



Restated Corporate Bylaws of
Sights for Hope
A Pennsylvania Nonprofit Corporation

Enacted as of January 19, 2022

Article I.
Declarations

1.1 Name

The name of the corporation shall be Sights for Hope (hereafter referred to alternatively as “corporation,” “organization,” or “agency”).

1.2 Registered Office

The registered office of Sights for Hope shall be at 845 West Wyoming Street, Allentown, Lehigh County, Pennsylvania, 18103 (also known as its “Lehigh Valley Services Center”), until otherwise established by an amendment of its Articles of Incorporation or by action of its Board of Directors with a record of such change filed with the Pennsylvania Department of State.

1.3 Additional Offices

Sights for Hope may have such other offices (or “services centers”) in the Commonwealth of Pennsylvania as its Board of Directors may determine or as the affairs of the corporation may require.

1.4 Service Year and Fiscal Year

Sights for Hope’s service year and fiscal year shall begin on July 1 and end on the following June 30.

1.5 Service Area

Sights for Hope's service area shall encompass Lehigh and Northampton counties in Pennsylvania (also known collectively as "Lehigh Valley") and Monroe County in Pennsylvania.

1.6 Purpose

The corporation shall be organized and operated to qualify and operate as a domestic nonprofit corporation under the Pennsylvania Nonprofit Corporation Law of 1988, or the corresponding provisions of any successor statute; to qualify and operate as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "code"), or the corresponding provisions of any successor statute; and to do everything reasonably necessary or appropriate for the accomplishment of the foregoing purposes.

1.7 Mission Statement

The mission of Sights for Hope is: To provide people with visual impairments the skills, supports, and solutions that advance their self-sufficiency.

1.8 Vision Statement

The vision of Sights for Hope is: To transform the lives of people with visual impairments by removing the barriers to their independence and success.

1.9 Commitment to Diversity and Inclusion

As the human eye is built to see all colors in the spectrum of light – red, orange, yellow, green, blue, indigo, and violet – Sights for Hope respects the beauty and strength of humanity's rich and colorful tapestry. Therefore, it shall be the organization's policy to serve all people regardless of economic capacities, cultural backgrounds, ethnicities, sexual orientations, genders, identifications, and ages and strive to foster an environment in which everyone feels valued, understood, appreciated, cared for, and empowered. The organization shall condemn and shall not tolerate racism or intolerance in any form. The manifestations of these values – including the organization's people, services, and exhaustive efforts to provide solutions at little or no cost – reflect a philosophy that a visual impairment should never be a barrier to achievement, independence, dignity, and hope for anyone.

Article II.

Board of Directors

2.1 Authority of the Board of Directors

The Sights for Hope Board of Directors (or alternatively “Board of Directors” or “board”) is the corporation’s governing body and undertakes the responsibilities as indicated in the following.

- To hold fiduciary responsibility for the organization.
- To ensure execution of and adherence to the agency’s mission and vision.
- To establish a strategic plan on a cyclical basis and to monitor the plan’s implementation.
- To establish the qualifications, authority, compensation, and duties of the organization’s Chief Executive Officer.
- To appoint, evaluate, and terminate the Chief Executive Officer at its discretion.
- To approve operations policies related to the organization’s personnel.
- To approve the organization’s annual budget and monitor performance related to that budget.
- To oversee and provide governance related the ethical and legal operation of the organization.

2.2 Board Membership

The Sights for Hope Board of Directors shall have no less than 13 members (or “board members” or “directors”) and no more than 21 members. Directors shall be persons 18 years of age or older who by virtue of their experiences and demonstrations of leadership are able to assist the organization in pursuing its mission and vision. The board shall seek a diverse membership from the organization’s entire geographic footprint – including individuals who have an interest in the organization’s mission, have been served by the organization, and/or have specific skills that shall be useful to the organization.

The board shall be comprised of four types of directors with rights, responsibilities, and privileges, as indicated in the following.

Community Directors

There shall be no less than 10 and no more than 18 Community Directors who are elected by the board's membership.

Client Director(s)

There shall be at least one (1) director who is a Sights for Hope client with a qualified visual impairment. Each Client Director also shall be elected by the board's membership and have all standing, rights, and privileges of a Community Director.

Endowment Foundation Director

The affiliated Sights for Hope Endowment Foundation (hereafter "endowment") shall elect one member of its Board of Directors (hereafter "endowment board") to the Sights for Hope Board of Directors. This director shall be identified as the board's Endowment Foundation Director.

Lions Leadership Director

The Immediate Past District Governor of Pennsylvania Lions District 14-K shall serve as a Lions Leadership Director immediately following their District Governor term.

2.3 Expectations of Directors

All directors shall meet the expectations as indicated in the following.

- To attend at least two-thirds (67%) of board meetings held typically each fiscal year (July 1-June 30). Directors may participate by remote or virtual communication – including conference calls and videoconferencing.
- To be prepared appropriately to participate actively in each meeting.
- To serve on at least one (1) standing committee.
- To represent Sights for Hope in the best possible manner as an ambassador of the organization in all situations and contexts.
- To recognize the value of individual giving and support of the organization, to appreciate the critical role that the board plays in achieving additional fundraising opportunities for the organization, and to commit to making an annual contribution commensurate with their ability.
- To adhere to the organization's bylaws, policies, and procedures, and values.
- To maintain confidential information about the organization to which they become privy.

- To disclose all established and potential conflicts of interest related to their board membership and to recuse themselves from any discussion and/or vote that represents or may represent a conflict of interest.
- To attend an orientation session prior to their first meeting as a board member.
- To offer suggestions of potential successors upon their resignation from the board and/or the approach of the end of their board tenure.
- To provide consent for their likeness and/or voice to be used by the agency for promotional purposes.
- To promote the organization to the extent of their ability through their external contacts, professional networks, and presences on mass communications platforms.
- To sign a board member agreement on an annual basis.

2.4 Board Membership Terms

Terms and term limitations of directors shall be as indicated in the following. Any director who reaches their maximum term of office shall become re-eligible for board membership after being off the board for one (1) year.

Community Directors

Community Directors shall be elected to terms of three (3) years. No Community Director shall be eligible to serve more than three (3) consecutive terms.

Client Directors

Client Directors shall be elected to terms of three (3) years. No Client Director shall be eligible to serve more than three (3) consecutive terms.

Endowment Foundation Director

The Endowment Foundation Director shall serve one or more term(s) of three (3) years and may continue to serve three-year terms as long as they are a member of the endowment board and elected to serve by the endowment board.

Lions Leadership Director

The Lions Leadership Director shall serve a term of one (1) year starting on July 1 immediately following the conclusion of their tenure as District Governor of Pennsylvania Lions District 14-K. The Lions Leadership Director may at the board's discretion be elected subsequently to a term of two (2) years as a Community Director and up to two additional terms of three (3) years as a Community Director.

2.5 Board Officers

The officers of the Board of Directors shall be a Board President, Board Vice President, Board Treasurer, and Board Secretary. The board may create such other offices as it considers necessary. The authorities and responsibilities of these officers shall be as indicated in the following.

Board President

The President of the Board of Directors shall be the organization's Chief Corporate Officer. The Board President shall call and preside over all meetings of the Board of Directors and the Executive Committee, approve the appointment of chairs and members of all committees unless directed herein, and serve a voting ex-officio member of all board committees. The Board President may not execute notes, warrants, bonds, mortgages, and other documents to transact business outside the ordinary course of business of the corporation or without a majority vote of the Board of Directors, or in the case of transactions involving real estate, a two-thirds (67%) vote of the Board of Directors. If the Chief Executive Officer position becomes vacant due to illness, absence, termination, resignation, and/or any other reason, and if the person identified to be acting or interim Chief Executive Officer in the organization's Leadership Succession Policy is unable or unwilling to serve as acting or interim Chief Executive Officer, then the Board President shall name a temporary acting or interim Chief Executive Officer to serve until the sooner of (i) such time as the prior Chief Executive Officer returns or is replaced; or (ii) the date of the next regularly scheduled board meeting, at which time the board will ratify the acting or interim Chief Executive Officer as interim Chief Executive Officer by majority vote or name a new acting or interim Chief Executive Officer.

Board Vice President

The Board Vice President shall perform the duties and exercise the powers of the Board President in the absence or incapacity of the Board President. The Vice President also shall perform such other duties and have such other powers as prescribed by the Board of Directors.

Board Treasurer

The Board Treasurer shall be the organization's Chief Financial Officer and Chair of the board's Finance and Audit Committee. The Board Treasurer shall provide oversight of the organization's funds and related records. The Treasurer shall render to the Board of Directors at each regularly-scheduled board meeting an account of the financial

condition of the organization. The Treasurer shall, if required to do so by the Board of Directors, furnish bond in such form and amount and to cover such risks as the board may determine. The Treasurer shall perform other duties as assigned by the board or by the Board President. The Treasurer shall perform the duties and exercise the powers of the Board President in the absence or incapacity of both the Board President and the Board Vice President.

Board Secretary

The Board Secretary shall provide oversight of the organization's records other than those in the oversight of the Board Treasurer. The Secretary shall affix the seal of the corporation to all appropriate documents. The Secretary shall keep accurate records of all board meetings and of all board committees when required. The Secretary shall provide notice for all meetings of the Board of Directors, perform the duties customarily performed by the Secretary of an organization, and perform such other duties as assigned by the board or Board President. The Secretary shall perform the duties and exercise the powers of the Board President in the absence or incapacity of the Board President, the Board Vice President, and the Board Treasurer.

2.6 Board Officer Terms

Officer terms shall be for (2) years and begin on the first day of the fiscal year immediately following their election. Officers shall serve no more than two (2) consecutive elected terms in the same position.

2.7 Meetings of the Board

The Board of Directors shall hold at least four (4) meetings per year – including an Annual Meeting held in May or June and at least three (3) regular meetings.

Board meetings shall be held in person whenever it is feasible to do so. In-person meetings shall be held at one of the organization's offices unless specific circumstances dictate, at the discretion of the Board President, that it would be in the organization's best interest to meet at another location.

Directors may participate in board meetings through use of remote or virtual communication – including conference calls and videoconferencing. Participation in a meeting by such means shall be considered equal to in-person presence at the meeting.

When deemed necessary by the Board President, board meetings may be conducted entirely through use of remote or virtual communication when the number of directors participating in the meeting would be sufficient to constitute a quorum.

2.8 Special Meetings

Special meetings may be held upon call of the Board President or a majority of directors with no less than 24 hours of notice to each member of the board. Notice shall be provided in writing by postal mail, phone, email, fax, or text message.

2.9 Executive Sessions

The board reserves the right to call itself into executive session – closed to all persons except directors and the Chief Executive Officer – by order of the Board President or a majority vote of the directors present. The Chief Executive Officer shall be excluded from an executive session only when their performance and employment are discussed.

2.10 Quorums

A number representing a majority of the current directors shall constitute a quorum for the transaction of business at any meeting of the board.

2.11 Voting by Proxy

The board may allow votes by proxy on resolutions, provided that copies of such resolutions are distributed to directors at least five (5) days prior to the meeting at which voting on the resolution is expected to occur. However, directors who submit votes by proxy shall not be counted among the attendees of the meeting and, therefore, shall not be counted toward a quorum.

2.12 Action of the Board

A majority vote of the directors voting at any meeting at which a quorum is established shall be the act of the corporation unless a greater number of votes is required by law, these bylaws, or contracts entered into by the board.

2.13 Rules of Order

All meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order – as referenced at RobertsRules.com – except as otherwise specified by relevant state and/or federal laws.

2.14 Board Committees

The Board of Directors shall have standing and ad-hoc committees. In addition to the committees identified below, the Board of Directors shall create additional committees as it deems necessary. Any committee shall create such subcommittees as it deems necessary. Committees except for the Executive Committee and the Nominating Committee may include individuals who are not directors. All committee membership and leadership assignments, unless otherwise prescribed, shall be approved by the Board President.

Each committee, standing or otherwise, shall hold such powers and authority as delegated to it by the Board of Directors. During its first meeting of each fiscal year, each committee shall establish its meeting schedule, rules, and responsibilities for the keeping of records. A quorum for any committee meeting shall consist of a majority of the board members on that committee.

2.15 Executive Committee

The Executive Committee shall be a standing committee chaired by the Board President. Its additional members shall be the Board Vice President, Board Treasurer, Board Secretary, and up to three (3) at-large directors appointed by the Board President. All at-large Executive Committee members shall serve one-year terms and may be reappointed annually by the Board President as long as they remain directors. The Executive Committee's primary responsibilities are as indicated in the following.

- To act on behalf of the Board of Directors between meetings of the board or to reserve potential actions for the board in its entirety.
- To serve as the primary body of supervision and evaluation of the Chief Executive Officer and to determine the compensation of the Chief Executive Officer.
- To provide oversight, guidance, and advisory support with respect to the development and implementation of the organization's operations policies and procedures related to personnel.
- To complete an annual review of the organization's bylaws and organizational policies within its oversight.
- To act as the organization's Crisis Management Committee when necessary.
- To serve as the board's Nominating Committee – which recruits, screens, and nominates Community Directors, Client Directors, board officers, and members of active advisory boards.

2.16 Additional Committees

Additional committees of the Board of Directors are as indicated in the following.

Advancement Committee

The Advancement Committee shall be a standing committee that supports the organization's fundraising efforts and help plan and implement the its fundraising events. The Advancement Committee shall make periodic reports to the board and helps lead the entire Board of Directors in solicitation efforts on behalf of Sights for Hope. The Chair of the Advancement Committee shall ensure that meetings are held regularly to discuss committee work. Advancement Committee members shall rally support in personal networks for agency fundraising events and campaigns, fuel agency fundraising efforts by sharing agency news and social media posts to personal networks, aid in the solicitation of potential Sights for Hope Community Partners, and provide prospective donor leads to the organization's Director of Advancement for solicitation.

Finance and Audit Committee

The Finance and Audit Committee shall be a standing committee chaired by the Board Treasurer. It shall meet in advance of each regular Board of Directors meeting and the board's Annual Meeting. It shall provide financial analysis and oversight with respect to the organization's budget, review its annual audit, and present that audit for board consideration.

Monroe Committee

The Monroe Committee shall be a standing committee that shall be chaired by a member of the Board of Directors who resides, operates professionally, or volunteers in Monroe County. All other directors who reside, operate professionally, or volunteer in Monroe County also shall be members of the Monroe Committee. The committee shall provide guidance and oversight related to the organization's services in Monroe County.

Services Committee

The Services Committee shall be a standing committee that oversees the development of new services by the organization, monitor and assess existing services, and facilitate discussions about the organization's service priorities.

Strategic Planning Committee

The Strategic Planning Committee shall be an ad-hoc committee that guides the organization through the cyclical development of its strategic plan.

2.17 Election of Board Members

Elections of directors shall be conducted as indicated in the following.

Community Directors

Community Directors may be elected by majority vote during any meeting of the Board of Directors in which a quorum is established.

Client Director(s)

Client Directors may be elected by majority vote during any meeting of the Board of Directors in which a quorum is established.

Endowment Foundation Director

The Endowment Foundation Director shall be elected by the Sights for Hope Endowment Foundation's Board of Directors every three years.

Lions Leadership Director

The Lions Leadership Director shall be elected to the Sights for Hope Board of Directors for one (1) year by virtue of their election the office of District Governor of Pennsylvania Lions District 14-K and the subsequent conclusion of their term as District Governor.

2.18 Board Member Nominations

The Nominating Committee shall follow a process as indicated in the following with respect to all board member nominations – with the exceptions of the Endowment Foundation Director and the Lions Leadership Director. This process shall promote proper oversight and provide candidates ample information about the organization and their potential responsibilities. No step in the process shall be commenced prior to the completion of the previous step. This process may be conducted concurrently with multiple candidates at the committee's discretion.

1. The Nominating Committee shall identify a candidate for review.
2. The candidate shall meet with the Nominating Committee and the Chief Executive Officer to learn about the organization, to become acquainted with the role of board members, to ask questions, and answer questions related to their interests in service and qualifications for membership. The candidate also may, at the discretion of the Nominating Committee, receive contact information of other board members who are willing to answer questions from the nominee.
3. At the conclusion of its meeting with the candidate, the Nominating Committee shall decide by vote if it wishes to nominate the candidate for board membership.
4. If the candidate is nominated for board membership, then they shall complete and submit a written application for directorship.
5. The nominee shall be a guest at one meeting of the Board of Directors during which board members may ask questions of the nominee.
6. After the nominee attends a board meeting as a guest, an authorized representative of the organization shall contact the nominee to confirm their interest in a director position.
7. If the nominee's interest is confirmed, the Board of Directors shall vote on their nomination at the start of its following meeting. The candidate shall not be present for this meeting. If the nominee is elected to be a director, then their term shall begin at the next board meeting.
8. The elected board member shall sign and submit a board member agreement and attend an orientation session prior to the next board meeting. An electee's failure to complete this step may result in the revocation of their membership.

2.19 Election of Board Officers

Election of officers shall be held every two years during the board's Annual Meeting. A vacancy in any office may be filled by the board for the unexpired portion of a term by majority vote during any meeting of the Board of Directors in which a quorum is established.

2.20 Nomination of Board Officers

During each year in which regular board officer elections occur, board members who are not officers but are interested in serving as officers shall submit a request for consideration by the board's Nominating Committee by February 1. Board members who wish to nominate another board member for an officer position also shall submit their suggestion(s) to the Nominating Committee by February 1. The Nominating Committee shall consider all incumbent officers eligible to serve another term and all potential candidates by the end of February and produce an official slate of nominees in advance of the board's next meeting, which occurs typically in March. The slate of officer nominees shall be presented for vote at the board's Annual Meeting. Additional nominations also may be made from the floor during the Annual Meeting.

2.21 Conflicts of Interest

Although it shall not be encouraged, a business relationship may exist between a director and the corporation as long as the facts and circumstances of such relationship are fully disclosed to and approved by the Board of Directors, as long as no amount greater than fair market value is paid for such goods or services and as long as any affected director shall remove themselves from any vote on or consideration of such relationship. Notwithstanding the foregoing, any such affected director may be counted in determining the presence of a quorum at any board meeting where action is taken on any such business relationship.

2.22 Removal of Board Members

The board may remove any member who misses more than 33% of meetings in a fiscal year without permission from the Board President. The board also may remove a member if it judges such a removal to be in the best interest of the organization. Removal may be enacted by majority vote during any meeting of the Board of Directors in which a quorum is established.

2.23 Removal of Board Officers

Any board officer may be removed when, in the board's judgment, it would be in the best interest of the organization. Removal may be enacted by majority vote during any meeting of the Board of Directors in which a quorum is established.

2.24 Compensation of Directors

Directors shall not receive any salaries or compensation for their services. However, by resolution of the board, expenses may be allowed for attendance at any meeting of or for the board.

2.25 Indemnification of Directors

The corporation shall indemnify any director, officer, former director, or former officer of the corporation or any person who may have served at its request against expenses actually and reasonably incurred by them in connection with the defense of any action, suit or proceeding, civil or criminal, in which they are made a party by reason of being or having been an officer or director of the corporation, except in relation to matters as to which they are adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of their duty to the corporation.

2.26 Activation of Advisory Boards

The Board of Directors may, at its discretion, activate advisory boards to support its efforts.

2.27 Sights for Hope Advisory Board

Upon activation at the board's discretion, the Sights for Hope Advisory Board shall consist of up to ten (10) members – including past members of the Board of Directors, representatives of public and private agencies, and individuals with a particular interest in the organization's activities. Advisory board members shall be nominated by the Nominating Committee and approved by the Board of Directors. Advisory board members shall serve terms of one (1) year and there shall be no term limits. This board shall act solely in an advisory capacity and shall not under any circumstances exercise any of the authority vested in the Board of Directors pursuant to these bylaws. Members of this advisory board may attend and speak at Board of Directors meetings but shall not be granted voting privileges.

Article III.

Executive Leadership

3.1 Chief Executive Officer

The Executive Director of the corporation shall be its Chief Executive Officer (or “CEO”) and agent and hold the title of Executive Director and CEO (or alternatively “Executive Director”). The Executive Director shall be appointed by the Board of Directors to manage all corporation activities and to be responsible to the board for the application and implementation of established policies with respect to its operations. The Chief Executive Officer shall be authorized to attend all functions of the board with the exception of executive sessions in which matters of their performance or employment are discussed.

Along with all responsibilities indicated in their official position description and other responsibilities identified herein, the Chief Executive Officer shall create an annual operations budget to be submitted to the board for discussion, modification, and approval. The Chief Executive Officer also shall ensure the completion of an audit of the organization’s accounts following the conclusion of each fiscal year and shall demonstrate to the board a program of appropriate insurance coverage for the protection of the board, staff, constituents, the general public, and the corporation’s physical facilities.

3.2 Chief Executive Officer Succession

In the event of a short-term, long-term, or permanent departure of the corporation’s Chief Executive Officer, the Board of Directors shall operate in accordance with the organization’s Leadership Succession Policies. These policies dictate that an individual shall be identified in advance to serve as the acting interim Chief Executive Officer upon such a departure.

Article IV.

Fiscal Policies

4.1 Fiscal Authority

The Board of Directors shall be responsible for the corporation's financial management. The Board Treasurer shall be authorized to act on the board's behalf on financial matters as required and between board meetings. Responsibility for the corporation's daily financial management shall be held by its Chief Executive Officer.

The Chief Executive Officer is authorized to manage expenses within the parameters of the organization's approved operations budget and shall report to the Board Treasurer any significant variances and the reason(s) for these variances. The Chief Executive Officer also shall be authorized to hire and supervise employees or contractors who shall assist them with financial management functions.

The Chief Executive Officer is authorized to enter the organization into any contract that does pertain to real estate and is related to its board-approved operations budget or board-approved project plans.

Contracts that are not within these parameters and do not pertain to real estate shall be authorized by majority vote of the Board Directors during any meeting in which a quorum is established. Any such contract must be signed by either the Board President or Board Treasurer. Contracts that pertain to real estate shall be authorized by a two-thirds vote (67%) of the Board of Directors at any meeting in which a quorum is established. Any such real estate contract must be signed by either the Board President or Board Treasurer.

The Board of Directors shall authorize by majority vote contracts that are not within these parameters that do not pertain to real estate. The Board of Directors shall authorize by a two-thirds vote (67%) of members any contract that pertains to real estate.

4.2 Authorizations for Payments

Checks, payments, or drafts of \$9,999 or less shall require the signature or stated approval of two persons among the Chief Executive Officer, other authorized employees, the Board President, the Board Treasurer, and other authorized board

members. Checks, payments, or drafts of \$10,000 or greater shall require the signature or stated approval of two persons among the Board President, the Board Treasurer, and other authorized board members.

4.3 Depositories

The Board of Directors may establish such accounts with banks, trust companies, and other financial institutions as it deems appropriate.

4.4 Annual Financial Report

An annual audit of the corporation's accounts shall be conducted by an independent public accountant as soon as feasible following the close of the fiscal year. The Finance and Audit Committee shall review the corresponding audited financial statements. When the committee is satisfied that the statements are as accurate as possible, the committee shall provide them to the Board of Directors for approval. Upon approval from the Board of Directors, the audited financial statements become the corporation's annual financial report.

4.5 Transaction of Business

Whenever lawful activities of the corporation involve, among other things, the charging of fees or prices for its services or products, the corporation shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation.

4.6 Restricted Gifts

Any money or other thing of value donated to the corporation for a specific purpose or purposes shall be deemed a "restricted gift." Funds from restricted gifts (hereafter "restricted funds") shall be subject to the organization's related operations policies.

4.7 Fiscal Responsibilities of the Chief Executive Officer

The Chief Executive Officer shall be responsible for the fiscal functions indicated in the following.

- To provide financial statements to the Board Treasurer for presentation during each regularly-scheduled Board of Directors meeting.
- To pay all obligations and to file required reports and returns in a timely manner.
- To record fixed assets with purchase prices greater than \$500 as capital assets in accounting records.
- To account for donor-restricted and board-designated funds separately from general operating funds and to define the restrictions upon those funds clearly.
- To ensure that depreciation of capital assets will not exceed ten (10) years for furniture and equipment or five (5) years for computer and other technology equipment.
- To limit vendor credit accounts to prudent and necessary levels.
- To obtain competitive bids as feasible for items or services costing in excess of \$10,000 per unit. Selection shall be based on cost, service, and contract elements. The organization is not obligated to accept the lowest-priced proposal.
- To use responsible historical data and projections as the basis for the generation of budgets.
- To insure against theft and casualty losses to the corporation and against liability losses to board members, employees, or the corporation to levels indicated in consultation with suitable professional resources.
- To provide adequate protection and maintenance of property, facilities, and equipment.
- To avoid actions that would expose the corporation, its Board of Directors, its employees, and its volunteers to claims of liability.
- To protect intellectual property, information, and files from unauthorized access, tampering, loss, or significant damage.
- To receive, process, and disburse funds under controls that are sufficient to maintain basic segregation of duties to protect bank accounts, income receipts, and payments.

4.8 Additional Fiscal Responsibilities of the Board

The Board of Directors shall be responsible to review financial reports at each regularly-scheduled board meeting, to approve audited financial statements annually, and to provide adequate training as necessary to enable each member to fulfill their financial oversight role.

4.9 Financial Transactions with Personnel

No advances of funds to the organization's employees, volunteers, and board members shall be authorized. Direct and necessary expenses – including travel for meetings and other activities related to carrying out responsibilities – shall be reimbursed. In no case shall the organization borrow funds from any employee, officer, or director without specific authorization from the Board of Directors. The organization may accept donations given in good faith by employees, volunteers, officers, and board members.

4.10 Gift Acceptance

The organization shall accept gifts of stock or other negotiable instruments as a vehicle for donors to transfer assets to the organization in compliance with accounting standards and its relevant operations policies.

4.11 Fiscal Procedures Upon Dissolution

Upon dissolution, corporation assets shall be disposed of in such manner, conforming to Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, as is specified in its Articles of Incorporation. Upon dissolution of the corporation, restricted funds shall, in each case, be donated and transferred to one or more organizations which shall at the time qualify as tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "code") or to a governmental unit described in Section 170(c)(1) of the code, whose mission is consistent with the donors intent in conjunction with the restricted gift, and upon such organization or governmental units agreement to use the funds only in furtherance of the donor's intent in conjunction with the restrictive gift.

Article V.

Indemnification

5.1 Indemnification with Respect to Third Party Actions

The corporation shall indemnify any person who is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative – other than an action by or in the right of the corporation – by reason of the fact that they were a director, officer, or employee of the corporation, or are or were serving at the request of the corporation as a director, officer, or employee of another corporation, partnership, joint venture, trust or other enterprise, against expenses, attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.

5.2 Indemnification with Respect to Derivative and Corporate Actions

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that they are or were a director, officer, or employee of the corporation, or is or was serving at the request of the corporation as a director, officer, or employee of another corporation, partnership, joint venture, trust, or other enterprise against expenses – including attorneys' fees – actually and reasonably incurred by them in connection with the defense or settlement of such action or suit if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to the corporation unless and only to the extent that the court of common pleas of the county in which the registered office of the corporation is located or the court in which such action or suit was brought

shall determine 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 which the court of common pleas or such other court shall deem proper.

5.3 Mandatory Indemnification

To the extent that a director, officer, or employee of the corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 5.1 and 5.2, or in defense of any claim, issue, or matter therein, they shall be indemnified against expenses – including attorney fees – actually and reasonably incurred by them in connection therewith.

5.4 Procedures for Affecting Indemnification

Any indemnification under sections 5.1 and 5.2 – unless ordered by a court – shall be made by the corporation only as authorized in the specific case upon a determination that the indemnification of the director, officer, or employee is proper in the circumstances because they have met the applicable standard of conduct set forth in sections 5.1 and 5.2. 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 such action, suit, or proceeding; or (b) if such a quorum is not obtainable, or, even if obtainable a majority vote of a quorum is not obtainable, or, even if obtainable a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

5.5 Limitation on Personal Liability of Directors

In accordance with and to the fullest extent permitted by Subchapter B of Chapter 57 of the Nonprofit Corporation Law of 1988, 15 Pa. C.S. Section 5711, et seq., no person who is or was a director of the corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a director, unless:

- a. The director has breached or failed to perform the duties of their office as defined in 15 Pa. C.S. Section 5712 (relating to standard of care and justifiable reliance); and
- b. The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

5.6 More Favorable Future Legislation

If Commonwealth of Pennsylvania law hereafter is amended to authorize the further elimination of, or limitation on, the liability of directors, then the liability of a director of the corporation, in addition to limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Pennsylvania law. The corporation may maintain insurance, at its expense, to protect itself and any such person against any such liability, whether the corporation would have the legal power to directly indemnify them against such liability.

5.7 Rights and Remedies Non-Exclusive

This article shall not be exclusive of any other right which the corporation may have to indemnify any person as a matter of law.

5.8 Advancing Expenses

Expenses incurred by a person entitled to indemnification pursuant to these bylaws or otherwise permitted by law in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of 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 corporation.

5.9 Duration and Extent of Indemnification

The indemnification and advancement of expenses provided pursuant to this article shall continue as to any person who has ceased to be an officer or director of the corporation and shall inure to the benefit of the heirs, executors, and administrators of such person.

5.10 Purchase of Insurance

The corporation shall obtain appropriate director's errors and omissions insurance consistent with the mandates of the indemnification set forth herein.

Article VI.

Organizational Records

6.1 Keeping of Organizational Records

The corporation shall keep a paper or digital record of the proceedings of the Board of Directors and a copy of these bylaws, including all amendments, up to date as certified by the Board Secretary of the corporation. The corporation shall also keep appropriate, complete, and accurate records of its accounts. Physical records provided for herein shall be kept at either the registered office of the corporation in the Commonwealth of Pennsylvania or at its principal place of business wherever situated.

Article VII.

Amendments

7.1 Amendments to Bylaws

These bylaws may be amended and/or replaced by majority vote at any board meeting in which a quorum is established and copies of the proposed amendments and/or new set of bylaws were distributed to all directors prior to the meeting. At the request of a majority of the directors, any proposed amendments or repeals, or any proposed new set of bylaws shall be considered by, and a recommendation shall be received from, an ad-hoc committee appointed by the Board President for this purpose before the board takes any action.

Date(s) of Amendments

June 7, 2023