization, to direct the activities of any fiscal agent, to engage

in any kind of activity, enter into, perform and carry out contracts of any kind necessary to, or in connection, or incidental to, the accomplishment of the purposes of the Organization, to maintain and operate the Organization's assets, to negotiate for and conclude agreements for the purchase, sale, or exchange or other disposition of an Organization asset, to hire and terminate employees, agents, independent contractors and accountants, and to enter into and carry out contracts and agreements and execute any or all documents or instruments and do and perform all such other things as may be in the furtherance of the Organization's business or necessary or appropriate to the conduct of the Organization's business.

6.3 Real Estate. Notwithstanding anything to the contrary in the Act or in these Bylaws, any decision to acquire, sell, mortgage, or pledge real property shall require at minimum the approval of two-thirds of the Board of Directors.

6.4 Loans. The Organization shall not lend or borrow funds unless authorized by resolution of the Board of Directors. Such authorization may be general or confined to specific instances. All loan documents and documents of indebtedness issued in the name of the Organization shall be signed by two or more officers of the Organization, or its officers' agents, as the Board of Directors may designate, and in such manner as determined by the Board of Directors.

6.5 Execution of Written Instruments. Unless otherwise required by law or in these Bylaws or specifically designated in a Board resolution, all obligations, documents and any other instruments, whether or not requiring a seal, may be executed by the Chair and attested by the Secretary or the Treasurer or an Assistant Secretary or Assistant Treasurer.

6.6 Deposits. All payments to the Organization shall be deposited in one or more banks or other depository accounts established and maintained in the Organization's name and Employer Identification Number ("EIN").

6.7 Gifts. The Board of Directors may accept on behalf of the Organization any gift, grant, devise, bequest, or contribution (hereinafter "Gift") for the general purposes or for specific purposes of the Organization. The Board of Directors shall consider, prior to the acceptance of any Gift, whether such acceptance or any condition attached to the acceptance conflicts with the general or specific purposes of the Organization. The Board may decline or disclaim any Gift if it determines that the Gift or any



conditions or restrictions attached to its acceptance is not within the general or specific purview or purpose of the Organization. The Board may also decline a Gift if it determines that a Gift designated for a specific purpose is less than the amount required to finance that specific purpose; however, the Board may determine to accept the Gift, although insufficient in amount, and add or secure other assets in furtherance of the specific purpose of the Gift, if the specific purpose of the Gift is within the Organization's purposes. Should there be a question as to the purpose or timeliness of the Gift as being incompatible with the purpose, mission, or programs and activities of the Organization or when the conditions, limitations or purposes of a particular Gift are deemed to be unacceptable, the Board of Directors is authorized to negotiate, with the donor, changes in the Gift or to decline or disclaim such Gift.

6.8 Fiscal Year. The Board of Directors shall have the power to fix and from time to time change the fiscal year of the Organization. In the absence of any action by the Board of Directors, however, the fiscal year of the Organization shall begin on July 1 of each year and end of June 30 of the following year.

6.9 Auditor. The Board of Directors shall appoint an auditor who shall be a certified public accountant or a firm of certified public accountants. The auditor shall have access to all books, papers, records, and computer files as required. The auditor shall furnish the Board of Directors and any agency designated by the Board of Directors with such reports concerning the affairs of the Organization as may be required. The auditor shall audit the Organization's financial statements annually.

## **ARTICLE VII**

### **NOTICES**

7.1 Form of Notice. Whenever written notice is required or permitted, by these Bylaws or otherwise, to be given to any person or entity, it may be given either personally or by sending a copy to the address or other contact information of the appropriate person or entity as it appears in the Organization's records. Such notice may be sent (a) electronically; (b) by first class mail (postage prepaid) or by overnight express delivery service (charges prepaid), or (c) by facsimile. If the notice is sent by mail or overnight express delivery, it shall be deemed to have been given when deposited in the United States Mail or delivered to the overnight express delivery service. If the notice is sent by any other form prescribed above, it shall be deemed to have been given when sent.

7.2 Notice of Meetings. Written notice of every meeting of the Board of Directors shall be given to each Director at least ten (10) days prior to the day designated for the meeting. Such notice shall specify the place, day, and hour of the meeting, and in the case of a special meeting of the Board, the general nature of the business to be transacted. Whenever the language of a proposed resolution is included in the written notice of a meeting, the Directors at the meeting considering the resolution may adopt it with such clarifying or other amendments as long as they do not enlarge its original purpose so as to require further notice to persons not present in person.

7.3 Waiver of Notice. Whenever a written notice is required by these Bylaws or under the provisions of the Act, any person or persons (or entity or entities) entitled to receive the notice may waive in writing the right to receive notice. The written waiver may be signed before or after the time required for such notice. Except for any proposal to alter, amend, or repeal the Bylaws or to adopt new Bylaws, for which notice of the terms thereof must be given as provided in Section 7.2, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance by any person in person at any meeting shall constitute waiver of notice of such meeting, unless the person (or entity representative) attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not called or convened upon proper notice.

## **ARTICLE VIII**

### **DISSOLUTION**

8.1 Dissolution. In the event of dissolution or winding-up of the Organization, the Organization's assets, after all debts and expenses have been paid or provided for, shall be distributed in accordance with the terms stated in the Organization's Articles of Incorporation.

## **ARTICLE IX**

### **INDEMNIFICATION AND INSURANCE**

9.1 Representative Defined. For purposes of this Article, "representative" means any Director or officer or employee of the Organization.

9.2 Third-Party Actions. The Organization shall indemnify any representative who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Organization), by reason of the fact that they are or were a representative of the Organization, or is or was serving at the request of the Organization as a director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with the action or proceeding if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Organization and, with respect to any criminal proceeding, had no reasonable cause to believe their 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 they reasonably believed to be in, or not opposed to, the best interests of the Organization and, with respect to any criminal proceeding, had reasonable cause to believe that their conduct was unlawful.

9.3 Derivative and Corporate Actions. The Organization shall indemnify any representative who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Organization to procure a judgment in its favor by reason of the fact that they are or were a representative of the Organization, or are or were serving at the request of the Organization as a director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by them in connection with the defense or settlement of the action if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Organization. Indemnification shall not be made under this Section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Organization unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Organization is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

9.4 Procedure for Effecting Indemnification. Unless ordered by a court, any indemnification under Section 9.2 or Section 9.3 shall be made by the Organization only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because they

have met the applicable standard of conduct set forth in those Sections. The determination shall be made:

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

9.5 Advancing Expenses. The Organization shall pay expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in Section 9.2 in advance of the final disposition of the action or proceeding upon receipt of any undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that they are not entitled to be indemnified by the Organization as authorized in this Article or otherwise.

9.6 Supplementary Coverage. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Act, or any agreement, vote of disinterested Directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding that office. Article 11 (relating to conflicts of interest) shall be applicable to any bylaw, contract, or transaction authorized by the Directors under this Section. However, no indemnification may be made by the Organization under this Article or otherwise to or on behalf of any person to the extent that:

- (a) The act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct, or recklessness; or
- (b) The Board determines that under the circumstances indemnification would constitute an excess benefit transaction under section 4958 of the Code or an act of self-dealing under section 4941 of the Code, if applicable.

9.7 Duration and Extent of Coverage. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified,

continue as to a person who has ceased to be a representative of the Organization and shall inure to the benefit of the heirs and personal representatives of that person.

9.8 Reliance and Modification. Each person who shall act as a representative of the Organization shall be deemed to be doing so in reliance upon the rights provided by this Article. The duties of the Organization to indemnify and to advance expenses to a representative provided in this Article shall be in the nature of a contract between the Organization and the representative. No amendment or repeal of any provision of this Article shall alter, to the detriment of the representative, their right to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment or repeal.

9.9 Insurance. The Organization may purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Organization or is or was serving at the request of the Organization as a director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Organization would have the power to indemnify them against that liability under the Act. The Organization's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Organization. To the extent that such insurance coverage provides a benefit to the insured person, the Organization's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under section 4958 of the Code or an act of self-dealing under section 4941 of the Code, if applicable.

## **ARTICLE X**

### **FUNDRAISING**

10.1 Fundraising and Solicitation. The Organization shall ensure that its fundraising and solicitation activities and materials meet federal and state law requirements and that they are accurate, truthful, and candid.

## ARTICLE XI

### CONFLICT OF INTEREST POLICY AND PROHIBITED ACTIVITIES

11.1 **Adoption of Policy.** The Organization shall separately adopt a conflict of interest policy and distribute annual disclosure forms for the purpose of screening conflicts. It is the policy of the Organization that no contract or transaction between the Organization and one or more of its Directors or officers, or between the Organization and any “interested entity” shall be authorized or entered into unless the material facts as to the interest and as to the contract or transaction are disclosed or are known to the Board of Directors, and the Board in good faith authorizes the contract or transaction by an affirmative vote of a majority of the Directors other than the interested Director(s) of the Organization and the contract or transaction is in the interests of the Organization. An “interested entity” includes any entity (a) in which one or more of the Directors or officers of the Organization (i) are directors or officers, or (ii) have a financial interest; or (b) in which any Director or officer of the Organization has any other conflict of interest. Any interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes the contract or transaction.

**11.2 Prohibited Activities.** In furtherance of the foregoing and not in limitation thereof, all Directors, officers and employees are expected to maintain ethical business and professional standards consistent with those of the Organization and, unless approved by the Board as described in Section 11.1, to avoid activities which might conflict, or appear to conflict, with the best interests of the Organization. No Trustee, officer, employee, consultant, or agent of the Organization shall take any action or carry on any activity, by or on behalf of the Organization, not permitted to be taken or carried on by an organization: (a) exempt from federal income taxation under Section 501(c)(3) of the Code; and (b) that receives contributions which are deductible under Section 170(c)(2) of the Code.

**11.3 Prohibition Against Political Activities and Limitations on Lobbying.** The Organization shall not participate, or intervene, in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. No substantial part of the activities of the Organization shall consist of carrying on propaganda or lobbying except to the extent permitted by law for an organization exempt from federal income tax under Section 501(c)(3) of the Code. This provision shall not be deemed to limit the political activities of the Directors or officers acting in their individual capacity.

## ARTICLE XII

## **BOOKS AND RECORDS**

12.1 Bookkeeping; Recordkeeping. The Organization shall keep (i) complete and accurate financial books and records; (ii) minutes of all meetings of the Board and of any committees; (iii) the original or a copy of its Articles of Incorporation (and any amendments thereto) and Bylaws, including all amendments thereto, certified by the Secretary; (iv) a list of the names and contact information of its current Directors and officers; (v) a copy of the Organization's IRS Form 1023; and (vi) all reports delivered to state and federal officials for the last seven years. Originals or duplicates of such books and records shall be kept at either the registered office of the Organization, the principal place of business of the Organization, and/or at such other reasonably accessible place as the Secretary may determine. The Organization may separately adopt a document retention policy.

12.2 Transparency. The Organization shall ensure that its audited financial statements, annual federal tax reports, and other annual reports are complete and accurate, and to the extent required by law and in accordance with the procedures established by law, are posted to the Organization's website or otherwise made available to the public upon request.

## **ARTICLE XIII**

### **GENERAL PROVISIONS**

13.1 Definitions. The terms "in writing" and "written" as used in these Bylaws and the policies and procedures of the Organization shall have the meaning set forth in Sections 102(a) and 107(b) of the Act for the term "written," which is defined to mean inscribed on a tangible medium or stored in an electronic or other medium and retrievable in perceivable form. The term "sign" or "signed," as used in these Bylaws and the policies and procedures of the Organization shall have the meaning provided for in Section 102 of the Act and shall mean (a) to sign manually or adopt a tangible symbol, or (b) to attach to, or logically associate with, information in writing, an electronic sound, symbol, or process.

13.2 Reimbursement of Expenses. Directors and other individuals serving the Organization may be reimbursed for reasonable expenses they incur to perform their duties, provided that such reimbursement does not adversely affect the Organization's qualification as an organization exempt under Section 501(a) and described under Section 501(c)(3) of the Code or give rise to intermediate

sanctions under Section 4958 of the Code. Expense reimbursements shall be made in accordance with procedures established by the Organization.

13.3 **Use of Electronic Meeting Technology.** To the fullest extent permitted by the Act, the Board of Directors and any committees of the Board may convene meetings exclusively by electronic technology. As long as all persons participating in such meetings have a reasonable opportunity to participate in the meeting, read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members and, subject to such guidelines and procedures as the board of directors may adopt, make appropriate motions and comment on the business of the meeting, participation in a meeting pursuant to this Section 13.3 shall constitute “in person” presence at the meeting.

13.4 **Action by Directors in Lieu of a Meeting.** Unless otherwise restricted by the Articles of Incorporation, or by the Act, any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the Secretary of the Organization.

#### **ARTICLE XIV**

#### **AMENDMENT OF BYLAWS**

14.1 **Amendments.** Any changes to these Bylaws may be made by a two-thirds of the Directors in office at the time of the proposed action at any meeting of the Board duly convened after notice to the Directors for that purpose or by the unanimous written consent of all Directors without a meeting. Notice of Bylaw amendments shall be provided to the Directors in writing no later than the Board of Directors meeting prior to any meeting to consider Bylaw amendments.

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