
BYLAWS
OF
VALLEY MOUNTAIN BIKERS
(a Pennsylvania nonprofit corporation)
INCORPORATED UNDER THE LAWS
OF THE
COMMONWEALTH OF PENNSYLVANIA

***Adopted by the Board of Directors on _____.**

*These Bylaws were duly adopted by the VMB Membership contemporaneously with Member approval to convert to a self-perpetuating, Board-governed nonprofit, on November 21, 2024.

BYLAWS

of

VALLEY MOUNTAIN BIKERS

ARTICLE I
GENERAL

I.1 Name. The name of the Organization is “Valley Mountain Bikers” (the “Organization”).

I.2 State of Incorporation. The Organization was formed on May 19, 2004, as a Pennsylvania nonprofit corporation, organized under the Pennsylvania Nonprofit Corporation Law of 1988 (the “Act”).

I.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 file a Statement of Change of Registered Office with the Pennsylvania Department of State.

I.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 determine, or as the activities of the Organization may require.

I.5 Corporate Seal. The Organization shall not use a corporate seal and all documents, instruments, and agreements executed and delivered by the Organization shall have the same efficacy as if a corporate seal had been affixed thereto.

I.6 Fiscal Year. The fiscal year of the Organization shall be December 31st or other such period as determined by the Board.

I.7 Purposes. The purposes of the Organization are as provided in the Articles of Incorporation.

1.7.1. The Organization is dedicated to promoting, preserving, and enhancing mountain biking by:

- a) Educating and promoting responsible trail use and ethical behavior within the mountain bike community to ensure a safe and enjoyable trail experience for all users.

- b) Working with state parks, county parks, township parks, city departments, landowners, and environmental societies to map, preserve, steward, and develop multi-use and mountain bike specific trails.
- c) Improving access to mountain biking and increasing the diversity of the mountain bike community.
- d) Organizing volunteer work groups to repair, create, clean up, and maintain sustainable multi-use trails following "International Mountain Biking Association" standards.
- e) Hosting, promoting, and volunteering at races and bicycle events.
- f) Acting as a liaison between trail users and public land managers to promote respect for and care for public trails.
- g) Acting as a partner for open space conservation and recreational trail use opportunities.

1.7.2 International Mountain Biking Association ("IMBA") Affiliated Club. The Organization shall take all necessary steps to remain an active Affiliated Club Member of IMBA as set forth in a duly executed Local Services Agreement between the Organization and IMBA. The Organization's Board of Directors shall review the Local Services Agreement annually to ensure that it is in compliance with its responsibilities under the Agreement and that the Agreement continues to further the Organization's purpose.

1.7.2.1 Geographic Scope and Territory. The Organization shall operate within the general geographic scope of Eastern Pennsylvania as specified by IMBA.

1.8 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(a) 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.

ARTICLE II

MEMBERSHIP

II.1 Membership. The Organization shall have no Members, as that term is defined by the Act.

II.1.1 Conversion to Board-Governed Nonprofit. Pursuant to the Organization's original Articles of Incorporation, filed on May 19, 2004, the Organization was a Member-governed nonprofit. On November 21, 2024, the Membership duly

elected to convert to a Board-governed nonprofit organization and without Members as defined under Section 5103(a) of the Act. Amended and Restated Articles were filed on February 19, 2025, to formalize this conversion.

II.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**

III.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 only one vote, regardless of any officer position that the Director 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.

III.2 Number. The Board of Directors shall consist of not less than nine (9) and no more than fifteen (15) Directors who shall be natural persons (collectively, the “**Board**,” “**Board of Directors**,” or “**Directors**,” and individually, a “**Director**”). The number of Directors shall be set by the Board of Directors and may be increased or decreased from time to time by a vote of a majority of the Directors then in office.

III.3 Qualifications. Directors must be at least eighteen (18) years of age and must have an ability to participate effectively in fulfilling the responsibilities of the Board of Directors. Directors need not be residents of the Commonwealth of Pennsylvania.

III.4 Election. The Director position/s shall be determined 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. At least thirty (30) days in advance of the annual meeting at which Directors will be elected, the Secretary shall announce to it members and existing Board of Directors, the number of Directors to be elected, that the nomination process for Board members is open, and that nominations for Board members may be submitted to the Board by the method the Secretary directs, all such nominations to be considered at the annual meeting by the Board. Each current Director may nominate and/or vote for themselves as a successor Director. Nominations need not be seconded.

At the annual meeting, 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, with each Director having

one vote, which shall be recorded by the Secretary. A majority vote of the Board shall be interpreted to mean that one voting procedure will select all vacant Director positions, with the highest number of votes electing each respective vacant position. For example, if there are three available positions, every Director gets one vote and the nominees with the three highest votes are elected to fill the vacancies. In the event of a tie, there shall be a separate election for the tied position and a majority vote shall prevail. If this vote results in a tie, the Board President shall decide the winner and such decision shall be final.

III.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 the Director was elected or until the Director's successor has been elected and qualified, or (b) the Director's earlier death, resignation, or removal. Terms shall be staggered so that, as nearly as possible, an equal number of terms shall expire each year. Directors may serve no more than two (2) consecutive terms. Thereafter they may be elected to the Board, subject to the same terms of his paragraph 3.5.

III.6 Resignation of Directors. A Director may resign at any time by giving written notice to the President and to the Secretary of the Organization. The resignation shall be effective upon receipt by the President or Secretary or at such subsequent time as may be specified in the notice of resignation.

III.7 Removal of Directors. A Director that misses three (3) consecutive board meetings, without providing advance written notice stating a reasonable cause for their absence, is deemed automatically removed from the Board of Directors. An officer, Director, or Committee member may be removed at any time and for any reason (i.e., with or without cause) by a vote of two-thirds of the full Board. The President or any Director can make a motion at any time during a Board meeting to propose the removal of any Director(s). No advance notice and 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 within the same fiscal year.

III.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. Any Director so elected shall serve for the balance of the term to which the Director is elected, and the balance of such term shall count as a term for purposes of calculating term limits under Section 3.5 of these Bylaws.

III.9 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. One of the Organization's regular meetings shall be designated as an annual meeting of the Board of Directors, to be held each year at a date to be set by the Board of Directors 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 the annual meeting on another date during the year, provided that proper notice is given.

III.10 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President, or upon the written request of at least one-third of the Directors delivered to the Secretary. See Article VII of these Bylaws for the notice requirements. Any such request by the Directors shall state the time and place (or access information if the meeting is held by telephone or video conference call) of the proposed meeting and, upon receipt of such request, it shall be the duty of the Secretary to promptly issue the notice for such meeting. If the Secretary neglects to or is unavailable to issue such notice, the Directors making the request may issue the notice.

III.11 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 video conference call as provided in Section 3.12 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. Directors may not attend nor participate in any meeting by proxy, and Directors may not vote by proxy. Directors may not vote by email or any other electronic means, except in connection with signing unanimous written consents in accordance with Section 3.13 of these Bylaws.

III.12 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 3.12 shall constitute “in person” presence at the meeting.

III.13 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 of the members of the Board or committee, as the case may be, consent to the action in writing by affixing their signatures to a document(s) that is circulated for signature by electronic means (for example, through DocuSign or as an attachment to an email), and the signed document is – or signed documents, if they are signed in counterparts, are – filed with the Secretary of the Organization.

III.14 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 the Director's position (see 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 3.14 shall not provide liability protection to any Director with regard to the Director's violations of any criminal statute, or the Director's failure to make payment of taxes pursuant to federal, state, or local law.

Any repeal or amendment of this Section 3.14 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.

III.15 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 the Commonwealth of Pennsylvania to be considered in the circumstances and those interests and factors listed in Section 5715(a) of the Act (relating to exercise of powers generally) or Section 5716(a) of the Act (relating to alternative standard) that the Director considers appropriate. In performing their duties, Directors are 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 or 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 believe 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 the Director's 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.

III.16 Compensation of Directors; Reimbursement of Expenses. 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. The Organization generally expects Board members to incur expenses without reimbursement; however, the Board may adopt a policy to allow for reimbursement of Directors' expenses, provided that such expenses shall be reimbursed only for ordinary, necessary, and reasonable expenses incurred in the performance of their duties as Board members and 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. Any expense reimbursements permitted must be made in accordance with procedures established by the Organization.

III.17 Loans to Directors. No loans shall be made by the Organization or to any of its Directors.

ARTICLE IV COMMITTEES

IV.1 Committee Composition & Authority. The Board of Directors shall appoint committee chairs and members and all shall serve at the pleasure of the President of the Board; each Standing Committee's chairperson must be an Officer (as defined below). Individuals appointed to committees need not be Directors. There shall be Standing Committees as defined in Section 4.6. If the voting members serving on a committee are not also Directors, the committee may only function as an advisory committee – i.e., it can only exist for the purpose of making recommendations to the Board and may not act on behalf of the Organization. If the Board desires that a committee be authorized to act on behalf of the Board in any capacity, any committee members who are not Directors may only serve in an advisory capacity such that their votes are not binding when the committee takes a vote, and their attendance may not be counted for purposes of establishing a quorum at a committee meeting. Except as otherwise provided in these Bylaws, the Articles of Incorporation, or the Act, any committee may only exercise such powers and functions as the Board of Directors may from time to time determine. See Section 5731 of the Act for limitations on the power and authority of committees.

IV.2 Committee Service. Committee members may remain on committees after elections, and the composition of such committees may be revisited at any time by the President, newly elected or otherwise, in consultation with the Board.

IV.3 Vacancies. Any vacancy of any committee chairperson position shall be filled per majority vote of the Board.

IV.4 Committee Meetings & Reports. Committee meetings shall be scheduled by each committee's chairperson on an as-needed basis. Each 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 President. The chairperson of each committee shall present the report. If the chairperson of a committee is unable to attend the meeting to present the committee report, then the chairperson of that committee may designate another member of

the committee to present its report. The Board of Directors may adopt rules of procedure (e.g., charters and protocols) as it deems necessary for the conduct of the affairs of each committee.

IV.5 Quorum. Unless a committee approves a greater or lesser number, a majority of its members entitled to vote shall constitute a quorum (for any committees authorized to act on behalf of the Organization, only Directors on the committee are entitled to vote). Each member of a committee is entitled to only one vote.

IV.6 Standing Committees.

IV.6.1 Executive Committee. There may be an Executive Committee, which 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 creation or 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 that by its terms is amendable or repealable only by the Board;
- 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 (see Section 6.2 of these Bylaws for Board approval required).

Any action of committees bestowed with the authority to act on behalf of the Board shall be communicated to the Board at the next Board meeting. Subject to the restrictions on the committee powers provided in this Section 4.1, ratification of committee action is not required.

IV.6.2 Finance Committee. The Treasurer shall serve as the Finance Committee Chair. This Committee shall be responsible for assisting the Board in fulfilling its oversight responsibilities related to the financial operations of the Organization including but not limited to: (1) reviewing and making recommendations to the Board regarding the Organization's annual budget, including the process used to determine the budget; (2) reviewing and recommending financial policies and procedures to the Board; (3) monitoring the Organization's financial condition, financial reporting, and cash flows; (4) ensuring compliance with legal and regulatory requirements related to financial matters; (5) overseeing the annual audit process and reviewing annual audited financial statements, as required by the law; (6) monitoring the Organization's investment policies and performance, recommending changes as necessary; (7) reviewing and making recommendations regarding the Organization's investment objectives,

strategy, reporting and performance; (8) recommending Organization Investment Policies; and (9) any other reasonably necessary activities that ensure the financial integrity of the Organization.

IV.6.3 Governance Committee. The Vice President shall serve as the Governance Committee Chair. This Committee shall be responsible for assisting the Board in fulfilling its oversight responsibilities related to the Governance responsibilities of the Organization including but not limited to: (1) reviewing the Board's composition and identifying, recruiting, and recommending candidates for Board service; (2) ensuring the processes for voting on the Board of Directors is done so in accordance with these Bylaws; (3) ensuring the Committees are run effectively and efficiently and making recommendations to the Board regarding such matters; (4) arranging for oversight orientation of Directors and Officers, including education and self-assessment programs; (5) reviewing the structure, charters, processes, and practices of the Board and Board Committees, as applicable and ensuring compliance thereto; (6) reviewing the governance documents, including these Bylaws, to ensure that the Organization is abiding by the same, and engaged in best practices; and (9) any other reasonably necessary activities that ensure the integrity of the Organization.

IV.7 Other Committees. The Board of Directors may establish additional standing, task, or special committees and designate their function and responsibility. Individuals appointed to committees need not be Directors, but any committee members who are not Directors may only serve in an advisory capacity such that their votes are not binding on the Organization or the committee, and their attendance may not be counted for purposes of establishing a quorum at a committee meeting. Except as the Board may otherwise determine, the President shall appoint all committee members and committee chairs.

ARTICLE V

OFFICERS

V.1 Officers. The officers of the Organization shall be natural persons of at least eighteen (18) years of age, and there shall be a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be Directors currently in office and who shall be elected as officers by the Board of Directors at the Directors' January meeting. Each officer position must be held by a separate individual. In addition, as the Board of Directors may determine necessary, there may also be one or more assistant officers, including more than one Vice-President. Holding an officer position does not grant any Director greater voting authority or additional voting privileges.

V.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 President) a functional title in word or words descriptive of the officer's powers or the general character of the officer's duties.

V.3 Selection, Terms. The officers of the Organization shall be elected by the Board of Directors at their annual meeting (or in accordance with Section 3.9) and shall serve for a term of one (1) year. Officers may serve no more than three (3) terms, consecutive or otherwise. Each officer shall hold office until (a) the later of the expiration of the term for which the officer was elected or until the officer's successor has been elected and qualified, or (b) until the officer's earlier death, resignation, or removal.

V.4 Resignation of Officers. Any officer of the Organization may resign at any time by giving written notice to the President and to the Secretary of the Organization. The resignation shall be effective upon receipt by the President and Secretary or at such subsequent date as may be specified in the notice of resignation.

V.5 Removal of Officers. Any officer of the Organization may be removed, or the officer's authority may be revoked by resolution of the Board of Directors, whenever in the Board's 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.

V.6 Vacancies. Any vacancy in any office shall be filled by the Board. The elected officer shall fill the balance of the term to which the officer is elected or appointed.

V.7 Compensation of Officers; Reimbursement of Expenses. The salaries or compensation, if any, of all officers of the Organization shall be fixed by, or in the manner prescribed by, the Board of Directors, provided that 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 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 3.16, the Organization generally expects officers to incur expenses without reimbursement; however, the Board may adopt a policy to provide for reimbursement of officers' expenses, provided that such expenses shall be reimbursed only for ordinary, necessary, and reasonable expenses incurred in the performance of their duties as officers and 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. Any expense reimbursements must be made in accordance with procedures established by the Organization.

V.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.

V.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.

V.10 Loans to Officers. No loans shall be made by the Organization to any of its officers.

V.11 President; Powers and Duties. The President 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 President. The President shall preside at all meetings of the Board of Directors. The President 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 President shall be responsible to the Board of Directors for the application and implementation of policies adopted by the Board of Directors. The President shall oversee and lead the Executive Committee. Unless otherwise provided by the Board in the resolution creating the committee, the President shall be a voting member of each committee.

V.12 Vice President(s); Powers and Duties. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President; and if there is more than one (1) Vice President, 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 President also shall have such powers and perform such duties as may be assigned by the President and the Board of Directors. The Vice President shall ensure that all legal responsibilities of the Organization are met on a timely basis. The Vice President shall oversee and lead the Governance Committee.

V.13 Secretary; Powers and Duties. The Secretary shall attend all meetings of the Board and the Executive Committee and record all the votes and meeting minutes in books to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board or by the President.

V.14 Treasurer; Powers and Duties. The Treasurer shall help ensure that the Organization's tax returns are reviewed and approved by the Board and are timely filed, and that an annual audit, review, or compilation of the Organization's books and records is performed by an independent accountant selected by the Board if required by Pennsylvania law or any other applicable jurisdiction. The Treasurer shall be notified of the selection of and changes made to the banking institutions and to the investment of any of the Organization's funds and shall help ensure that the Board receives regular reports on the finances of the

Organization. The Treasurer shall oversee and lead the Finance Committee. The Treasurer shall perform such other duties as from time to time may be assigned by the President or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond in such sum and with such surety or sureties as the Board of Directors shall determine for the faithful discharge of the Treasurer's duties and for the restoration to the Organization, in case of the Treasurer's death, resignation, retirement, or removal from office, of all books, records, money, and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the Organization.

V.15 Delegation of Officers' Duties. Officers may delegate their duties to a 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 an officer's powers or duties, for the time being, to any person.

V.16 Executive Director. An Executive Director may be appointed by the Board of Directors. The Executive Director shall not be a Director or an officer of the Organization. The Executive Director shall be accountable to the Board of Directors and shall perform the duties and functions as may be prescribed from time to time by the Board of Directors in a job description and offer letter or through an employment contract. At least once each calendar quarter, the Executive Director shall prepare a report for presentation to the Board of Directors on the general operations and financial status of the Organization. Such report must include, but is not limited to including, updates on the Organization's programs, committee work, fundraising activities, partnerships, and other matters that pertain to the general operations and financial health of the Organization.

ARTICLE VI

FINANCIAL AND CONTRACTUAL TRANSACTIONS

VI.1 Contracts. The Executive Director may execute all contractual documents in the name of the Organization including deeds, mortgages, bonds, vendor contracts, and other instruments, except in cases where the execution of these documents is expressly delegated by the Board to some other officer or agent of the Organization or in situations in which a co-signatory is required. If required by law or by any third party or by the Board, an officer of the Board may be required to co-sign the document, or to provide a written verification certifying that the document was signed by the Executive Director.

VI.2 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.

VI.3 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 may be signed by the Executive Director, or in such other manner as determined by the Board of Directors or as required by law.

VI.4 Payments. All checks, notes, drafts, or other orders for the payment of money issued in the name of the Organization shall be signed by the Organization's Executive Director or by the Chief Operating Officer in accordance with a transaction approval and payment authority policy or in such other manner as determined by the Board of Directors.

VI.5 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").

VI.6 Gifts. The Organization may accept any gift, grant, devise, bequest, or contribution (hereinafter "**Gift**") for the general purposes or for specific purposes of the Organization. The Organization 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 separately adopt a gift acceptance policy for the purpose of vetting Gifts.

ARTICLE VII

NOTICES

VII.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.

VII.2 Notice of Board of Director's Meetings. Written notice of every meeting of the Board of Directors, whether held by telephone or video conference or otherwise, shall be given to each Director at least three (3) days prior to the day designated for the meeting. Such notice shall specify the place (and/or access information for meetings held exclusively by telephone or video conference), date, 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.

VII.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 in the case of a special meeting of the Board of Directors or as otherwise required by the Act, 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**

VIII.1 Dissolution. In the event of the liquidation, dissolution, or winding up of the Organization, as provided in the Organization's Articles of Incorporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. No Director or officer of the Organization or any other private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Organization.

ARTICLE IX **INDEMNIFICATION AND INSURANCE**

IX.1 Representative Defined. For purposes of this Article, "representative" means any Director or officer or employee or agent, including volunteers, of the Organization.

IX.2 Indemnification in Third-Party Proceedings. 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; for indemnification of actions by or in the right of the Organization, see Section 9.3 below), by reason of the fact that such person is or was a representative of the Organization, or is or was serving at the request of the Organization as a Director, officer, employee, agent, or other 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 by the representative in connection with the action or proceeding if the representative acted in good faith and in a manner the representative 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 the representative's 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 representative did not act in good faith and in a manner that the representative 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 the representative's conduct was unlawful.

IX.3 Indemnification in 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 such person is or was a representative of the Organization, or is or was serving at the request of the Organization as a Director, officer, employee, agent, or other 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) actually and reasonably incurred by the representative in connection with the defense or settlement of the action if the representative acted in good faith and in a manner the representative reasonably believed to be in, or not opposed to, the best interests of the Organization. Indemnification shall not be made under this Section 9.3 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.

IX.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 the representative has 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.

IX.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 the representative is not entitled to be indemnified by the Organization as authorized in this Article or otherwise.

IX.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 the person's official capacity and as to action in another capacity while holding that office. Article XI (relating to conflicts of interest) shall be applicable to any bylaw, contract, or transaction authorized by the Directors under this Section 9.6; however, no indemnification

may be made by the Organization under this Article IX 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.

IX.7 Duration and Extent of Coverage; Indemnification of Former Representatives.

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.

IX.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, the representative's 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.

IX.9 Insurance. The Organization shall 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 such person and incurred in any such capacity, or arising out of the person's status as such, whether or not the Organization would have the power to indemnify the person 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

X.1 Fundraising and Solicitation. The Organization shall ensure that its fundraising and solicitation activities and materials meet federal and state law requirements and that these activities and materials are accurate, truthful, and candid.

ARTICLE XI

CONFLICT OF INTEREST POLICY AND PROHIBITED ACTIVITIES

XI.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 members, 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.

XI.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 Director, 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 of the Code.

XI.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

XII.1 Bookkeeping; Recordkeeping. The Organization shall keep (a) complete and accurate financial books and records; (b) minutes of all meetings of the Board and of any committees; (c) the original or a copy of its Articles of Incorporation (and any amendments thereto) and Bylaws, including all amendments thereto, certified by the Secretary; (d) a list of the names and contact information of its current Directors and officers; (e) a copy of the Organization's IRS Form 1023; and (f) 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 records retention policy.

XII.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

AMENDMENTS

XIII.1 Articles of Incorporation and Bylaws. The Articles of Incorporation or Bylaws may be altered, amended, or repealed by a vote of two-thirds of the Directors in office at the time of the proposed action. Notice of proposed amendments shall be provided to the Directors in writing thirty (30) days before a special meeting called to consider and vote on the proposed amendments.

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