

BYLAWS OF Bella Vista Neighbors Association, Inc. (a Pennsylvania nonprofit corporation)

INCORPORATED UNDER THE LAWS OF THE COMMONWEALTH OF

PENNSYLVANIA ON JANUARY 19, 1994

Amended by vote of membership on ~~September 21, 2015~~ May 22, 2018

CORPORATE BYLAWS
Of
Bella Vista Neighbors Association, Inc.
(a Pennsylvania nonprofit corporation)

ARTICLE I

NAME AND PURPOSES

Section 1-01. Name. The name of the corporation is Bella Vista Neighbors Association, Inc. (“BVNA”)

Section 1-02. Purposes. The purposes of the corporation, as stated in its Articles of Incorporation, are as follows:

The corporation is formed exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (the "Code") particularly to promote the safety and welfare of Bella Vista Community residents.

No part of the corporation's net earnings shall inure to the benefit of, or be distributable to any contributor, member, director, officer or other individual or person; no substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by Section 501(h) of the Code; the corporation shall not participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office; and upon any dissolution or winding-up of the corporation, its assets remaining after all debts and expenses have been paid or provided for shall be distributed by the Board of Directors to one or more organizations qualifying for the exemption afforded by Section 501(c)(3) of the Code, as the members of the corporation shall determine. Notwithstanding any other provision hereof, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is described in Section 501(c)(3) of the Code.

Section 1-03. Bella Vista. Bella Vista is defined as the Philadelphia neighborhood bounded by and including the south side South Street and the north side Washington Avenue, between and including the west side of South 6th Street and the east side of South 11th Street.

ARTICLE II

OFFICES

Section 2-01. Registered Office. The registered office of the corporation in Pennsylvania shall be at the place designated in the Articles of Incorporation, subject to transfer as may be permitted by law.

Section 2-02. Other Offices. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the business of the corporation may require.

ARTICLE III

MEMBERSHIP AND MEETINGS OF MEMBERS

Section 3-01. Membership. ~~To be eligible for membership in the corporation, a person shall be a resident of Bella Vista, over 18 years of~~ Each individual over 18 years of age residing and/or owning real property in Bella Vista, and each business or non-profit operating from a physical location and/or owning real property in Bella Vista, shall be a member of the corporation. age.

Section 3-02. Place of Meetings. All meetings of the members shall be held at the registered office of the corporation or at a location determined by the Board of Directors.

Section 3-03. Annual Meeting. An annual meeting of the members shall be held each year, by the end of the third week of May, for receipt of reports of operation from the Directors, the election of Directors and Officers, and the transaction of such other business as may properly be brought before the meeting. If a meeting for the election of Directors and Officers shall not be held within six (6) months after the designated time, any member may call such meeting at any time thereafter.

Section 3-04. Elections of Directors and Officers. Elections for Directors and Officers need not be by ballot except upon demand made by a Member of the corporation at the election and before the voting begins. Except to the extent that cumulative voting is required by law, Directors and Officers shall be elected by a majority of the votes cast, in person, at a meeting of members of the corporation entitled to vote therein.

Directors and Officers shall be elected by the Membership at the Annual Meeting. There shall be two classes of Directors such that the two-year terms of Directors shall be staggered. Officers shall serve for a term of one year. Only Directors shall be eligible to serve as Officers. Directors elected at the Annual Meeting, as well as those Directors who are currently serving but whose terms do not expire at the annual meeting shall be eligible to serve as officers for the following year.

Section 3-05. Special Meetings. Special meetings of the members may be called at any time by the President, or a majority of the Board of Directors, or by ~~a majority~~ twenty-five (25) of the Voting Members of the corporation (as defined in Section 3-08). If called, the members making the request shall deliver such request in writing to the Secretary of the corporation and such request shall state the time, place and purpose or purposes of the meeting; and it shall be the duty of the Secretary to call such meeting to be held not less than ten (10) days nor more than sixty (60) days after receipt of the request. If the Secretary shall neglect or refuse to issue such call, the person or persons making the request may do so.

Section 3-06. Notice of Membership Meetings and Waiver of Notice.

a) Written and/or electronic notice of every meeting of the members of the corporation shall be given by or at

the direction of the person or persons authorized to call the meeting, to each Member, at least five (5) days prior to the date named for the meeting, unless a greater period of notice is required by law in a particular case.

- b) Notice shall be deemed to have been properly given to the members of the corporation when delivered: (i) personally; (ii) by sending a copy thereof by first class or express mail, postage prepaid; (iii) by electronic mail, or; (iv) by posting on the BVNA website (<http://bellavistaneighbors.org>); and a certificate or affidavit by the Secretary or an Assistant Secretary shall be prima facie evidence of the giving of any notice required by these Bylaws. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or courier service for delivery to that person. If the notice is sent by electronic mail or posted on the BVNA website, it shall be deemed to have been given to the person entitled thereto as of the time of transmission. Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the general nature of the business to be transacted.
- c) Whenever any written and/or electronic notice is required to be given to a member of the corporation under the provisions of applicable law or by these Bylaws, a waiver thereof in writing, signed by him either before or after the time stated therein, and whether before or after the meeting, shall be deemed equivalent to the giving of due notice. Except in the case of a special meeting of members, neither the business to be transacted at nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of any person, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting, except where a person entitled to notice attends the meeting for the express purpose of objection to the transaction of any business because the meeting was not lawfully called or convened. Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may adopt it with such clarifying or other amendments as do not enlarge its original purpose without further notice to persons not present in person or by proxy.

Section 3-07. Quorum. Except as otherwise provided by statute or in these Bylaws, the presence, in person, of ~~a majority of the fifteen~~ members of the corporation shall constitute a quorum at any meeting of the members of the corporation for the election of Directors or for the transaction of other business, and unless provided by statute or in these Bylaws, the acts at a duly organized meeting, of the members of the corporation present in person entitled to cast at least a majority of the votes which all members of the corporation present are entitled to cast shall be the acts of the members of the corporation. The members of the corporation present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 3-08. Voting Members. Subject to the provisions of this Section and except as may be otherwise provided by law or in the Articles of Incorporation, every member of the corporation (“Voting Member”) shall have the right at every member’s meeting to cast one vote. Each Voting Member shall notify the corporation of his/her electronic mail address, which address shall be used by the corporation when transmitting electronic notices. It shall be the obligation of the Voting Member to notify the corporation of any change in his/her electronic mail address.

Section 3-09. Members Must Vote in Person. Votes in any election or on any subject for which a vote of the membership is required shall be cast in person.

~~**Section 3-10. Membership Record.** The corporation shall keep at its registered office a membership record containing the name and address of each Voting Member, and, in any case where such membership has been terminated, such fact shall be recorded in the book, together with the date on which the membership ceased.~~

~~**Section 3-11. Informal Action by Members.** Except as may be otherwise provided by statute or in the Articles of Incorporation, notwithstanding anything to the contrary contained in these Bylaws, any action which may be taken at a meeting of the Voting Members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the Voting Members who would be entitled to vote at a meeting for such purpose, and shall be filed with the Secretary of the corporation.~~

Section 3-12. Reserved Powers. In addition to all matters required by law or by other provisions of these Bylaws to be submitted to a vote of the members, any proposal with respect to any of the following must be submitted to a vote of the members for approval and shall not become effective unless so approved by a majority the Voting Members of the corporation present at the time of the vote:

- a) To adopt or change the mission, purpose, philosophy or objectives of the corporation, or to change the general structure of the corporation;
- b) To amend the ~~charter,~~ Certificate or Articles of Incorporation, or Bylaws;
- c) To dissolve, divide, convert, liquidate or wind up the corporation, or consolidate or merge the corporation with another corporation or entity;
- d) To sell all or substantially all of the assets of the corporation;
- e) To specify the number of, and to elect or remove the members of the Board of Directors of the corporation;
- f) To elect or remove the President of the corporation;
- g) To purchase, sell, transfer or encumber in any way, real property of the corporation, or any other transaction which requires approval pursuant to statute; and
- h) To organize, establish, acquire, merge or dissolve a corporation, partnership, joint venture or other entity in which the corporation has any voting or other interest or to transfer assets to any such corporation or entity.

ARTICLE IV

BOARD OF DIRECTORS

Section 4-01. Number, Qualifications, Election and Term of Office. The business and affairs of the corporation shall be managed by a Board of not less than ~~five-three~~ (53) nor more than thirteen (13) Directors who shall be natural persons who have qualified as Voting Members. Directors should have an ability to participate effectively in fulfilling the responsibilities of the Board of Directors. The number of Directors shall be such number as shall have been last specified by resolution (if any) of the Voting Members. ~~The Directors~~

~~elected at the May, 2014 meeting shall serve a one year (1) term of office. Effective with the election in May 2015, the term of office of each Director shall be two years (2); provided, however, that fifty percent of the offices to be filled at the May 2015 election shall be for a term of one year (or if the number of offices to be filled is an odd number, the number of offices that will be nearest to, but will not exceed fifty percent) and the remainder for two year terms.~~—All terms of office shall end on the date of the applicable annual meeting or upon his earlier death, resignation or removal. The terms of directors appointed after the annual meeting will expire at the next annual meeting. There are no term limits for Directors. Only members of the Board of Directors shall be eligible to serve as Officers.~~The President, Vice President, Secretary and Treasurer shall be members of the Board of Directors.~~

Section 4-02. Vacancies. Vacancies in the Board of Directors, including vacancies resulting from an increase in the authorized number of Directors, shall be filled by a vote of a majority of the Directors then in office. Any Director so elected shall serve for the balance of the unexpired term. Alternatively, the Directors may, at their discretion, elect to fill the balance of an unexpired term through election by the Membership at the Annual Meeting of the members.

Directors who are no longer eligible to serve as Directors may, at the discretion of the Board, continue to serve for 90 days or until the next election.

Section 4-03. Place of Meetings. The meetings of the Board of Directors may be held at such place within or without the Commonwealth of Pennsylvania as a majority of the Directors may from time to time by resolution appoint, or as may be designated in the notice or waiver of notice of a particular meeting; in the absence of specification, such meetings shall be held at the registered office of the corporation.

Section 4-04. Annual Meeting. An annual meeting of the Board of Directors shall be held promptly after the annual meeting of the members, to review operations during the immediately preceding year and transact such other business as may properly be brought before the meeting; or such meeting may convene at such other time and place as may be fixed by resolution of the members adopted at the meeting at which the Directors were elected, or by the consent in writing of all the Directors.

Section 4-05. 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 often than once each calendar quarter. If any day fixed for a regular meeting shall be a legal holiday, then the meeting shall be held at the same hour and place on the next succeeding business day.

Section 4-06. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President, and shall be called upon the written request of twenty-five percent or more of the Directors delivered to the Secretary. Any such request by Directors shall state the time and place of the proposed meeting, and upon receipt of such request it shall be the duty of the Secretary to issue the call for such meeting promptly. If the Secretary shall neglect to issue such call, the Directors making the request may issue the call.

Section 4-07. Notice of Board Meetings and Waiver of Notice.

- a) Written and/or electronic notice of every meeting shall be given to each Director at least five (5) days prior to the day named for the meeting. Whenever the language of a proposed resolution is included in a written and/or electronic notice of a meeting, the meeting considering the resolution may adopt it

with such clarifying or other amendments as do not enlarge its original purpose without further notice to persons not present in person.

- b) Notice shall be deemed to have been properly given to a Director of the corporation when delivered to him: (i) personally; (ii) by sending a copy thereof by first class or express mail, postage prepaid; (ii) by electronic mail; or, (iv) by courier service, charges prepaid; and a certificate or affidavit by the Secretary or an Assistant Secretary shall be prima facie evidence of the giving of any notice required by these Bylaws. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to that person. If the notice is sent by electronic mail, it shall be deemed to have been given to the person entitled thereto as of the time of transmission. Such notice shall specify the place, day 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.
- c) Whenever any written and/or electronic notice is required to be given to a Director of the corporation under the provisions of applicable law or by these Bylaws, a waiver thereof in writing, signed by him either before or after the time stated therein, and whether before or after the meeting, shall be deemed equivalent to the giving of due notice. Except in the case of a special meeting of Directors, 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 Director at any meeting shall constitute a waiver of notice of such meeting, except where a person entitled to notice attends the meeting for the express purpose of objection to the transaction of any business because the meeting was not lawfully called or convened.

Section 4-08. Quorum. At all meetings of the Board a majority 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 similar communication as provided in Section 10-04) at a meeting at which a quorum is present shall be the acts of the Board of Directors, except as may otherwise be specifically provided by statute, or by the Articles of Incorporation, or by these Bylaws.

Section 4-9. Real Estate. Notwithstanding anything to the contrary in the statute or in these Bylaws, the power to acquire, sell, mortgage, lease away or pledge real property shall require a vote of two-thirds of the members in office of the Board of Directors.

Section 4-10. General Powers. The Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not prohibited by statute or by the Articles of Incorporation or by these Bylaws, and shall have full power to act for the corporation in the exercise of all its rights, privileges and powers and in the general management of its business, including the power to acquire, sell, mortgage or pledge real or personal property, as directed or required to be exercised and done by the members of the corporation pursuant to Section 3-12 hereof.

Section 4-11. Informal Action by Directors. Notwithstanding anything to the contrary contained in these Bylaws, any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors and filed with the Secretary of the corporation.

Section 4-12. Removal of Directors.

- ~~a) A majority of Voting Members may declare vacant the office of a Director if he be declared of unsound mind by an order of court, or convicted of a felony, or for any other proper cause, or if, within sixty (60) days after notice of his election, he does not accept such office either in writing or by attending a meeting of the Board, and fulfill such other requirements of qualification as these Bylaws may specify.~~
- ~~b) The entire Board or any individual Director may be removed from office, without assigning any cause, in the manner provided by law. In case the Board or any one or more Directors be so removed, new Directors shall be elected by the members of the corporation.~~

The Board may remove a Director by a two-thirds super-majority of the entire uninterested members of the Board for willful misconduct or for otherwise failing to meet his obligations as a Director of the corporation.

Section 4-13. Liability of Directors. To the fullest extent permitted by Pennsylvania law, now in effect and as may be amended from time to time, a Director of the corporation shall not be personally liable for monetary damages for any action taken or any failure to take any action.

ARTICLE V

OFFICERS, AGENTS AND EMPLOYEES

Section 5-01. Officers. The officers of the corporation shall be natural persons of full age (18 years old), and shall be a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be elected for a term of one year by the Voting Members at their annual meeting. In addition to the powers and duties prescribed by these Bylaws, the officers shall have such authority and shall perform such duties as from time to time shall be prescribed by the Board of Directors. The officers of the corporation shall hold office until their successors are chosen and have qualified, unless they are sooner removed from office as provided by these Bylaws. 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 his powers or the general character of his duties. If the office of any officer becomes vacant, the vacancy shall be filled by the Board of Directors or, in the case of the President, by the members of the corporation. The elected officer shall fill the unexpired portion of the term to which he is elected. Officers must be Directors and members of the corporation.

Section 5-02. Agents or Employees. The Board of Directors may by resolution designate the officer or officers who shall have authority to appoint such agents or employees as the needs of the corporation may require. In the absence of such designation, this function may be performed by the President and may be delegated by the President to others in whole or in part.

Section 5-03. Salaries. All officers and members of the Board of Directors shall serve without pay.

Section 5-04. Removal of Officers, Agents or Employees. Any officer, agent or employee of the corporation may be removed or his authority revoked by resolution of the Board of Directors or in the case of the President, by the members, whenever in their judgment the best interests of the corporation will be served thereby, but such removal or revocation shall be without prejudice to the rights, if any, of the person so removed, to receive compensation or other benefits in accordance with the terms of existing contracts (if any). Any agent or employee of the corporation likewise may be removed by the President or, subject to the supervision of the President, by

the person having authority with respect to the appointment of such agent or employee.

Section 5-05. President; Powers and Duties. The President shall be the chief executive officer of the corporation. The President shall have general charge and supervision of the business of the corporation 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 corporation 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 (or the Vice-President as his designee) shall be an ex-officio member of every Committee except the Nominating Committee.

Section 5-06. Vice President; 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 until a replacement is elected by the Board of Directors.

Section 5-07. Secretary; Powers and Duties. The Secretary shall attend all sessions of the Board and record all the votes and minutes thereof in books to be kept for that purpose. In the event the secretary is unable to attend a session of the Board the President shall designate a board member to perform the duties of the secretary for that session. He shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board or by the President. He shall maintain the membership record and the list of Standing Committees. The Secretary be an ex officio member of the Membership Committee.

Section 5-08. Treasurer; Powers and Duties. The Treasurer shall be the chief financial officer and shall cause full and accurate accounts of receipts and disbursements to be kept in books belonging to the corporation. He shall see to the deposit of all moneys and other valuable effects in the name and to the credit of the corporation in such depository or depositories as may be designated by the Board of Directors, subject to disbursement or disposition upon orders signed in such manner as the Board of Directors shall prescribe. He shall render to the President and to the Directors, at the regular meetings of the Board or whenever the President or the Board may require it, an account of all his transactions as Treasurer and of the results of operations and financial condition of the corporation, including copies of all bank statements. If required by the Board, the Treasurer shall give the corporation a bond in such sum and with such surety or sureties as may be satisfactory to the Board for the faithful discharge of the duties of his office, and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, records, money and other property of whatever kind in his possession or under his control belonging to the corporation. The Treasurer shall be an ex officio member of the Finance Committee.

No person may serve concurrently as both the Treasurer and the President of the organization. In the event that the Treasurer serves as the Vice President, and is elevated to the Presidency as a result of the resignation or removal of the President, the Board may, in its discretion, transfer the duties of the Treasurer to another member of the Board, or elect an interim President who shall serve until the next Annual Membership Meeting.

ARTICLE VI

COMMITTEES

Section 6-01. Standing Nominating Committees. ~~The Nominating Committee shall be composed of at least three (3) Voting Members, at least one of whom is not a Director or Officer. The President cannot serve on this committee. Those standing for election in the relevant election cycle may not serve on this committee. The Corporation shall have Standing Committees, including but not limited to:~~

~~Membership. The Secretary of the Board shall be an ex officio member of this committee.~~

~~Finance. The Treasurer of the Board shall be an ex officio member of this committee.~~

~~Nominating. The committee shall be composed of at least three (3) Voting Members, at least one of whom is not a Director or Officer. The President cannot serve on this committee.~~

Section 6-02. Other Committees. Committees shall be created by the Board of Directors, which will define the committee structure and objectives. Committee chairs need not be Directors.

Section 6-03. Dissolution of Committees. Committees shall be dissolved only by a majority vote of the Board of Directors.

Section 6-04. Powers and Duties. Committees shall engage in activities relating to their objectives as defined by the Board of Directors, including holding committee and public meetings to further or present the work of the committee. Committees may be empowered to communicate with BVNA members, members of the general public and elected officials for the purpose of committee initiatives.

Section 6-05. Reports. ~~Committee. A Committee Chairperson or his or her designee chairs shall will prepare deliver an oral or written report prior to at each Board meeting and may attend Board meetings with notification.~~

Section 6-06. Standard Operating Procedures and Mission. Standard Operating Procedures governing the activities of each individual committees and the charge of each individual committee shall be submitted to and voted on by the Board of Directors. Standard operating procedures shall include the manner of appointment and removal of members of the committee.

Section 6-07. Ex Officio Members. The President, or the Vice President as his designee, shall be an ex officio member of every committee, except as stated in Section 6-01, and shall be included in all committee correspondence.

Section 6-08. Appointment to and Removal from Committees. Only Members of the Corporation may serve as members of a Committee. Committee chairs are appointed by the majority vote of the Board of Directors Members shall be appointed to Committees by the respective committee chair. Members shall be removed from a committee based on a recommendation by the committee chair and approval by the Board of Directors. Members and/or committee chair(s) and may be removed for failing to adequately perform their appointed committee duties or acting against the interests of the corporation, as determined by the Board of Directors.

ARTICLE VII

CONFLICTS OF INTEREST

Section 7-01. Policy. ~~It is the policy of the Corporation and the Board of Directors that no contract or transaction between the corporation and one or more of its Directors or officers, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its Directors are directors or officers, or have a financial interest, or in which any Director or officer has any other conflict of interest, shall be authorized or entered into unless the material facts as to his 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 or Directors. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes the contract or transaction.~~

Directors and Officers of the Board of Directors of the Corporation or members of a committee shall avoid any appearance of or actual conflict of interest in their positions as Board Members of the Corporation. If a member of the Board or a committee has a potential conflict of interest, or is uncertain whether a conflict of interest exists, that member must disclose the potential conflict of interest to the Board at the next scheduled Board meeting (or, in the case of a committee member, to the other members of the committee). A conflict of interest exists where there is a risk that a Board or committee member's judgment or actions regarding the business of the Corporation may be inappropriately influenced by, for example (but not limited to), the Board or committee member's financial gain, desire for professional advancement, or the wish to benefit family or friends. When a Board or committee member reports such conflict to the Board or relevant committee, that individual will have an option to recuse himself or herself. Failing that, the Board or relevant committee shall have the power, by a vote of the majority of the non-interested members of the Board or the committee, to require that the individual be recused.

ARTICLE VIII

DISSOLUTION

Section 8-01. Dissolution. In the event of dissolution or winding-up of the corporation, the corporation's assets, after all debts and expenses have been paid or provided for, shall be distributed in the manner provided by statute or in its Articles of Incorporation. The Director(s) of the Board have the authority to transfer the remaining assets to another organization as allowed under Pennsylvania law and the Articles of Incorporation.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 9.01. Third Party 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, 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 the person is or was a Director or officer of the corporation, or is or was serving at the request of the corporation as a Director, officer or representative of another corporation, 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 person in connection with such threatened, pending or completed action, suit or proceeding.

Section 9-02. Derivative 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 the person is or was a Director or officer of the corporation, or is or was serving at the request of the corporation as a Director, officer or representative of another corporation,, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments fines and amount paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action or suit.

Section 9-03. Procedure for Effecting Indemnification. Indemnification under Sections 9-01 or 9-02 shall be automatic and shall not require any determination that indemnification is proper, except that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section 9-04. Advancing Expenses. Expenses incurred by a person who may be indemnified under Section 9-01 or 9-02 shall be paid by the corporation in advance of the final disposition of any action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined by a court of competent jurisdiction that he is not entitled to be indemnified by the corporation.

Section 9-05. Indemnification of Employees, Agents and Other Representatives. The corporation may, at the discretion and to the extent determined by the Board of Directors of the corporation, indemnify any person who neither is nor was a Director or officer of the corporation but who is or was 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 (and whether brought by or in the right of the corporation), by reason of the fact that the person is or was an employee, agent or other representative of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding and (ii) pay such expenses in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking of the kind described in Section 9-04.

Section 9-06. Rights to Indemnification. Any amendment or modification of these Bylaws that has the effect of limiting a person's rights to indemnification with respect to any act or failure to act occurring prior to the date of adoption of such amendment or modification shall not be effective as to that person unless he consents in writing to be bound by the amendment or modification. The indemnification and advancement of expenses provided by or granted pursuant to these Bylaws to a person shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE X

GENERAL PROVISIONS

Section 10-01. Corporate Records. The corporation shall keep at its registered office in this Commonwealth or at its principal place of business wherever situated, original or duplicate records of the proceedings of the meetings of the members and the Directors and the original or a copy of its Bylaws, including all amendments and alterations thereto. The corporation shall keep at its registered office or at its principal place of business complete and accurate books or records of account. The Corporation shall keep at its registered office or at its principal place of business committee operating procedures and mission statements described in Section 6-06.

Section 10-02. Right of Inspection. Each member and Director shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney during the usual hours for business for any proper purpose, the books and records of account, and records of the proceedings of the members and the Directors and to make copies or extracts there from.

Section 10-3. Ambiguity. To the extent any term or provision of these bylaws is ambiguous, the Board's interpretation of that term shall control.

Section 10-043. Execution of Written Instruments. After authorization in the manner provided by law or in these Bylaws, all contracts, deeds, mortgages, obligations, documents and instruments, whether or not requiring a seal, may be executed by the President and attested by the Secretary or the Treasurer or may be executed or attested, or both, by such other person or persons as may be specifically designated by resolution of the Board of Directors. All checks, notes, drafts and orders for the payment of money shall be signed by such one or more officers or agents as the Board of Directors may from time to time designate.

Section 10-045. Telecommunications. One or more persons may participate in a meeting of the Board, or of a committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such a meeting.

Section 10-056. Masculine to Include Feminine and Neuter. Whenever in these Bylaws the words "he," "his" or "him" are used, they shall be deemed, where appropriate, to mean the comparable feminine or neuter pronoun.

ARTICLE XI

AMENDMENT OF BYLAWS

Section 11-01. Amendments. These Bylaws may be altered, amended, supplemented or repealed by the Voting Members of the corporation at any regular or special meeting of the members duly convened after notice to the members for that purpose; or by written consent or consents of ~~all~~25 members without a meeting. The Board of Directors cannot amend these Bylaws.

ARTICLE XII

FISCAL YEAR

Section 12-01. Fiscal Year. The fiscal year of the organization shall end on the thirty first day of December of each year.

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Adopted by resolution of the Board of Directors on September 8, 2015. Amended by vote of membership on September 21, 2015.