

Proposed Bylaws Amendments

Additions Underlined

Deletions ~~Strikethrough~~

December 4, 2024

The Capital Area Greenbelt Association, Inc. A Pennsylvania Nonprofit Corporation Amended and Restated Bylaws

ARTICLE I – NAME

The name of the corporation is The Capital Area Greenbelt Association, hereinafter-designated “Association.”

ARTICLE II – PURPOSES AND POWERS

Section 1. PURPOSES. The Association is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (hereinafter the "Code") or any corresponding section of any future federal tax code, specifically including, but not limited to, acting as an advocate for the Capital Area Greenbelt through preservation, education, and financial support.

The purposes for which the Association operates:

- A) Support the maintenance and improvement of the Capital Area Greenbelt in partnership with municipalities that host and/or own it.
- B) Promote the establishment of trail connections to the Capital Area Greenbelt which support a pedestrian/bike trail network in the Harrisburg area.
- C) Promote the preservation and protection of the natural features, water resources and other environmental values of the public lands of the Capital Area Greenbelt.
- D) Participate in community service projects and/or recreational events consistent with the other purposes of the Association.

Section 2. POWERS. The Association shall have the power:

- A) To acquire, own, and utilize any real or personal property, or any interest therein, whatever situated.
- B) To sell, convey, mortgage, pledge, lease, exchange, or otherwise dispose of all or part of its property and assets, or any interest there, whatever situated.
- C) To invest its money and acquire, own, and dispose of obligations, capital stock, mutual funds, or other securities.
- D) To make contributions and donations.
- E) To raise funds to carry out of the purposes of the Association.
- F) To enter into any obligation appropriate for the transaction of its affairs, including contracts or other agreements.
- G) To exercise all of the powers and means appropriate to effect the purposes set forth in Section 1.

ARTICLE III - OFFICES

Section 1. OFFICE. The registered office of the Association shall be at such location in Pennsylvania as the Directors may from time to time determine.

Section 2. ALTERNATE OFFICE. The Association may also have offices at other places as the Board of Directors may select and the business of the Association may require.

ARTICLE IV – MEMBERS

Section 1. REQUIREMENTS FOR MEMBERSHIP. The Membership of the Association shall consist of all persons who are at least eighteen (18) years of age, interested in a desire to support the purposes of the Association and have paid their annual Membership dues, as established from time to time by the Board of Directors. The Board may establish any additional criteria for membership. No person shall become a member unless approved by the Board. Such approval may be denied for any reason deemed sufficient by the Board even though the applicant may meet the stated criteria for membership.

Section 2. RIGHTS. Members shall have the right to vote, to constitute a quorum, to be eligible for election to the Board of Directors, to initiate petitions to the Board of Directors, and to otherwise participate fully in the activities of the Association.

Section 3. ANNUAL DUES. Membership dues shall be set by the Board of Directors and shall be payable annually by all Members, the payment of such entitling an individual to one (1) calendar year of Membership. The Board of Directors may establish such Membership categories and corresponding annual dues as the Board of Directors deems to be in the best interests of the Association.

Section 4. ANNUAL MEMBERSHIP ASSEMBLY. The Membership shall meet annually. The Annual Assembly shall be at a time and place fixed each year by the Board of Directors. Notice of the Annual Assembly shall be provided by the Board to the Members no less than thirty (30) days prior to the date of the Annual Assembly. Among other agenda items as shall be determined by the Board, the Members shall elect Directors, as more specifically described in Article V hereof, at the Annual Assembly. ~~At the discretion of the Board, electronic means may be used to elect members of the Board.~~

Section 5. VOTING. Each Member shall be entitled to one vote in Record Form as defined in Article 15, Section 1 below, in person, by ballot, by mail or by proxy in accord with Section 6. Unless otherwise required by these Bylaws, the manner of voting on any matter, including changes in the articles or bylaws, may be by voice vote, show of hands, or by ballot, as determined by the Members present, or in Record Form if determined by the Board of Directors and a designation of the means of voting is sent with notice of the question to be voted upon. At any time that there shall be a sole Member of the Corporation, the sole Member shall act in writing, which shall be filed with the Secretary of the Corporation.

Section 6. VOTING BY PROXY. Any absent Member eligible to vote at any meeting of Members may be represented as present and may vote at such meeting by a proxy authorized in writing by the Member or by his or her duly authorized attorney in fact. Such proxy shall be executed or authenticated by the Member or the Member's duly authorized attorney-in-fact and filed with or transmitted to the Secretary of the Corporation or its designated agent. An email, internet communication or other means of electronic transmission from a member or attorney-in-fact or a photographic, facsimile or similar reproduction of a writing executed by a Member or attorney-in-fact may be treated as properly executed or authenticated for purposes of this paragraph, and shall be so treated if it sets forth or utilizes a confidential and unique identification number or other mark furnished by the Corporation to the Member for the

purposes of a particular meeting or transaction. A proxy shall be revocable at will but the revocation shall not be effective until notice of the revocation has been given to the Secretary of the Corporation or its designated agent in writing or by electronic transmission. A proxy shall not be revoked by the death or incapacity of the maker unless, before the vote is counted or the authority is exercised, notice of such death or incapacity is given to the Secretary of the Corporation.

Section 7. CONSENT OF MEMBERS IN LIEU OF A MEETING. Any action that may be taken at a meeting of Members may be taken without a meeting if a consent or consents setting forth the action to be taken shall be provided in writing by a majority of all Members who would be entitled to vote thereon at a meeting at which all Members entitled to vote were present and voting and shall be filed with the Secretary of the Corporation.

Section 8. ELECTRONIC MEETINGS. A meeting of Members may be held by means of the Internet or other electronic communications technology in a fashion pursuant to which the Members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the Members, pose questions to the Directors or others, make appropriate motions and comment on the business of the meeting. Such meeting need not be held at a particular geographic location.

Section 5 9. SPECIAL ASSEMBLIES. Special assemblies of the entire Membership may be called by the President, or the Board, and shall be called at the written request of 10% of the Membership. Special assemblies of any Membership Category individually may be called by the President, the Board or at the written request of 10% of the Members of such Membership Category. At least a ten (10) day written notice stating the time, place and purpose of any special assembly shall be given to the Members entitled to participate.

Section 6 10. QUORUM. A minimum of 10 (ten) Members present at an assembly shall constitute a quorum for the transaction of business at any assembly.

Section 7 11. MAJORITY VOTE. The act of a majority of the Members present and voting at an Annual Assembly shall be the act of the Membership. At the discretion of the Board, a vote of the membership may be taken by electronic means.

Section 8 12. ANNUAL ASSEMBLY PROCEDURES. Annual Assemblies of the Members shall be presided over by the President of the Board or, if the President is not present, by the Vice-President, or, if neither the President nor the Vice-President is present, by a Chairman to be chosen at the assembly. The Secretary of the Board shall act as Secretary of every assembly, but if the Secretary is not present, the President or other officer presiding over the assembly shall choose any member present to take meeting minutes.

ARTICLE V – BOARD OF DIRECTORS

Section 1. GOVERNING BODY. The property and affairs of the Association shall be managed and conducted by its Board of Directors, hereinafter designated “Board,” members of which shall serve without compensation.

Section 2. RESPONSIBILITIES. Except for the election of Directors, which is reserved by these Bylaws to the Members, the affairs of the Association shall be governed by its Board of Directors. The Board shall be responsible to the membership for recommending and

implementing strategic plans, programs, projects, and activities of the Association. The Board shall annually present to the members a report on the state of the Association and Greenbelt.

Section 3. POWERS. The Board may exercise all the powers of the Association, including the authority to conduct its business and to contract for services on behalf of the Association and its members.

Section 4. NUMBER OF DIRECTORS. The Board shall consist of not less than nine (9) and not more than fifteen (15) elected persons, all of whom are currently or shall become Members of the Association.

Section 5. TERMS OF OFFICE. The Directors shall be elected at the Annual Assembly of the Association, to serve for three (3) years beginning with the first day of the calendar year, and Directors are limited to two (2) consecutive terms. After serving the maximum time allowed, a person may again serve after being off the Board for at least one year. Approximately one-third of the Board shall be elected at each annual assembly. One third of the first slate of Directors shall be elected to a one-year term; one third shall be elected to a two-year term and one third shall be elected to three-year term. Board vacancies may be filled when the vacancy occurs. A portion of a calendar year of service shall count as a year of service in the term.

Section 6. NOMINATIONS. The slate of individuals to be elected to the Board shall be nominated by the Board Governance Committee, which shall be organized as described in Article VIII, Section 3. The Board Governance Committee shall present the slate of such individuals to the Board of Directors at the Board meeting immediately preceding the Annual Assembly of the Members. Those individuals approved by the Board shall be eligible for election to the Board at the Annual Assembly of the Members. The first slate shall be nominated by the Board Governance Committee with approval at a monthly Association meeting.

Section 7. ELECTION PROCEDURE. The new Directors shall be elected by a vote conducted at the Annual Assembly by secret ballot or through an election held by electronic ballot in December of each year. No Member shall be nominated without his/her consent. Those nominees receiving the highest number of votes shall be declared elected. A tie vote shall be resolved by another ballot confined to resolution of the tie.

Section 8. VACANCIES. Vacancies in, or additions to, the Board shall be filled by appointment of the Board at any regular meeting or special meeting of the Board, and such appointment shall last until the next Annual Assembly of the Membership or until their successors are duly elected and qualified, whichever occurs first.

Section 9. REMOVAL AND RESIGNATION. Any director may be removed with or without cause by vote of two-thirds of all other directors on the Board. Any director and/or officer may resign as such at any time upon submission of a written resignation to the Board of Directors or to the President. Failure to attend three (3) consecutive Board meetings without excuse without due reason and advance notice to the Board and/or failure to pay annual Membership dues in a timely fashion shall constitute grounds for removal at the discretion of the board.

Section 10. ANNUAL MEETING. The Annual Meeting of the Board shall be held at a time and place fixed each year by the Board; provided, however that the Board's Annual Meeting shall be held at some point after the Annual Assembly of the Members. Notice of the Board's Annual Meeting shall be provided by the Board President to the Directors no less than thirty (30) days prior to the date of the Annual Meeting. Among other agenda items as shall be determined by

the Board, the Board shall elect Officers, as more specifically described in Article VI, Section 2, at the Annual Meeting.

Section 11. REGULAR MEETINGS. Regular meetings of the Board shall be held at such times and places as designated by the Board; provided, however, that in no event shall the Board meet fewer than six (6) times per calendar year. Notice of regular meetings of the Board shall be provided to Directors no less than ten (10) days prior to such meeting. Meetings and voting may be conducted electronically. Board meetings may be conducted by telephone conference and Board members may attend Board meetings by telephone if authorized by the majority of the Board. The telephone conference shall be done such that all directors can hear each other. Regular in-person meetings will be advertised and open to the public.

Section 12. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place in Dauphin County, Pennsylvania, as the place for holding any special meeting of the Board called by them. Notice of special meetings shall be provided to Directors no less than 10 (ten) days prior to such meeting, and such notice shall provide a description of the topic(s) to be discussed at such meeting.

Section 13. QUORUM. Fifty-one percent (51%) of the Directors then in office shall constitute a quorum for the transaction of business at the Board's Annual Meeting, as well as at any regular or special Meeting of the Board.

Section 14. MAJORITY VOTE; UNANIMOUS WRITTEN CONSENT. The act of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise required by law or by these Bylaws. Any action which may be properly taken by the Board assembled in a meeting may also be taken without a meeting, if unanimous consent in writing setting forth the action taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes. The written consent will be filed with the minutes of proceedings of the Board of Directors or the committee.

Section 15. BOARD MEETING PROCEDURES. Meetings of the Board of Directors shall be presided over by the President of the Board or, if the President is not present, by the Vice-President, or, if neither the President nor the Vice-President is present, by a Chairman to be chosen at the meeting. The Secretary of the Board shall act as Secretary of every meeting, but if the Secretary is not present, the President or other officer presiding over the meeting shall choose any person present to take the meeting minutes.

ARTICLE VI – OFFICERS

Section 1. OFFICERS. The Officers of the Board shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as the Board may designate, all of whom must be Members of the Association. They shall serve without compensation; however, the Board may reimburse the Officers for reasonable, necessary, and documented expenses incurred on behalf of the Association.

Section 2. ELECTION. The Officers shall be elected at the Annual Meeting of the Board to serve for a single two (2) year term, beginning on the first day of the calendar year immediately following said Annual Meeting and until their successors are duly elected and qualified. Officers may be re-elected for up to three (3) consecutive two (2) year terms, and any individual serving

the maximum number of consecutive terms may be eligible for Officer service after a two (2) year absence from Officer service. If an Officer's term will extend beyond his/her term as Director, then his/her term as Director shall be deemed automatically extended to the end of his/her term as Officer.

Section 3. VOTING. The election of Officers at the Annual Board Meeting shall be by written ballot; provided, however, that if there is a single nominee for each office, the election may be by voice vote. At the discretion of the Board, votes may be accepted via electronic means.

Section 4. PRESIDENT. The President shall be the spokesperson for the Board and shall preside at all meetings of the Members, Board and Executive Committee. The President shall be the Chief Executive Officer of the Association and shall exercise all of the powers and perform all the duties normally pertaining to the office of President of a corporation; shall recommend to the Board such policies and actions as are deemed likely to be useful in carrying out the purposes of the Association. He/she shall sign all contracts, deeds, or other instruments made by the Association and shall, with Board concurrence, appoint Chairpersons of Committees; and shall be an ex-officio member of all Committees except the Governing Committee.

Section 5. VICE-PRESIDENT. The Vice-President shall perform the duties of the President in the absence or incapacity of the President, and other duties as designated by the President.

Section 6. SECRETARY. The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board and the members; shall assure that appropriate notice is given for all meetings of the Board and members; and shall perform other duties as may be prescribed by the Board or by the President.

Section 7. TREASURER. The Treasurer shall be responsible for the receipt and disbursement of funds of the Association; shall have custody of all funds and securities of the Association; shall be responsible for collecting dues and other receipts; shall maintain records of the Association's fiscal affairs for the current year; and shall make reports to the Board, at each Board meeting and to the members annually. He/she may be bonded as the Board may determine.

Section 8. VACANCIES. Should any Officer position become vacant, the Board shall elect a successor from the Board at the next meeting. The individual so elected shall serve for the unexpired term of said office.

Section 9. REMOVAL OF OFFICERS. Any Officer may be removed from office, with or without the assignment of any cause, by vote of two-thirds of all other Directors present at a duly convened meeting of the Board at which there is a quorum.

Article VII – EXECUTIVE COMMITTEE

Section 1. RESPONSIBILITY. The Executive Committee shall manage the business of the Association between meetings of the Board. To that end, the Executive Committee shall plan actions for the consideration of the Board; help committees to coordinate their inter-related activities; make recommendations to the Board; and carry out such other duties, responsibilities and authorizations as shall be specifically assigned by the Board. The minutes of the Executive Committee shall be distributed to the Board. It may execute all powers of the Board of a routine, usual, or emergency nature except for the appropriation of funds, which is limited to a maximum of \$500 without a full vote by the Board. The Executive Committee shall be convened by the

President upon his/her direction or upon request of any three (3) of its members. Three (3) of the Executive Committee members shall constitute a quorum.

Section 2. COMPOSITION. The Officers of the Board and one Director shall constitute the Executive Committee. The President shall nominate a single Director to a term of one year and upon Board approval shall serve on the Executive Committee.

ARTICLE VIII – COMMITTEES

Section 1. STANDING COMMITTEES. Following the annual election of officers, the incoming President shall appoint chairs of Standing Committees that may be necessary to carry out the program of the Association. Each Standing Committee Chair shall select such members as are qualified and willing to serve on the Committee. The standing committees of the Association shall be the Finance Committee, the Governing Committee, and the Membership Committee.

Section 2. FINANCE COMMITTEE. There shall be a Finance Committee to be chaired by the Treasurer, and consisting of such other individuals as are appointed to such committee by the Board. The duties of Finance Committee shall be to review and exercise oversight of the Association's annual budget, capital plan and the annual financial plan; and develop and modify (as necessary) policies relating to audits, accounting methods, financial reporting, fundraising, check writing and signatures, expenditure limits and financial operations of the Association. The Finance Committee shall generally exercise oversight of the Association's investment portfolio(s).

Section 3. BOARD GOVERNANCE COMMITTEE. There shall be a Board Governance Committee consisting of those individuals appointed to such committee by the Board. The duties of the Board Governance Committee shall include but are not limited to analyzing the needs of the organization, reviewing nominating issues, evaluating skills of current and incumbent Directors and Officers, identifying prospective Board members and preparing a nomination slate of Directors. The first Board Governance Committee shall be named at an Association meeting.

Section 4. MEMBERSHIP COMMITTEE. There shall be a Membership Committee consisting of those individuals appointed to such committee by the Board. The duties of the Membership Committee shall be to retain and increase the overall Membership of the Association and to oversee the timely payment of Membership annual dues.

Section 5. OTHER COMMITTEES. The Board may establish other committees to conduct special activities or functions of the Association. The President shall have the power to appoint and remove members and chairs of all committees. The Chair shall serve for the term of existence of the Committee or until removal or resignation. If any person who is not a Director is appointed to any committee of the Board, such non-director shall have no right to vote on any question that would create a binding obligation of the Association.

ARTICLE IX – FINANCE

Section 1. FISCAL YEAR. The fiscal year of the Association shall start on January 1 and end on December 31 of each year.

Section 2. EXECUTION OF DOCUMENTS. The President of the Board may sign and execute in the name of the Association all authorized deeds, mortgages, bonds, contracts, and other instruments, provided such action has been previously approved by the Board.

Section 3. INSTRUMENTS OF INDEBTEDNESS. All checks and other obligations issued in the name of the Association for amounts of less than \$500 shall be signed by the Treasurer. Any amount of \$500 or more must be signed by the President or the Treasurer and a second signature by the President, the Treasurer or a member of the Board authorized by a vote of the Board.

Section 4. ANNUAL FINANCIAL REPORT. The Treasurer shall prepare annually a balance sheet and a financial statement of operations for the preceding fiscal year. Such statement shall be provided to the membership at the Annual Assembly.

Section 5. ANNUAL AUDIT. The Board shall appoint an independent auditor who is neither an officer nor a director of the Association to review the books of the Association prior to the Annual Assembly each year.

Section 6. LIMITATIONS. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes set forth in the Articles of Incorporation and these Bylaws. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

ARTICLE X – CONFLICTS OF INTEREST

Section 1. CONFLICTS OF INTEREST POLICY. No director of the Association shall vote on, recommend, or participate in any decision relating to any contract or transaction in which he/she or his/her employer or family member has any financial interest.

Section 2. ANNUAL DISCLOSURE STATEMENT. The Conflicts of Interest Policy shall require each Director and Officer to annually complete and submit to the Board by January 1 of each year a statement: (a) disclosing the facts relating to any actual or potential transaction or arrangement with the Association that would provide a financial benefit, directly or indirectly, to the Director or Officer or his or her family ("Conflict of Interest"); or (b) stating that the Director or Officer has no Conflict of Interest. The President shall report any disclosures to the Board at the next regular meeting following submission of such annual statements.

ARTICLE XI – DIRECTOR LIABILITY LIMITS; INDEMNIFICATION

Section 1. LIMITATION ON DIRECTOR MONETARY LIABILITY. A Director of the Association shall not be personally liable for monetary damages as Director for any action taken, or for any failure to take any action, unless;

- (a) the Director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 5712 of the Act and any amendments and successor acts thereto; and
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

Provided, however, the foregoing provision shall not apply to

- (a) the responsibility or liability of a Director pursuant to any criminal statute or
- (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

No amendment to or repeal of this Bylaw shall apply to or have any effect on the personal liability for monetary damages of any Director of the Association for, or with respect to, any act or omission of such Director occurring prior to such amendment or repeal.

Section 2. INDEMNIFICATION. The Association shall indemnify any Director or Officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to, or who is called as a witness in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Association) (a “Proceeding”) by reason of the fact that such person is or was a representative of the Association, or is or was serving at the request of the Association as representative 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 in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful or recklessness; and provided, further, however, in instances of a claim by or in the right of the Association, 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 Association 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 Association 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.

Section 3. PROCEDURE. Unless ordered by a court, any indemnification under Section 2 or otherwise permitted by law shall be made by the Association only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the officer or Director has met the applicable standard of conduct set forth under that section. Such determination shall be made:

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

Section 4. ADVANCEMENT OF EXPENSES. The Association shall advance expenses incurred by an Officer or Director who may be eligible for indemnification pursuant to this Article in defending a Proceeding unless such Proceeding is brought against the person by or the right of the Association, and may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Association.

Section 5. CONTINUING RIGHT TO INDEMNIFICATION. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be a Director or Officer of the Association and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 6. OTHER RIGHTS. This Article shall not be exclusive of any other right which the Association may have to indemnify any person as a matter of law.

Section 7. INSURANCE. The Association will purchase and maintain insurance on behalf of any person who is or was a Director or Officer or representative of the Association, or is or was serving at the request of the Association as a representative of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Association has the power to indemnify such person against such liability under the laws of this or any other state.

Section 8. REPEAL OR AMENDMENT. The repeal of this Article or any amendment thereof which may impair or otherwise diminish the protection afforded hereby to the persons described herein shall be effective only with respect to acts or omissions by such persons which occur after the effective date of such repeal or amendment and shall have no effect whatsoever with respect to acts or omissions occurring prior to such effective date.

ARTICLE XII – GIFT AND ENDOWMENTS

Pursuant to policies developed by the Board or appropriate committee, any Officer of the Association may accept gifts and/or endowments of any type on behalf of the Association; provided, however, that gifts or endowments of real property will require approval of the Board, which shall consult with appropriate financial and legal advisors before accepting the same, to ensure that clear legal title can be granted to the Association and that the gift will be of benefit to the Association.

ARTICLE XIII – DISSOLUTION OF THE ASSOCIATION

Upon the dissolution of the Association, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local

government, for public purposes. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV – AMENDMENTS TO BYLAWS

~~The Bylaws of the Association may be amended as follows: The Bylaws Committee shall present suggested amendments to the Board for approval. Upon approval by the Board by a two thirds majority, such amendments shall be presented to the Members in the notice of the Annual Assembly of the Members or a special assembly of the membership and approved at such assembly in accordance with Article IV hereof.~~

The Bylaws may be amended by a majority of all Members at any duly convened meeting of Members or, to the extent not prohibited by law, by vote of the majority of all Directors (see Section 5504 of the PA Nonprofit Corporation Law) in office at a duly convened meeting of Directors, after written notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

ARTICLE XV – MISCELLANEOUS

Section 1. DEFINITIONS.

- (a) Written. Whenever a written document or written action is required by these Bylaws, it shall be sufficient if such document is provided or action is taken in Record Form.
- (b) Record Form. “Record Form” means inscribed on a tangible medium or stored in an electronic or other medium and retrievable in perceivable form.
- (c) Sign or Signature. Whenever these Bylaws require a signature or a signed document, it shall be sufficient if the person signing acts with present intent to authenticate or adopt information in Record Form and (1) manually signs or adopts a tangible symbol or (2) attaches to, or logically associates with, information in Record Form an electronic sound, symbol or process.

Section 2. POLICIES. The Board shall adopt policies dealing with conflicts of interest, whistleblower protection, and document retention and destruction.

Section 3. HEADINGS. In interpreting these Bylaws, the headings of articles shall not be controlling.

Section 4. BOND. If required by the Board, any person shall give bond for the faithful discharge of the person’s duty in such sums and with such sureties as the Board shall determine.

Section 5. SUBVENTIONS. The Corporation shall be authorized, by resolution of the Directors, to accept subventions on terms and conditions not inconsistent with the Act and to issue certificates therefor.

Bylaw Updates:

Adopted: October 19, 2016

Amended: January 17, 1996