



Amended and Restated Bylaws

of SIGHTS FOR HOPE

A Pennsylvania Nonprofit Corporation

Enacted January 19, 2022; Last Amended June 10, 2026

Article I. Declarations

1.1. Name

The name of the corporation shall be Sights for Hope (hereafter referred to as “corporation” or “organization”), as registered with the Pennsylvania Department of State.

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 changed by the corporation in accordance with the Pennsylvania Nonprofit Corporation Law, 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

- a. 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. No part of the net earnings of the corporation shall inure to the benefit of any director, officer, or private individual except as permitted under Section 501(c)(3) of the Internal Revenue Code.
- b. The corporation shall provide programs and services that empower people who are blind or have permanent visual impairments to maximize their potential; that connect children, most particularly children ages 0-6, and their families to professional eye care to equip them for successful learning; and to educate community members about habits that prevent blindness and visual impairments.
- c. The corporation shall maintain a mission and vision statement adopted and amended by the Board of Directors.

1.7. Fairness, Integrity, and Equal Opportunity

Sights for Hope shall conduct its programs, services, employment practices, volunteer engagement, and governance in a manner that promotes fairness, dignity, integrity, and equal opportunity. The organization shall not discriminate in any of its activities on the basis of any characteristic protected by applicable federal or state law. The Board of Directors may adopt policies to implement this commitment and ensure compliance with applicable civil rights laws.

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.

- a. To hold fiduciary responsibility for the organization.
- b. To ensure execution of and adherence to the organization’s mission and vision.
- c. To establish a strategic plan and to monitor the plan’s implementation.
- d. To establish the qualifications, authority, compensation, and duties of the organization’s Chief Executive Officer.
- e. To appoint, evaluate, and terminate the Chief Executive Officer at its discretion.
- f. To approve operations policies related to the organization’s personnel.
- g. To approve the organization’s annual operations budget and monitor performance related to that budget.
- h. To oversee and provide governance related to 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 and beyond 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 categories of directors with equal rights, responsibilities, and privileges, as indicated in the following.

- a. Community Directors: There shall be no less than 10 and no more than 18 Community Directors who are elected by the board’s membership.
- b. Client Director(s): There shall be at least one (1) director who is an active Sights for Hope client with a qualified visual impairment. Each Client Director also shall be elected by the board’s membership.
- c. Sights for Hope Foundation Director: The affiliated Sights for Hope Endowment Foundation (hereafter “Sights for Hope Foundation” or “foundation”) shall elect one (1) member of its Board of Directors (hereafter “foundation board”) to the Sights for Hope Board of Directors. This director shall be identified as the board’s Sights for Hope Foundation Director.

- d. 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. This director position shall remain vacant if the Immediate Past District Governor of Pennsylvania Lions District 14-K is already a director or has moved their residence outside of Sights for Hope's service area.

2.3. Expectations of Directors

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

- a. To attend at least two-thirds (67%) of board meetings held typically each fiscal year. Directors may participate remotely via conference call and videoconferencing.
- b. To be prepared to participate actively in each meeting.
- c. To serve on at least one (1) standing committee.
- d. To represent Sights for Hope in the best possible manner as an ambassador of the organization in all situations and contexts.
- e. 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.
- f. To adhere to the organization's bylaws, policies, procedures, and values.
- g. To maintain confidential information about the organization to which they become privy.
- h. To disclose all established, potential, and potentially perceived 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.
- i. To attend an orientation session prior to their first meeting as a board member.
- j. To offer suggestions of potential successors upon their resignation from the board and/or the approach of the end of their board tenure.
- k. To provide consent for their likeness and/or voice to be used by the organization for promotional purposes.
- l. To promote the organization to the extent of their ability through their external contacts, professional networks, and presences on mass communications platforms.
- m. 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.

- a. 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.
- b. 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.
- c. Sights for Hope Foundation Director: The Sights for Hope Foundation Director shall serve one or more term(s) of one year and may continue to serve as long as they are a member of the foundation board and are elected to serve by the foundation board.
- d. 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.

- a. 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.

- b. 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.
- c. 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.
- d. 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 provide oversight of records of all board meetings and of all board committees when required. The Secretary shall 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. If an officer assumes the unexpired term of a vacated officer position, then they may be elected subsequently for up to two (2) consecutive terms in that position.

2.7. Meetings of the Board

The Board of Directors shall hold at least four (4) meetings per year – including an Annual Meeting 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 attendance of 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 of the Board

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, 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/or employment are discussed.

2.10. Quorum

A majority of the directors then in office shall constitute a quorum for the transaction of business, including the filling of vacancies. Directors who are present but recused due to a conflict of interest may be counted for purposes of establishing a quorum.

2.11. Voting by Proxy

The Board of Directors may allow voting by proxy on specifically identified motions and resolutions when a director is unable to attend a meeting. Any proxy vote must be submitted in writing in advance of the meeting and shall apply only to the motion(s) and resolution(s) for which it is given. Directors voting by proxy shall not be counted toward a quorum and may not participate in discussion. The use of proxy voting shall be limited and not routine.

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 in Robert's Rules of Order Newly Revised, 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 may include individuals who are not directors but may not be chaired by non-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. A quorum shall consist of a majority of the committee members then in office.

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.

- a. To exercise its authority in a manner consistent with the responsibilities of the Board of Directors and to report all such actions to the full Board of Directors prior to or during its next meeting.
- b. 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.
- c. To provide oversight, guidance, and advisory support with respect to the development and implementation of the organization's operations policies.
- d. To complete an annual review of the organization's bylaws and organizational policies within its oversight.

- e. To act as the organization's Crisis Management Committee when necessary.
- f. 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.

- a. **Advancement Committee:** The Advancement Committee shall be a standing committee that supports the organization's fundraising efforts and help plan and implement its fundraising campaigns and events. The Advancement Committee shall help lead the entire Board of Directors in solicitation efforts on behalf of Sights for Hope. Advancement Committee members shall rally support in personal networks for organization fundraising events and campaigns, fuel organization fundraising efforts by sharing organizational news and social media posts to personal networks, aid in the solicitation of potential donors and partners, and provide prospective donor and partner information to the Executive Director for cultivation and solicitation.
- b. **Finance and Audit Committee:** The Finance and Audit Committee shall be a standing committee chaired by the Board Treasurer. 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.
- c. **Programs and Services Committee:** The Programs and Services Committee shall be a standing committee that monitors existing programs and services, facilitates discussions about the organization's service priorities, and oversees the development of new programs and services.

2.17. Election of Board Members

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

- a. **Community Directors:** Community Directors may be elected by majority vote during any meeting of the Board of Directors in which a quorum is established.
- b. **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.
- c. **Sights for Hope Foundation Director:** The Sights for Hope Foundation Director shall be elected by the foundation's Board of Directors every calendar year.
- d. **Lions Leadership Director:** The Lions Leadership Director shall be granted membership 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. This director position shall remain vacant if the Immediate Past District Governor of

Pennsylvania Lions District 14-K is already a director or has moved their residence outside of the organization's service area.

2.18. Nomination and Election of Board Members

Acting as the board's Nominating Committee, the Executive Committee shall follow the following process for board member nominations, except for the Sights for Hope Foundation Director and the Lions Leadership Director. This process shall promote proper oversight and provide candidates with ample information about the organization and their potential responsibilities. Additional steps, discussions, tours, and/or meetings may be added as appropriate. This process may be conducted concurrently with multiple candidates at the Executive Committee's discretion.

- a. An individual may make their interest known to the Executive Director or any board member – or a candidate may be identified by the Executive Director or any Executive Committee member.
- b. Once an individual's interest is established, they shall submit a board member application to the Executive Director and become a candidate.
- c. The Executive Committee shall review the candidate's application and determine if it will invite the candidate to an interview meeting.
- d. The candidate shall participate in an interview meeting with the Executive Committee and authorized members of the Sights for Hope staff. At the conclusion of the interview meeting, the Executive Committee shall determine by vote whether to nominate the candidate for board membership.
- e. If the candidate is nominated, then they will be invited to the following Board of Directors meeting as a guest. Additional questions may be asked of the candidate by board members. After all other meeting business has been conducted, the candidate will be asked if they remain interested in board service.
- f. If the candidate indicates continued interest, then the Board President or the meeting's presiding officer shall request a motion to elect the candidate. If that motion is seconded, then a vote shall be held. If a majority of board members present vote in favor, then the candidate is elected as a director as of that meeting's date.

2.19. Scheduled Election of Board Officers

Election of officers shall be held every two years during the board's Annual Meeting. The Executive Committee may choose to nominate a slate of officer candidates prior to that year's Annual Meeting and after the previous board meeting, excluding special meetings.

During the annual meeting, the Board President shall conduct a nomination and election process separately for each position. For each position, the Board President shall

announce if the Executive Committee has nominated a candidate. The Board President shall ask for nominations of other candidates. If only one director is nominated for a position, then a motion may be put forward to elect that director to that office. If more than one director is nominated for a position, then a roll call vote would be held. When a director's name is called, they shall cast their vote verbally. The candidate who receives the most votes shall be elected to the position. If there is a tie vote, then additional votes shall be conducted until a director receives a majority of votes.

2.20. Vacated Officer Positions

If the position of Board President is vacated, then the Board Vice President shall immediately assume the position of Board President and hold that position until the next scheduled officer elections.

If there is a vacancy in any other officer position, the Executive Committee shall nominate a director for the vacated position. The vacancy may be filled for the unexpired portion of a term by majority vote during any meeting of the Board of Directors in which a quorum is established.

2.21. 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. The director shall be provided notice and an opportunity to be heard prior to such removal. 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, former officer, 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.

Article III. Chief Executive Officer

3.1. Roles and Responsibilities

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 and/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.

The Chief Executive Officer shall serve as the organization’s representative to the Board of Directors of the Pennsylvania Association for the Blind (PAB).

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 operations policies related . 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 President and 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 not 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 are not within these parameters and 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.

4.2. Authorizations for Payments

Checks, payments, or drafts of \$9,999.99 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 \$10,000.00 or greater may not be signed or approved by the Chief Executive Officer or any employee and 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

Board Treasurer, in their role as Chair of the Finance and Audit 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 Contributions

Any money or other thing of value donated to the organization for a specific purpose or purposes shall be deemed a "restricted contribution." Funds from restricted contributions (or "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.

- a. To provide financial statements to the Board Treasurer for presentation during each regularly scheduled Board of Directors meeting.
- b. To ensure payment of all obligations and the filing of required reports and returns in a timely manner.
- c. To ensure the recording of fixed assets with purchase prices greater than \$500.00 as capital assets in accounting records.
- d. To ensure the accounting of donor-restricted and board-designated funds separately from operating funds and that those restrictions are identified clearly.
- e. To ensure that depreciation of capital assets does not exceed ten (10) years for furniture and equipment or five (5) years for computer and other technology equipment.
- f. To limit vendor credit accounts to prudent and necessary levels.
- g. To obtain competitive bids as feasible for items or services costing \$10,000.00 or more per unit. Selection shall be based on cost, service, and contract elements. The organization is not obligated to accept the lowest-priced proposal.
- h. To utilize responsible data and projections as the basis for the generation of budgets.

- i. To ensure 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.
- j. To provide adequate protection and maintenance of property, facilities, and equipment.
- k. To avoid actions that would expose the corporation, its Board of Directors, its employees, and its volunteers to claims of liability.
- l. To protect intellectual property, information, and files from unauthorized access, tampering, loss, or significant damage.
- m. 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.

With approval from the Board of Directors, the Chief Executive Officer may hire one or more employees or contract an external firm(s) for assistance pertaining to these responsibilities.

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 without expressed consent of the Chief Executive Officer and the Board President. 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 contributions given in good faith by employees, volunteers, officers, and board members.

4.10. Acceptance of Asset Contributions

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

4.11 Transfer of Contributed Revenue to Sights for Hope Foundation

Sights for Hope may receive and subsequently transfer contributed revenue to the separate Sights for Hope Foundation at the discretion of the Sights for Hope Board of

Directors or in compliance with any agreements enacted by the boards of both organizations.

4.12. 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 contribution.

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. Storage 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, as overseen by the Board Secretary of the corporation. The corporation shall also keep appropriate, complete, and accurate records of its accounts. The Board of Directors shall enact an appropriate policy for the retention of data and documents. Physical records 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.

Dates of Amendments

June 10, 2026

June 4, 2025

September 18, 2024

June 7, 2023