

**NORTHWESTERN PENNSYLVANIA BEEKEEPERS ASSOCIATION**  
**BYLAWS**

**ARTICLE I.**

**PURPOSE**

**Section 1.01. Purpose.** The Northwestern Pennsylvania Beekeepers Association (the “Corporation” sometimes referred to herein as “NWPBA”) is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the “Act”), and is formed exclusively for educational and scientific purposes within the meaning of Sections 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any successor United States Internal Revenue law) (the “Code”). Specifically, the Corporation is organized for the following purposes:

- (a) Educate members, the public, and governmental entities regarding the benefits of pollinators in general, honeybees in particular. Also, to educate and provide a source of information to the beekeeper concerning best hive management practices, including solutions to problems affecting the health, productivity, and survival of the honeybee colony;
- (b) Support, promote, and participate in the scientific study of the honeybee and the factors that affect the health and survival of the honeybee colony;
- (c) Educate beekeepers and members to promote sound beekeeping management practices;
- (d) Conduct research and disseminate information concerning honeybee queen production, and rearing methods; and
- (e) Develop and distribute honeybee queens whose offspring winter well in Northwest Pennsylvania, demonstrate varroa sensitive hygiene (VSH) and grooming behavior important to mite resistance, hygienic behavior for the detention and removal of some disease and mite infected brood, lowering the pathogen and pest load in the colony.

**ARTICLE II.**

**DEFINITIONS**

1. Use of the words “shall”, “will”, and “may”: The term “shall” is to be interpreted as a mandate of action. The words “will” and “may” do not mandate action but provide for a course of action that is discretionary.
2. “Ad-hoc” member of the Board of Directors means a member of the Board of Directors elected/selected as provided for in these Bylaws to serve on the Board of Directors in addition to the President, Vice President, Secretary, Treasurer, and immediate past President of the Corporation.

3. “Board Member at large”: At large board members are the four (4) selected board members serving two (2) year staggered terms who are neither President, Vice President, Secretary, Treasurer, or immediate past President of the Corporation.
4. “Member”: A member may be either a voting or non-voting member of the Corporation as defined in Article V.
5. “Natural Person”: An actual human being, which is different from “artificial person,” such as a corporation or a limited liability company. This is a distinction under the law to establish that members of the NWPBA are voting or acting in their own individual capacity and interest, and not for or on behalf of a business or other entity.
6. “Quorum at a Membership Meeting”: At least thirty (30) members must be present. See Section 10.01 of these Bylaws.
7. “Quorum for a Board of Directors Meeting”: Five (5) of the nine (9) Board Members must be present to constitute a quorum. See Section 10.01(b) of these Bylaws.

### **ARTICLE III.**

#### **OFFICES AND FISCAL YEAR**

**Section 3.01. Registered Office.** The initial registered office of the Corporation shall be located at 15834 Linesville Road, Linesville, PA 16424. All correspondence, communications, and notices are to be directed to the Registered Office of the Corporation. The Board of Directors of the Corporation (the “Board of Directors”) may, from time to time, as circumstances dictate, change the address of the Registered Office. Within thirty (30) days after a change of corporate address, the Secretary of the NWPBA shall notify the Pennsylvania Corporation Bureau of said change by first class U.S. postal service mail.

**Section 3.02. Additional Offices.** The Corporation may also have offices at such other places, within or outside of Pennsylvania, as the Board of Directors of the Corporation may, from time to time, designate.

**Section 3.03. Fiscal Year.** The fiscal year of the Corporation shall end on December 31 of each year.

### **ARTICLE IV.**

#### **OFFICERS AND DIRECTORS TO REMAIN IN OFFICE UNTIL ELECTIONS ARE HELD**

**Section 4.01. Initial Officers and Directors.**

- (a) Officers Serving on the Board of Directors. By these Bylaws, it is acknowledged that a President, Vice President, Secretary, and Treasurer held by the following individuals: Charlie Vorisek, Ken Andryc, Peggy Bell, and Thora Kuntz. These individuals are to remain in office until December 31, 2019. After which those individuals elected to office at the annual meeting of the members in December 2019 will assume office.

- (b) Ad-hoc Members Serving on the Board of Directors. Those Officers selected at the annual meeting of members in December of odd number years will automatically become Members of the Board of Directors at the organization meeting of the Board of Directors held in January of each year shall elect/select additional ad-hoc members to serve on the Board of Directors according to the process stated in Article VIII, Section 8.01(c) of these Bylaws. The term of office of those members of the Board whose positions are derived from their having been elected as Officers of the Corporation shall terminate on December 31 of the second year of their term when replaced by the newly elected Officers of the Corporation. The term of office of ad-hoc members of the Board shall commence on the date of their election/selection to the Board and shall continue for a two (2) year term or until replaced by election/selection at the organizational meeting of the Board in January of each year.

## **ARTICLE V.**

### **MEMBERSHIP**

**Section 5.01. Membership.** The Board of Directors of the Corporation shall designate classes of membership, which may include both voting and non-voting members.

- (a) Voting Members. An individual qualifies to be a voting member of the Corporation who meets one or more of the following four definitions of a voting member:
- (1) A voting member of the Corporation must be a natural person, as defined herein, must be eighteen (18) years of age or older, must have submitted his or her application for membership to the Corporation's Secretary, and has paid all membership fees or dues when applying for membership and annually thereafter when due.
  - (2) All elected Officers and members of the Board of Directors, by reason of their service to the Corporation, and being exempt from payment of dues.
  - (3) Any individual granted membership status exempt from payment of dues by action of the Board of Directors.
  - (4) In the event a family membership class is established by the Board of Directors, only one member of the family may act as a voting member of the Corporation. That family member must be eighteen (18) years of age or older, and designated as a voting member of the family.
- (b) Non-voting members. Non-voting members are members of the Corporation who meet one or more of the following four definitions of a non-voting member:
- (1) Any member of the Corporation under the age of eighteen (18) and whose membership fees or dues have been paid for the current year and annually

thereafter when due, until attaining the age of eighteen (18), after which the non-voting member may become a voting member according to Section 5.01 above.

- (2) All family members having applied for and paid family membership dues (providing a membership class for family membership has been established by the Board of Directors), other than the designated voting member of the family.
- (3) Any individual granted membership in the Corporation by action of the Board of Directors who does not meet any other membership requirement of Section 5.01.
- (4) Any individual granted an honorary membership by the Board of Directors.

**Section 5.02. Membership Fees and Dues.** Membership fees and dues shall be established annually by the Board of Directors at its January organization meeting.

**Section 5.03.** For any year after the Corporation received application and payment of fees or dues, in order to maintain membership status in the Corporation as either a voting member or non-voting member and be entitled to receive publications and communications, his or her annual dues must be paid in full to the Treasurer of the Corporation on or before April 1 each year.

**Section 5.04. Arrears and Payment of Dues.** Any member who has continued to participate in Corporate events and/or receive communications, newsletters, etc. from the Corporation before being considered a voting or non-voting member of the Corporation and entitled to benefits of the Corporation, must pay to the Corporation those dues that are in arrears for past years plus dues for the current year before membership in the Corporation can be reinstated.

**Section 5.05.** Those members of the Corporation who are exempt from payment of dues are elected officers and members of the Board of Directors, honorary members, and other individuals or organizations determined by action of the Board of Directors to be exempt from payment of dues.

**Section 5.06. Rights of Participation in Meetings, Programs, and Activities.** The Secretary of the Corporation in the manner in Section 11.01 of these Bylaws will send notice of membership meetings (one notice per family membership). All members, voting and non-voting, may attend meetings of the members and participate in any programs or activities sponsored by the Northwestern Pennsylvania Beekeepers Association. Voting members, only, shall also have the right to vote on any matter of business presented at a meeting of the members, including for the election of Officers.

- (a) At the Corporation's Annual Meeting held in odd number years, voting members shall elect a President, Vice President, Secretary, and Treasurer.

## **ARTICLE VI.**

### **ELECTED OFFICERS**

#### **Section 6.01. Corporate Officers and Qualifications.**

- (a) Number, Qualifications and Designation. The Officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. The President, Vice President, Secretary, and Treasurer shall each be natural persons eighteen (18) years of age or older.
- (b) Term of Office. The term of office to which the President, Vice President, Secretary, and Treasurer are elected shall be a two (2) year term.
  - (1) The President and Vice President may serve no more than two (2) terms consecutively, although they may serve additional terms in office as President or Vice President providing no more than two (2) terms are served consecutively.
  - (2) The Secretary and Treasurer are not limited to the number of terms or consecutive terms that they may be elected to serve.

#### **Section 6.02. Terms of Office.**

- (a) Any President of the Corporation, after having served his or her term or terms in office, shall become a member of the NWPBA Board of Directors where he or she shall serve as its Chairman until replaced by the next past President.

After having served as President and Chairman of the Board of Directors, he or she may again become a candidate for President or for any other office of the Corporation or to serve on the Board of Directors.

- (b) The Vice President, after serving either one (1) or two (2) terms in office, may be elected to any other officer position or to the Board of Directors of the Corporation.
- (c) The Secretary and Treasurer are elected to serve a two (2) year term and may be elected to serve additional terms in office without limitation or may be elected to the office of President or Vice President or to a position on the Board of Directors.

#### **Section 6.03. Manner of Electing Officers.**

- (a) Commencing in December 2019 and in odd years thereafter, election of corporate officers shall be conducted at the annual meeting of members.
- (b) A Nominating Committee shall be selected by the Board of Directors at least three (3) months prior to the annual meeting of members when the election of officers is to take place. The Board of Directors shall also designate one (1) member of the Nominating

Committee to act as Chairman. The Chairman of the Nominating Committee shall hold such meetings as are necessary and/or engage in conference calls, emails, or other communications with all Committee members in order to present at the general meeting of members held in odd number years a slate of candidates for corporate officers.

- (c) The slate of candidates selected by the Nominating Committee shall be members in good standing who have indicated to the Committee that he or she is interested, willing, and agrees to serve in the Officer's position for which he or she is named as a candidate.
- (d) Twenty (20) days before the general meeting of members, held in odd number years, the Nominating Committee shall present to the Secretary of the Corporation the proposed slate of candidates selected by the Nominating Committee. The Nominating Committee's slate of candidates shall then be presented, by the President to the membership meeting.
- (e) After receipt of the Nominating Committee's proposed slate of candidates, the Secretary shall ten (10) days before the membership meeting email the proposed slate of candidates to all members of the Board of Directors, including Officers.
- (f) Additional candidates for the four Officer positions may also be presented from the floor by voting members of the Corporation. The proposed slate of candidates and those presented from the floor will then be elected by majority vote of the quorum present.
  - (1) A quorum of no less than thirty (30) members must be present at the annual meeting in order for the election to be conducted. If a quorum is not present, a special meeting of the Corporation shall be scheduled for the purpose of electing Officers. A candidate shall be elected to office by a majority vote of the quorum present.
  - (2) Manner of Voting. Votes shall be cast either by paper ballot, hand count, or such other reasonable manner as determined appropriate by the Board of Directors.

## **ARTICLE VII.**

### **AUTHORITY**

**Section 7.01.** No Contract Rights. The election or appointment of an Officer, or other agent of the Corporation, does not in and of itself create or bestow upon such Officer or agent, the right to enter into contracts on behalf of the Corporation. Any such authority must be created by Resolution and vote by a majority of the members of the Board of Directors.

**Section 7.02.** Elected Officers, Duties and Responsibilities.

- (a) President. The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision over the business and operations of the Corporation. The President shall sign, execute, and acknowledge, in the name of the Corporation, tax documents, deeds, mortgages, contracts

or other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, to some other officer or agent of the Corporation. In general, the President shall perform all duties incident to the office of chief executive officer, and such other duties as, from time to time, may be assigned by the Board of Directors. The President shall also preside over all meetings of the Board of Directors as Chairman. Also, as provided for in Section 6.02(a) above, after completing his or her term of office as President of the Corporation, as past President he or she shall become a member of the Board of Directors with those duties and responsibilities as required of the Board of Directors members and as provided for in these Bylaws.

- (b) Vice President. The Vice President shall conduct meetings of the members and act as Chairman of the Board of Directors in the absence of the President and, in the President's absence, shall perform all the duties of the office of the President as stated in Section 7.04 (a) above. The Vice President shall be responsible for working in conjunction with the Secretary in formulating and distributing, by email or otherwise, notices of meetings members and of the Board of Directors, including the listing of agenda items. In addition, the Vice President shall serve as a member and Chairman of the Program Committee of the Corporation. The Vice President shall provide to the Secretary agenda items, planned programs, and other information to be included in notices to the members and Board of Directors of meetings.
- (c) Secretary. The Secretary shall be responsible for notifying members and Board of Directors of all meetings required by these Bylaws. The Secretary shall include in all meeting notices the agenda and other information matters relayed to him or her by the Vice President and/or President. The Secretary shall attend all meetings of the members and of the Board of Directors. The Secretary shall keep minutes of all meetings. The Secretary shall be the custodian of the seal of the Corporation and see that it is affixed to all documents which are to be executed on behalf of the Corporation under seal. In general, the Secretary, shall perform all duties incident to the office of secretary, and such other duties as may, from time to time, be assigned by the Board of Directors or the President.
- (d) Treasurer. The Treasurer, or an assistant treasurer, shall provide for the custody of the funds or other property of the Corporation. The Treasurer shall collect and receive, or provide for the collection and receipt of, moneys earned by or, in any manner, due to or received by the Corporation. The Treasurer shall deposit all funds in his or her custody as Treasurer in such banks or other places of deposit as the Board of Directors may, from time to time, designate and shall, whenever so required by the Board of Directors, render an account showing all transactions as Treasurer and the financial condition of the Corporation. The Treasurer, in general, shall perform such other duties as may, from time to time, be assigned by the Board of Directors or the President.

## ARTICLE VIII.

### BOARD OF DIRECTOR MEMBERS, ELECTION, AND TERM OF OFFICE

#### **Section 8.01.** Election/Selection, Number, Term of Office, Staggered Terms, Qualifications, and Duties.

- (a) Qualifications. Each Director of the Corporation shall be a voting member in good standing of the Corporation.
- (b) The Nine Member Board and Terms of Office. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and immediate past President of the Corporation at the annual organization meeting of the Board of Directors in January 2020. Those members of the Board of Directors consisting of the Corporation's President, Vice President, Secretary, Treasurer, and the immediate past President of the Corporation shall elect/select four (4) ad-hoc qualified individuals to serve on the Board of Directors for staggered terms; two (2) individuals to serve a one (1) year term; and two (2) individuals to serve a two (2) year term. In January 2021, the Board of Directors consisting of the President, Vice President, Secretary, Treasurer, immediate past President, and the two (2) individuals selected/elected to a two (2) year term of office shall elect/select two (2) individuals for a two (2) year term of office (individuals elected/selected may be those individuals previously elected/selected for one (1) year terms of office, which terms expire in January 2021). Thereafter, in January of each year, as the terms of office of two (2) originally selected members expire, the Board of Directors who are President, Vice President, Secretary, Treasurer, and immediate past President of the Corporation, and two (2) additional Board members whose terms of office have not expired, shall elect/select two (2) individuals to the Board for two (2) year terms. As a result, continuity in governance shall be maintained by reason that the immediate past President and two (2) members of the Board of Directors serving a staggered term will remain on the Board, even should there be, in any year, a turnover in all the other Board positions.
- (c) Date of Appointment/Election. The first appointment/election of the four (4) additional ad-hoc members of the Board shall take place at the Board's annual organization meeting in January 2020. Two (2) of these members shall be elected/selected for a one (1) year term of office and two (2) for a two (2) year term of office in each year's organization meeting of the Board of Directors after 2020 due to the staggered term of office of the four (4) ad-hoc board members. Two (2) such members will be elected each year for a two (2) year term.
- (d) Term. All board members will be elected to serve a two (2) year term, excepting in January 2020, where two (2) of the ad-hoc board member positions will be designated by the Board to serve a one (1) year term until elections in 2021.
- (e) Board Members can serve consecutive terms on the Board.



**Section 8.02. Responsibilities and Duties of the Board of Directors.**

- (a) General Responsibility. The business and affairs of the Corporation shall be managed by the Board of Directors. The powers of the Corporation shall be exercised by, or under the authority of the Board of Directors, except as otherwise provided by statute.
- (b) Board of Directors' Standard of Care, Justifiable Reliance. The Board of Directors and each Director of the Corporation shall stand in a fiduciary relationship to the Corporation and shall perform his or her duties in a good faith and reasonable manner believed by said individual to be in the best interest of the Corporation and with such care requiring reasonable inquiry, skill, and diligence as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith upon information, opinions, reports, or statements provided by attorneys, accountants, and financial data prepared and received in the due course of the Corporation's business affairs or prepared and received from qualified professionals.
- (c) Presumption. Absent breach of fiduciary duty, lack of good faith or self-dealing, any action taken as a Director or any failure to take any action shall be presumed to be in the best interests of the Corporation.
- (d) Notation of Dissent. A Director who is present at a meeting of the Board of Directors, or a meeting of a Committee, at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting, or unless the dissenting Director, before the adjournment of the meeting, presents to the member acting as Secretary of the meeting, his or her dissent in writing or submits to the Secretary of the meeting, his or her dissent in writing within twenty-four (24) hours after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of the action.

Nothing in this section shall bar a Director from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of the minutes, the Director notifies the Secretary of the meeting in writing, with a copy to the Corporation Secretary, a statement of the asserted omission or inaccuracy.

**ARTICLE IX.**

**RESIGNATION, VACANCIES, AND REMOVAL OF OFFICERS, MEMBERS OF THE BOARD OF DIRECTOR, OR GENERAL MEMBERS OF THE CORPORATION**

**Section 9.01.**

- (a) Resignation. Any Officer or Director of the Corporation may resign his position at any time upon written notice to the Secretary and President of the Corporation. The resignation shall be effective upon receipt or at such subsequent time as is specified in the notice.
- (b) Vacancy. If a vacancy occurs in the office of President, the Vice President shall become the President and assume the duties of the office of President. The office of Vice President shall then become vacant. Where a vacancy occurs in the office of Vice

President, Secretary, or Treasurer, by majority vote of the quorum present, the Board of Directors shall appoint a member of the Corporation to fill the vacant position for the unexpired term of the individual whose absence has created the vacancy.

- (c) Within forty-five (45) days after the office of President, Vice President, Secretary, or Treasurer becomes vacant or one of the nine (9) positions on the Board of Directors becomes vacant, the Board of Directors shall, by a majority vote of a quorum, select a natural person to fill the vacancy for the unexpired term of the individual who vacated the office.
- (d) Removal of Officers, Directors, and Members. Notwithstanding anything in these Bylaws to the contrary, an Officer, Director, or Member of the Corporation may be removed from office or have their membership terminated with or without cause. An Officer or Director may be removed from office and the membership of an Officer or Director or Member of the Corporation may be terminated by a majority vote of the Board of Directors (not merely a majority of the quorum present) is required.
- (e) Voting in Abstentia. The Board Members or Members need not be present at a meeting of the Board in order for the Board to constitute a sufficient number for a majority vote to be obtained. In such an event, the Board Member may be considered in attendance at the meeting by way of speaker phone or other electronic means.

## **ARTICLE X.**

### **QUORUM FOR TRANSACTION OF BUSINESS FOR GENERAL MEMBERSHIP MEETINGS AND BOARD OF DIRECTORS MEETINGS**

#### **Section 10.01. Quorum Requirements.**

- (a) Quorum for members meeting. In order to conduct business at a regular, special, or annual meeting of the members of the Corporation, a quorum of at least thirty (30) members must be present. A majority vote of the quorum present shall be sufficient to transact any manner of business.
- (b) Quorum for Board of Directors. At least five (5) of the nine (9) members of the Board of Directors shall constitute a quorum. A majority vote of the quorum present shall be sufficient to transact any business coming before the Board of Directors except as specified in Section 9.01(d) .

## **ARTICLE XI.**

### **MANNER OF GIVING NOTICE OF MEMBERSHIP AND BOARD OF DIRECTORS' MEETINGS**

#### **Section 11.01. Manner of Giving Notice.**

- (a) General Rule. As a general rule, the Corporation will secure email addresses for each voting member. Notice to all members of the Corporation of membership meetings, as well as notice of the meetings of the Board of Directors of the Corporation shall be communicated by email for those giving email addresses and indicating their consent to be sent meeting notices by email. All others shall be provided notice of meetings by mailing through the services of the United States Post-Office first-class mail.
- (b) Notice of Meetings. Notice of all meetings of the Corporation and the Board of Directors shall be communicated by email to the email address provided by the member to the Corporation. Said notice will include the place, date, and time of each meeting and the proposed agenda for matters to be addressed at the meeting. Meeting notice to both the general membership and to the Board of Directors shall be prepared and emailed by the Secretary of the Corporation.
- (c) Should it have been communicated to the Secretary of the Corporation, that a member does not have an email address or does not consent to notices being sent by email, then the Secretary shall mail a meeting notice by first class U.S. mail to that member or members.
- (d) The President of the Corporation may call a special meeting of the Corporation's Board of Directors and/or voting members, notice of which shall be given by email or by first class U.S. mail to those voting members or members of the Board of Directors who have not consented to email communications. Notifications are to be transmitted by the Secretary of the Corporation at least seven (7) days before the time at which the meeting is to be held.
- (e) Notice of regular and special meetings of the membership or Board of Directors shall be issued by email or deposited into the U.S. mail at least ten (10) days before the time at which the meeting is to be held.

## **ARTICLE XII.**

### **COMMITTEES**

#### **Section 12.01. Committees.**

- (a) Establishment and Powers. The Board of Directors may, by resolution, establish one or more Committees. Standing Committees to be established by the Board include, but are not limited to, a Program Committee and a Nomination Committee. The Board of Directors is authorized to establish such additional committees as it deems desirable or necessary.

The manner for Committee establishment shall be as follows:

- (1) The Board of Directors shall determine the number of members that will make up each Committee established. The Board shall appoint those voting members of the Corporation who agree to serve upon the committee. The Board will designate one of the members appointed to act as the Chairman for the Committee. If a vacancy occurs in any such Committee, the Committee Chairperson shall notify the Board of Directors and the Board of Directors shall designate a voting member of the Corporation to fill such vacancy.
- (2) The Chairperson of a Committee shall, upon request of the Board of Directors, attend a Board of Directors meeting to present to the Board of Directors a report on the activities of the Committee.

## **ARTICLE XIII.**

### **CONFLICT OF INTEREST POLICY**

#### **Section 13.01.** Definition - Conflict of Interest.

A “conflict of interest” as referenced in these Bylaws exists where an Officer or board member may receive some part of funds paid out by the Corporation.

#### **Section 13.02.** Conflict of Interest Policy.

- (a) Where a conflict of interest exists, the Board may, nevertheless, vote and take action on any such matter providing that the board member or members whose interest may be in conflict with the Corporation notifies all other board members of the conflict or potential conflict and abstains from voting on the matter.
- (b) Violation. Any action taken by the Corporation where it is determined that an Officer or Director had a conflict of interest and the Board of Directors was not notified of that conflict of interest and/or the individual whose interest was in conflict voted on the matter, then any contract or resulting action shall be deemed null and void abenichio. Should any amount of the Corporation’s funds been received directly or indirectly by an Officer whose interest was in conflict with the Corporation as a result of action taken by the Corporation without the member having been first advised of the conflict and/or the Director whose interest was in conflict with the Corporation did not abstain from voting, the Director shall be obligated to reimburse the Corporation for any amount he or she received plus attorney’s fees incurred in obtaining reimbursement.
- (c) Notwithstanding the Corporation’s definition of “conflict of interest” and its Conflict of Interest Policy, nothing in these Bylaws is intended to prevent the Corporation and its Board of Directors from engaging any member of the Corporation, including its Officers or Directors, to perform services, obtain materials and/or supplies, or perform other benefits to the Corporation and to be paid or reimbursed by the Corporation a fair and reasonable amount in consideration for being so engaged.

## **ARTICLE XIV.**

### **COMPENSATION**

**Section 14.01.** No Officer or Member of the Board of Directors shall be compensated for having served in office. The Board of Directors, however, may engage the services of any member of the Corporation, including Officers or Directors, for any manner or form of work to be performed for, or on behalf of the Corporation. Prior to any such engagement, the Board must determine that any compensation agreed upon is fair and reasonable and that the individual being engaged is qualified and capable of performing the work. The Board of Directors may also reimburse the individual member for materials, supplies, or other reasonable expenses incurred

## **ARTICLE XV.**

### **GENERAL MEMBERSHIP AND BOARD OF DIRECTORS' MEETINGS**

#### **Section 15.01.**

- (a) Place of Meetings. Meetings of the Board of Directors and of the general membership shall be at a location designated, from time to time, by the Board of Directors, which place of meeting shall be stated in the notice of meetings issued to all members.
- (b) Number of Board of Director Meetings. In December of each year, the Board of Directors will schedule its annual meeting. Any number of additional meetings may be scheduled from time to time throughout the year by the Board of Directors for business purposes.
- (c) General Membership Meetings. In January of each year, the Board of Directors will schedule an annual meeting of members. Additional meetings throughout the year shall be scheduled at the discretion of the Board of Directors for informational, presentation, or business purposes.
- (d) Meeting for Election of Officers. Officers shall be elected at the annual meeting of members in even numbered years.

#### **Section 15.02. Conduct of Meetings.**

##### Members Meetings

- (a) All business meetings of the members and the Board of Directors shall be conducted according to Roberts Rules of Order. Parliamentarian, Officer, or other individual conducting any such business meeting shall follow those rules stated in Roberts Rules of Order in order to resolve any parliamentary questions or issues.
- (b) The Secretary of the Corporation shall maintain minutes of all meetings of the members and of all meetings of the Board of Directors unless the Secretary is absent, whereupon the President will appoint a member of the Corporation to act as Secretary for the purpose of maintaining meeting minutes.

(c) Order of Business.

(1) The order of business for all meetings of members shall be as follows:

- a. Call to Order
- b. Recognition of new members and guests
- c. Presentation or program
- d. Reading of the minutes of the previous meeting
- e. Reading of the Treasurer's Report
- f. Old business
- g. New business
- h. At the annual meeting, election of new directors and officers
- i. Adjournment

(2) The order of business for all Board of Directors meetings shall be as follows:

- a. Call to Order
- b. Recognition of new members and guests
- c. Presentation or program
- d. Reading of the minutes of the previous meeting
- e. Reading of the Treasurer's Report
- f. Old business
- g. New business

(d) Use of Conference, Telephone, and Similar Instruments for Board of Directors Meetings.

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

**ARTICLE XVI.**

**ADOPTION OR AMENDMENT OF THE BYLAWS**

**Section 16.01.** Except as otherwise stated in Section 16.01(a), a majority vote of a quorum of the Board of Directors of the Corporation will be sufficient to approve proposed language for the adoption and/or an amendment of these Bylaws. After approval by the Board of Directors, the Bylaws shall be presented to the members at a special or regular meeting whereby notice of the meeting shall list the adoption or amendment of Bylaws as an agenda item. The meeting notice shall also state where and how a member can obtain a copy of the proposed Bylaws prior to the date upon which the Bylaws or amendment to the Bylaws is to be voted. Bylaws shall be adopted or amended by a two-thirds (2/3) vote of a quorum present at the meeting of the members.

- (a) Should any proposed amendment to these Bylaws result in the repeal or modification of Article XVII of these Bylaws pertaining to the limitations of Directors and Officers liabilities and corporate indemnification, the repeal or modification shall require a two-

thirds (2/3) vote of the Board of Directors of the Corporation in order to establish proposed language for the amendment and the proposed language must be submitted to the voting members of the Corporation for their approval by a majority vote of the quorum present.

## **ARTICLE XVII.**

### **LIMITATION OF DIRECTORS' AND OFFICERS' LIABILITIES AND INDEMNIFICATION**

**Section 17.01. Limitation of Liability.** To the fullest extent permitted by Pennsylvania law, a director or officer of the Corporation shall not be personally liable to the Corporation, or any other person or entity, for monetary damages for any action taken or any failure to take any action, unless the Director or Officer has breached or failed to perform the duties of his office and such breach or failure constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section 17.01 shall not apply with respect to the responsibility or liability of a Director or Officer under any criminal statute or the liability of a Director or Officer for the payment of taxes pursuant to local, state or federal law.

**Section 17.02. Indemnification.**

- (a) **Indemnification.** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director or Officer of the Corporation, or is or was serving, at the request of the Corporation, as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including reasonable attorneys' fees), amounts paid in settlement, judgments, and fines actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.
- (b) **Advance of Expenses.** Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall be ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article XVII.
- (c) **Indemnification Not Exclusive.** The indemnification and advancement of expenses provided by this Article XVII shall not be deemed exclusive of any other right to which persons seeking indemnification and advancement of expenses may be entitled under any agreement, vote of the Board of Directors, or otherwise, both as to actions in such persons' official capacity and as to their actions in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of any such person.

- (d) Insurance, Contracts, Security. The Corporation may purchase and maintain insurance on behalf of any person, may enter into contracts of indemnification with any person, and may create a fund of any nature which may, but need not be, under the control of a trustee for the benefit of any person, and may otherwise secure, in any manner, its obligations with respect to indemnification and advancement of expenses, whether arising under this Article XVII or otherwise, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article XVII.

## **ARTICLE XVIII.**

### **MISCELLANEOUS**

**Section 18.01.** Seal. The Board of Directors may elect to purchase a commercially published minute book along with a corporate seal.

**Section 18.02.** Corporate Banking. The Board of Directors may, from time to time, designate such bank or banks where corporate accounts are to be opened and maintained. All banking transactions, including the deposit and withdraw of funds, issuing checks, or other such matters, shall be performed by such person or persons as the Board of Directors designates from time to time by Resolution and majority vote.

**Section 18.03.** Contracts.

- (a) General Rule. Except as otherwise provided by Pennsylvania law, the Board of Directors may authorize any Officer or agent to enter into any contract or to execute or deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.
- (b) Statutory Form of Execution of Instruments. Any note, mortgage, evidence of indebtedness, contract or other similar instrument in writing, or any assignment or endorsement thereof, executed or entered into between the Corporation and any other person, shall be held to have been properly executed for and on behalf of the Corporation by its President and Secretary when accompanied by a Resolution approved by its Board of Directors so authorizing.
- (c) Seal. Except as otherwise required by Pennsylvania law, the affixation of the corporate seal shall not be necessary to the valid execution, assignment or endorsement by the Corporation of any contract or instrument in writing.

**Section 18.04.** Bonding and Insurance. The Board of Directors, on behalf of the Corporation, may, in its discretion, but it's not under mandate, to secure the fidelity of any or all of its Officers, Directors, or Agents by bond or otherwise. The Board of Directors may also, in its discretion, but is not under mandate, to provide fidelity or errors and omissions insurance on behalf of its Officers and Directors.

**Section 18.05.** Corporate Records, including Bank Statements and Financial Reports. In January of each year, the Board of Directors shall designate a member or members of the Corporation to perform an internal audit of all bank accounts and financial statements of the Corporation of the preceding twelve-month period. Such reports shall be presented to the Board of Directors on or before February 15 of the year in which the audit is performed.



**Section 18.06. Annual Report.**

- (a) Contents. The Board of Directors shall prepare for presentation to its members at a February meeting a report, verified by the President and Treasurer or by a majority of the Board of Directors, of the preceding year, showing in appropriate detail the following:
- (1) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.
  - (2) The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.
  - (3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
  - (4) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
- (b) Place of Filing. The annual report of the Board of Directors shall be filed with the minutes of the meetings of the Board of Directors.

**ARTICLE XIX.**

**DISSOLUTION AND LIQUIDATION**

**Section 19.01. Dissolution and Liquidation.** Upon the dissolution and/or liquidation of the Corporation, the Corporation's Board of Directors, after paying or making provisions for the payment of all of the liabilities of the Corporation, shall distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, literary or scientific purposes as shall at the time qualify as an organization or organizations exempt under Code Section 501(a) and described in Code Section 501(c)(3), as the Board of Directors shall determine, or to the federal government or a state or local government for a public purpose.

**Approved at a Special Meeting of the Board of Directors on**  
\_\_\_\_\_, 20\_\_.

**Adopted at a Special Meeting of the members on**  
\_\_\_\_\_, 20\_\_.

Certificate of Approval and Adoption

Attested to:

By: \_\_\_\_\_  
Secretary

By: \_\_\_\_\_  
Charlie Vorisek, President and Chairman of  
the Board