

# **BYLAWS OF MISSION CENTRAL, INC.**

**[As of January 8, 2019]**

## **ARTICLE I – MISSION STATEMENT**

### **Section 1.1 Mission Statement**

The mission of the Corporation is to connect God's resources with human need by assisting individuals locally, nationally and globally. The Corporation shall not make adherence to, or profession of, any particular religious faith, creed or belief as a condition for individuals to receive aid and support from the Corporation.

## **ARTICLE II – REGISTERED OFFICE**

The registered office of the Corporation is 5 Pleasant View Drive, Mechanicsburg, Pennsylvania, 17050. The Corporation also may have such offices at such other places, whether within or outside of Pennsylvania, as the Board of Directors may establish from time to time.

## **ARTICLE III – MEMBERS AND STOCK**

### **Section 3.1 No Members**

The Corporation shall have no voting members and all powers, obligations and rights provided by law shall be vested in and with the Board of Directors. However, the Board of Directors may confer "honorary membership" in various categories of its choosing to facilitate fundraising efforts but such designation shall be purely honorific and shall not bestow any rights or privileges with respect to the governance of the Corporation.

### **Section 3.2 No Stock**

The Corporation is organized on a non-stock basis but the Corporation may issue subventions in accordance with these Bylaws and 15 Pa.C.S. §5542.

### **Section 3.3 Subordinate Units**

The Corporation may establish and terminate subordinate units, regardless of their designation, form of government, incorporated or unincorporated status or relationship to the Corporation.

## **ARTICLE IV – BOARD OF DIRECTORS**

### **Section 4.1 Management of the Corporation**

The business and affairs of the Corporation shall be managed by its Board of Directors. 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, regulation, its Articles of Incorporation or these Bylaws.

### **Section 4.2 Board of Directors**

The Board of Directors shall consist of Voting Directors and Ex-Officio Non-Voting Directors as provided herein (the “Board or Directors” or the “Board”).

### **Section 4.3 Number of Voting Directors**

The Board of Directors shall consist of not less than four (4) and not more than thirteen (13) voting directors who shall be natural persons of full age and who need not be residents of the Commonwealth of Pennsylvania (the “Directors”).

### **Section 4.4 Ex-Officio Non-Voting Directors**

The Board of Directors shall include no less than one (1) and no more than three (3) natural persons of full age who shall be designated by the presiding bishop of the Susquehanna Conference of the United Methodist Church and serve at the bishop’s pleasure and who shall serve as a non-voting, ex-officio director. Such persons need not be residents of the Commonwealth of Pennsylvania. Changes to this Section 4.4 shall require the affirmative approval of two-thirds of the voting Directors then in office.

### **Section 4.5 Initial Board of Directors**

The initial Board of Directors shall be those designed in the Corporation’s Articles of Incorporation filed with the Pennsylvania Department of State and the initial Board of Directors shall have the power and authority to establish, from time to time, the number of members of the Board of Directors and the terms which they will serve in accordance with these Bylaws.

### **Section 4.6 Term of Directors**

Each Director shall serve a term of three years except that such terms initially shall be staggered so that approximately one-third of the Directors’ term shall expire annually. A Director shall serve no more than nine (9) consecutive years as a Director without a break in service.

The Executive Director shall be an ex-officio, non-voting Director during such time that he or she is engaged in active employment by the Corporation in that capacity. Unless waived by the Board of Directors, the Executive Director shall not serve as a Director if he or she has been placed on medical, disability or administrative leave or a similar status.

#### **Section 4.7 Compensation**

No member of the Board of Directors shall be entitled to compensation for service on the Board. However, the Directors may adopt a travel and expense reimbursement policy whereby members of the Board of Directors may be reimbursed by the Corporation for reasonable expenses incurred in connection with their service on the Board, provided that such reimbursement is consistent with, and does not jeopardize, the Corporation's status as a 501(c)(3) entity under the Internal Revenue Code of 1986, as amended, and the regulations and interpretations adopted thereunder (collectively, the "Code").

#### **Section 4.8 Regular and Annual Meetings; Executive Session**

Regular meetings of the Board of Directors shall be held at the registered office of the Corporation or any convenient place duly authorized by the Board of Directors. The annual meeting of the Board shall be the regular meeting of the Board where the Executive Director and the Treasurer submit their annual report to the Board in accordance with 15 Pa.C.S. §5553(c) (the "Annual Meeting"). The Annual Meeting shall be held at the registered office of the Corporation or any convenient place duly authorized by the Board of Directors.

At any regular or special meeting of the Board, either the Chair or a majority of the members of the Board of Directors, excluding Directors who serve as officers and/or employees of the Corporation, may convene an executive session of the Board of Directors and all Directors who serve as officers or employees of the Corporation shall be excluded from attending executive sessions of the Board.

#### **Section 4.9 Special Meetings**

Special meetings of the Board of Directors may be called by the Chair, the Executive Director, or at the request of three (3) or more members of the Board of Directors. A special meeting of the Board of Directors shall be deemed to be any meeting other than a regular meeting or Annual Meeting of the Board of Directors. Notice of the time and place of every special meeting, which need not specify the business to be transacted thereat and which may be either verbal or in writing (including electronic mail or text), shall be given by the Secretary to each member of the Board at least twenty-four (24) hours before the time of

such meeting. Special meetings of the Board of Directors shall be held at the registered office of the Corporation or any convenient place duly authorized by the Board of Directors.

#### **Section 4.10 Action Without Meeting**

Any action required or permitted to be taken at a regular or special meeting of the Board may be taken without a regular or special meeting, without prior notice, and without a vote, upon the consent of the Directors who would have been entitled to cast the minimum number of votes that would be necessary to authorize the action at a special meeting. The consents shall be in writing or in electronic form and shall be filed with the Secretary.

#### **Section 4.11 Quorum, Proxy and Waiver of Notice**

A majority of the Directors shall constitute a quorum for the transaction of business. If, at the time fixed for the meeting, including the meeting to organize the new Board following the Annual Meeting, a quorum is not present, the Directors in attendance may adjourn the meeting from time to time until a quorum is obtained. Except as otherwise provided herein, a majority of those Directors present and voting at any meeting of the Board shall decide each matter considered. A Director cannot vote by proxy, or otherwise act by proxy, at any meeting of the Board of Directors. Whenever any notice is required to be given under these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein or attendance at such meeting shall be deemed equivalent to the giving of such notice.

#### **Section 4.12 Remote Participation Authorized**

The presence or participation of a Director, including voting and taking other action, at any meeting of the Board, by conference telephone or other electronic means, including without limitation the Internet, shall constitute the presence of, or vote or action by, the Director, provided that all the Directors can hear each other in connection with their participation and voting at the meeting.

#### **Section 4.13 Chair of the Board and Term**

The Board of Directors shall elect a Chair of the Board (the "Chair") each year at the Annual Meeting. The Chair shall be a Director; shall preside at the meetings of the Board; shall be an ex-officio, non-voting member of all committees of the Board or the Corporation; and shall perform such other duties

as may be prescribed by the Board of Directors. No individual may serve as Chair for more than six (6) consecutive years without a break in service in such office.

#### **Section 4.14 Vice-Chair of the Board and Term**

The Board of Directors may elect a Vice-Chair of the Board each year at the Annual Meeting. The Vice-Chair shall be a Director and shall have such duties as are prescribed by the Board of Directors or the Chair. The Vice-Chair shall act as the Chair upon the absence or temporary incapacity of the Chair. No individual may serve as Vice-Chair for more than six (6) consecutive years without a break in service in such office.

#### **Section 4.15 Resignation of Director**

A Director may resign at any time by giving written notice to the Chair or the Secretary. The resignation shall take effect upon the date specified in the written notice or, if no date is specified, as of the date it is received by the Chair or the Secretary, whichever is earlier. The Directors may elect to fill the unexpired term of the resigning Director or leave it vacant for such time as it deems appropriate.

#### **Section 4.16 Forfeit of Office**

Except for subsection (g), unless waived by the disinterested members of the Board, a member of the Board automatically shall forfeit his or her office as a member of the Board and, if applicable, as an officer of the Corporation immediately upon the member of the Board being (a) arrested or indicted upon a suspicion of committing, conspiring to commit or an accessory to bribery, perjury, larceny, theft, extortion, forgery, embezzlement, fraudulent concealment, fraudulent conversion or misappropriation or any felony under the laws of any state or of the United States; (b) declared incompetent by a court of competent jurisdiction, (c) absent from more than one-third of the meetings of the Board in any fiscal year; (d) subject to a tax lien filed by any state or the federal government; (e) suspended or expelled from membership in an association or a licensing authority whose membership or license is or was a prerequisite for the individual to engage in his or her livelihood; (f) the subject of voluntary or involuntary bankruptcy or assignment for the benefit of creditors or (g) determined to be in non-compliance with any applicable provisions of the Pennsylvania Child Protection Law as currently constituted. Any vacancy arising under this section shall be filled in accordance with Section 4.15.

#### Section 4.17   **Expulsion from Office**

A Director may be expelled from being a Director of the Corporation if, upon two-thirds vote of the remaining Directors, it is determined by resolution that the conduct of such Director is or was (a) incompatible with the mission of the Corporation, (b) reasonably could be viewed as jeopardizing the ability of the Corporation to solicit funds, grants and gifts in furtherance of its mission or (c) significantly diminishing the prospects of the Corporation receiving funds, grants or gifts. Any vacancy arising under this section shall be filled in accordance with Section 4.15.

#### Section 4.18   **Directors Emeriti**

The Directors, at a duly called and convened meeting, may bestow the title of Director Emeritus upon an individual who previously served as a Director and distinguished himself or herself in exceptional service to the Corporation and its mission. A Director Emeritus may serve as an advisor to the Chair and the Board but has no vote and may attend Board meetings or committee meetings only at the invitation of the Chair or the committee chair, respectively.

### **ARTICLE V – CORPORATE OFFICERS**

#### Section 5.1   **Officers**

The corporate officers of the Corporation shall consist of an Executive Director, one (1) or more Vice Presidents, a Secretary, a Treasurer, and such other officers and assistant officers as the Board of Directors may from time to time deem advisable. Except for the Executive Director, Secretary, and Treasurer, the Board may refrain from filling any of the said offices at any time and from time to time. The same individual may hold any two (2) or more offices simultaneously except that no individual simultaneously may hold the office of Executive Director and Treasurer. The Board shall elect the Secretary and Treasurer in the manner and for the terms prescribed in the Bylaws. The Executive Director may, subject to approval by the Directors, appoint such officers and assistant officers as deemed advisable who shall hold office for such periods as the Executive Director shall determine.

#### Section 5.2   **Executive Director**

The Executive Director shall be appointed by the Directors, have general supervision of all of the departments and business of the Corporation and shall prescribe the duties of the other officers and employees and see to the proper performance thereof. The Executive Director shall be responsible for having all orders and resolutions of the Board of Directors carried into effect. The Executive Director shall

execute documents on behalf of the Corporation and may affix or cause to be affixed a seal to all authorized documents and instruments requiring such execution, except to the extent that signing and execution thereof shall have been delegated to some other officer or agent of the Corporation by the Board of Directors or by the Executive Director.

In general, the Executive Director shall perform all the duties and exercise all the powers and authorities incident to such office or as prescribed by the Board of Directors. The Executive Director shall have all of the powers and exercise all of the authorities of the President, and may use the title of President where appropriate. The Executive Director shall be the chief executive officer of the Corporation and shall be an ex-officio, non-voting member of all committees of the Board or the Corporation.

In accordance with 15 Pa.C.S. §5553, the Executive Director shall provide a report to the Board at the Annual Meeting on the state of the Corporation, including its accomplishments, challenges and future vision. The Executive Director also shall be responsible for compliance by the Corporation with all state and federal laws applicable to the solicitation of gifts and contributions as well as filing an annual report with the Pennsylvania Department of State as required by 15 Pa.C.S §5110.

### Section 5.3    **Vice-Presidents**

The Vice-Presidents shall perform such duties, do such acts and be subject to such supervision as may be prescribed by the Board of Directors or the Executive Director. In the event of the absence or disability of the Executive Director or his or her refusal to act, a Vice-President authorized by the Board shall perform the duties and have the powers and authorities of the Executive Director, except where inconsistent with applicable law.

### Section 5.4    **Secretary**

The Secretary shall act under the supervision of the Executive Director or such other officers as the Executive Director may designate. Unless otherwise excused, the Secretary shall attend all meetings of the Board of Directors and record all of the proceedings of such meetings in a book to be kept for that purpose, and shall perform like duties for the committees of the Board or the Corporation. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors. The Secretary shall keep a seal of the Corporation, and, when authorized by the Board of Directors or the Executive Director, cause it to be affixed to any documents and instruments requiring it. The Secretary shall perform such other duties as may be prescribed by the Board of Directors, Executive Director, or such other officer as the Executive Director may designate.

#### Section 5.5    **Treasurer**

The Treasurer shall act under the supervision of the Executive Director or such other officer as the Executive Director may designate. The Treasurer shall have custody of the Corporation's funds and such other duties as may be prescribed by the Board of Directors, Executive Director or such other officer as the Executive Director may designate.

#### Section 5.6    **Assistant Officers**

Unless otherwise provided by the Board of Directors, each assistant officer shall perform such duties as shall be prescribed by the Board of Directors, the Executive Director or the officer to whom he or she is an assistant. In the event of the absence or disability of an officer or the officer's refusal to act, the assistant officer as authorized by the Executive Director shall have the duties and have the powers of such officer except where inconsistent with applicable law.

#### Section 5.7    **Term of Executive Director, Vice-President, Secretary and Treasurer**

If an employee of the Corporation, the term of the Executive Director, Vice-President, Secretary and Treasurer shall continue without interruption until such employment is terminated or the person is removed in accordance with Section 5.12. In the case of a non-employee, the term of Vice-President, Secretary or Treasurer shall commence at the close of the Annual Meeting and continue until the next succeeding Annual Meeting and their successors are duly elected and qualified. There shall be no limitation on the number of times an individual may be re-elected as Vice-President, Secretary or Treasurer.

#### Section 5.8    **Election**

In the case where a Vice-President, Secretary or Treasurer is not an employee of the Corporation, at the Annual Meeting, a nominating committee consisting of members of the Board of Directors shall nominate individuals to serve as Vice-President, Secretary and Treasurer, respectively until the next succeeding Annual Meeting and their successors are duly elected and qualified. Directors may nominate other individuals to serve in these positions if they have secured the acquiescence of the individual to be nominated and such persons are eligible under the Bylaws to serve. Individuals who, by secret ballot, receive a majority vote of the Directors for the designated office shall be deemed to be elected to such office.

**Section 5.9 General Powers**

The officers are authorized to do and perform such corporate acts as are necessary in the carrying on of the business of the Corporation, subject always to the direction of the Board of Directors.

**Section 5.10 Compensation**

Except for an officer who is an employee of the Corporation, no officer shall receive any compensation for service as an officer of the Corporation. However, the Directors may adopt a travel and expense reimbursement policy whereby officers may be reimbursed by the Corporation for reasonable expenses incurred in connection with their service to the Corporation, provided that such reimbursement is consistent with, and does not jeopardize, the Corporation's status as a 501(c)(3) entity under the Code.

**Section 5.11 Resignation**

An officer may resign an office to which he or she was elected by giving written notice to the Executive Director or the Secretary. The resignation shall take effect upon the date specified in the written notice or, if no date is specified, as of the date it is received by the Executive Director or the Secretary.

If the resigning officer is not an employee of the Corporation, at the next scheduled regular meeting of the Board, a nominating committee of the Board shall nominate an individual to fill the unexpired term of the resigning officer. Directors may nominate other individuals to serve the unexpired term of the resigning officer if they have secured the acquiescence of the individual to be nominated. An individual who, by secret ballot, receives a majority vote of the Directors for the designated office shall be deemed to be elected to the unexpired term of the resigning officer.

**Section 5.12 Removal**

The Executive Director and officers elected by the Board of Directors may be removed only by a vote of two-thirds of all of the members of the Board. Other officers of the Corporation may be removed by a majority vote of the Directors or by the Executive Director. In all cases, such officers may be removed at any time, with or without cause, and regardless of the term for which such officer was elected, but without prejudice to any contract right of such officer.

**ARTICLE VI – COMMITTEES OF THE BOARD OF DIRECTORS AND THE CORPORATION**

### Section 6.1    **Executive Committee**

The Board of Directors shall maintain an executive committee of the Board which shall be composed of the incumbent Chair, Vice-Chair and Executive Director (the “Executive Committee”). The Executive Committee shall have the authority to take decisions on behalf of the Board of Directors when it is not feasible for the Board to meet or where time is of the essence or current circumstances warrant. A meeting of the Executive Committee may be called by the Chair or the Executive Director. Notice of the time and place of every meeting of the Executive Committee, which need not specify the business to be transacted thereat and which may be either verbal or in writing (including electronic mail or text), shall be given by the person authorized to call a meeting of the Executive Committee to each member of the Executive Committee at least twenty-four (24) hours before the time of such meeting, unless otherwise waived by all members of the Executive Committee. Meetings of the Executive Committee shall be held at the registered office of the Corporation or any convenient place designated by the person authorized to call the meeting.

### Section 6.2    **Other Committees**

From time to time, the Board of Directors may create, maintain and disband such committees of the Board or the Corporation as it deems necessary under the circumstances (each, a “Committee” and collectively, the “Committees”). The Board of Directors shall approve a charter for each Committee which, among other things, fixes the number and terms of Committee members, the scope of duties of the Committee and the manner in which notices of Committee meetings must be given. The Board of Directors shall appoint the chair and members of each Committee and the Executive Director shall be an ex-officio, non-voting member of each Committee.

### Section 6.3    **Proxy, Quorum and Waiver of Notice.**

A majority of the members of each Committee shall constitute a quorum for the transaction of business. If, at the time fixed for the meeting, a quorum is not present, the members in attendance may adjourn the meeting from time to time until a quorum is obtained. A majority of those members of a Committee present and voting at any meeting of the Committee shall decide each matter considered. A member of a Committee cannot vote by proxy, or otherwise act by proxy, at any Committee meeting. Whenever any notice is required to be given under these Bylaws, a waiver thereof in writing signed by the person(s) who are entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### Section 6.4    **Remote Participation**

The presence or participation of a Committee member, including voting and taking other action, at a Committee meeting, by conference telephone or other electronic means, including without limitation the Internet, shall constitute the presence of, or vote or action by, the member, provided that all the Committee members can hear each other in connection with their participation and voting at the Committee meeting.

#### Section 6.5    **Action Without A Meeting**

Any action required or permitted to be taken at a meeting may be taken without a meeting, without prior notice, and without a vote, upon the consent of the Committee members who would have been entitled to cast the minimum number of votes that would be necessary to authorize the action at a special meeting. The consents shall be in writing or in electronic form and shall be filed with the Secretary.

#### Section 6.6    **Resignation and Forfeiture**

The provisions relating to resignation and forfeiture in Sections 4.16 and 4.17 of the Bylaws shall apply to members of Committees.

### **ARTICLE VII – PRESERVING NON-PROFIT STATUS**

#### Section 7.1    **Organized as a Non-Profit Corporation**

The Corporation shall be incorporated as a non-profit corporation under the laws of the Commonwealth of Pennsylvania and shall seek designation as a Section 501(c)(3) entity under the Code.

#### Section 7.2    **No Benefit; Distribution of Profits or Dividends Prohibited**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, members of its Board of Directors, officers or other individuals except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

The Corporation shall not pay dividends or distribute any part of its profits to members of the Board of Directors or officers, employees, agents or representatives of the Corporation.

#### Section 7.3    **Substantial Political Activity Prohibited**

No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

#### Section 7.4    **Preserving Non-Profit Status**

No member of the Board of Directors, officer or employee of the Corporation shall carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding section of any future federal tax code or a corporation, the contributions to which are deductible under Section 170(c)(3) of the Code.

### **ARTICLE VIII – FINANCIAL MATTERS**

#### Section 8.1    **Fees and Assessments**

The Board of Directors may levy dues or assessments or both on any subordinate units subject to any limitations imposed by the Board. These dues or assessments may be imposed upon all members of the same class either alike or in different amounts or proportions and upon a different basis upon different classes or providing exemptions therefrom.

#### Section 8.2    **Creation of Liens on Personal Property**

The Board of Directors may authorize any mortgage or pledge of, or the creation of a security interest in, all or any part of the personal property of the Corporation, or any interest therein.

#### Section 8.3    **Real Property**

Unless authorized by a vote of two-thirds of the Directors, no purchase of real property shall be made by the Corporation and the Corporation may not sell, mortgage, lease away or otherwise dispose of its real property.

#### Section 8.4    **Trust Property**

The Board of Directors, on behalf of the Corporation, may take, receive and hold such real and personal property as may be given, devised to or otherwise vested in the Corporation for the purpose or purposes set forth in the Corporation's Articles of Incorporation.

### Section 8.5    **Subventions**

The Board of Directors may issue subventions on terms and conditions complying with 15 Pa.C.S. §5542.

### Section 8.6    **Debt Securities**

The Board of Directors may authorize the Corporation to issue bonds or other evidences of indebtedness only for money or other property, tangible or intangible, or labor or services actually received by or performed for the Corporation or its benefit in such amounts as determined by the Board.

### Section 8.7    **Annual Treasurer's Report**

At the Annual Meeting, the Treasurer shall present a report to the Board of Directors which, at a minimum, includes (a) the assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report; (b) the principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report; (c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation; and (d) the expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation. The Treasurer's annual report shall be placed in the minutes of the Corporation.

### Section 8.8    **Annual Financial Audit**

The Board of Directors shall engage and fix the compensation of a firm of independent certified public accountants to provide an annual audit and attestation of the Corporation's accounts to be presented to the Board for approval within 120 days of the end of the Corporation's fiscal year or such earlier date as may be required by applicable state or federal law. Once approved by the Board, the Executive Director shall ensure that copies of the audited financial statements are filed with such governmental agencies as may be required under applicable state or federal law. The Board of Directors shall adopt a policy whereby the Corporation will seek to rotate its audit firm at least once every five (5) years.

## **ARTICLE IX – AMENDMENTS TO BYLAWS**

These Bylaws may be amended at a regular, special or Annual Meeting of the Board of Directors at which a quorum is present by a vote of two-thirds (2/3) of the members of the Board of Directors.

However, the Bylaws may not be amended unless all of the proposed amendments to the Bylaws have been circulated to all members of the Board of Directors at least 10 days prior to the meeting at which the amendments are scheduled to be voted upon.

## **ARTICLE X – CONFLICT OF INTEREST**

No member of the Board, officer or member of a committee of the Corporation shall maintain substantial personal or business interests which conflict with those of the Corporation. In addition, any member of the Board, officer, employee or committee member having an interest in a contract or other transaction presented to the Board or a committee for authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote of disinterested persons serving on the Board or committee, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, the interested person shall not vote on, nor use his or her personal influence on, nor participate in the deliberations thereon other than to present factual information or to respond to questions in the discussions or deliberations with respect to such contract or transaction. Such person may not be counted in determining the existence of quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

## **ARTICLE XI – GENERAL**

### **Section 11.1 Fiscal Year**

The fiscal year of the Corporation shall begin on the first (1st) day of January in each year and end on the thirty-first (31st) day of December of that same year.

### **Section 11.2 Records of Proceedings**

The reports of officers of the Corporation and Committees shall be presented to the Board of Directors and filed with the Secretary. The Board of Directors shall keep complete records of its proceedings in a minute book kept for that purpose. When requested, the vote of each Director upon a particular question shall be recorded in the minutes of the Corporation.

### Section 11.3 **Emergency Bylaws**

In the event of a national or regional emergency due to natural forces, acts of God, terrorism or civil disturbances, the following Bylaw provisions shall be in effect notwithstanding any other provisions of the Bylaws:

(a) A meeting of the Board of Directors or of any Committee may be called by any Director upon one (1) hour's notice to all persons entitled to notice whom, in the sole judgment of the notifier, it is feasible to notify;

(b) The Director or Directors in attendance at the meeting of the Board of Directors or of any Committee thereof shall constitute a quorum; and

(c) These Bylaws may be amended or repealed, in whole or in part, by a majority vote of the Directors attending any meeting of the Board of Directors, provided such amendment or repeal only shall be effective for the duration of such emergency.

### Section 11.4 **Severability**

If any provision of these Bylaws is illegal or unenforceable as such, such illegality or unenforceability shall not affect any other provision of these Bylaws and such other provisions shall continue in full force and effect.

### Section 11.5 **Seal**

The Board of Directors may adopt a corporate seal for the Corporation which may be affixed to such documents as may be required by law.

## **ARTICLE XII – INDEMNIFICATION OF OFFICERS AND EMPLOYEES**

### Section 12.1 **Indemnification**

The Corporation shall indemnify any officer and/or employee, or any former officer and/or employee, who was or is a party to, or is threatened to be made a party to, or who is called to be a witness in connection with, 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 such person is or was an officer and/or employee of the Corporation, or is or was serving at the request of Corporation as a director, officer, employee or agent 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 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. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which 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 that the conduct was unlawful.

#### **Section 12.2 Presumption of Indemnification.**

Except as may be otherwise ordered by a court of competent jurisdiction, there shall be a presumption that any person identified in Section 12.1 shall be entitled to indemnification as provided in Section 12.1 unless a majority of the Directors who are not involved in such proceedings (the "Disinterested Directors") determine that the person is not entitled to such presumption by certifying such determination in writing to the Secretary. In such event, the Secretary of the Corporation shall engage independent counsel to provide a written opinion as to whether or not the person involved is entitled to indemnification under Sections 12.1.

#### **Section 12.3 Advancement of Expenses**

Expenses incurred by a person entitled to indemnification under Section 12.1 may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of a written 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 the person is not entitled to be indemnified by the Corporation.

#### **Section 12.4 Non-Exclusivity**

The indemnification and advancement of expenses provided by this Article XII shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, vote of Disinterested Directors, or otherwise, both as to action in

the person's official capacity while serving as an officer and/or employee and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an officer and/or employee and shall inure to the benefit of the heirs, executors, administrators and legal representatives of such a person. The provisions of Article XII shall apply to any vote of Disinterested Directors under this provision.

#### **Section 12.6 Funding Indemnification and Insurance**

The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations arising under this Article XII. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer and/or employee of the Corporation, or is or was serving at the request of the Corporation as an officer and/or employee of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her incurred by such person acting in any such capacity, or arising out of their status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article XII.

#### **Section 12.7 Indemnification Prohibited**

The Corporation shall not provide indemnification under this Article XII in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court of competent jurisdiction to have constituted willful misconduct or recklessness.

### **ARTICLE XIII – DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS**

#### **Section 13.1 Coverage**

With respect to the provisions of this Article XIII, the term "Director" shall include (a) current and former voting and ex officio, non-voting members of the Board of Directors of the Corporation and (b) Directors Emeriti.

### Section 13.2 **Duty of Good Faith and Care**

A Director shall stand in a fiduciary relation to the Corporation and shall perform his duties as a Director, including his or her duties as a member of any Committee upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented.
- (b) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person.
- (c) A Committee upon which the Director does not serve with respect to matters within its designated authority, which Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

### Section 13.3 **Best Interests of the Corporation**

The Board of Directors, Committees of the Board and individual members of the Board may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers and customers of the Corporation and upon communities in which offices or other establishments of the Corporation are located and all other pertinent factors. Absent a breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

### Section 13.4 **No Director Liability**

A Director shall not be personally liable, as such, for monetary damages as such for any action taken or for any failure to take any action, unless (a) the Director has breached or failed to perform the duties of his office and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or

recklessness. However, the foregoing shall not apply to (a) the responsibility or liability of a Director pursuant to a criminal statute or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

### **Section 13.5 Indemnification**

The Corporation shall indemnify any Director, who was or is a party to, or is threatened to be made a party to, or who is called to be a witness in connection with, 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 such person is or was a Director of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent 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 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 the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which 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 that his conduct was unlawful.

### **Section 13.6 Presumption of Indemnification.**

Except as may be otherwise ordered by a court of competent jurisdiction, there shall be a presumption that any person identified in Section 13.5 shall be entitled to indemnification as provided in Section 13.5 unless a majority of the Disinterested Directors determine that the person is not entitled to such presumption by certifying such determination in writing to the Secretary. In such event, the Secretary of the Corporation shall engage independent counsel to provide a written opinion as to whether or not the person involved is entitled to indemnification under Sections 13.5.

### **Section 13.7 Advancement of Expenses**

Expenses incurred by a person entitled to indemnification under Section 13.5 may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of a written

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 the person is not entitled to be indemnified by the Corporation.

#### **Section 13.8 Non-Exclusivity**

The indemnification and advancement of expenses provided by this Article XIII shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, vote of Disinterested Directors, or otherwise, both as to action in the person's official capacity while serving as member of the Board of Directors and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a member of the Board of Directors and shall inure to the benefit of the heirs, executors, administrators and legal representatives of such person. The provisions of Article XIII shall apply to any vote of Disinterested Directors under this provision.

#### **Section 13.9 Funding Indemnification and Insurance**

The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations arising under this Article XIII. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, or is or was serving at the request of the Corporation as an officer and/or employee of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her incurred by such person acting in any such capacity, or arising out of their status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article XIII.

#### **Section 13.10 Indemnification Prohibited**

The Corporation shall not provide indemnification under this Article XIII in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court of competent jurisdiction to have constituted willful misconduct or recklessness.

### **ARTICLE XIV – INTERESTED TRANSACTIONS**

#### Section 14.1 **Duty of Directors**

No contract or transaction between the Corporation and one or more of its members of its Board of Directors or officers or between the Corporation and another corporation, partnership, association or other organization in which one or more of the members of the Board of Directors or its officers are directors or officers or have a financial interest, shall be void or voidable solely for such reason or solely because the member of the Board of Directors or officer is present at or participates in the meeting of the Board of Directors which authorizes the contract or transaction, or solely because his or her vote is counted for such purpose if:

(a) The material facts as to the relationship or 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 the affirmative votes of a majority of the disinterested members of the Board even though the disinterested members of the Board constitute less than a quorum; or

(b) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the Board of Directors

#### Section 14.2 **Quorum**

For purposes of this Article XIV, interested members of the Board of Directors may be counted in determining the presence of a quorum under Section 4.11 at a meeting of the Board which authorizes a contract or transaction described in Article X or Section 14.1.