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1
2
3 **BYLAWS**
4 **Of**
5 **CRAFTON PUBLIC LIBRARY ASSOCIATION**
6 **a Pennsylvania Nonprofit Corporation**

7 **ARTICLE I - NAME AND PURPOSES OF THE CORPORATION**

8 SECTION 1. NAME

9 The name of this Corporation shall be Crafton Public Library Association, hereinafter called the
10 Association.

11
12 SECTION 2. PURPOSE

13
14 The Association is formed and organized in accordance with the Library Code of the Commonwealth of
15 Pennsylvania, 24 Pa.C.S. 1601 et.seq.

16
17 The general objectives of the Association shall be as follows:

- 18 1. To serve the community as a general center of reliable information.
19 2. To assemble, preserve, organize and administer collections of books and other materials of
20 cultural, educational and recreational value.
21 3. To support educational, civic and cultural activities of schools, organizations and groups in
22 the community.
23 4. To participate in the State, Regional and District Library Systems.

24 The Association shall determine and adopt written policies governing the operation of the library, promote
25 its services, hire all personnel and secure adequate funds to attain the objectives of the library.

26
27 SECTION 3. CORPORATION FOR SECTION 501(c)(3) PURPOSES

28
29 This Corporation is organized exclusively for one or more of the purposes as specified in Section 501
30 (c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to
31 organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue
32 Code. The Association shall not be organized for profit and no part of the net earnings of the Association,
33 nor donations, which it receives, shall inure to the benefit of any member or individual as determined by
34 the standards established under Section 501(c)(3) of the Internal Revenue Code.

35
36 SECTION 4. NON-DISCRIMINATION

37 In the operation of its business for its stated purpose, as set forth in Article I, Section 2 of these by-laws,
38 the Association is a non-discriminatory Association. The Association does not discriminate by race,
39 sexual orientation, sex, color, religion, handicap, or national origin.

40
41 **ARTICLE II - OFFICES**

42
43 SECTION I. REGISTERED OFFICE.

44
45 The registered office of the Association shall be at 140 Bradford Avenue in the Borough of Crafton,
46 Allegheny County, Commonwealth of Pennsylvania 15205.

47
48 SECTION 2. OTHER OFFICES.

49 The Association may also have offices at such other places as the Trustees may from time to time
50 appoint and the activities of the Association may require.

51
52 **ARTICLE III - SEAL**

53
54 The Corporate Seal shall have inscribed thereon the name of the Association, the year of its organization
55 and the words "Corporate Seal, Pennsylvania".
56

1
2
3 **ARTICLE IV - MEMBERS**
4

5 SECTION 1 HONORARY TITLES
6

7 The Trustees may create such classes of "membership", such as contributing members or honorary
8 members, as the Trustees see fit, but such persons shall not have the rights of members under the
9 Pennsylvania Nonprofit Corporation Law of 1997, as amended (the "Act"). Honorary membership may be
10 awarded by unanimous vote of the Trustees to representatives of regularly contributing civic
11 organizations.
12

13 SECTION 2 MEMBERSHIP TERMS
14

15 All classes of membership shall serve for two year terms. No member shall have voting power.
16

17 **ARTICLE V - TRUSTEES**
18

19 SECTION 1. NUMBER OF TRUSTEES.
20

21 There shall be eleven Trustees who have a vote in the matters of the Association. These Trustees shall
22 consist of the following:

- 23 a. A maximum of seven community representatives at large
24 b. and four officers.

25 SECTION 2. QUALIFICATIONS OF TRUSTEES.
26

27 The qualifications for membership shall include a deep interest in the objectives of the library, regular
28 attendance at meetings, willingness and ability to understand the duties and responsibilities of
29 membership. In addition, each Trustee shall be a fulltime resident of the Borough of Crafton and an
30 elector of that Borough.
31

32 SECTION 3. TERM OF BOARD MEMBER.
33

34 ***Trusteeship shall be for four year terms. (revised 10/21/2015)***
35

36 As nearly as possible, an equal number of terms shall expire each even numbered year.
37

38 If the number of Trustees on the Board is less than the maximum, the Nominating Committee may at any
39 time nominate a candidate for Trustee provided that three (3) Trustees support the nominee. The
40 recommendation must include the signatures of the three Trustees nominating the new candidate for
41 Trustee. The nominating committee will assess the candidates adhering to "Qualifications of Trustees"
42 enumerated in Article V, Section 2 of the Bylaws. All Trustees must then be made aware of the candidate
43 and the candidate's qualifications in writing. Following the notification to all Trustees, the candidate may
44 be briefly introduced at the next regularly scheduled board meeting and voting may occur at that meeting.
45 No nominee may be present during the voting. A person must have two-thirds votes of the total Trustees
46 on the Board to become a Trustee. Any person so elected, as a Trustee will fulfill the unexpired term of
47 that particular Trustee seat.
48

49 SECTION 4. REMOVAL.
50

51
52 Except as further provided in this Section, any Trustee may be removed from office, without the
53 assignment of any cause, by a vote of three-fourths of the Trustees in office at any duly convened
54 meeting of the Board, provided that written notice of the intention to consider removal of such Trustee
55 shall be included in the notice of the meeting. No Trustee shall be removed without having the
56 opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

1
2 Any Trustee may be removed from office without written notice after absence from three consecutive
3 Board meetings if no notice of and reason for the absence was given in advance of each meeting to the
4 Secretary, the removal shall be at the next meeting subsequent to the fourth absence. No notice to the
5 offending Trustee is necessary and such Trustee does not have a right to be heard at the meeting in
6 which the matter of removal is addressed.
7

8 Any Trustee who misses six meetings or more in a 12-month period shall be automatically removed from
9 the Board. The removal shall be at the next meeting subsequent to the sixth absence. No notice to the
10 offending Trustee is necessary and such Trustee does not have a right to be heard at the meeting in
11 which the matter of removal is addressed.
12

13 SECTION 5. COMPENSATION.

14
15 No Trustee-or Officer shall receive any salary or other form of compensation from the Association in that
16 individual's capacity as an Officer or Trustee, except that, any Trustee or Officer of the Association may
17 receive reimbursement for expenses incurred in the performance of that individual's responsibilities, at
18 the discretion of the Board.

19 SECTION 6. INSPECTION.

20 Every Member of the Board shall have the absolute right at any reasonable time to inspect and copy all
21 books, record and documents of every kind and to inspect the physical properties of the Association and
22 shall have such other rights to inspect the books, record and properties of this Association as may be
23 required under these Bylaws and provisions of law.
24

25 **ARTICLE VI OFFICERS**

26 SECTION 1. THE OFFICERS.

27
28 The officers shall be President, Vice-President, Secretary and Treasurer. The Treasurer shall be bonded
29 in the amount of \$3,000.00.
30

31 SECTION 2. ELECTION.

32
33 The Treasurer, Secretary and one-half of the voting Trustees, or one-half rounded down if there should
34 be an uneven number of voting Trustees shall be elected by an affirmative vote of a majority of the
35 Trustees then in office at the January meeting of the Board in each odd numbered year and shall assume
36 their responsibilities at the beginning of the new fiscal year.
37

38 The President, Vice-President and one-half of the voting Trustees or one-half rounded up if there should
39 be an uneven number of voting Trustees shall be elected by an affirmative vote of a majority of the
40 Trustees then in office at the January meeting of the Board in each even numbered year and shall
41 assume their responsibilities at the beginning of the new fiscal year.
42

43 For the year 2018 the offices of President and Vice-President shall be appointed for two-year terms and
44 the office of Treasurer shall be appointed for a one-year term. Beginning in the year 2019 the terms of
45 officers will be in accordance with the provisions of paragraphs one and two of this Section.
46

47 Each officer shall hold office for two years until each respective successor has been elected and qualified.
48 No officer may serve more than two consecutive terms. A person may not hold more than one office at
49 any given time.
50

51 SECTION 3 ELECTION PROCEDURE.

52
53 The Nominating Committee shall prepare a single slate of candidates in accordance with Section 2 of
54 Article VI to be voted upon at the January Trustees meeting of each year. This slate of candidates shall
55 be provided to all Trustees at least one month before that election. Write-in nominations are permitted for

1 any officer position. The nominee must be supported by two (2) members of the Trustees. Nominations
2 may come from the floor or self-nomination. The recommendation must include the signatures of both
3 members of the Trustees nominating a new candidate. A slate of officers will then be prepared and all
4 members of the Trustees will then be made aware of the new slates. A person receiving a majority of the
5 votes from the Trustees then in office will be elected to the position.

6 SECTION 4. REMOVAL OF OFFICERS.
7

8 The Board may remove any officer whenever in its judgment the best interests of the Association may be
9 served thereby. Such removal from office, without the assignment of any cause, will require an
10 affirmative vote of three-fourths of the Trustees then in office at any duly convened meeting of the Board,
11 provided that written notice of the intention to consider removal of such officer shall be included in the
12 notice of the meeting. No officer shall be removed without having the opportunity to be heard at such
13 meeting, but no formal hearing procedure need be followed.
14

15 **ARTICLE VII - DUTIES OF OFFICERS**
16

17 SECTION 1. PRESIDENT.
18

19 The President, who shall serve as President for the purpose of state and federal law, shall preside at all
20 meetings of the Board, shall have general and active management of the business of the Association,
21 shall act as liaison between the Director of the Library and the Board between meetings and shall see
22 that all orders and resolutions of the Board are carried into effect. The President may make and sign in
23 the name of the Association, such contracts and agreements which arise in the ordinary course of the
24 business of the Association and such other contracts, obligations and instructions as authorized by the
25 Board. The President shall have general superintendence of all other officers of the Association and shall
26 see that their duties are properly performed. The President shall from time to time report to the Board all
27 matters within that individual's knowledge, which the interests of the Association may require to be
28 brought to their notice. The President shall also perform such other duties as may be assigned from time
29 to time by the Board.
30

31 SECTION 2. VICE-PRESIDENT.
32

33 A Vice-President shall have such powers and perform such duties as the Trustees may prescribe or as
34 the President may delegate. A Vice-President shall, in the absence or disability of the President, perform
35 the duties and exercise the powers of the president. Upon resignation of the President, or removal from
36 office, the Vice-President shall assume the duties of the President.
37

38 SECTION 3. SECRETARY.
39

40 The Secretary shall perform the following duties: certify and keep at the principal office of the Association
41 the original, or a copy, of these Bylaws and any amendments; be responsible for the filing of any
42 document required by any federal or state law and shall be the official custodian of the records of the
43 Association; record and keep the minutes of the Association and shall distribute the same to the Trustees;
44 keep at the principal office of the Association or at such other place as the board may determine, a book
45 of minutes of all meetings of the members, and, if applicable, meetings of committees; make sure that all
46 notices are duly given in accordance with the provisions of these Bylaws or as required by law; exhibit at
47 all reasonable times to any member of the Board the Bylaws, the membership book, and the minutes of
48 the proceedings of the Trustees; tally election votes; and in general perform all duties incident to the
49 office of Secretary and such other duties as may be required by law or which may be assigned from time
50 to time by the Board.
51

52 Unless otherwise approved by a majority of the Trustees then in office, the minutes of each meeting shall
53 be prepared by and distributed at the regular meeting immediately subsequent.
54

55 SECTION 4. TREASURER.
56

1 The Treasurer shall have the care and custody of and shall be responsible for, all monies and securities
2 belonging to the Association. The Treasurer shall cause the funds of the Association to be deposited in a
3 regular business bank or trust company. The Treasurer shall keep an account of all monies received and
4 expended on behalf of the Association at the annual meeting of the Board, and at such other times as
5 may be called upon to do so by the President or the Board. The Treasurer shall disburse or cause to be
6 disbursed, the funds of the Association as may be directed by the Board, taking proper vouchers for such
7 disbursements. The Treasurer shall exhibit at all reasonable times, the books of account and financial
8 records to any Board member. The Treasurer shall make a report to Crafton Borough Council of the
9 finances of the Association on an annual basis. The Treasurer shall perform all duties incident to the
10 office of the Treasurer and such other duties as may be required by law or which the Board may assign
11 from time to time.
12
13

14 **ARTICLE VIII - COMMITTEES**

15 **SECTION 1. ESTABLISHMENT.**

16
17 There shall be a Nominating Committee, a Personnel Committee and a Finance Committee as set forth in
18 Sections 4, 5 and 6 of this Article.

19
20 The Board may establish one or more other committees to consist of one or more Trustees of the
21 Association. Any such committee, to the extent provided in the resolution of the Board, shall have and
22 may exercise all of the powers and authority of the Board, except that no committee shall have any power
23 or authority as to the following:

- 24 (a) The filling of vacancies on the Board.
- 25 (B) The adoption, amendment or repeal of the Bylaws.
- 26 (C) The amendment or repeal of any resolution of the Board.
- 27 (D) Action on matters committed by the he Bylaws or by resolution of the Board to another
28 committee of the Board.
29
30

31 **SECTION 2. APPOINTMENT OF MEMBERS.**

32
33 Unless otherwise determined by the Board or these Bylaws, the President shall appoint members of all
34 committees.
35

36 **SECTION 3. CREATION & COMPOSITION OF ADVISORY BOARDS.**

37
38 The Association may, in its discretion, establish Advisory Boards, which may include as members
39 persons who are not members of the Board. Such Advisory Boards shall have no voting powers and
40 shall have only such responsibilities and duties as delegated to it by the Board or the President.
41
42

43 **SECTION 4. FINANCE COMMITTEE**

44
45 The Finance Committee shall consist of the President, Vice-President and Treasurer. The committee
46 shall prepare the annual budget for submission to the Crafton Borough Council prior to its October
47 meeting.
48

49 **SECTION 5. NOMINATING COMMITTEE.**

50
51 A Nominating Committee shall be appointed by the President in October of each year and shall present
52 its candidates at the November meeting, but no later than one month prior to the January meeting.
53 Nominations from the floor or self-nomination may be made at any meeting after the Nominating
54 Committee presents its slate, but no later than the January meeting; all such nominations to be supported
55 by two members of the Trustees. The recommendation must include the signature of both members of
56 the Trustees nominating a new candidate. Consent of the nominee must be obtained before the name is
57 placed in nomination.

1
2 SECTION 6. PERSONNEL COMMITTEE.
3 The Personnel Committee will be composed of the President and three members of the Trustees, who will
4 be appointed by the President, and the President who will serve ex-officio (having a voice but no vote).
5 The Personnel Committee is a standing committee and is responsible for designing and communicating
6 the hiring process (including a job description) recruiting and prequalifying potential hires, supervising
7 hires, and acting as a liaison between the staff and the board.

8 **ARTICLE IX - RESIGNATION AND VACANCIES**

9 SECTION 1. RESIGNATIONS.

10
11 Any Trustee or officer may resign such position at any time, such resignation to be made in writing and to
12 take effect from the time of its receipt by the Association, unless some later time may be fixed in the
13 resignation, and then from that date. The acceptance of the resignation shall not be required to make it
14 effective.

15
16 SECTION 2. FILLING VACANCIES.

17
18 Except as otherwise provided in these by-laws, a vacancy in any office may be filled by the Board at the
19 next regularly scheduled board meeting or at a special meeting for the balance of the term.

- 20
21 (A) If the position of any Trustee becomes vacant, by an increase in the number of Trustees, or by
22 reason of death, resignation, disqualification or otherwise, the remaining Trustees by affirmative vote
23 of a majority of all Trustees in office may choose a person or persons who shall hold office for the
24 remaining term.
- 25 (B) If the position of any officer, other than the President, becomes vacant, by an increase in the number
26 of officers, or by reason of death, resignation, disqualification or otherwise, the Trustees by affirmative
27 vote of a majority of all Trustees in office may choose a person or persons who shall hold office for
28 the remaining term. In the case of vacancy in the office of President, the Vice-President shall assume
29 the office of President and the vacancy of the office of Vice-President shall be filled.

30
31 **ARTICLE X - MEETINGS AND NOTICE**

32
33 SECTION 1. PLACE OF MEETINGS.

34
35 Meetings may be held at such place within the Borough of Crafton, Allegheny County, Commonwealth of
36 Pennsylvania as the Board may from time to time determine.

37
38 SECTION 2. NOTICE.

39
40 Other than any notice to the general public as required by the Sunshine Act, whenever written notice is
41 required to be given to any Trustee or any other person, it may be given to such person either personally
42 or by sending a copy thereof by first class or express mail, postage prepaid, or by facsimile transmission,
43 or by courier service, charges prepaid, to the address or facsimile number appearing on the books of the
44 Association, or the to the internet electronic mailbox of a Trustee which appears on the books of the
45 Association. If the notice is sent by mail or courier service, it shall be deemed to have been given to the
46 person entitled thereto when deposited in the United States mail, or deposited with the courier service for
47 delivery to such person or, in the case of facsimile, when dispatched. Such notice shall specify the place,
48 day and hour of the meeting and any other information, which may be required by the Act or these
49 Bylaws.

50
51 If required by statute, notice of meetings will be given to the general public in accordance with 65
52 Pa.C.S. §§ 701-716 and any amendments thereof, known as the Sunshine Act.

53
54 SECTION 3. WAIVER OF NOTICE.

55
56 Other than any notice to the general public as required by the Sunshine Act, any other required notice

1 may be waived by the written consent of the person entitled to such notice either before or after the time
2 for giving of notice, and attendance of a person at a meeting shall constitute a waiver of notice, except
3 where a person attends a meeting for the express purpose of objecting to the transaction of any business
4 because the meeting was not lawfully called or convened.

5
6 SECTION 4. REGULAR MEETINGS.

7
8 Regular meetings shall be held monthly, on the third Tuesday of the month at 7:00 p.m. at a location
9 within the corporate limits of the Borough of Crafton.

10
11 SECTION 5. SPECIAL MEETINGS.

12
13 *Special meetings*, which do not fall under the provisions of the Sunshine Act, *concerning urgent business*
14 *may be called by the President or at the request of three Board Members. Written notice of all special*
15 *meetings shall be given each member at least 48 hours in advance of the meeting and shall be given in*
16 *conformance with the notice requirements of Section 2 of this Article, except in cases of extreme urgency.*
17 *Notice shall state the purpose of the meeting.*

18
19 SECTION 6. CONDUCT OF MEETINGS.

20
21 The Modern Rules of Order (Copyright 1992 Pennsylvania Bar Institute) shall govern all meetings of the
22 Trustees; as such rules may be revised from time to time, insofar as such rules are not inconsistent with
23 or in conflict with these Bylaws, or with provisions of law.

24
25 SECTION 7. ANNUAL MEETING.

26 The annual meeting of the Association shall be held by the Trustees at a place, date and hour to be fixed
27 by a majority vote of the Trustees, and notice thereto shall be sent to the last recorded address,
28 according to the Association's records, of each Trustee not less than ten (10) days prior to the date
29 appointed for the meeting.

30
31 SECTION 8. QUORUM.

32
33 One-half of the number of Trustees then in office plus one, shall constitute a quorum for the transaction of
34 business. Except as otherwise provided under these Bylaws, no business shall be considered, voted on
35 or put into action by the Board at any meeting at which the required quorum is not present, and the only
36 motion which the President shall entertain at such meeting is a motion to adjourn.

37
38 SECTION 9. MAJORITY VOTE FOR ACTIONS OF THE BOARD.

39 A majority vote of the Trustees present at a meeting at which a quorum is present shall be necessary to
40 adopt any corporate action taken by the Trustees, except as otherwise provided by the laws of
41 Pennsylvania, or these Bylaws. Each Trustee shall be entitled to one (1) vote.

42
43 SECTION 10. ACT OF THE BOARD.

44 Every act or decision done or made by a majority of the board present at a meeting duly held at which a
45 quorum is present is the act of the Board, unless these Bylaws, or provisions of law require a greater
46 percentage or different voting rules for approval of a matter by the board.

47
48 SECTION 11. ENTERING INTO CONTRACTS.

49 The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute any
50 instrument in the name of and on behalf of the Association, and such authority may be general and/or
51 confined to specific instances; and unless so authorized by the Board or by these Bylaws, no officer,
52 agent, employee or member shall have any power or authority to bind the Association by any contract or
53 engagement, to pledge its credit to render it liable for any purpose or to any amount.

1 SECTION 12. AMENDING THE BYLAWS

2 The bylaws of this Association may be amended by an affirmative vote of two thirds of the Trustees then
3 in office at a duly convened meeting.

4
5 SECTION 13. REMOTE ATTENDANCE AT MEETINGS (Rev 10/21/15)

6 A. A Trustee may participate via telecommunication devices, such as telephones or computer
7 terminals, which permit, at a minimum, audio communication between locations provided that:

8 1. At least one half of the Trustees then in office is physically present at the meeting place at the
9 convening or reconvening of the meeting. If after the convening or reconvening of a meeting a Trustee
10 has been disqualified from voting as a matter of law, but is still physically present, Trustees participating
11 by telecommunication device in accordance with this section shall be counted to maintain the minimum
12 number in attendance.

13 2. The telecommunication device used permits the Trustee or Trustee(s) not physically present at
14 the meeting to speak to and hear the comments and votes, if any, of all who are physically present as well
15 as others who may not be physically present and who are also using a telecommunication device to
16 participate in the meeting; and

17 3. The telecommunication device used permits the all who are physically present at the meeting to
18 speak to and hear the comments and the vote, if any, of the Trustee or Trustees not physically present at
19 the meeting.

20 B. Participation by telecommunication device is permitted for one or more of the following reasons
21 for physical absence:

- 22 1. illness or disability of the Trustee;
- 23 2. care for the ill or newborn in the Trustee's immediate family;
- 24 3. emergency; and
- 25 4. family or business travel.

26 C. In this section, "immediate family" means the spouse of the Trustee, another person cohabitating
27 with the Trustee in a conjugal relationship that is not a legal marriage, a child (including a stepchild or
28 foster child) of the Trustee, a parent, sibling, grandparent, aunt or uncle of the Trustee, or a parent or
29 sibling of the Trustee's spouse.

30 D. Any Trustee wishing to attend a meeting via a telecommunication device shall notify the
31 Executive Director, if reasonably practicable, at least five days prior to a meeting, but not less than 48
32 hours in advance of a meeting that the Trustee proposes to attend via a telecommunication device. Such
33 notification shall be provided in writing (facsimile and/or electronic transmission included) and shall
34 provide the physical address of the location, the telephone number or electronic communication address,
35 and any available facsimile, e-mail or other document transmission service. Failure to provide the
36 notification in writing and within the period of time provided herein shall result in the Trustee's exclusion
37 from attendance of a meeting through telecommunication participation. Upon written notification by the
38 Trustee(s) wishing to participate via telecommunication device (within the allotted time frame), the
39 Executive Director shall notify all Trustees of the request.

40 E. If the President chooses to participate via telecommunication device, the meeting shall be
41 conducted by the remaining officers physically present in this order: the Vice President, Treasurer or
42 Secretary.

43 F. Participation by telephone shall be allowed for regular, special and agenda setting session
44 meetings of the Board.

45 G. Remarks by Trustees participating by telephone shall be transmitted so as to be audible by all in
46 attendance at the meeting, provided that in executive session the remarks shall be audible only to those
47 included in the executive session.

48 H. At the meeting, the Executive Director shall establish the telecommunication connection when the
49 call to order is imminent.

50 I. A Trustee participating by telecommunication device shall be counted as present for purposes of
51 discussion and voting.

52 J. The Trustee participating by telephone shall make every effort to participate in the entire meeting.

53 K. From time to time during the meeting, the presiding officer shall confirm the connection.

54 L. The Trustee participating by telephone may ask to be recognized by the presiding officer to the
55 same extent as any other Trustee.

1 M. To the extent reasonably practicable, the Executive Director shall provide backup materials to any
2 Trustee participating by telecommunication device at the Trustee's expense.

3 N. Trustees are responsible for any telecommunication, telephone long distance and/or back-up
4 material transportation charges incurred due to their participation in a meeting via telephone unless they
5 are absent due to Board business. A Trustee is not considered to be on Board business merely by
6 attendance at a meeting via telephone. Telephone long distance and/or back-up material shipping
7 charges may not be reimbursed to the Trustee.

8 O. If the telecommunication connection cannot be made or is made and then lost, the meeting shall
9 commence or continue as scheduled and the Executive Director shall attempt to establish or restore the
10 connection.

11 P. Meeting times shall be expressed in Pennsylvania time regardless of the time at the location of
12 any Trustee participating by telephone.

13 Q. Nothing in this subsection shall be construed to limit the protections and prohibitions contained in
14 any law or regulation relating to the rights of the disabled.

15 16 **ARTICLE XI - DISSOLUTION**

17
18 Upon the dissolution of the Association, the Trustees shall, after paying or making provision for the
19 payment of all of the liabilities of the Association, dispose of all the remaining assets of the Association
20 (a) to one or more organizations that at the time qualify as tax exempt under Section 501 (c)(3) of the
21 Internal Revenue Code or (b) to one or more governmental units described in Section 170(c)(1) of the
22 Internal Revenue Code, as the Trustees shall determine, to be used exclusively for charitable purposes.
23 Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in
24 which the principal office of the Association is then located to one or more such organizations, as said
25 Court shall determine, to be used exclusively for charitable purposes. Under no circumstances shall any
26 assets be distributed to Trustees, officers, members or employees of the Association.

27 28 **ARTICLE XII - LIABILITY AND INDEMNIFICATION**

29 30 **SECTION 1. GENERAL RULE.**

31
32 A Trustee shall not be personally liable for monetary damages as Trustee for any action taken, or any
33 failure to take action, unless:

34 (a) the Trustee has breached or failed to perform the duties of Trustee in accordance with the
35 standard of conduct contained in 42 Pa.C.S.A. § 8332. and any amendments and successor acts thereto;
36 and

37 (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;
38 Provided however, the foregoing provision shall not apply to (a) the responsibility of liability of a Trustee
39 pursuant to any criminal statute or (b) the liability of a Trustee for the payment of taxes pursuant to local,
40 state or federal law.

41 42 **SECTION 2. INDEMNIFICATION.**

43
44 The Association shall indemnify any officer or Trustee or employee who was or is a party or is threatened
45 to be made part to any threatened, pending or completed action, suit or proceeding, whether civil,
46 criminal, administrative or investigative, by reason of the fact that such person is or was a representative
47 of the Association, against expenses, including attorneys' fees, judgments, fines and amounts paid in
48 settlement actually and reasonably incurred in connection with such action or proceeding, if such person
49 acted in good faith and in a manner reasonably believed by that individual to be in, or not opposed to, the
50 best interests of the Association, and with respect to any criminal proceeding, had no reason to believe
51 such conduct was illegal, provided however, that no persons shall be entitled to indemnification pursuant
52 to this Article in any instance in which the action or failure to take action giving rise to the claim for
53 indemnification is determined by a court to have constituted willful misconduct or recklessness; and
54 provided further however, in instances of a claim by or in the right of the Association, indemnification shall
55 not be made under this section in respect of any claim, issue or matter as to which the person has been
56 adjudged to be liable to the Association unless and only to the extent that the Court of Common Pleas of

1 the judicial district embracing the county in which the registered office of the Association is located or the
2 court in which the action was brought determines upon application that, despite the adjudication of
3 liability, but in view of all the circumstances of the case, such person is fairly and reasonable entitled to
4 indemnity for such expenses that the Court of Common Pleas or other court shall deem proper.
5

6 SECTION 3. PROCEDURE.
7

8 Unless ordered by a court, any indemnification under Section 2 of this Article, or otherwise permitted by
9 law, shall be made by the Association only as authorized in the specific upon a determination that
10 indemnification is proper in the circumstances because that individual has met the applicable standard of
11 conduct set forth under that Section. Such determination shall be made:

12 (1) by the Trustees by a majority vote of a quorum consisting of Trustees who were not parties to
13 the action or proceeding; or

14 (2) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of
15 disinterested Trustees so directs, by independent legal counsel in a written opinion.
16

17 SECTION 4. ADVANCEMENT OF EXPENSES.
18

19 Expenses incurred by a person entitled to indemnification pursuant to this Article or otherwise permitted
20 by law in defending a civil or criminal action suit or proceeding shall, in any case required by Section 2 of
21 this Article, and may, in any other case, be paid by the Association in advance of the final disposition of
22 such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay the
23 amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified
24 by the Association.
25

26 SECTION 5. CONTINUING RIGHT TO INDEMNIFICATION.
27

28 The indemnification and advancement of expenses provided pursuant to this Article shall continue as to
29 any person who has ceased to be an officer or Trustee or employee of the Association and shall inure to
30 the benefit of the heirs, executors and administrators of such person.
31

32 SECTION 6. OTHER RIGHTS.
33

34 This Article shall not be exclusive of any other right which the Association may have to indemnify any
35 person as a matter of law.
36

37 **ARTICLE XIII - MISCELLANEOUS**
38

39 SECTION 1. FISCAL YEAR.
40

41 The Association's books of account shall be kept on a calendar year basis and shall be audited annually
42 by an independent accountant.
43

44 SECTION 2. POLITICAL ACTIVITIES.
45

46 The Association may conduct activities to influence legislation provided that no substantial part of the
47 activities of this Association shall consist of carrying on propaganda, or otherwise attempting to influence
48 legislation, and the Association shall not participate or intervene in any political campaign (including the
49 publishing or distribution of statements) on behalf of any candidate for public office. Such activity will be
50 conducted only if in conformity with the PA Purely Public Charities Act and Section 501(c)(3) of the
51 Internal Revenue Code.
52