

CAPITAL AREA COALITION ON HOMELESSNESS

Bylaws

Revised: November 4, 2019

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Article I – Organization

- A. The name of this corporation shall be the Capital Area Coalition on Homelessness (CACH).
- B. The City of Harrisburg and County of Dauphin have designated the Capital Area Coalition on Homelessness as the “Lead Agency” for the Continuum of Care (PA-501) in accordance with the US Department of Housing and Urban Development (HUD) requirements as promulgated by the McKinney Vento Homeless Assistance Act (42 U.S.C. 11381-11389). CACH functions as both the Collaborative Applicant and the Homeless Management Information System application to HUD for the Continuum of Care (PA-501). As the Collaborative Applicant, CACH develops and administers the Governance Charter for the Homeless Management Information System in accordance with an in the structure format of 24 CFR §578.7(a)(5) Interim Rule of the HEARTH Act.
- C. This Corporation shall be a private non-profit organization organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law. In addition, the Corporation shall be authorized to make grants to other charitable, Code section 501(c)(3) organizations that conduct programs and activities relating to furthering its purposes.
- D. The principal office of the Corporation shall be located in the City of Harrisburg, County of Dauphin, and Commonwealth of Pennsylvania. The registered office of the Corporation is at the M.L.K. City Government Center, 10 N. Second Street, Suite 405, Harrisburg 17101. The Corporation may change location of offices as established by a majority vote of the Board of Directors.

Article II – Mission, Vision, and Coalition Structure

- A. The mission of the Corporation is to educate and mobilize the residents of Dauphin County to the problem of homelessness, and to coordinate services for the purpose of preventing and reducing homelessness in the Dauphin County.
- B. The vision of the Corporation is for every family and individual in Dauphin County to have access to safe, affordable housing, and the skills and resources necessary to maintain life in that housing.
- C. The Corporation shall be authorized to take such actions and perform such acts to accomplish its purposes with all of the powers and authority conferred on nonprofit corporations by the laws of the Commonwealth of Pennsylvania, subject to the limitations imposed upon its actions under section 501(c)(3) of the Code. In carrying out such purposes, CACH does not contemplate pecuniary gain or profit, incidental or otherwise. CACH is incorporated exclusively for, and the nature of the activities to be conducted and the purposes to be promoted by CACH exclusively shall be for educational and charitable purposes within the purview of section 501(c)(3) of the Code.
- D. Governance Structure - The governance of the Corporation is comprised of the Board of Directors, The Planning and Resource Development Committee, and the General Membership.
 - 1) Board of Directors – The Board of Directors refers to the governing Board of the Corporation, which shall have the full power to establish and direct the policies governing the business and

conduct the affairs of the Corporation, including conducting or overseeing the HUD Continuum of Care required activities.

- 2) The Planning and Resource Development Committee – The Planning and Resource Development Committee shall coordinate the work of the Standing Committees, monitor the implementation of the Continuum of Care’s Coordinated Plan for addressing homelessness, also known as CACH’s Blueprint to End Homelessness, and to make policy recommendations to the Board of Directors.
- 3) General Membership – The General Membership shall be consistent with HUD defined Continuum of Care requirements, and shall elect the open positions on the Board of Directors and Standing Committee Chairs.

Article III – Purpose and Definitions

This Corporation is organized for the following purposes:

- A. To operate and serve as the Continuum of Care for the City of Harrisburg and County of Dauphin in accordance with the McKinney-Vento Homeless Assistance Act (42 U.S.C. 11381-11389) Subpart B 578.5.
- B. Promote County-wide commitment to the goal of ending homelessness.
- C. Promote access to and utilization of mainstream programs by homeless individuals and families.
- D. Optimize self-sufficiency of individuals and families experiencing homelessness.
- E. Utilize federal, state, foundation, charitable donations, United Way grants and other funding sources to quickly rehouse homeless individuals, unaccompanied youth, and families while minimizing the trauma caused by dislocation.
- F. To sponsor projects responsive to the unmet needs of homeless individuals and families, with particular emphasis on providing common services that can be drawn upon by a variety of related programs.
- G. To make grants to other charitable, Section 501(c)(3) of the Internal Revenue Code, organizations that conduct programs and activities relating to or furthering the Corporation’s purpose.
- H. To seek the services, assistance, collaboration, and participation of community groups and leaders to enhance the quantity and quality of services to homeless people.
- I. To receive and administer:
 - 1) HUD and Emergency Solutions Grant (ESG) Homeless Management Information Systems (HMIS) funding;
 - 2) HUD Planning Grants funds when available;
 - 3) Funds and contributions from grants, private, fundraising, or local sources, which may be used to support the mission of the Corporation.

- J. To transfer funds and/or delegate powers to other entities, as authorized by the Board of Directors, in accordance with overall program responsibilities in order to provide efficient and effective program objectives, in accordance with the regulations of the funding source, where applicable.
- K. To inform the community of the issues and barriers, which create and perpetuate homelessness in the City of Harrisburg and County of Dauphin.
- L. To involve consumer representatives in the formulation, deliberation and decision-making processes of the affairs of the Corporation.
- M. To advocate for, develop, and administer, programs for persons who are either at-risk of becoming or who are currently homeless.

Article IV – Fiscal Year

The Corporation’s fiscal year shall be January 1 – December 31.

Article V – Board of Directors

- A. Membership - This Corporation shall be governed by a volunteer Board of Directors.
- B. Powers - The Board shall be responsible for establishing operational policies for the Corporation. The Board shall have the power to enter into legally binding agreements with federal, state or local agencies, or with any private organizations for the purpose of administering programs or providing services. The Board shall be responsible for directing the Corporation’s Committees in the planning and administering of programs, evaluating existing programs, and carrying out duties consistent with federal and state regulations and these Bylaws. Specifically, the powers of the Board shall be:
 - 1) To determine and approve major personnel, organization, fiscal, and program policies.
 - 2) To approve such Standing Committees, Ad Hoc, or Sub Committees as may be required for CACH to carry out its duties and function.
 - 3) To plan for the future success of the Corporation.
 - 4) To approve the organization-wide budget.
 - 5) To ensure compliance with conditions imposed by funding sources.
 - 6) To determine the rules and procedures for the governing Board.
 - 7) If the Board determines that it will contract for staff and management functions, the Board shall execute and evaluate a management or purchase services agreement for the Corporation with a qualified entity.
 - 8) To apply for, receive and dispense funds.

- 9) To perform all other acts authorized by Pennsylvania Non-Profit Law.
- 10) To serve as the HUD Continuum of Care Ranking Committee, including all duties and functions associated with the ranking of proposals submitted to HUD.
- 11) To conduct performance evaluations of agencies/programs receiving HUD grant funding through the Continuum of Care. The Board will prepare an annual assessment of grant recipients' performance and success in achieving outcomes. The assessment will identify poor performers and make recommendations for continued funding.
- 12) To recruit community service providers and other relevant entities serving homeless persons and families to become members of the General Membership.
- 13) To make efforts to engage citizens and community groups to volunteer and participate in CACH activities throughout the year.

C. Board Composition

- 1) The Board shall be composed as follows, and shall consist of at least seven (7) members but no more than twelve (12) members:
- 2) Composition must include:
 - a. The officers of the Corporation – President, Vice President, Secretary, Treasurer.
 - b. One representative each from the founding members, specifically the Foundation for Enhancing Communities and the United Way of the Capital Region.
 - c. One representative appointed by each local government entity, specifically the Dauphin County Board of Commissioners and the City of Harrisburg Mayor.
 - d. The Chair of the Planning and Resource Development Committee of the Corporation.
 - e. At-large members to ensure full composition of at least 7, but not more than 12 members.
- 3) Except for the Chair of the Planning and Resource Development Committee, the Board of Directors shall not include representatives of providers of services funded by the HUD, the Continuum of Care, or ESG.
 - a. The Board of Directors reserves the right to exclude the Chair of the Planning and Resource Development Committee from Board consideration of certain HUD required actions that pose a Conflict of Interest, including but not limited to, Continuum of Care provider proposal rankings, decisions about the distribution of funds to HUD funded providers, or any potential adverse actions such as provider sanctions.

- b. The Officers of the Board of Directors shall have the discretion to determine when the Planning and Resource Development Committee Chair shall be excluded from participation in all or part of a Board of Director's meeting to conduct such HUD or ESG related business.
 - 4) The Board may designate appropriate resource persons to be ex-officio members. Such persons shall serve as non-voting participants for unspecified terms at the pleasure of the Board of Directors.
- D. Tenure - All members of the Board shall serve a two-year term at the pleasure of the Board. All Board members shall hold membership until the end of his/her term of office and until a successor shall have been elected and qualified, or until death, resignation, or removal.

Article VI - Planning and Resource Development Committee

A. Composition

The Planning and Resource Development Committee shall be comprised of seven (7) to ten (10) members including the Chair of each of the approved Standing Committees, plus up to four (4) at-large members. At least one person on the Planning and Resource Development Committee shall be a person who is currently or formerly homeless.

B. Powers

The Planning and Resource Development Committee shall be responsible to:

- 1) Oversee the Continuum of Care planning process.
- 2) Perform certain HUD Continuum of Care responsibilities as may be delegated by the CACH Board of Directors.
- 3) Monitor the implementation of Continuum of Care's Coordinated Plan, also known as CACH's Blueprint to End Homelessness.
- 4) Identify and prioritize resources needed to support the mission of the Corporation.
- 5) Draft and recommend policies to the Board of Directors that govern the provider service system pursuant to HUD, ESG, and/or local requirements, including but not limited to, HMIS, Coordinated Entry, other grants administered by CACH, and service coordination.

- C. Tenure - All members of the Planning & Resource Development Committee shall serve a two-year term at the pleasure of the Board. All Planning & Resource Development Committee members shall hold membership until the end of his/her term of appointment and until a successor shall have been elected and qualified, or until death, resignation, or removal.

Article VII - General Membership

A. Composition

- 1) Consistent with HUD defined Continuum of Care requirements, the General Membership shall be comprised of non-profit homeless assistance providers, victim service providers, faith based organizations/agencies, government entities, businesses, advocates, public housing agencies, school districts, social service providers, mental health agencies, hospitals, outpatient clinics, universities, affordable housing developers, businesses, law enforcement, organizations that serve veterans, and persons who are homeless or formerly homeless in the City of Harrisburg and County of Dauphin.
- 2) Community groups or individuals may submit a letter describing their interest in homeless services and a request for membership in CACH to become a General Membership voting member.
 - a) The request for membership shall include the agency's designated representative to vote for all general membership matters requiring a vote.
 - b) Each member will be allotted one vote for elections and general membership matters.
 - c) All membership applications will be reviewed and approved by the Board of Directors.
- 3) General members may attend any general membership meeting and participate with any Standing Committee, with the exception of the Planning & Resource Development Committee.

B. Powers

The General Membership shall be responsible to:

- 1) Participate in and collaborate on CACH activities and initiatives including, but not limited to, the Point in Time Count and annual Gap Analysis of homeless needs.
- 2) Nominate and elect Standing Committee Chairs, with the exception of the Planning & Resource Development Committee, as described in Article VIII of these Bylaws.
- 3) Nominate and elect open Board of Directors members, as described in Article VIII of these Bylaws.

Article VIII - Election Procedures

- A. Each General Membership agency or individual, which has been approved by the Board of Directors shall have one (1) vote for all matters of the general membership requiring a vote.
- B. For the Board of Directors –

- 1) Each of the four (4) designated agencies under Article V, Section C, shall be responsible to notify the President of CACH of their representative to the Board of Directors.
- 2) The remaining open positions on the Board of Directors shall be nominated and elected by the General Membership using criteria established by these Bylaws and any additional policy and procedures, which may be adopted by the Board of Directors.

C. For Standing Committee Chairs –

- 1) The Planning and Resource Development Committee shall nominate and select a Chair of the Planning and Resource Development Committee who shall be the representative to the Board of Directors.
- 2) For all other Standing Committees, the General Membership shall nominate and elect the Chairs using criteria established by these Bylaws and any additional policy and procedures which may be adopted by the Board of Directors.

D. Vacancies

- 1) Vacancies on the Board of Directors shall be filled as soon as possible.
- 2) All vacancies shall be filled consistent with the categories of membership, as prescribed in these Bylaws.

E. Proxies - Voting by proxies shall not be permitted.

F. Compensation - Directors as such, shall not receive any stated salary for their services, but expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors for a consumer representative and dependent care expenses based on current market rates.

Article IX – Meetings

A. Annual Meeting

The annual meeting of the Board of Directors shall be held in May or June, unless otherwise stated by the Board for the purpose of election of Officers.

B. Board of Director Meetings

The Board of Directors shall meet at least four (4) times a year. Board Directors are expected to attend scheduled meetings. Written, electronic or personal notice of the Board meetings shall be given to each Board member at least five (5) days prior to the scheduled meeting. Notice of meetings will include an agenda, minutes of the previous meeting, and notification of the action agenda. The Board shall record written minutes of each meeting. Minutes of the previous meeting shall be made available to the public upon request.

One or more persons may participate in a meeting of the Board or a committee of the Board by means of a conference telephone or similar communication equipment of which all persons participating in the meeting can hear each other.

C. Standing Committee Meetings

All Standing Committees, including the Planning and Resource Development Committee, shall meet at least eight (8) times a year, and shall follow the same notification and documentation procedures as the Board of Director meetings.

D. The General Membership meetings shall occur at least four (4) times a year, with notification going to all registered and identified members and community stakeholders at least five (5) days in advance.

E. Quorum -The Board of Directors represented by at least fifty (50) percent of its current Directors will constitute a quorum at such meeting. The Directors present at a duly organized meeting shall continue to conduct the business of the Corporation despite the withdrawal of Board members leaving less than a quorum.

F. Voting - Each Board member shall be entitled to one vote. Voting methods shall be selected by the President.

G. Unanimous Consent in Lieu of any Meeting - Any action, which may be taken at a meeting of the Board of Directors, may be taken without a meeting, if the written consent or consents (including facsimile, email, telephone, or other forms of electronic communications) setting for the action so taken shall be approved by unanimous consent of all current Directors. Supporting documents will be presented at the next Board meeting.

H. Special Meetings

1) Special meetings may be called by the President or any Officer of the Board, provided sufficient notice is given to all Board members.

2) A petition for a special meeting, containing the signature of at least five (5) members, shall be contained in this notice.

I. Place - The Board meeting announcement shall state the time and place of the meeting.

J. Parliamentary Rules

Meetings shall be governed by recognized parliamentary rules. The President or a recognized replacement shall Chair the meeting.

In the absence of the President, the recognized Chair shall be the Vice President. In the absence of both President and Vice President, the recognized Chair shall be the Secretary. In the absence of the President, Vice President and Secretary, the Treasurer shall be the recognized Chair.

Article X – Officers

A. Nominations

Officers of the Board shall be elected by members of the Board at the Annual Meeting. The Planning & Resource Development Committee shall seek nominations for the officer positions and will present a slate of officers for recommendation to the Board at the Annual Meeting. Additional nominations from the floor shall be permitted with the nominee's permission.

B. Election

The officers of the Board shall be elected as the last order of business at the Annual Meeting of the Board and shall immediately assume the duties of their office forthwith.

C. Officers

The elected Board officers shall be: President, Vice President, Secretary, and Treasurer. No officer shall hold more than one office.

D. Term

The term of each officer shall be for two (2) years. Officers may succeed to the same office more than once and shall hold office until a successor is elected, and/or until death, resignation, or removal.

E. Vacancies

In the temporary absence of the President, the Vice President shall serve as acting President. Should the elected President voluntarily vacate the office, be unable to serve due to incapacitation or death, or be removed, the Vice President shall assume the office of the President. The Board can fill the resulting vacancy of Vice President or any vacancy of any other officer at the next Board meeting.

F. Impeachment

Should the Board determine that an officer should be removed from office, it shall first vote to impeach the officer by two-thirds (2/3) vote of the Board membership. If an officer is impeached, the Board shall permit that officer to present a defense to the action. The Board will then vote to retain or remove the Officer. The vote shall be by two-thirds (2/3) of the members present.

G. Duties

1) President

The President shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the Board of Directors. The President shall sign, with the Treasurer, Vice President, or Secretary, any deeds, mortgages, bonds, contracts, or other documents, which the Board has authorized to be executed, except where the signing and execution thereof may be expressly delegated by the Board to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed and executed; and in general shall perform all duties incident to the office of the President and such other duties as may be designated by the Board.

In addition to the above, the President shall represent the Corporation on ceremonial occasions, make committee appointments, and perform any duties incident to the office that may occur during his/her term.

The President shall be an ex-officio member of all committees.

2) Vice President

The Vice President shall perform such other duties as may be assigned by the President or by the Board of Directors.

In addition, the Vice President shall act in all cases for and as the President in the latter's absence or incapacity.

3) Secretary

The Secretary shall see that:

- a. Original minutes of the Board meetings are maintained;
- b. All notices are duly given in accordance with the provision of these By-Laws or as required by law;
- c. The Corporate records of the Corporation are maintained, and all certificates and all documents on behalf of the Corporation are duly authorized;
- d. A list of Board members, addresses, and phone numbers is current;
- e. All other duties incident to the office of the Secretary and such other duties as may be assigned by the President or by the Board of Directors.

4) Treasurer

The Treasurer shall oversee the care and custody of all funds, and management and control thereof, as the Board may direct, and shall make financial reports to the Board. The Treasurer shall also present an annual statement of financial operations and financial position of the Corporation.

Article XI - Committees

- A. The Board may establish one or more Standing Committees.
- B. Members of all Standing Committees shall fairly reflect the composition of the General Membership.
- C. Committee Chairs shall be elected by the General Membership. The President may appoint additional members to serve on each Committee or defer this authority to each Chair.
- D. Non-Board community members may participate on committees as voting members of that committee.
- E. All Standing Committees are advisory and must submit their recommendations to the Planning and Resource Development Committee for consideration, and upon approval by the Planning and Resources Development Committee, may be presented to the Board of Directors for their consideration.
- F. Standing Committee members must attend at least two-thirds (2/3) of the scheduled Committee meetings annually to maintain status in good standing. Failure to comply with attendance requirements may result in removal from the Committee.
- G. Standing Committees will convene with the approval of the President. The President may delegate approval to convene a meeting to the committee Chair.

- H. The Board may at times designate additional committees or task forces to address specific and timely concerns that will then dissolve once work is completed.
- I. The Board may add to or remove from the scope of duties for a committee at any time.
- J. Standing Committees shall be:
 - 1. Planning and Resource Development
 - 2. Public Information & Education
 - 3. Housing
 - 4. Coordinated Entry
 - 5. Service Delivery and Data
 - 6. Faith-Based Initiatives
 - 7. Homelessness Prevention

1. Planning and Resource Development

The Committee focuses on those areas as described in the bylaws, Article VI.

2. Education and Public Information

The Committee focuses on increasing the community's awareness of homelessness and its devastating effect on individuals and families in our community. The Committee will also utilize social media and media outlets to provide educational material to the community to generate support for the unified efforts of the coalition and to encourage support for CACH's community partners. Activities include communicating information to public officials and funding sources to inform them of CACH's mission and need for financial support. Educational and advocacy initiatives are conducted with public officials to encourage support for policies and legislation that promotes assistance for programs/services that help to end homelessness.

3. Housing

The Committee collaborates with public housing authorities, affordable housing developers, housing advocates groups, housing specialists, state and local government agencies providing funding for affordable housing and agencies providing supportive services to increase the availability of affordable permanent housing options to meet the need of individuals experiencing or at risk of homelessness. The Committee will promote the development of new affordable permanent housing options utilizing private and public funding sources. The Committee will also work with the existing landlord community to provide housing options for low income and homeless consumers. The Committee utilizes Best Practice Models including Housing First in the development of new housing initiatives with supportive services.

4. Coordinated Entry

The Committee develops and implements the Coordinated Entry System (CES) for CACH. The main purpose of the CES is to ensure that households with the most severe service needs, longest homeless history and most vulnerabilities are prioritized for housing assistance and receive those

services within a very limited time frame. The Coordinated Entry Committee is charged with establishing written policies and procedures governing the operation of the CES that align with ESG and HUD requirements. The Committee will provide CES monitoring reports and system measure reports, as well as reporting on its effectiveness and opportunities for enhancement to the CACH Board.

5. Service Delivery & Data Collection

The Committee coordinates and develops partnerships with service providers/agencies to provide an effective system of supportive services to help prevent consumers from becoming homeless and reduce time they experience homelessness. The Committee will promote Best Practices that assure a centralized entry point for consumers with a coordinated case management system that facilitates access to services such as health care, mental health, drug and alcohol, income assistance, employment, transportation and housing services. The Committee will evaluate the service delivery system on an ongoing basis and will formulate strategies to improve the system. Committee activities also includes developing training programs for direct service providers to improve service referrals, strengthen case management practices and to maximize the coordination of services. Coordinate the implementation of the CACH HMIS data collection. Each year the Committee will coordinate CACH's Point-in-Time Survey and present an annual report with the results.

6. Faith-Based Initiatives

The Committee seeks to engage and provide a forum for coordination of faith-based initiatives and non-Continuum of Care funded entities interested in helping our community reduce and end homelessness, and helping these groups discern how they can support Home Run.

7. Homelessness Prevention

The Committee develops short- and long-term strategies to prevent the occurrence /reoccurrence of homelessness in Dauphin County. Collaboration and coordination with homeless service providers and faith-based organizations is maintained to promote a homeless service delivery system that seeks to prevent repeat homelessness or make it a short and less frequent occurrence. The Committee seeks to identify the root causes of homelessness and works with community agencies and organizations to develop strategies to remediate them. The Committee provides education and information to facilities, organizations and institutions to promote discharge planning processes, policies and procedures that prevent the discharge of consumers to homelessness.

Article XII – Staff

- A. CACH will identify staff needed to carry out the functions of the corporation and/or may elect to execute a management or purchased service agreement, or contract for services with another entity.
- B. If the Corporation utilizes another legal entity to carry out any or all of the functions of the Corporation it shall have a management or purchased service agreement with the entity that clearly states the services provided, the cost of the services and the duration of the agreement.

Article XIII - Conflict of Interest

- A. Contracts or transactions between the Corporation and an entity of which a director of the Corporation is an officer, director, or financially interested, shall not be void but shall be voidable unless the contract or transaction is fair to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors, and the material facts as to the relationship or interest and as to the contract or transaction are disclosed to the Board of Directors, and the Board of Directors, in good faith, authorizes the contract by the affirmative vote of a majority of the disinterested directors.
- B. The Board of Directors will formulate a Conflict of Interest policy defining potential conflicts and procedures for Board members to recuse themselves from participating in discussions and/or voting for areas that present a conflict.
- C. Board members are prohibited from participating in or influencing discussions or resulting decisions concerning the award of a grant or other financial benefits to the organization the member represents.
 - 1) When a Board member recuses him/herself from participation in discussions and voting, the Secretary will note the recusal and reason(s) presented by the Board member in the meeting minutes.
 - 2) A record of Board members' recusal from participation will be maintained by the Secretary.
- D. Annually, Board members will be responsible for completing a Conflict of Interest Disclosure Form identifying potential conflict of interest areas, which will be maintained by the Secretary.

Article XIV- Removal

- A. Removal - Board of Director members or Standing Committee Chairs may be removed by a majority Board vote at a regular or special meeting called for that purpose. At least ten (10) days' notice of such a meeting shall be given to the Board and to the member or chair who is the subject of the action. The notice shall state the grounds for removal. The member in question shall have the right to appear in person to present testimony or submit written testimony. The Board shall notify the member of its decision within ten (10) calendar days after the meeting. The Board's decision shall be final. Grounds for removal shall be:
 - 1) More than thirty-three percent (33%) absences from regularly scheduled meetings within a 12-month period. Prior to removing any member, the Board shall consider if the member has been active in Committee work and/or any additional extenuating circumstances.
 - 2) Conflicts of interest.
 - 3) Personal or professional conduct which may reflect badly on the Corporation's public image.

Article XV - Directors Liability

- A. The Corporation shall indemnify and hold harmless each Officer and Director of the Corporation to the maximum extent permitted by law against all costs and liability (including counsel fees) reasonably incurred by or imposed upon such Officer or Director in connection with or resulting from any threatened, pending or completed action or proceeding; whether civil, criminal, administrative or investigative, by reason of the fact that such Officer or Director is or has been an Officer or Director of the Corporation or by reason of the fact that such Officer or Director is or was serving at the request of the Corporation as an officer, director, partner or in similar capacity for any other corporation, partnership, joint venture, trust or other enterprise (whether or not such person continues to be an Officer or Director of the Corporation or other enterprise at the time of incurring such costs or liability).
- B. Such indemnification shall be made by the Corporation only as authorized in a specific case, upon determination that the person has met the applicable standard of conduct set forth in the Pennsylvania Not-for-Profit Code and indemnification is proper in the circumstances. Such determination shall be made by either of the following:
- 1) A decision of the Board of Directors by a majority vote of a quorum consisting of Directors, who were not parties to such action, suit or proceedings; or
 - 2) Receipt by the Corporation of a written opinion of independent legal counsel satisfactory to the Board of Directors that such indemnification is permissible under the applicable provisions of the Pennsylvania Not-for-Profit Code.
- C. The Corporation may indemnify and save harmless each employee or agent of the Corporation against all costs and liability (including counsel fees) reasonably incurred by or imposed upon such employee or agent in connection with or resulting from any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such employee or agent of is or has been an employee or agent of the Corporation or by reason of the fact that such employee or agent was serving at the request of the Corporation as an officer, director, partner or in similar capacity for any other corporation, partnership, joint venture, trust or other enterprise (whether or not such person continues to be an employee or agent of the Corporation or other enterprise the time of incurring such costs or liability).
- D. Such indemnification may be made by the Corporation only as authorized in a specific case, upon determination that the person has met the applicable standard of conduct set forth in the Pennsylvania Not-for-Profit Code and indemnification is proper in the circumstances. Such determination shall be made by either of the following:
- 1) A decision of the Board of Directors by a majority vote of a quorum consisting of Directors, who were not parties to such action, suit or proceedings; or
 - 2) Receipt by the Corporation of a written opinion of independent legal counsel satisfactory to the Board of Directors that such indemnification is permissible under the applicable provisions of the Pennsylvania Not-for-Profit Code.
- E. Expenses (including reasonable attorney's fees) incurred in defending any such threat, action or proceeding referred to herein may be paid by the Corporation in advance of the final disposition of such

action or proceeding upon receipt of any undertaking by or behalf of the indemnitee to repay the amount if it is ultimately determined that such person is not entitled to be indemnified by the Corporation as authorized herein.

- F. For the purpose of this Article N, “Officer” shall mean the following persons: President, Vice President, Secretary, and Treasurer.

Article XVI – Amendments of the By-Laws

These By-Laws may be amended by resolution of the Board of Directors at any regular meeting, or at a special meeting, by two-thirds (2/3) vote of the Board. A draft of the proposed amendment(s) must be provided to all Board members at least seven (7) days in advance of the meeting.

Article XVII – Voluntary Dissolution

The Corporation shall be voluntarily dissolved whenever a majority of the members of the Board of Directors vote at a regular or special meeting to discontinue the Corporation. The Secretary shall notify all Directors by written notice of the meeting and the intent of the meeting. Dissolution of the Corporation, including the disposal of all property and monies held by the Corporation, shall be done in accordance with Pennsylvania Law (Title 15, 5971-5998), or subsequent law, and statues of the Commonwealth of Pennsylvania governing non-profit organizations, and all applicable guidelines and instructions, and I.R.S. regulations. In the event of dissolution, all assets shall be transferred to non-profit organizations selected by the Board of Directors.

Voluntary dissolution procedures shall be initiated as follows:

- A. The Board shall be assembled for the purpose of deciding whether or not dissolution procedures shall be initiated. There shall be at least nine (9) members present.
- B. The Board shall, by two-thirds (2/3) majority vote of those present, determine whether to dissolve the Corporation. If the decision is to dissolve the Corporation, the Pennsylvania Department of Community and Economic Development, Office of Community Services, and/or other funding sources shall be notified immediately.
- C. Thereafter, the Board shall proceed in accordance with the requirements of the statutes of the State of Pennsylvania and of the Internal Revenue Code with respect to the distribution of property held by the Corporation, and in accordance with the Pennsylvania Department of Community and Economic Development, office of Community Service or other funding source requirements.