



**THREE RIVERS
BUSINESS ALLIANCE**

BY-LAWS

OF

THREE RIVERS BUSINESS ALLIANCE FOUNDATION
A Pennsylvania Nonprofit Corporation

EFFECTIVE AS OF: May 14, 2019
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ARTICLE I
Name and Registered Office of Corporation

Section 1.1 Name. The name of the corporation is THREE RIVERS BUSINESS ALLIANCE FOUNDATION (hereinafter referred to as the “Foundation”).

Section 1.2 Registered Office. The registered office of the Foundation shall be at such location as is stated in the Articles of Incorporation and any amendments thereto. Any amendment or change of address shall not be deemed an amendment of the Bylaws.

Section 1.3 Principal Place of Business. The Foundation shall maintain a principal place of business at such location or locations as the Board of Trustees shall determine. Also, the Foundation may have offices at such other places, where it is qualified to do business, as its business may require, and as the Board of Trustees may from time to time designate.

ARTICLE II
Purpose and Authority

Section 2.1 Mission/Purpose. The Foundation’s mission and purpose is to promote and improve the business conditions of lesbian, gay, bisexual, transgender and other nonconforming persons (LGBT+) in the Pittsburgh/Greater Allegheny Region (as defined hereinafter) and their allies by enhancing financial opportunities, developing relationships and networks, promoting the certification of LGBT+-owned businesses, educating LGBT+-business owners on best practices, fostering diversity and inclusion, and serving as a leader and advocate for positive change.

Section 2.2 Authority. The Foundation is a non-profit, non-stock corporation organized exclusively for charitable, scientific or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), including without limitation all purposes, powers and privileges conferred upon the Foundation by the Pennsylvania Nonprofit Corporation Law of 1988, 15 Pa. C.S. §§ 5101-5989, as amended, as well as the more specific purpose of serving as the philanthropic and educational arm of Three Rivers Business Alliance (“3RBA”). The Foundation shall not engage directly or indirectly in any activity that would prevent it from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the Code. The Foundation does not contemplate pecuniary gain or profit, incidental or otherwise.

Section 2.3 Territory. The Foundation shall serve the LGBT+ and businesses communities of: (a) Southwestern Pennsylvania (Allegheny, Armstrong, Beaver, Bedford, Blair, Butler, Cambria, Clearfield, Fayette, Greene, Indiana, Lawrence, Somerset, Washington and Westmoreland Counties); (b) Southeastern Ohio (Belmont, Carroll, Columbiana, Harrison, Jefferson, Mahoning, Monroe and Washington Counties); (c) Northern West Virginia (Brooke, Dodd-Ridge, Hancock, Harrison, Marion, Marshall,

Monongalia, Ohio, Pleasants, Preston, Taylor, Tyler and Wetzel Counties); (d) Northwestern Maryland (Allegany and Garrett Counties); and (e) such other regions where it is qualified to do business, as its business may require, and as the Board of Trustees, in its sole discretion, may from time to time designate. The geographical regions served by the Foundation shall be referred to as the "Pittsburgh/Greater Allegheny Region." The Board of Trustees shall have the power to modify or change the geographical regions served by the Foundation without having to amend these Bylaws.

Section 2.4 No Private Inurement. No part of the net earnings of the Foundation shall inure to the benefit of any member, trustee, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Foundation), and no member, trustee, director or officer of the Foundation or any private individual shall be entitled to share in the distribution (i) of the Foundation's surplus funds upon the dissolution of the Foundation, or (ii) of any of the net proceeds from the sale of the Foundation.

Section 2.5 Disposition of Assets Upon Dissolution. Upon the dissolution or other termination of the existence of the Foundation, or upon the winding up of its affairs, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the purposes of the Foundation, or to such organization or organizations, organized and operated exclusively for the same or similar purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax law), in such manner as the Board of Trustees shall determine. Any of such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for the purposes of the Foundation or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such exempt purposes.

Section 2.6 Governing Law. The Foundation is governed by the Pennsylvania Nonprofit Corporation Law of 1988, 15 Pa. C.S.A. §§ 5101 et seq., as it may be amended from time to time ("NPCL").

ARTICLE III Board of Trustees

Section 3.1 Authority. Subject to any limitations set forth elsewhere in these Bylaws, the Articles of Incorporation of the Foundation, and those matters expressly reserved to the Board of Directors of the 3RBA, the affairs of the Foundation shall be under the general direction of a Board of Trustees which shall administer, manage, preserve and protect the property of the Foundation. Trustees need not be members of the 3RBA.

Section 3.2 Powers Reserved to the 3RBA.

(a) The 3RBA shall have the power to appoint all of the Trustees of the Foundation and remove from time to time one or more of the Trustees of the Foundation as provided in Sections 3.5 and 3.17 of these Bylaws. Appointments and removals of Trustees shall be effective upon the receipt by an officer of the Foundation of written notice of appointment or removal, unless a later time is specified in the resolution appointing or removing the Trustee.

(b) No amendment to these Bylaws and no fundamental transaction (as defined in the NPCL) with respect to the Foundation shall be effective unless and until it shall have been approved, before or after the action of the Foundation, by the 3RBA. The Secretary of the Foundation shall deliver to the president of the 3RBA written request for any such desired approval. Within five (5) days of taking action on any such request, the 3RBA shall give the Foundation written notice of its approval or disapproval of the request (“Disposition Notice”). Unless a later time is specified in the Disposition Notice, the action of the 3RBA shall be deemed to be effective on the date that the Foundation receives the Disposition Notice. If the 3RBA fails to deliver a Disposition Notice to the Foundation within 90 days of the 3RBA’s receipt of the written request of the Foundation for approval or disapproval, then the action shall be deemed to have been approved and the Foundation may act in reliance upon such deemed approval.

Section 3.3 Meetings. The Board of Trustees shall meet at least quarterly at a date, time, and place within or without the Commonwealth of Pennsylvania, as determined from time to time by the Board of Trustees. The annual meeting shall be scheduled in the first month following the close of the Foundation’s fiscal year, or such other time as the Board of Trustees may designate from time to time by resolution. Special meetings shall be called by the Secretary upon the order of the President or at the written request of two (2) or more Trustees.

Section 3.4 Number of Trustees. The Board of Trustees shall consist of not less than five voting Trustees and not more than twenty voting Trustees as determined from time to time by the Board of Directors of the 3RBA. There shall also be such ex-officio Trustees as may be designated by this section, Section 3.10 or from time to time by the Board of Trustees and approved by the Board of Directors of the 3RBA. The Immediate Past President shall serve as an ex-officio, voting Trustee during the year following the conclusion of his or her term as President.

Section 3.5 Appointment. With the exception of ex-officio Trustees, Trustees shall be appointed by the Board of Directors of the 3RBA in May of each year or at any special or regular meeting called for such purpose. Unless otherwise specified at the time of the election, new Trustees shall be installed at the annual meeting of the Trustees in the first month of the fiscal year or at a special or regular meeting called for such purpose.

Section 3.6 Term. The Trustees shall be divided into three classes with an approximately equal number of Trustees in each class, and the term of one such class shall expire in each year. Unless otherwise specified at the time of election, with the exception of the ex-officio Trustees whose terms shall be determined by the office pursuant to which the Trustee serves, each Trustee shall serve for a term of three years and until such Trustee’s successor has been duly elected and qualified, or until the Trustee’s earlier death, resignation or removal.

Section 3.7 Tenure Limits. With the exception of ex-officio Trustees, no Trustee shall be eligible to serve more than two (2) consecutive, full terms. Terms in duration less than the full three years shall not be counted when calculating the tenure limitation. A Trustee who has served two (2) consecutive, full terms shall be eligible for election as a Trustee following a one (1) year break in service. This section shall not apply to a Trustee who is serving in the office of President or immediate past President.

Section 3.8 Vacancies. With the exception of ex-officio Trustees, vacancies occurring on the Board by reason of death, resignation, refusal to serve, increase in the number of Trustees or otherwise shall be filled by the Board of Directors of the 3RBA and each Trustee so appointed shall serve for the term specified at the time of appointment or the unexpired portion of the term of the Trustee being replaced, as the case may be, and until the Trustee's successor is elected and qualified or until such Trustee's earlier death, resignation or removal.

Section 3.9 Compensation. Except as provided by Section 3.10, no compensation shall be paid to any Trustee for services as a Trustee but, at the discretion of the Board of Trustees, a Trustee may be reimbursed for travel and actual expenses necessarily incurred in attending meetings and performing other duties on behalf of the Foundation.

Section 3.10 Quorum. At all meetings of the Board of Trustees, the presence of a majority of the Trustees in office and entitled to vote shall constitute a quorum. In addition to those Trustees who are present in person at a meeting, one or more Trustees shall be considered present at such meeting if a telephone or similar communication device by means of which all persons participating in the meeting can hear each other at the same time is used. Once a quorum has been established, the departure of one or more Trustees from the meeting shall not cause the quorum to be lost provided that and so long as at least one-third of the Trustees continue to be present. The act of a majority of the Trustees entitled to vote at a meeting at which a quorum is present shall be the act of the Board. A majority of the Trustees present and entitled to vote, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Trustees who are not present at the time of adjournment.

Section 3.11 Voting. Each Trustee entitled to vote shall be entitled to one vote on each matter submitted to a vote of the Board of Trustees.

Section 3.12 Notices. Written notice of the date, time and place of each meeting of the Board of Trustees shall be given to all Trustees at least five (5) days in advance of the date thereof. Such notice shall set forth the date, time and place of the meeting. For special meetings, the notice shall also state the general nature of the business to be transacted. Such notice shall be given at the direction of the Secretary or another designated officer of the Foundation and shall be given to each Trustee, either personally or by sending a copy thereof by first class or express mail, postage prepaid, or by telegram (with messenger service specified), telex or TWX (with answer back received) or courier service, charges prepaid, or by facsimile to each Trustee's address (or telex, TWX or facsimile number) appearing on the records of the Foundation. If the notice is sent by mail, courier service or telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service or telegraph office or in the case of telex or TWX, when deposited. Notice of an adjourned meeting shall be deemed to have been announced at the time of adjournment. Section 8.7 imposes additional requirements for any meeting at which proposed changes to the Bylaws of the Foundation are to be considered.

Section 3.13 Waiver of Notice. Whenever any written notice whatsoever is required to be given under the provisions of applicable law, the Articles of Incorporation of the Foundation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, shall be

deemed equivalent to the giving of such notice. In the case of a special meeting, such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a Trustee at a meeting shall constitute a waiver of notice of the meeting unless the Trustee attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 3.14 Interested Trustees or Officers.

(a) No contract or transaction between the Foundation and one or more of its Trustees or Officers or between the Foundation and any other corporation, partnership, association, or other organization in which one or more of the Foundation's Trustees or Officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because a Trustee or Officer of the Foundation is present at or participates in the meeting of the Board of Trustees which authorizes the contract or transaction, or solely because the votes or such Trustee or Officer are counted for such purpose, if

(1) 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 Trustees and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Trustees even though the disinterested Trustees are less than a quorum; or

(2) The contract or transaction is fair as to the Foundation as of the time it is authorized, approved or ratified by the Board of Trustees.

(b) Common or interested Trustees may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in subsection (a) of this section. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the effect on the quorum.

(c) Actual and potential conflicts of interest involving one or more Trustees or officers shall be dealt with in the manner described in Section 3.19 of these Bylaws.

Section 3.15 Standard of Care and Fiduciary Duty.

(a) Each Trustee shall stand in a fiduciary relation to this Foundation and shall perform his or her duties as a Trustee, including his or her duties as a member of any committee of the Board upon which the Trustee may serve, in good faith, in a manner the Trustee reasonably believes to be in the best interests of this Foundation, 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, each Trustee 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:

(1) One or more officers or employees of this Foundation whom the Trustee reasonably believes to be reliable and competent in the matters presented;

(2) Counsel, public accountants or other persons as to matters which the Trustee reasonably believes to be within the professional or expert competence of such persons; and

(3) A committee of the Board of this Foundation upon which the Trustee does not serve, as to matters within its designated authority, which committee the Trustee reasonably believes to merit confidence.

(b) A Trustee shall not be considered to be acting in good faith if the Trustee has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

Section 3.16 Rules and Regulations. The Board of Trustees may adopt rules and regulations not inconsistent with these Bylaws for the administration and conduct of the affairs of the Foundation and may alter, amend or repeal any such rules or regulations adopted by it. Such rules and regulations may be amended by majority vote of the Trustees present and entitled to vote at a meeting of the Trustees where a quorum is present.

Section 3.17 Removal and Resignation of Trustees.

(a) Removal by 3RBA. The Board of Directors of the 3RBA may, with or without cause and at any time and from time to time, remove any one or more of the Trustees. If such a removal results in less than five remaining Trustees, new Trustees shall be appointed at the same meeting.

(b) Resignation. A Trustee who fails to attend three consecutive regularly scheduled meetings of the Board of Trustees is deemed to have resigned as a Trustee effective as of the day following the third missed meeting. Where a Trustee fails to attend two consecutive regularly scheduled meetings of the Board of Trustees without proper excuse, as the Board may determine, the Secretary shall promptly notify him or her of the attendance policy. If removal is mandated, the Foundation Board of Trustees shall make a formal recommendation/request to the 3RBA Board of Trustees for approval to remove the Trustee. After considering the Foundation's request, the Board of Trustees shall issue a Disposition Notice.

Section 3.18 Consents. Any action which may be taken at a meeting of the Trustees, or any committee provided for in, or created pursuant to authority contained in, these Bylaws, may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Trustees in office and entitled to vote and shall be filed with the Secretary of the Foundation.

Section 3.19 Conflict of Interest.

(a) Identification. An actual or potential conflict of interest arises when any of the following circumstances exists or is threatened:

(1) a proposed transaction or arrangement under consideration by the Board, or any ongoing business relationship, involves a Contracting Entity with respect to which there is an Interested Trustee or Interested Officer;

(2) an opportunity within the scope of activities of the Foundation could be exploited by a Trustee or officer, a Trustee or officer's Family Member, or a Contracting Entity with respect to which there is an Interested Trustee or Interested Officer; or

(3) a proposed transaction or compensation arrangement involves a Disqualified Person.

(b) Procedure for Determining Whether a Conflict Exists.

(1) Disclosure Statements. Each Trustee and officer shall complete an annual Conflict of Interest Disclosure Statement, describing any interest of the Trustee or officer. It is his or her duty to make a full, frank and fair disclosure of the circumstances giving rise to an actual or potential conflict of interest. Each Trustee and officer is also obligated to file a supplementary Disclosure Statement if, during the year, there is any change in circumstances that alters or makes Incomplete the information provided in the original Disclosure Statement. It shall be the responsibility of the President to review each of the Disclosure Statements and bring any perceived conflicts of interest to the attention of the Board of Trustees. Attached at the end of this document is a sample Disclosure Statement.

(2) Additional Disclosure. If, during the course of a meeting of the Board of Trustees, a Trustee or officer present at the meeting is aware that he or she has or may have an actual or a potential conflict of interest in a matter under discussion, the Trustee or officer shall immediately disclose the material facts about his or her interest in the matter to the Board of Trustees. If, during the course of a meeting, the President, any Trustee or any officer present at the meeting believes that another Trustee or officer has or may have an actual or potential conflict of interest in a matter under discussion, such person shall immediately make such concern known to the Board of Trustees.

(3) Analysis of Conflict Issue. The determination of whether there is a conflict of interest in any particular circumstances shall be made by the Board of Trustees. The review shall be subject to the following process:

(i) *Questioning of the Involved Trustee or Officer.* It is the involved Trustee's or involved officer's duty to respond fully and frankly to any questions from the President or Trustees relating to the actual or potential conflict of interest.

(ii) *Exclusion of the Involved Trustee or Officer.* The involved Trustee or involved officer shall leave the Board meeting while the question of whether a conflict exists is discussed and voted upon.

(4) Disqualified Persons. Notwithstanding the foregoing, any proposed transaction or compensation arrangement with a Disqualified Person shall be deemed to present a conflict of interest and shall be dealt with in accordance with the procedures set forth in subsection (d), below.

(c) Procedure after Determining the Existence of a Conflict.

(1) Appointment of Disinterested Individual or Committee to Investigate.

In the event the Board of Trustees concludes that a conflict exists, the President or a majority of the disinterested Trustees present may appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement which presents the conflict.

(2) Board Action.

The Board of Trustees may approve the transaction or arrangement which is the subject matter of the conflict by an affirmative vote of a majority of the disinterested Trustees present, provided that it has determined (i) that the transaction or arrangement is in the Foundation's best interest and for its own benefit; (ii) that it is fair and reasonable to the Foundation; and (iii) after exercising due diligence, that the Foundation could not obtain a more advantageous transaction or arrangement with reasonable efforts under the circumstances. Approval of transactions involving Disqualified Persons shall be by a committee on which the affected Disqualified Person does not serve. In addition, with respect to any proposed transaction or compensation arrangement with a Disqualified Person, the Committee and disinterested Trustees shall have obtained and relied upon appropriate comparability data in making their determination. Any involved Trustee or involved officer or any Disqualified Person shall leave the Board meeting while the substantive issue which is the subject of the conflict is discussed and shall not vote on said substantive matter. Solely for purposes of this Section, the term "disinterested Trustee" shall mean a Trustee who is unrelated to and not under the control of the Trustee, officer or Disqualified Person, as the case may be.

(d) Minutes. The minutes of the Board meetings and Board committee meetings shall reflect (i) the names of the persons who disclosed any interests; (ii) the determination as to whether an actual or potential conflict of interest exists; (iii) the names of the persons who were present for discussions and votes relating to the transaction or arrangement; (iv) the content of the discussions, including any alternatives to the proposed transaction or arrangement and, with respect to a transaction or compensation arrangement with a Disqualified Person, the basis for the determination of the Board, including any comparability data; (v) the voting record, including any abstention from voting; and (vi) any action to be taken.

(e) Recordkeeping. In addition to the annual Disclosure Statements, each Trustee and officer annually shall sign a statement that the person (i) received a copy of the conflict of interest policy; (ii) has read and understands the policy; (iii) agrees to comply with the policy; (iv) understands that the policy applies to all committees of the Board; and (v) understands that the Foundation is a charitable organization and that in order to maintain its tax exempt status, it must continuously engage primarily in activities which accomplish one or more of its tax-exempt purposes.

(f) Periodic Review. The Board of Trustees shall at least biannually conduct a review of the Foundation's activities to ensure that the Foundation is operating in a manner consistent with its charitable purposes and that its operations do not result in private inurement or impermissible benefit to private interests.

(g) Violation of Policy. Any Trustee, officer or Disqualified Person who violates the Foundation's conflict of interest policy, irrespective of whether he or she is doing so to protect the Foundation's best interests, shall be subject to disciplinary action by the President or the Board of Trustees, up to and including termination of employment, if applicable, or removal from the Board or a committee thereof.

(h) Definitions. The following words and phrases, when used in this section, shall have the meanings given to them in this subsection:

(1) Contracting Entity. Pay entity engaged in a transaction or arrangement with the Foundation.

(2) Disqualified Person. An individual who qualifies as a Disqualified Person as that term is defined in Section 4958(f)(1) of the Code. As a general principle, Disqualified Persons are persons who have (or at any time during the preceding 5-year period had) substantial influence over the Foundation and the Family Members of such individuals. Disqualified Persons also include organizations (corporations, partnerships, trusts and estates) which are controlled by persons who have or have had substantial influence over the Foundation. Control is established when the influential individual owns 35% or more of the organization. By way of illustration, a Disqualified Person is presumed to include (i) each voting Trustee; (ii) each officer of the Foundation with primary authority to initiate executive decisions and who is responsible directly to the Board; (iii) the five highest compensated non-clerical employees of the Foundation and the five highest annual recipients of consideration, provided, in each case, that the remuneration received from the Foundation and/or its affiliates is greater than \$25,000 annually; and (iv) substantial contributors to the Foundation.

(3) Family Member. A spouse, sibling (whether by whole or half-blood), lineal ancestors (parents, grandparents, great grandparents, etc.), lineal descendants (children, grandchildren, great grandchild, etc.) and the spouse of any sibling (whether by whole or half-blood) or lineal ancestor or descendant.

(4) Financial Interest. Directly or indirectly, through business, investment or a Family Member:

(i) An ownership or investment interest in any Contracting Entity;

(ii) A compensation arrangement with the Foundation, with any Contracting Entity or with any individual with whom the Foundation has a transaction or arrangement; or

(iii) An ownership or investment interest in, or compensation arrangement with, or with any entity or individual with which the Foundation is negotiating a transaction or arrangement.

The term "compensation" includes direct and indirect remuneration and substantial gifts and favors. In the event the Trustee or officer is not certain if a particular gift or favor is substantial, disclosure should be made. A Trustee or officer who has a Financial Interest in

any affiliate of the Foundation shall be deemed to have a Financial Interest with respect to the Foundation as well.

(5) Interested Trustee/Interested Officer. A Trustee or officer who has a Financial Interest or who serves or whose Family Member serves without compensation as a director, trustee or officer of a Contracting Entity.

ARTICLE IV Officers

Section 4.1 Enumeration. The officers of the Foundation shall consist of a President, Vice President, Secretary, Treasurer, and such other officers and assistant officers as the Trustees may, from time to time, designate. All officers, other than assistant officers and the administrative officers described in Section 4.10, must be Trustees of the Foundation.

Section 4.2 Term of Office. Unless sooner removed by the Board of Trustees or otherwise filling a vacancy, all elected or appointed officers shall serve for a term of one (1) year and until their successors are duly elected and qualified..

Section 4.3 Election/Appointment. All officers shall be elected by the voting Trustees at every other annual meeting of the Board of Trustees or at a special meeting called for such purpose, or appointed by the Foundation President with the Board's prior permission and subsequent approval.

Section 4.4 Vacancies. In the absence of the Foundation President due to death, resignation, removal or inability/refusal to serve, the Foundation Vice-President shall preside and serve as the Acting President until such time as the Board of Trustees appoints a replacement to serve the Foundation President's unexpired term. Any other vacancies occurring in offices shall be filled by the Board of Trustees for the unexpired term. The Board of Trustees shall appoint such temporary or acting officers as may be necessary during the temporary absence or disability of the regular officers.

Section 4.5 President. The Foundation President shall serve as the Principal executive officer of the Foundation and as such shall be generally responsible for and have general supervision over the management and operation of the Foundation, subject to the control of the Board of Trustees. The Foundation President shall serve at the discretion of the Board of Trustees per Section 4.12.

Section 4.6 Vice President. In the absence of the Foundation President or in the event of his or her inability to serve, the Foundation Vice President shall perform the duties of the Foundation President. When so acting, the Foundation Vice President shall have all the powers of and be subject to all the restrictions upon the Foundation President. The Foundation Vice President shall perform such other duties as may be assigned from time to time by the President or the Board of Trustees. The Foundation Vice President shall serve at the discretion of the Board of Trustees per Section 4.12.

Section 4.7 Secretary. The Foundation Secretary shall make or cause to be made minutes of all meetings of the Board of Trustees. The Foundation Secretary shall be

responsible for the timely mailing or delivery of all notices of meetings of the Board of Trustees, shall affix the corporate seal at the direction of the President and, generally, shall perform all duties incident to the office of secretary of a corporation and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be assigned from time to time by the Board of Trustees. The Foundation Secretary shall serve at the discretion of the Board of Trustees per Section 4.12.

Section 4.8 Treasurer.

(a) The Foundation Treasurer shall supervise the financial activities of the Foundation. Generally, the Treasurer shall perform all duties incident to the office of treasurer of a corporation and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be assigned from time to time by the Board of Trustees.

(b) The Foundation Treasurer's duties specifically include, but are not limited to, the Foundation Treasurer presenting to the Board of Trustees at the annual meeting a report showing in appropriate detail, the following information:

- (1) The assets and liabilities of the Foundation;
- (2) The principal changes in assets and liabilities;
- (3) The revenue or receipts of the Foundation; and
- (4) The expenses or disbursements of the Foundation.

(c) In order to comply with the requirements set forth in Sections 4.8(a) and (b) and Sections 8.2 and 8.3 of these Bylaws, the Foundation Treasurer shall see that:

- (1) Full and accurate accounts or receipts and disbursements are kept;
- (2) A system is in place such that all funds and other valuable effects are deposited in the name and to the credit of the Foundation in such depositories as shall be designated by the Board;
- (3) The Trustees at the regular meetings of the Board or whenever they may require it, receive a general account of the financial condition of the Foundation, and
- (4) An annual audit of the Foundation's books and records is performed by an independent certified public accountant selected by the Board and copies are provided to the Board of Trustees and the Board of Directors of the 3RBA.

(d) The Foundation Treasurer shall cooperate with the Treasurer and Board of Directors of the 3RBA with respect to the preparation of a consolidated audit, if any, of the Foundation and the 3RBA. In performing these functions, the Foundation Treasurer may rely on employees of the Foundation or any affiliated corporation who possess special financial training and skills and whose employment responsibilities include management of the Foundation's financial affairs.

Section 4.9 Other Officers. The Board of Trustees may provide for and elect such additional and assistant officers as it deems appropriate. Each other officer shall have such responsibilities and perform such duties as may be prescribed by the Board of Trustees from time to time. Each assistant officer shall carry out the responsibilities and duties of the officer which the assistant officer assists in the event such officer is unable to perform such responsibilities or duties, except that no assistant officer shall become a Trustee solely by virtue of being an assistant officer.

Section 4.10 Administrative Officers. The Board of Trustees shall appoint such administrative officers as it deems appropriate from time to time and may, by resolution, designate one or more of such administrative officers as ex-officio non-voting Trustees of the Foundation. Administrative officers may be paid a reasonable compensation for their services to the Foundation. Until changed by resolution of the Board, the Executive Director and Director of the Foundation shall serve as non-voting ex-officio Trustees. The Executive Director shall perform those functions and responsibilities assigned to him or her from time to time by the Board of Trustees or Foundation President. Other administrative officers shall perform such duties as assigned from time to time by the Executive Director or other supervisor.

Section 4.11 Bonds. The Board of Trustees may, in its discretion, require the Treasurer and any other officer to give bond in such amount and with such surety or sureties as may be satisfactory to the Board for the faithful discharge of the duties of the office and for the restoration to the Foundation, in case of the officer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind belonging to the Foundation in the officer's possession or under the officer's control.

Section 4.12 Removal of Officers. Any officer elected or appointed to office may be removed by the Board of Trustees whenever in its judgment the best interests of the Foundation will be served.

ARTICLE V Committees

Section 5.1 Committee Creation. The Foundation shall have the following committees: an Executive Committee; a Fellows Committee; and a Finance Committee. In addition, the Foundation may have a Nominating Committee and such other committees as the Board of Trustees may create from time to time. The duties and responsibilities of the Committees shall be as set forth in these Bylaws, Board resolution, or any amendments thereto.

Section 5.2 Committee Membership. Except as otherwise stated in these Bylaws or in the resolution creating the committee, the Foundation President shall appoint those members and number of members to a committee as the Foundation President deems appropriate. Also, unless otherwise provided by these Bylaws or Board resolution, the Foundation President shall appoint the Chair and/or Vice-Chair of all committees. Anyone serving on a committee, including a Chair and Vice-Chair, must be a member in good standing of the Foundation. Except as otherwise provided in these Bylaws, the Foundation President may remove for good cause any appointed committee member, subject only to a

veto by the Board of Trustees, and shall appoint the successor of any removed member. Any member appointed to a committee shall continue as a member thereof until a successor committee member has been appointed unless the committee has been discharged or terminated or the member shall resign or be removed therefrom or be suspended or terminated as a member of the Foundation.

Section 5.3 **Committee Meetings.** Each Committee shall convene at least once a year. Also, a committee shall meet (a) at the call of the Foundation President or the assigned liaison member of the Board of Trustees, (b) at such other times as the committee Chair may direct, or (c) at such times as meetings are called by a majority of the committee's members. Each committee shall provide for electronic meetings through the use of technology that permit participants to have simultaneous oral communication as if they were physically present in the room. A majority of the committee's members shall constitute a quorum, and those committee members participating electronically shall be considered present at such meeting for purposes of a quorum. Robert's Rules of Order, as updated from time to time, shall govern the conduct of all business at all meetings of the Foundation's committees. All committee meetings will require recording of minutes of the decisions made and votes taken.

Section 5.4 **Committee Powers.** Each Committee shall have the power to adopt rules for the conduct of its own business, provided they are not inconsistent with these Bylaws or with any rules or resolutions adopted by the Board of Trustees. The Board of Trustees shall approve all rules and regulations. Unless otherwise provided in these Bylaws or in the resolution creating or continuing a committee, no committee of the Foundation shall incur any expense or pay any indebtedness in excess of the amount authorized in the annual budget for that committee, or in any amendment thereof, unless it receives prior written approval therefor from the Board of Trustees. Additionally, unless specifically authorized by these Bylaws or the Board of Trustees, no committee or member thereof shall assume to represent the Foundation or the committee before any legislative body, court or other tribunal, or publicly advocate, in its own name or in that of the Foundation, any of its recommendations, but shall make the same only within the Foundation. At any time in its sole discretion, the Board of Trustees may terminate a committee, merge it with another committee, or limit the sphere of its activities. If a committee is terminated, any unobligated fund balance appropriate for its use on the Foundation's books shall be transferred to the Foundation's general fund account unless otherwise directed by the Board of Trustees.

Section 5.5 **Executive Committee.** The Executive Committee shall be comprised of the President, Vice-President, Secretary and Treasurer of the Foundation. The Executive Committee shall exercise all powers and authority of the Board of Trustees between meetings of the Board of Trustees, except as otherwise restricted by law, these Bylaws or resolution adopted by the Board of Trustees. The Foundation Secretary or his/her designee shall take minutes of any meeting of the Executive Committee. Said minutes shall be distributed to the Board of Trustees prior to the next regularly scheduled Board of Trustees meeting and a report of any action taken shall be made to the Board of Trustees at such meeting. The Executive Committee shall have the authority to take action in emergency matters, take action to effectuate the Board of Trustees' policies and procedures and manage the Foundation between Board of Trustees' meetings, annually review the performance and compensation structure of all Foundation staff, including the Executive Director, and make recommendations to the Board of Trustees, and consider as necessary from time to time confidential Human Resources issues involving all Foundation staff, including the Executive

Director. The Executive Committee shall not have the authority to enact, amend, or repeal the Foundation's policies, the Board's resolutions, or these Bylaws. Nor may the Executive Committee take any action contrary to the Foundation's policies, the Board's resolutions, these Bylaws, or the Act.

Section 5.6 Fellows Committee. The Fellows Committee shall consist of not more than fifteen (15) persons to be appointed by the Foundation President. The Fellows Committee shall oversee the Fellows Program in order to build the Foundation's Endowment and for the purpose of providing financial assistance and grants to law related organizations and other charitable purposes consistent with these Bylaws. The Fellows Committee shall establish policies and procedures consistent with these Bylaws subject to the approval of the Board. The Fellows Committee shall approve all nominations for Fellows and recommend them for election by the Board. The Fellows Committee shall coordinate the annual reception and dinner inducting new Fellows..

Section 5.7 Finance Committee. The Finance Committee shall be responsible for the Foundation's fund raising activities and shall oversee all financial matters of the Foundation, including without limitation (a) the maintenance and supervision of all procedures and controls adopted or approved by the Board of Trustees for the collection and disbursement of the funds of the Foundation, its committees and related entities, (b) the establishment and review of all fiscal and investment policies and procedures, and (c) the making of reports and recommendations to the Board of Trustees. The Finance Committee shall have such other duties and exercise such other powers as may be established from time to time by resolution of the Board of Trustees, except as otherwise restricted by law, the Foundation's Articles of Incorporation or these Bylaws. The Foundation Treasurer shall be the Chair of the Finance Committee.

Section 5.8 Nominating Committee. The Board may designate and appoint a Nominating Committee consisting of the Foundation President, Foundation Secretary and at least one (1) other member of the Board of Trustees. Each year prior to the annual membership meeting, the Nominating Committee shall identify and propose a list of candidates to fill the group of Trustees whose term is then due to expire. The Nominating Committee shall have such other duties and exercise such other powers as may be established from time to time by resolution of the Board of Trustees, except as otherwise restricted by law, the Foundation's Articles of Incorporation or these Bylaws. The Foundation President shall be the Chair of the Nominating Committee.

Section 5.9 Other Committees. The Board of Trustees may establish such other standing or temporary committees as it shall determine from time to time to be necessary or convenient to the management of the Foundation, each of which shall have as a member at least one (1) member of the Board of Trustees and shall have such purposes, duties and powers as may be established by resolution of the Board of Trustees, except as otherwise restricted by law, the Foundation's Articles of Incorporation or these Bylaws.

Section 5.10 Limitation on Power of Committees. No committee shall have any power or authority as to the following:

- (a) The filling of vacancies in the Board of Trustees;

- (b) The adoption, amendment or repeal of the Bylaws;
- (c) The amendment or repeal of any resolution of the Board; or
- (d) Action on matters committed by the Bylaws or a resolution of the Board to another Committee of the Board.

Section 5.11 Applicability of this Article. This Article shall apply to all committees of the Foundation. Nothing in these Bylaws should be construed as limiting the ability of the Foundation to form joint committees with the 3RBA.

ARTICLE VI Liability of Trustees and Officers

Section 6.1 Liability of Trustees. Except for responsibility or liability of a Trustee pursuant to any criminal statute or for payment of taxes pursuant to local, state or Federal law, a Trustee of the Foundation shall not be personally liable for monetary damages for any action taken or any failure to take any action unless (a) such Director has breached or failed to perform his or her office under Chapter 57, subchapter B of the NPCL as in effect at the time of the alleged action by such Trustee, and (b) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Section 6.2 Preservation of Rights. Any repeal or modification of this Article by the Foundation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Trustee or former Trustee may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Trustee of the Foundation and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE VII Indemnification

Section 7.1 Right to Indemnification. Unless in a particular case indemnification would be inconsistent with the requirements of Section 501(c)(3) of the Code, and in the event a representative was, is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, because he is or was a representative or because he is or was serving as a representative of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, the Foundation (a) shall indemnify a representative who has been successful on the merits or otherwise in defense of any such action, suit or proceeding or in defense of any claim, issue or matter therein, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith; (b) may indemnify a representative against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him even if he has not been successful on the merits in other than a derivative suit, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Foundation (and, in the case of a criminal proceeding, had no reason to believe his conduct was unlawful); and (c) may

indemnify a representative for expenses (including attorneys' fees) actually and reasonably incurred by him in a suit by or in the right of the Foundation (derivative suit) even if he is unsuccessful on the merits, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Foundation and is not adjudged to be liable for willful misconduct or recklessness in the performance of his duty to the Foundation.

Section 7.2 Required Determination. Any indemnification under these Bylaws (unless ordered by a Court) shall be made by the Foundation only as authorized in the specific case upon a determination that the indemnification of the representative is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 8.1 of these Bylaws. Such determination shall be made (a) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable if a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion.

Section 7.3 Advances for Expenses. Expenses incurred by or imposed upon a representative in defending a civil or criminal action, suit or proceeding may be paid by the Foundation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Foundation as authorized in this Article.

Section 7.4 Nonexclusivity and Nonduplication. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any other By-law, agreement, vote of members or disinterested Trustees or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. Notwithstanding any other provisions set forth in this Article, the indemnification authorized and provided hereby shall be applicable only to the extent that any such indemnification shall not duplicate indemnity or reimbursement which such person has received or shall receive otherwise than under this Article.

Section 7.5 Preservation of Rights. No amendment or repeal of this Article shall adversely affect any right or protection extended to a representative hereunder for an act or failure to act occurring prior to the time of such amendment or repeal. Each representative shall be deemed to act in such capacity in reliance upon the rights of indemnification and advancement of expenses hereunder. The rights to indemnification and advancement of expenses hereunder shall continue as to a person who has ceased to be a representative and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7.6 Insurance or Other Funding. The Foundation may create a fund of any nature which may, but need not be, under the control of a trustee or otherwise secured or may insure in any manner its indemnification obligations, whether arising hereunder or otherwise. The Foundation may purchase and maintain insurance on behalf of any person who is or was a representative of the Foundation or is or was serving at the request of the Foundation as a representative of another corporation, partnership, joint venture, employee benefit plan, trust or other enterprise against any liability asserted against him and incurred by or imposed upon him in any such capacity or arising out of his status as such, whether or not the Foundation would have the power to indemnify him against such liability under the

provisions of this Article or otherwise, upon such terms and conditions as the Foundation may deem requisite including a requirement that any such person must contribute a portion or all of the cost of maintaining such insurance.

Section 7.7 Definitions. As used in this Article, references to the “Foundation” include all constituent corporations absorbed in a consolidation, merger or division, as well as the surviving or new corporations surviving or resulting therefrom, so that any person who is or was a representative of such a constituent, surviving or new corporation, or is or was serving at the request of such constituent, surviving or new corporation as a representative of another corporation, partnership, joint venture, employee benefit plan, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving or new corporation as he would if he had served the surviving or new corporation in the same capacity. As used herein, references to a “representative” shall mean any Trustee, officer or employee of the Foundation.

ARTICLE VIII Miscellaneous Provisions and Amendments

Section 8.1 Fiscal Year. The fiscal year of the Foundation shall every year begin on the 1st day of July and end on the 30th day of June, except that the first fiscal year of the Foundation shall begin at the date of incorporation.

Section 8.2 Annual Report. Together with the Executive Director, if hired, the Foundation Treasurer shall present an annual report to the Board of Trustees showing in appropriate detail the assets and liabilities of the Foundation at the end of the immediately preceding fiscal year, principal changes in such assets and liabilities during such fiscal year, and revenues and disbursements of the Foundation during such fiscal year (both unrestricted and restricted to particular purposes and including separate data with respect to each trust fund held by or for Foundation).

Section 8.3 Books and Accounts/Deposits. The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees and committees having any of the authority of the Board of Trustees. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Trustees may designate.

Section 8.4 Execution of Legal Documents. Unless otherwise required by law, these Bylaws or Board resolution, all leases, contracts, agreements, purchase orders, acceptances and other similar legal documents shall be executed on behalf of the Foundation only by the Foundation President and, if required, attested to and sealed by the Foundation Secretary or any assistant thereto. Authority delegated under the Bylaws to officers or agents other than the President and Secretary of the Foundation may be general or confined to specific instances.

Section 8.5. Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by any one (1) or more officers or designated agents as the Board of Trustees shall determine from time to time; provided, however, that any single check or draft in excess of Five Thousand U.S. Dollars (\$5,000.00) shall require the signature of either the Foundation

President or the Foundation Treasurer and one other officer of the Foundation, or such other threshold or procedure as the Board of Trustees may determine.

Section 8.6 Number and Gender. Whenever used herein, the singular shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

Section 8.7 Amendments. These Bylaws may be altered, amended and/or repealed from time to time by the affirmative vote of a majority of the Trustees entitled to vote and present at a meeting at which there is a quorum; provided that the proposed action must also be approved prior to the effectiveness of the amendment by the 3RBA in accordance with Section 3.2(b) of these Bylaws. The Trustees of the Foundation shall be given at least ten (10) days' prior written notice of any meeting of the Trustees at which proposed changes to the Bylaws of the Foundation are to be considered or acted upon. Such written notice shall include a copy of the proposed amendment or a summary of the changes to be effected thereby.

Section 8.8 Interpretation. The authority to interpret and construe these Bylaws and its provisions shall be vested exclusively in the Board of Trustees whose decision shall be final and not subject to review or appeal.

Section 8.9 Procedure. The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Foundation where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.

CONFIDENTIAL

**THREE RIVERS BUSINESS ALLIANCE FOUNDATION (the "Foundation")
CONFLICT OF INTEREST DISCLOSURE STATEMENT**

Name: _____

I. Employment

1. Current Employer: _____

2. Position: _____

3. To the best of your knowledge, does your employer offer any service (e.g., medical, legal, accounting) or product to, or do business with, the Foundation?

Yes _____

No _____

4. If yes, what is the service/product and what is the estimated annual dollar volume of such business?

II. DIRECT AFFILIATIONS

If you (a) have an ownership or investment interest in or compensation arrangement with; or (b) are an uncompensated director, trustee or officer of any entity that provides services or products for the Foundation or contracts with the Foundation, please complete page 2.

III. INDIRECT AFFILIATIONS

If any Family Member (a) has an ownership or investment interest in or compensation arrangement with; or (b) serves as an uncompensated director, trustee or officer of, any entity that provides services or products to the Foundation, contracts with the Foundation or competes with it, please complete page 3.

- EXHIBIT A -

DIRECT AFFILIATIONS

- | | |
|---|---|
| (a) Name of Entity | (a) Name of Entity |
| (b) How long have you been associated with this entity? | (b) How long have you been associated with this entity? |
| (c) What is the nature of your relationship with the entity? (include ownership interests through a business and investment interests, including debt and equity interests) | (c) What is the nature of your relationship with the entity? (include ownership interests through a business and investment interests, including debt and equity interests) |
| (d) Have you served as an officer, director, or trustee of this entity?

If yes, when and what position? | (d) Have you served as an officer, director, or trustee of this entity?

If yes, when and what position? |
| (e) In what capacity will you be serving for the next 12 months? | (e) In what capacity will you be serving for the next 12 months? |
| (f) What is the annual dollar volume, if any, between the Foundation (and its affiliates) and this entity? | (f) What is the annual dollar volume, if any, between the Foundation (and its affiliates) and this entity? |

INDIRECT AFFILIATIONS

- | | |
|---|---|
| (a) Name of Entity | (a) Name of Entity |
| (b) Name of family member associated with this entity: | (b) Name of family member associated with this entity: |
| (c) How long has this family member been associated with this entity? | (c) How long has this family member been associated with this entity? |
| (d) What is the nature of your family member's relationship with the entity? (include ownership interests through a business and investment interests, including debt and equity interests) | (d) What is the nature of your family member's relationship with the entity? (include ownership interests through a business and investment interests, including debt and equity interests) |
| (e) Has your family member served as an officer, director, or trustee of this entity?

If yes, when and what position? | (e) Has your family member served as an officer, director, or trustee of this entity?

If yes, when and what position? |
| (f) In what capacity will your family member be serving for the next 12 months? | (f) In what capacity will your family member be serving for the next 12 months? |
| (g) What is the annual dollar volume, if any, between the Foundation (and its affiliates) and this entity? | (g) What is the annual dollar volume, if any, between the Foundation (and its affiliates) and this entity? |