

**AMENDED AND RESTATED  
BYLAWS  
OF  
PROVIDENCE CONNECTIONS, INC.**

**ARTICLE I  
NAME AND OFFICES**

1.1 Name. The name of this Corporation is Providence Connections, Inc.

1.2 Principal and Business Offices. The principal and business offices of the Corporation are located at 3113 Brighton Road, Pittsburgh, County of Allegheny, State of Pennsylvania.

1.3 Registered Office. The registered office of the Corporation is currently at 3113 Brighton Road, Pittsburgh, Pennsylvania 15212. The address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II  
PURPOSES**

2.1 Purposes. The Corporation is incorporated pursuant to the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, as amended, exclusively for educational, charitable, scientific and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended, modified, or replaced by any future United States Internal Revenue Law, (hereinafter the "Code"). The purposes shall include, but are not limited to the following:

- a. to create, own and operate various programs, including, but not limited to, educational, health and human services, designed to support families.
- b. to accept and receive by gift, devise, bequest, endowment, grant or otherwise real and personal property of every kind as consistent with the Articles of Incorporation and the Bylaws of the Corporation.
- c. to perform any other acts as may be necessary to effectuate the purposes of this Corporation as such additional acts are consistent with the Articles of Incorporation and the Bylaws of the Corporation, and to carry out religious, charitable, scientific and educational acts as shall be appropriate for a nonprofit corporation of this state.
- d. solely for the above purposes, and without otherwise limiting its powers, by exercising all rights and powers conferred by the laws of the Commonwealth of Pennsylvania upon not-for-profit corporations.

### **ARTICLE III MEMBERS**

3.1 Members. The Members of the Providence Connections, Inc. shall be those persons who shall be the Provincial Director and Council of the Sisters of Divine Providence, Marie de la Roche Province.

3.2 Term. The terms of all Members shall commence immediately following their election or appointment as Provincial Director and Council. Members of this Corporation shall be co-terminus with the term of offices of the Provincial and Council. Members ceasing to hold said offices shall cease to be Members of this Corporation.

### **ARTICLE IV RESERVED POWERS**

4.1 Powers of the Members. The following powers are reserved exclusively to the Members and no attempted exercise of any such powers by any person or entity other than the Members shall be valid or of any force or effect whatsoever.

- a. To determine the philosophy and the mission of Providence Connections, Inc.;
- b. To elect and to remove with or without cause the officers and Directors of this Corporation;
- c. To amend, alter, modify or repeal the Articles of Incorporation and the Bylaws;
- d. To acquire, purchase, sell, lease, transfer or encumber, construct or undertake the destruction of buildings owned by the Corporation or in which the Corporation has or will have equitable or legal title;
- e. To terminate, merge, consolidate, affiliate, divide, or separate programs from this Corporation and/or to merge, consolidate, or affiliate this Corporation or any of its programs with any other corporation, organization or program;
- f. To dissolve the Corporation and to determine the distribution of the Corporation's assets upon dissolution in conformity with the Articles of Incorporation, these Bylaws, the Code, and applicable Pennsylvania law and the Canon Law of the Roman Catholic Church;
- g. To approve any borrowing or other financial obligation not contained in the capital or operating budgets of the Corporation;
- h. To grant prior approval to any increment or addition to the capital debt and/or to renegotiate, modify or otherwise change the existing capital debt obligations of this Corporation;
- i. To require a certified audit or review of corporate funds annually; and
- j. To appoint or remove the chief administrative employee of this Corporation.
- k. To approve the annual operating and capital budgets of the Corporation.

**ARTICLE V**  
**MEETINGS OF THE MEMBERS**

5.1 Annual Meeting. The annual meeting of the Members shall be held each year at such time and place as they may designate. The Chairperson shall be the Provincial Director of the Sisters of Divine Providence, Marie de la Roche Province. At the annual meeting, the Members shall:

- a. Elect new Directors pursuant to Article IV;
- b. Prepare for the Board of Directors a statement of policy to be followed in the current year, if the Members deem such to be advisable.
- c. Request a report of this Corporation from the Board of Directors, verified by the President and Treasurer of the Corporation, which should set forth the following:
  - (i) the assets and liabilities of this Corporation, as of the end of the fiscal year immediately preceding the date of the report;
  - (ii) the principal changes in assets and liabilities during the fiscal year immediately preceding the date of the report;
  - (iii) the revenue or receipts of this Corporation, both unrestricted and restricted to particular purposes, for the fiscal year immediately preceding the date of the report.
  - (iv) the expenses or disbursements of this Corporation, for both general and unrestricted purposes, during the fiscal year immediately preceding the date of the report;
  - (v) the number of Directors of this Corporation as of the date of the report, together with a statement of increases or decrease in such number during the year immediately preceding the date of the report, and the names, business and residential addresses of said Directors; and
  - (vi) a summary of the implementation by the Board of Directors of programs in the Corporation consistent with the policies of this Corporation as enunciated from time to time by the Members.

5.2 Special Meetings. Special meetings of the Members may be called at any time by the Chairperson of the Members by giving reasonable notice as provided in these Bylaws. The Chairperson of the Board of Directors of this Corporation may request a special meeting for serious reasons..

5.3 Place of Meeting. The place for any annual or special meeting shall be as determined by the Chairperson of the Members.

5.4 Notice of Meetings. Written notice stating the place, day, and hour of any regular meeting shall be delivered not less than ten (10) before the date of the meeting, either personally, by mail, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member as her address may appear on the books of the Corporation, with postage thereon prepaid. The notice by telegram shall be deemed to be delivered when the call has been placed with the telegraph service.

- a. Notice of special meetings may be given by mail or phone or personally at least five (5) days prior to the meeting. Such notice shall include the purpose or purposes for which the meeting is called.

5.5 Waiver of Notice. A waiver in writing signed by the person entitled to notice shall be deemed equivalent to notice. Except for a special meeting, the nature of business to be transacted need not be stated in the waiver. Such a waiver may be made before or after the time of notice stated in the Bylaws.

5.6 Quorum. At all annual or special meetings of the Members, the presence of a majority of the voting Members at said meeting shall constitute a quorum for the transaction of business. The Chairperson of the Members must be present in person or by proxy or delegate, for a quorum to be deemed to exist.

- a. Once a quorum is attained, the Members present at a duly organized meeting may continue to do business until adjournment, notwithstanding withdrawal of enough Members to leave less than a quorum;
- b. If a quorum is not attained, the Members present may adjourn the meeting to such time and place as they may determine.

5.7 Voting. All business of the Members shall be transacted by a majority vote of voting Members present, once a quorum is attained.

5.8 Vote by Proxy. Members may, in cases of necessity, vote by proxy executed in writing by the Member or her attorney-in-fact.

5.9 Transaction of Business Without a Meeting. Any business action which may be taken at a meeting of the Members may be taken without a meeting if a consent or consents setting forth the action so taken is signed by all of the Members in office and filed with the Secretary of the Members.

5.10 Conference Telephone. The Members may participate in a meeting through the use of conference telephone or similar communication equipment, provided that all Members participating in such a meeting can hear one another. Participation in such a meeting pursuant to this section shall constitute presence in person at a meeting.

## **ARTICLE VI BOARD OF DIRECTORS**

6.1 Business Affairs. The business and affairs of this Corporation shall be managed by the Board of Directors subject to the limitations imposed by Article IV. All Directors shall serve without compensation.

6.2 Composition and Number. The Board of Directors shall consist of no less than seven (7) and shall not exceed twenty-one (21). At least one fourth of the directors shall be

Sisters of Divine Providence, Marie de la Roche Province, at least one of whom may be a Member.

6.3 Ex-officio Directors. The Executive Director of Providence Connections, Inc. and the Director of Social Concerns of Marie de la Roche Province shall be ex-officio voting Directors of the Board, with all rights and responsibilities related to the position.

6.4 Election of Directors. The Members shall elect the Directors. Nominations shall be made upon the initiative of the Members and/or upon recommendation from the Board of Directors of this Corporation, in accordance with Section 9.2 herein.

6.5 Term of Office. The term of office of Directors shall be three (3) years, beginning on the date of their election and continuing thereafter until their respective successors have been duly elected and qualified. Directors may be re-elected for two (2) additional three (3) year terms, total Director term of service not to exceed nine (9) consecutive years; subsequent election is permitted after a one (1) year absence from the Board.

6.6 Vacancy of Directors. If the office of a Director becomes vacant by reason of death, illness, resignation, removal or otherwise, the vacancy shall be filled by the vote of the Members.

6.7 Removal. Directors are subject to removal with or without cause. Cause may include but will not be limited to failure to comply with the principles and policies of this Corporation as determined by the Members.

6.8 Powers. The business and affairs of this Corporation shall be managed by the Board of Directors who shall have, subject only to the Reserved Powers of the Members contained in Article IV, full power and authority to manage this Corporation and its employees. The powers of the Board are as follows:

- a. To implement the philosophy of this Corporation as determined by the Members;
- b. To exercise general management and control of the ordinary business and affairs of this Corporation and its program units;
- c. To enter into contracts in the name of this Corporation not inconsistent with powers reserved to the Members;
- d. To provide for the preparation and the presentation to the Members of an annual operating and capital budget for this Corporation;
- e. To adopt policies and procedures for the proper management of the operational affairs of this Corporation and program units that will implement the Corporation's philosophy as determined by the Members;
- f. To appoint and charge appropriate committees;
- g. To submit an annual report of programs and such other reports as may be required by the Members;
- h. To represent this Corporation and its programs and philosophies to the community or to any organization;

- i. To plan for the organization's future including the development of a strategic plan;
- j. To preserve and protect the non-profit status of the Corporation by exercising its fiduciary responsibility according to applicable laws and regulations.

6.9 Liability. A Director of the Corporation shall not be personally liable for monetary damages for any action taken or failure to take any action unless it is determined that the Director has breached or failed to perform the duties of his or her office under the Director's Liability Act, 42 Pa.C.S.A. Section 8363 (now reflected at 15 Pa.C.S.A. Section 5713) and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing provisions shall not eliminate or limit (a) the responsibility or liability of such Director pursuant to any criminal statute, or (b) the liability of a director for the payment of taxes pursuant to local, state or federal law. Any repeal, modification or adoption of any provision inconsistent with this section of these Bylaws shall be prospective only, and neither the repeal or modification of this Bylaw, nor the adoption of any provision inconsistent with this Bylaw shall adversely affect any limitation on the personal liability of a Director of the Corporation existing at the time of such repeal or modification or the adoption of such inconsistent provision.

## ARTICLE VII MEETINGS OF BOARD OF DIRECTORS

7.1 Regular Meetings. There shall be regular meetings of the Board of Directors as the Board shall determine at its annual meeting.

7.2 Annual Meeting. An annual meeting of the Board of Directors shall be held at a time and place to be designated by the President. Special meetings of the Board of Directors may be called at any time by the President or a majority of the Board of Directors at such time and place as the President shall designate.

7.3 Notice of the Meeting. Written notice of every regular meeting of the Board of Directors shall be given to each Director not less than ten (10) prior to the date of the meeting. Such notice shall include the place, day, hour and general nature of the business to be transacted.

- a. Notice of any special meeting shall be given as soon as is practical previous thereto by written notice delivered personally or mailed to such Director at his or her business address or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the notice is delivered to the telegraph company.

7.4 Waiver. A waiver in writing signed by the Director entitled to notice shall be deemed equivalent to notice. Except for a special meeting, the specific business to be transacted need not be stated in such waiver. Such waivers may be made before or after the time of notice stated in these Bylaws.

- a. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convenient.

7.5 Quorum. At all regular, annual or special meetings of the Board, a majority of the number of Directors shall constitute a quorum for the transaction of business, but if less than such a majority is present at a meeting, a majority of the Directors present may adjourn the meeting. Written notice of the second meeting shall conform to the General Not for Profit Corporation Act of Pennsylvania.

7.6 Attendance. Unless just cause for absence is made known to the Board, non-attendance of any member of the Board of Directors for three (3) consecutive regular meetings of the Board will operate automatically to terminate his or her term of office. Such non-attendance shall be interpreted as a formal resignation by the Board member concerned unless otherwise voted by the Board.

7.7 Voting. All business of the Board of Directors shall be transacted by a majority vote of voting Directors, once a quorum is attained.

7.8 Procedure. Unless otherwise provided by the Directors, all meetings shall be conducted according to the procedure described in the latest edition of Robert's Rules of Order.

7.9 Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

7.10 Conference Telephone. One or more Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communication equipment whereby all persons participating in the meeting can hear each other. Participation in such a meeting pursuant to this section shall constitute presence in person at a meeting.

7.11 Transaction of Business Without a Meeting. Any business action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent or consents setting forth the action so taken is signed by a majority of the Directors and filed with the Secretary of the Board.

## ARTICLE VIII OFFICERS

8.1 Officers. The officers of this Corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer, as well as the Executive Director. The officers shall be elected by the Board and ratified by the Members. Additional officers may be elected and ratified as needed from time to time.

8.2 President. The President shall preside at all meetings of the Board of Directors of the Corporation, appoint all committees and, in general, shall have, possess and exercise the powers and duties customarily possessed and exercised by presiding officers of like Corporations. In case of the absence of the President or his or her inability to act, the Vice-President shall act instead.

8.3 Vice-President. The Vice-President shall have such powers and shall perform such duties as shall be assigned by the President or by the Board of Directors.

8.4 Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors of the Corporation, issue all notices required, keep the seals and records of the Corporation and attest by signature all official papers and perform such other duties as may be required by the President or by the Board of Directors.

8.5 Treasurer. The Treasurer shall provide oversight for all monies received and for all monies expended, subject to the instructions of the President and the Board of Directors. The Treasurer shall submit such financial reports to the Board of Directors and to the Members as may be required from time to time by the President or the Board of Directors. The Treasurer shall perform such other duties as shall be assigned from time to time by the President or the Board of Directors.

8.6 Executive Director. The Executive Director shall be the Chief Executive Officer of the Corporation, shall manage the day-to-day affairs of the Corporation, shall execute documents on behalf of the Corporation, and shall implement the instructions of the Board of Directors.

## ARTICLE IX COMMITTEES

9.1 Executive Committee. The Board of Directors may, by a resolution adopted by a majority of the whole Board and approved by the President of the Board, delegate two or more of its members to constitute an executive committee. The Chairperson of the Members shall be ex-officio a member of the executive committee. To the extent provided in the Board's resolutions, the executive committee shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation.

9.2 Board Strengthening Committee. The Board Strengthening Committee shall consist of at least three (3) Directors. The Board of Directors or the Board Strengthening Committee shall suggest candidates to fill any vacancies on the Board. Each candidate will be asked to submit a curricula vitae to the Chairperson of the Board Strengthening Committee. The committee shall evaluate the candidates on their qualifications, experience and expertise. The committee shall present to the Board the slate of nominees. The Board shall recommend to the Members nominees for election as Directors and recommend Officers of the Corporation. The committee shall from time to time also review and make recommendations to the Board on the composition and services of the Board committees.



9.3 Special Committees and Task Forces. Special committees and task forces may be authorized from the membership of the Board or outside the membership for such purposes and such terms as may be prescribed by the Board. When so authorized, appointment to these committees shall be made by the President. Membership on such committees and task forces may include individuals who are not directors of the Corporation.

## **ARTICLE X ADVISORY BOARDS**

10.1 Advisory Boards. The Board of Directors may, by resolution adopted by a majority of the whole Board and approved by the President of the Board, create an Advisory Board. The functions of an Advisory Board, if created, shall be as set forth in the resolution of the Board of Directors. An Advisory Board may adopt operating procedures appropriate for its business subject to review and approval by the Board of Directors.

## **ARTICLE XI CONTRACTS, LOANS, CHECKS AND DEPOSITS**

11.1 Contracts. The Board of Directors may authorize consistent with Articles VI, any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

11.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Members. Such authority may be general or confined to specific instances.

11.3 Checks, Drafts, etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

11.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE XII FISCAL YEAR**

12.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

**ARTICLE XIII  
SEAL**

13.1 Seal. The corporate seal shall be round in shape and shall have the words "Providence Connections, Inc." and the year of incorporation imprinted thereon.

**ARTICLE XIV  
AMENDMENTS**

14.1 Amendments to Bylaws. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by resolution of the Directors which must be approved by the Members at any regular or special meeting of the Members subject to the notice, quorum and voting provisions set forth herein.

**ARTICLE XV  
CONFLICT OF INTEREST**

15.1 Conflict of Interest. Any Member, Director, officer, key employee or committee member having an existing or potential interest in a contract or other transaction presented to the Members or the Board of Directors or a committee thereof or to the Corporation's administration for deliberation, authorization, approval or ratification, or any such person who reasonably believes such an interest exists in another such person, shall make immediate and complete disclosure of the interest to the Board or committee or appropriate officer prior to its acting on such contract or transaction. The interested party is required to disclose the nature and extent of his or her interest and any relevant and material facts, known to him or her, about the contract or transaction which might reasonably be construed to be adverse to the Corporation's interest.

15.2 Board Determination. The interested party shall not have a vote on the contract or transaction in which a conflict of interest has been identified. The body to which such disclosure is made shall determine by majority vote whether the disclosure requires that the non-participation provisions below must be observed. If so, such person shall not exert any influence on, or participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to, such contract or transaction.

- a. The Board by majority vote of non-interested persons shall determine whether the interested party may be counted in determining the existence of a quorum at any meeting where the contract or transaction under discussion is being voted upon.
- b. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the exclusion from voting and participation, and whether a quorum was present.

15.3 Board Policies. The Members, Directors, officers, key employees and other persons engaged in governing and managing this Corporation have a fiduciary responsibility to this Corporation. Therefore, the Board shall adopt a conflict of interest policy requiring:

- a. Periodic statements from Members, Directors, officers and key employees that disclose any existing or potential conflicts of interest;
- b. Corrective and disciplinary action with respect to violations of such policies; and
- c. For the purpose of this section a person shall be deemed to have an "interest" in a contract or other transaction if he or she is the party or one of the parties contracting or dealing with the Corporation, or if he or she is a Member, Director, officer or key employee or has a significant financial or influential interest in the entity contracting or dealing with the Corporation, or if he or she is otherwise reasonably likely to gain a significant financial or other personal benefit if the contract or transaction is approved.

15.4 Director Disclosure. A Director shall:

- a. disclose any transaction with the Corporation which would result in any benefit to himself/herself or his/her immediate family or any entity in which he/she holds a significant financial, ownership or other interest and refrain from participation in any action on such matter except upon approval of the Board after full and frank disclosure;
- b. disclose any business opportunity which is within the scope of the activities of the Corporation and refrain from engaging in such opportunity except upon written approval of the Corporation;
- c. refrain from utilizing any inside information as to the business activities of the Corporation for the benefit of himself/herself, his/her immediate family or any entity with which he/she may be associated.

## ARTICLE XVI INDEMNIFICATION

16.1 To the extent covered by insurance, 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 he or she is or was a Member, Director, Officer, or employee of the Corporation or, at the request of the Corporation, is or was serving in such capacity for another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against reasonable expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she 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 his or her conduct was unlawful.

16.2 To the extent covered by insurance, any person who was or is a party to 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 he or she is or was a Member, Director, Officer, or employee of the Corporation, or is or was serving at the

request of the Corporation as a Member, Director, Officer, or employee of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against reasonable expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she 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 his or her duty to the Corporation unless and only to the extent that 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 circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

16.3 To the extent covered by insurance, expenses incurred in defending a civil or criminal action suit or proceeding described in either Section 16.1 or 16.2 above, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized (1) by the Board by a majority vote of a quorum consisting of Directors not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or even if obtainable, by a quorum of disinterested Directors, pursuant to written opinion by independent legal counsel, or (3) by a majority vote of the Members not parties to the action.

16.4 The foregoing rights of indemnification shall not affect any other rights to indemnification to which any individual covered by this Article XVI may be entitled by contract or otherwise by law, and the foregoing rights of indemnification shall inure to the benefit of the heirs, executors and administrators of such persons.

## ARTICLE XVII DISSOLUTION

17.1 Distribution on Dissolution. Upon the dissolution or liquidation of the Corporation, whether such be de jure or de facto, the Members of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, transfer the net assets of the Corporation exclusively to the Congregation of the Sisters of Divine Providence of Allegheny County, a nonprofit corporation exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. If the Congregation of the Sisters of Divine Providence of Allegheny County shall not exist or shall no longer qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law) at the time of the dissolution or liquidation of this Corporation, any assets of the Corporation shall be transferred to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Members shall determine.