



# **THREE RIVERS**

## **BUSINESS ALLIANCE**

The Pittsburgh/Greater Allegheny  
LGBTQIA+ Chamber of Commerce

### **BY-LAWS**

#### **OF**

## **THREE RIVERS BUSINESS ALLIANCE**

A Pennsylvania Nonprofit Corporation

**ADOPTED AS OF: November 27, 2017**

**AMENDED AS OF: January 26, 2023**

**BY-LAWS  
OF  
THREE RIVERS BUSINESS ALLIANCE**  
A Pennsylvania Nonprofit Corporation

	<u>Page</u>
ARTICLE I - NAME AND REGISTERED OFFICE OF CORPORATION	
Section 1.1 Name	1
Section 1.2 Registered Office	1
Section 1.3 Principal Place of Business	1
ARTICLE II - PURPOSE AND AUTHORITY	
Section 2.1 Mission/Purpose	1
Section 2.2 Authority	1
Section 2.3 Territory	1
Section 2.4 No Private Inurement	2
Section 2.5 Disposition of Assets Upon Dissolution	2
ARTICLE III - MEMBERSHIP, CODE OF CONDUCT, VOTING & MEETINGS	
Section 3.1 Membership-Based Organization	2
Section 3.2 Eligibility	2
Section 3.3 Application	3
Section 3.4 Non-Discrimination	3
Section 3.5 Dues	3
Section 3.6 Assessments	3
Section 3.7 Death/Resignation	3
Section 3.8 Failure to Pay Dues or Assessments	3
Section 3.9 Removal	4
Section 3.10 Effect of resignation, Termination or Removal	4
Section 3.11 Code of Conduct	4
Section 3.12 Voting	4
Section 3.13 Membership Meetings	5
Section 3.14 Quorum	5
Section 3.15 Veto/Rescission Power	5
ARTICLE IV - BOARD OF DIRECTORS	
Section 4.1 Number and Qualifications	5
Section 4.2 Governing Powers	5
Section 4.3 Term	6
Section 4.4 Election	6
Section 4.5 Resignation	6
Section 4.6 Vacancies	6
Section 4.7 Removal of Directors	6
Section 4.8 Regular Meetings	7
Section 4.9 Special Meetings	7

Section 4.10	Waiver of Notice	7
Section 4.11	Quorum	7
Section 4.12	Participation by Telephone Conference	7
Section 4.13	Action by Consent	7
ARTICLE V - COMMITTEES		
Section 5.1	Committee Creation	7
Section 5.2	Committee Membership	8
Section 5.3	Committee Meetings	8
Section 5.4	Committee Powers	8
Section 5.5	Executive Committee	9
Section 5.6	Membership Committee	9
Section 5.7	Finance Committee	9
Section 5.8	Nominating Committee	9
Section 5.9	Other Committees	10
ARTICLE VI - OFFICERS		
Section 6.1	Designation	10
Section 6.2	Election/Vacancies	10
Section 6.3	Removal/Resignation	10
Section 6.4	President	10
Section 6.5	Vice-Presidents	11
Section 6.6	Secretary	11
Section 6.7	Treasurer	11
Section 6.8	Executive Director	12
ARTICLE VII - LIABILITY OF DIRECTORS AND OFFICERS		
Section 7.1	Liability of Directors	12
Section 7.2	Director's Fiduciary Duties	12
Section 7.3	Liability of Directors and Officers	13
Section 7.4	Interested Directors or Officers	13
ARTICLE VIII - INDEMNIFICATION		
Section 8.1	Right to Indemnification	14
Section 8.2	Required Determination	14
Section 8.3	Advances for Expenses	14
Section 8.4	Nonexclusivity and Nonduplication	14
Section 8.5	Preservation of Rights	15
Section 8.6	Insurance or Other Funding	15
Section 8.7	Definitions	15
ARTICLE IX - MISCELLANEOUS PROVISIONS/AMENDMENTS		
Section 9.1	Fiscal Year	15
Section 9.2	Annual Report	15

Section 9.3	Books and Accounts/Deposits	16
Section 9.4	Execution of Legal Documents	16
Section 9.5	Checks	16
Section 9.6	Conflicts of Interest	16
Section 9.7	Fidelity Bonds	19
Section 9.8	Audits	19
Section 9.9	Number and Gender	19
Section 9.10	Amendments	20
Section 9.11	Interpretation	20
Section 9.12	Procedure	20

#### APPENDIX

Exhibit "A"	Code of Conduct
Exhibit "B"	Conflict of Interest Form

**BY-LAWS  
OF  
THREE RIVERS BUSINESS ALLIANCE**  
A Pennsylvania Nonprofit Corporation

ARTICLE I  
Name and Registered Office of Corporation

Section 1.1 Name. The name of the Corporation is THREE RIVERS BUSINESS ALLIANCE.

Section 1.2 Registered Office. The registered office of the Corporation 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 By-Laws.

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

ARTICLE II  
Purpose and Authority

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

Section 2.2 Authority. The Corporation is a non-profit, non-stock corporation organized on a membership basis under the Pennsylvania Nonprofit Corporation Law of 1988, Act of December 21, 1988, 15 Pa.C.S. §§ 5101 *et seq.*, as amended (the "Act"). Subject to the provisions of these By-Laws, the Corporation has the power to do any and all things which shall be lawful and appropriate for a corporation organized under the Act. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. Notwithstanding any other provision of these By-Laws, the Corporation is organized exclusively for one or more purposes as specified in Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code), and shall not carry on any activity not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code or corresponding provisions of any subsequent tax law. Also, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its purposes.

Section 2.3 Territory. The Corporation shall serve the LGBTQIA+ 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 (Allegheny 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 Directors, in its sole discretion, may from time to time designate. The geographical regions served by the Corporation shall be referred to as the “Pittsburgh/Greater Allegheny Region.” The Board of Directors shall have the power to modify or change the geographical regions served by the Corporation without having to amend these By-Laws.

Section 2.4 No Private Inurement. No part of the net earnings of the Corporation 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 Corporation), and no member, trustee, director or officer of the Corporation or any private individual shall be entitled to share in the distribution (i) of the Corporation’s surplus funds upon the dissolution of the Corporation, or (ii) of any of the net proceeds from the sale of the Corporation.

Section 2.5 Disposition of Assets Upon Dissolution. Upon the dissolution or other termination of the existence of the Corporation, or upon the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, 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)(6) of the Internal Revenue Code (or the corresponding provision of any future federal tax law), in such manner as the Board of Directors 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 Corporation or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such exempt purposes.

### ARTICLE III

#### Membership, Code of Conduct, Voting & Meetings

Section 3.1 Membership-Based Organization. The Corporation is a membership-based business advocacy organization dedicated to making the Pittsburgh/Greater Allegheny Region an influential and diverse LGBTQIA+ business community with an impact on economic development, equal rights, and policy issues. The Corporation shall serve as an affiliate chamber of the National LGBT Chamber of Commerce (“NGLCC”).

Section 3.2 Eligibility. Membership in the Corporation is open to any person (defined broadly to include any corporation, partnership, company, firm, business, sole proprietorship, organization, association or other legal entity, however formed, and any individual at least 18 years of age) who agrees to the mission of the Corporation and its Professional Code of Conduct, pays all dues and fees, and complies with such other rules and requirements as the Board of Directors may from time to time adopt. Members shall at

all times be subject to the decisions of the Board of Directors who shall establish the classes of membership and corresponding dues as it deems appropriate. The general interest of the Corporation is not served by members operating purely for personal or commercial gain.

Section 3.3 Application. Any person who meets the eligibility requirements of Section 3.2 of this Article may become a member of the Corporation by making an application therefore in writing or electronically as established by the Board of Directors and paying the annual membership dues and assessments as set forth in this Article. All applications for membership shall be signed and submitted by the applicant and must be approved by vote of the Board of Directors. A person shall not be considered a member of the Corporation with the rights accorded by these By-Laws unless such written application has been submitted and signed by the applicant, such dues and assessments have been paid and recorded as such by the Treasurer, and the Board of Directors has voted to approve the application as denoted by the Secretary on the official roster of members. If membership is not approved, the applicant shall be so notified and the dues refunded.

Section 3.4 Non-Discrimination. Membership in the Corporation shall be open to all qualified applicants regardless of race, color, creed, ethnicity, national origin, religion, sex, gender, sexual orientation, gender identity or expression, genetic information, mental or physical disability, familial status, veteran status, or age.

Section 3.5 Dues. The annual membership dues payable to the Corporation by members shall be in such amount as may be determined from time to time by resolution of the Board of Directors. Dues are payable at time of admission to the Corporation and thereafter at such time as determined by the Board of Directors. If a member fails to pay dues by the due date, such member shall be considered delinquent and be subject to removal from the Corporation's membership rolls.

Section 3.6 Assessments. Memberships shall be non-assessable. Subject to general membership approval, the Board of Directors may require special fees and assessments from time to time under urgent circumstances. If a member fails to pay an assessment by the due date, such member shall be considered delinquent and be subject to removal from the Corporation's membership rolls.

Section 3.7 Death/Resignation. Any member who shall die while a member in good standing shall be removed from the membership upon the Corporation's receipt of written notification of the member's death. Any member, by written notice to the Secretary, may resign one's membership in the Corporation provided the member is in good standing at the time of the resignation. Death or resignation of one's membership shall not relieve the member or the member's estate from liability for dues accrued and unpaid as of the date of death or resignation.

Section 3.8 Failure to Pay Dues or Assessments. To remain in good standing, a member must pay all dues and assessments. Upon failure to pay dues or assessments within one (1) calendar month after the same shall become due, a member shall be deemed delinquent and shall be so notified by the Corporation. If such default shall continue thereafter for one (1) calendar month, the member shall again be notified of the delinquency and failure to pay. Non-payment of dues or assessments by any member for a period of two (2) months and ten (10) days after the same shall become due shall automatically terminate such member's membership in the Corporation. The Board of

Directors shall have the power to reinstate former members of the Corporation who have been dropped from the membership rolls for non-payment of dues and assessments, upon such terms and conditions as it may determine from time to time.

Section 3.9 Termination for Cause. For good cause, the Board of Directors may discipline any member, including public or private reprimand, censorship, suspension, or termination from membership. Good cause shall include without limitation: malfeasance; conviction of a felony; violations of the obligations, rights and privileges of membership defined by these By-Laws or any codes or rules, as amended or adopted from time to time; or any other conduct that brings discredit to the Association or unreasonably interferes with or disrupts the business of the Association. At a member's written request received by the President or Executive Director no later than fifteen (15) days after the member's receipt, whether orally or in writing, of the Board's good cause decision, a hearing before the Board of Directors shall be held at which the member will be given a reasonable opportunity to be present with counsel of his or her choice and be heard in his or her defense. Any decision of the Board of Directors under this Section shall be final and not subject to appeal or review.

Section 3.10 Effect of Resignation, Termination or Removal. All rights and privileges of a member in the Corporation shall cease upon resignation, termination or removal from membership as provided in this Article.

Section 3.11 Code of Conduct. As a condition for membership in the Corporation, all members must agree to act in accordance with the Corporation's Bylaws, its Professional Code of Conduct and such other rules and requirements as the Board of Directors may from time to time adopt. A copy of the Corporation's current Code of Conduct is attached hereto as Exhibit "A." Failure to adhere to the Corporation's Code of Conduct or such other rules and requirements as the Board of Directors has adopted may result in removal from membership or such other action as the Board of Directors shall deem appropriate. Complaints or alleged violations of the Corporation's Code of Conduct or such other rules and requirements shall be filed in writing to the Board of Directors which may then act in accordance with the procedures outlined in Section 3.9 of this Article. The Board of Directors shall, from time to time, amend and repeal the Code of Conduct and such other rules and requirements it has adopted without amending or repealing these By-Laws.

Section 3.12 Voting. The voting rights of the Corporation's members shall be established by the Board of Directors at the time when the classes of membership and corresponding dues are determined. A member who is entitled to vote may vote in person, by absentee ballot or written proxy duly, or by such other method determined by the Board of Directors. Written proxies of members may be held by the Board of Directors or other members eligible to vote who attend in person; provided, however, no attending member (except the Board of Directors) may hold the proxy of more than one other member. Procedures to be followed for voting by absentee ballot, written proxy or other method determined by the Board of Directors shall be stated in the call of the meeting. No ballot may be cast if it is determined the member is not in good standing or the member did not comply with the voting instructions given. Provided a quorum is present or deemed present under these By-Laws, every act or decision affirmed or rejected by a majority of voting members present in person, by absentee ballot or written proxy, or by other method determined by the Board of Directors and stated in the call of the meeting, shall be considered the act or decision of the Corporation's members unless the law, the



Corporation's Articles of Incorporation or these By-Laws require a greater number.

Section 3.13 Membership Meetings. There shall be an annual meeting of the members to be held each year. At such annual meeting, the directors of the Corporation shall be elected in accordance with these By-Laws, and any other business may be transacted which is within the power of the membership. The President of the Corporation may call one or more special membership meetings as necessary and must call a special membership meeting upon the written request of twenty percent (20%) of the members then eligible to vote. The Board of Directors shall determine the date, time and place of all annual or special membership meetings. All members in good standing shall be notified of any annual or special membership meeting at least fifteen (15) days in advance, and if it is a special meeting, the notice shall also include the purpose. At all annual or special membership meetings, the President of the Corporation shall determine the order of business, and the Robert's Rules of Order, as updated from time to time, shall govern the conduct of business. All membership meetings will require recording of minutes of the decisions made and votes taken.

Section 3.14 Quorum. To constitute a quorum for the transaction of business at any annual or special membership meeting, ten percent (10%) of the members eligible to vote must be present, whether in person, by absentee ballot or written proxy, or by such other voting method determined by the Board of Directors and stated in the call of the meeting. No business shall be transacted at any annual or special meeting in the absence of a quorum. However, the members present at a duly called and held annual or special membership meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting, so long as any action taken after the loss of a quorum is approved by at least a majority of the members required to constitute a quorum of such greater percentage as may be required by law, the Corporation's Articles of Incorporation, or these By-Laws.

Section 3.15 Veto/Rescission Power. At any annual or special membership meeting where a quorum is present, the Corporation's members shall have the right to modify, veto or rescind any action or decision of the Board of Directors, provided a member in good standing introduces a written petition, duly signed by twenty percent (20%) of the Corporation's then voting members, to so modify, veto or rescind such action or decision followed by a majority vote of the members present at any such meeting.

#### ARTICLE IV Board of Directors

Section 4.1 Number and Qualification. All business, property and affairs of the Corporation shall be transacted and managed by a Board of Directors of not less than five (5) nor more than fifteen (15) members. The directors need not be residents of the Commonwealth of Pennsylvania but must be members in good standing of the Corporation during their terms. Ex-officio members of the Board of Directors shall include the President, the Vice-Presidents, the Secretary and the Treasurer and, to the extent they are not elected Directors, shall be voting members of the Board.

Section 4.2 Governing Powers. In addition to the powers and duties elsewhere in these By-Laws expressly granted to, or imposed upon, the Board of Directors, and except for those matters which are by these By-Laws expressly reserved to the membership of the

Corporation, the Board of Directors shall have all the powers and duties necessary or appropriate for the administration of the affairs of this Corporation, with full authority, control and power to act on the Corporation's behalf, subject, however, to the membership's review and action at any annual or special membership meeting as provided by these By-Laws. By general resolution, the Board of Directors may delegate to the Corporation's officers and committees such powers as provided for in these By-Laws.

Section 4.3 Term. The members of the Board of Directors shall be divided into at least two (2) groups, with each group to consist of as nearly an equal number of directors as possible. The terms of the respective groups shall be staggered so as to expire in successive years. Except for shorter terms which may be necessary in order to initially establish the desired staggering, the directors in each group shall be elected for a term of three (3) years. Within the foregoing limits, the Board of Directors of the Corporation may from time to time fix the number of Directors on the Board and the respective groupings of those Directors who are not ex-officio members of the Board. Each Director shall serve for his or her term or until his or her successor is duly elected and qualified. Directors who are not ex-officio members are eligible to serve two (2) consecutive full 3-year terms and, after one (1) year absence as a Director, may be eligible for re-election to the Board of Directors.

Section 4.4 Election. The members of the Board of Directors who are not ex-officio members shall be elected by the Corporation's members in good standing at the annual membership meeting. No two (2) members from any one entity or organization shall serve on the Board of Directors concurrently. Prior to the annual membership meeting, the Board of Directors may form a Nominating Committee to place in nomination for election candidates for the Board of Directors. Nominations may be made from the floor at the annual membership meeting; provided, however, no candidate may nominate himself or herself nor second his or her nomination. Also, all candidates for nomination from the floor must be present to qualify or provide written confirmation of their desire to seek office and authorization to be nominated. Only a plurality of the votes cast shall be required for the election of a Director. Further procedures for the nomination, election and voting of Directors may be established by the Board of Directors. In the event of a tie vote, the Officers and members of the Board of Directors in place at the time of the election in which the tie occurred shall vote to break the tie and elect the new Director.

Section 4.5 Resignation. Any director may resign effective upon giving written notice to the Secretary. Unless otherwise indicated in the notice, such resignation shall take effect immediately, and the remaining members of the Board of Directors shall not be required to take any action to accept such resignation.

Section 4.6 Vacancies. Vacancies in the Board of Directors caused by any reason, including removal of a Director and an increase in the number of Directors, shall be filled by a vote of the majority of the remaining Directors of a candidate which qualifies for office, even though they may constitute less than a quorum. Any Director who has resigned or been removed from office shall not be eligible to be nominated to fill the vacancy created by his or her resignation or removal. Each person elected to fill a vacancy shall be a Director until his successor is duly elected and qualified.

Section 4.7 Removal of Directors. At any annual or special meeting duly called, any one or more of the Directors may be removed with or without cause by a vote of the majority of the entire Board of Directors. A successor Director may then and there be

elected to fill the vacancy thus created. Any Director who has been removed from office shall not be eligible to be nominated to fill the vacancy created by such removal. Any Director whose removal has been proposed shall be given an opportunity to be heard at this meeting.

Section 4.8 Regular Meetings. At or shortly after the annual membership meeting, the Board of Directors shall hold its annual board meeting. At its annual board meeting, the Board of Directors shall elect the Officers of the Corporation for the ensuing year and shall consider such other business as may be properly brought before it. In addition to its annual board meeting, the Board of Directors shall hold regular board meetings in such frequency, at such places, and at such dates and times as the President may determine from time to time but no less than quarterly.

Section 4.9 Special Meetings. Special meetings of the Board of Directors may be called by the President on three (3) days' notice to each Director, given personally or by mail, email, telephone, or facsimile transmission, which notice shall state the time, place and purpose of the meeting.

Section 4.10 Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the receipt of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him or her of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 4.11 Quorum. At all meetings of the Board of Directors, a majority of the Directors in office shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except where a larger number is required by law, the Articles of Incorporation or these By-Laws. If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 4.12 Participation by Telephone Conference. One or more Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. All Directors so participating shall be deemed present at the meeting.

Section 4.13 Action by Consent. Any action required or permitted to be taken at a meeting of the Board of Directors or of a committee may be taken without a meeting if, prior or subsequent to the action, a consent or consents in writing (or other record form) setting forth the action so taken shall be signed by all the Directors or members of the committee, as the case may be, and shall be filed with the Secretary of the Corporation.

## ARTICLE V Committees

Section 5.1 Committee Creation. The Corporation shall have the following committees: an Executive Committee; a Membership Committee; and a Finance Committee.

In addition, the Corporation may have a Nominating Committee and such other committees as the Board of Directors may create from time to time. The duties and responsibilities of the Committees shall be as set forth in these By-Laws, Board resolution, or any amendments thereto.

Section 5.2 Committee Membership. Except as otherwise stated in these By-Laws or in the resolution creating the committee, the President shall appoint those members and number of members to a committee as the President deems appropriate. Also, unless otherwise provided by these By-Laws or Board resolution, the 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 Corporation. Except as otherwise provided in these By-Laws, the President may remove for good cause any appointed committee member, subject only to a veto by the Board of Directors, 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 Corporation.

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 President or the assigned liaison member of the Board of Directors, (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 Corporation'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 By-Laws or with any rules or resolutions adopted by the Board of Directors. Unless otherwise provided in these By-Laws or in the resolution creating or continuing a committee, no committee of the Corporation 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 Directors. Additionally, unless specifically authorized by these By-Laws or the Board of Directors, no committee or member thereof shall assume to represent the Corporation or the committee before any legislative body, court or other tribunal, or publicly advocate, in its own name or in that of the Corporation, any of its recommendations, but shall make the same only within the Corporation. At any time in its sole discretion, the Board of Directors 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 Corporation's books shall be transferred to the Corporation's general fund account unless otherwise directed by the Board of Directors.

Section 5.5 Executive Committee. The Executive Committee shall be comprised of the President, the Vice-Presidents, Secretary and Treasurer. The Executive Committee shall exercise all powers and authority of the Board of Directors between meetings of the Board of Directors, except as otherwise restricted by law, these By-Laws or resolution adopted by the Board of Directors. The Secretary or his/her designee shall take minutes of any meeting of the Executive Committee. Said minutes shall be distributed to the Board of Directors prior to the next regularly scheduled Board of Directors meeting and a report of any action taken shall be made to the Board of Directors at such meeting. The Executive Committee shall have the authority to take action in emergency matters, take action to effectuate the Board of Directors' policies and procedures and manage the Corporation between Board of Directors' meetings, annually review the performance and compensation structure of all Corporation staff, including the Executive Director, and make recommendations to the Board of Directors, and consider as necessary from time to time confidential Human Resources issues involving all Corporation staff, including the Executive Director. The Executive Committee shall not have the authority to enact, amend, or repeal the Corporation's policies, the Board's resolutions or these By-Laws. Nor may the Executive Committee take any action contrary to the Corporation's policies, the Board's resolutions, these By-Laws, or the Act.

Section 5.6 Membership Committee. The Membership Committee shall be responsible for recruiting, retaining and supporting the Corporation's membership. The Membership Committee shall review membership categories and dues structure on a routine basis. Also, the Membership Committee shall evaluate and develop new programs and services designed to enhance the overall value of membership in the Corporation. The Membership 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 Directors, except as otherwise restricted by law, the Corporation's Articles of Incorporation or these By-Laws. The Senior Vice-President shall be the Chair of the Membership Committee.

Section 5.7 Finance Committee. The Finance Committee shall be responsible for the Corporation's fund raising activities and shall oversee all financial matters of the Corporation, including without limitation (a) the maintenance and supervision of all procedures and controls adopted or approved by the Board of Directors for the collection and disbursement of the funds of the Corporation, 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 Directors. 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 Directors, except as otherwise restricted by law, the Corporation's Articles of Incorporation or these By-Laws. The 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 Executive Vice-President, Secretary and at least one (1) other member of the Board of Directors. Each year prior to the annual membership meeting, the Nominating Committee shall identify and propose a list of candidates to fill the group of Directors 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 Directors, except as otherwise restricted by law, the Corporation's Articles of Incorporation, or these By-Laws. The Executive Vice-President shall be the Chair of the Nominating Committee.

Section 5.9 Other Committees. The Board of Directors 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 Corporation, each of which shall have as a member at least one (1) member of the Board of Directors and shall have such purposes, duties, and powers as may be established by resolution of the Board of Directors, except as otherwise restricted by law, the Corporation's Articles of Incorporation, or these By-Laws.

## ARTICLE VI Officers

Section 6.1 Designation. The principal officers of the Corporation shall be the President, the Vice-Presidents, the Secretary, and the Treasurer, all of whom shall be elected by the Board of Directors. The Board may elect, or permit the President to appoint with the Board's approval, such other officers as may be deemed necessary from time to time, including one or more assistant officers. Officers need not be directors but must be members in good standing of the Corporation during their term in office.

Section 6.2 Election/Vacancies. The Corporation's principal officers of the Corporation shall be elected annually by the Board of Directors. All other officers shall be elected by the Board or appointed by the President with the Board's prior permission and subsequent approval. Unless sooner removed by the Board 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. In the absence of the President due to death, resignation, removal or inability/refusal to serve, the Executive Vice-President shall preside and serve as the Acting President until such time as the Board of Directors appoints a replacement to serve the President's unexpired term. Any other vacancies occurring in offices shall be filled by the Board of Directors for the unexpired term. The Board of Directors shall appoint such temporary or acting officers as may be necessary during the temporary absence or disability of the regular officers.

Section 6.3 Removal/Resignation. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors or at any special meeting called for such purpose. Additionally, any officer may resign effective upon giving written notice to the Secretary. Unless otherwise indicated in the notice, such resignation shall take effect immediately, and the Board of Directors shall not be required to take any action to accept such resignation.

Section 6.4 President. The President shall be the chief executive officer of the Corporation and the Chairperson of the Board of Directors and the Executive Committee. The President shall preside at all meetings of the Corporation, the Board of Directors, and the Executive Committee. The President shall have all the general powers and duties which are usually vested in the office of President of a nonprofit corporation, including the power to appoint such committees from time to time as the President in his or her discretion may deem appropriate to assist in the conduct of the affairs of the Corporation. The President shall serve as an ex-officio member of the Board of Directors and all Committees established by these By-Laws except the Nominating Committee, and unless otherwise provided in these By-Laws, shall appoint the Chair, Vice-Chair, and other members of all Committees and may remove any Committee member for good cause, subject to a veto vote

by the Board of Directors. The President shall execute all documents as may be required for the business of the Corporation and the Board of Directors. The President or the President's designee shall serve as the Corporation's official spokesperson, shall appear publicly on behalf of the Corporation and promote its policies, objectives and resolutions, and shall represent the Corporation at all meetings, events, and functions provided, hosted, or sponsored by the Corporation. From time to time, the President shall recommend to the Board of Directors the creation of standing or temporary committees to address particular issues relating to the interests, purposes, and objectives of the Corporation.

Section 6.5     Vice-Presidents. The Corporation shall have two Vice-Presidents whose duties shall be as follows:

(a)     Executive Vice-President. The Executive Vice-President shall assist the President and shall perform all duties and responsibilities as may be delegated or assigned by the President or the Board of Directors from time to time. In the absence of the President due to death, resignation, removal or inability/refusal to serve, the Executive Vice-President shall perform the duties and exercise the powers of the President, subject to all the restrictions upon the office of the President. The Executive Vice-President shall be a member of the Executive Committee and shall serve as the Chair of the Nominating Committee if established by the Board of Directors.

(b)     Senior Vice-President. The Senior Vice-President shall assist the Executive Vice-President and shall perform all duties and responsibilities as may be delegated or assigned by the President or the Board of Directors from time to time. In the absence of the Executive Vice-President due to death, resignation, removal or inability/refusal to serve, the Senior Vice-President shall perform the duties and exercise the powers of the Executive Vice-President, subject to all the restrictions upon the office of the Executive Vice-President. The Senior Vice-President shall be a member of the Executive Committee and shall serve as the Chair of the Membership Committee.

Section 6.6     Secretary. The Secretary shall keep the minutes of all meetings of the Corporation's members, its Board of Directors, and its Executive Committee. The Secretary shall have custody of the seal of the Corporation and of such other books and records of the Corporation as the Board of Directors may provide. The Secretary shall perform the duties and functions customarily performed by the secretary of a corporation, together with such other duties as the President or Board of Directors may assign or delegate. The Secretary shall execute documents and resolutions relating to the Corporation as are needed from time to time. The Secretary shall be a member of the Executive Committee and the Nominating Committee if established by the Board of Directors.

Section 6.7     Treasurer. The Treasurer shall have custody of the corporate funds and securities, and shall keep full and accurate account of all receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name of and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render an account of all his transactions as Treasurer and of the financial condition of the Corporation whenever called upon to do so. The Treasurer shall oversee and ensure the safe and prudent management of the Corporation's finances and

shall ensure the Corporation complies with all laws and regulations affecting its finances. The Treasurer shall oversee the preparation of the Corporation's annual budget and shall perform such other duties as assigned or delegated by the President or the Board of Directors. The Treasurer shall be a member of the Executive Committee and shall serve as Chair of the Finance Committee.

Section 6.8      Executive Director. The Board of Directors may hire and shall prescribe the duties and compensation of an Executive Director who shall serve at the pleasure of the Board of Directors. The Executive Director shall be the chief, nonelected Executive Officer of the Corporation and shall have the general control and management on a day-to-day basis of the business and affairs of the Corporation, subject to the regulations of the President and the Board of Directors. The Executive Director shall implement the policies, resolutions and By-Laws of the Corporation and shall be prohibited from taking any action contrary to the policies, resolutions and By-Laws of the Corporation. The Executive Director shall be responsible for the proper administration of the Corporation's programs, services and activities, and shall assist the Officers and Committees in the performance of their duties and responsibilities. Prior to the beginning of each fiscal year, the Executive Director shall present a balanced budget for approval by the Board of Directors and shall make such reports showing the condition of the affairs of the Corporation and make such recommendations as he or she thinks proper and submits the same to the Board of Directors at any meeting of the Board. The Executive Director shall employ, supervise or dismiss all employees of the Corporation and shall have the authority to enter into leases, contracts, agreements, purchase orders, acceptances and other similar legal documents per limitations as established by the Board of Directors. As appropriate, the Executive Director shall attend any annual or special membership meetings, any regular or special meetings of the Board of Directors and the Executive Committee, and any meetings of the Corporation's other committees. The Executive Director shall perform all other duties as assigned or delegated by the Board of Directors or Officers or as otherwise set forth in a written position description.

## ARTICLE VII Liability of Directors and Officers

Section 7.1      Liability of Directors. Except for responsibility or liability of a Director pursuant to any criminal statute or for payment of taxes pursuant to local, state or Federal law, a Director of the Corporation 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 fiduciary duties as provided in Section 7.2 hereof and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

### Section 7.2      Director's Fiduciary Duties.

(a) A Director of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his duties as a Director (including as a member of any committee of the Board) in accordance with the standards set forth in 15 Pa.C.S.A. §5712(a), as the same may be amended from time to time. Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interest of the Corporation.

(b) In performing his or her duties, each Director shall be entitled to rely in good



faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

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

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

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

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

Section 7.3 Liability of Directors and Officers. As provided in 42 Pa. C.S.A. §8332.2 and so long as the Corporation is qualified under Section 501(c)(6) of the Internal Revenue Code, no Director or officer of the Corporation who serves without compensation, other than reimbursement for actual expenses, shall be liable for any civil damages as a result of any acts or omissions relating solely to the performance of his duties as a Director or officer, unless (a) the conduct of such Director or officer falls substantially below the standards generally practiced and accepted in like circumstances by similar persons performing the same or similar duties and (b) it is shown that the Director or officer did an act or omitted doing an act which he was under a recognized duty to another to do, knowing or having reason to know that the act or omission created a substantial risk of actual harm to the person or property of another.

Section 7.4 Interested Directors or Officers.

(a) No contract or transaction between the Corporation and one or more of its Directors or Officers or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of the Corporation's Directors or Officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because a Director or Officer of the Corporation is present at or participates in the meeting of the Board of Directors which authorizes the contract or transaction, or solely because the votes or such Director 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 Directors and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested Directors are less than a quorum; or

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

(b) Common or interested Directors 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 Directors or officers shall be dealt with in the manner described in Section 9.6 of these Bylaws.

## ARTICLE VIII Indemnification

Section 8.1 Right to Indemnification. 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 Corporation (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 Corporation (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 Corporation (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 Corporation and is not adjudged to be liable for willful misconduct or recklessness in the performance of his duty to the Corporation.

Section 8.2 Required Determination. Any indemnification under these By-Laws (unless ordered by a Court) shall be made by the Corporation 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 By-Laws. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors 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 Directors so directs, by independent legal counsel in a written opinion.

Section 8.3 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 Corporation 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 Corporation as authorized in this Article.

Section 8.4 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 Directors 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 8.5      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 8.6      Insurance or Other Funding. The Corporation 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 Corporation may purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation or is or was serving at the request of the Corporation 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 Corporation 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 Corporation may deem requisite including a requirement that any such person must contribute a portion or all of the cost of maintaining such insurance.

Section 8.7      Definitions. As used in this Article, references to the “Corporation” 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 Director, officer or employee of the Corporation.

## ARTICLE IX

### Miscellaneous Provisions and Amendments

Section 9.1      Fiscal Year. The fiscal year of the Corporation shall every year begin on the 1<sup>st</sup> day of July and end on the 30<sup>th</sup> day of June, except that the first fiscal year of the Corporation shall begin at the date of incorporation.

Section 9.2      Annual Report. Together with the Executive Director, if hired, the Treasurer shall present an annual report to the Board of Directors showing in appropriate detail the assets and liabilities of the Corporation 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 Corporation 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 Corporation).

Section 9.3 Books and Accounts/Deposits. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may designate.

Section 9.4 Execution of Legal Documents. Unless otherwise required by law, these By-Laws or Board resolution, all leases, contracts, agreements, purchase orders, acceptances and other similar legal documents shall be executed on behalf of the Corporation only by the President and, if required, attested to and sealed by the Secretary or any assistant thereto. Authority delegated under the By-Laws to officers or agents other than the President and Secretary may be general or confined to specific instances.

Section 9.5. Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by any one (1) or more officers or designated agents as the Board of Directors 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 President or the Treasurer and one other officer of the Corporation, or such other threshold or procedure as the Board of Directors may determine.

Section 9.6 Conflicts 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 Director or Interested Officer;

(2) an opportunity within the scope of activities of the Corporation could be exploited by a Director or officer, a Director or officer's Family Member, or a Contracting Entity with respect to which there is an Interested Director 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 Director and officer shall complete an annual Conflict of Interest Disclosure Statement, describing any interest of the Director 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 Director 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 Directors. 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 Directors, a Director 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 Director or officer shall immediately disclose the material facts about his or her interest in the matter to the Board of Directors. If, during the course of a meeting, the President, any Director or any officer present at the meeting believes that another Director 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 Directors.

(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 Directors. The review shall be subject to the following process:

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

(ii) *Exclusion of the Involved Director or Officer.* The involved Director 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 Directors concludes that a conflict exists, the President or a majority of the disinterested Directors 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 Directors may approve the transaction or arrangement which is the subject matter of the conflict by an affirmative vote of a majority of the disinterested Directors present, provided that it has determined (i) that the transaction or arrangement is in the Corporation's best interest and for its own benefit; (ii) that it is fair and reasonable to the Corporation; and (iii) after exercising due diligence, that the Corporation 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 Directors shall have obtained and relied upon appropriate comparability data in making their determination. Any involved Director 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 Director” shall mean a Director who is unrelated to and not under the control of the Director, 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 Director 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 Corporation is a Code Section 501(c)(6) 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 Directors shall at least biannually conduct a review of the Corporation’s activities to ensure that the Corporation 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 Director, officer or Disqualified Person who violates the Corporation’s conflict of interest policy, irrespective of whether he or she is doing so to protect the Corporation’s best interests, shall be subject to disciplinary action by the President or the Board of Directors, 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 Corporation.

(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 Corporation 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 Corporation. 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 Director; (ii) each officer of the Corporation 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 Corporation and the five highest annual recipients of consideration, provided, in each case, that the remuneration received

from the Corporation and/or its affiliates is greater than \$25,000 annually; and (iv) substantial contributors to the Corporation.

(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 Corporation, with any Contracting Entity or with any individual with whom the Corporation 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 Corporation is negotiating a transaction or arrangement.

The term “compensation” includes direct and indirect remuneration and substantial gifts and favors. In the event the Director or officer is not certain if a particular gift or favor is substantial, disclosure should be made. A Director or officer who has a Financial Interest in any affiliate of the Corporation shall be deemed to have a Financial Interest with respect to the Corporation as well.

(5) Interested Director/Interested Officer. A Director 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.

Section 9.7 Fidelity Bonds. The Board of Directors may require that all officers and employees of the Corporation having custody or control of corporate funds furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Corporation.

Section 9.8 Audits. The Board of Directors shall arrange to have the financial records of the Corporation audited each year by an independent certified public accountant. Such auditor shall append to the detailed audit a summary of its contents in a form suitable for distribution to the Corporation’s members or other publication as the Board of Directors may direct. The auditor shall also recommend from time to time to the Board of Directors and the Finance Committee such changes in fiscal and internal procedures as may be deemed appropriate or advisable for the improved control and more accurate reporting of the receipt and expenditure of funds belonging to the Corporation or passing through its books, and for the better safeguarding of the Corporation’s property.

Section 9.9 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 9.10 Amendments. Except as otherwise required by the Act, these By-Laws may be amended by a vote of two-thirds (2/3) of the members of the Board of Directors present and voting at any meeting in connection with which a quorum is present; provided, however, the results of such vote is published to the Corporation's members within fifteen (15) days of the aforesaid vote to amend, accompanied by a notice to members that the By-Laws, as amended, shall become effective within twenty-one (21) days of the date of such publication unless a petition is filed with the Secretary of the Corporation signed by at least twenty percent (20%) of members in good standing requesting a vote of the membership on the subject amendment(s), or particular portion(s) thereof. Upon the Secretary's receipt of such petition, the matter shall be placed before the membership for a vote at the next annual membership meeting or at a membership meeting specially convened for that purpose.

Section 9.11 Interpretation. The authority to interpret and construe these By-Laws and its provisions shall be vested exclusively in the Board of Directors whose decision shall be final and not subject to review or appeal.

Section 9.12 Procedure. The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Corporation where they are not inconsistent with the provisions of the Articles of Incorporation or these By-Laws.



## Exhibit "A"

### **Three Rivers Business Alliance** A Pennsylvania Nonprofit Corporation

#### **Code of Conduct**

Three Rivers Business Alliance ("3RBA") is a membership-based business advocacy organization dedicated to making the Pittsburgh/Greater Allegheny Region an influential and diverse LGBTQIA+ business community with an impact on economic development, equal rights, and policy issues.

The following "Code of Conduct," as approved by 3RBA's Board of Directors, are general rules which apply to every member's conduct with respect to professional ethics and decorum in meetings and especially, when serving in any capacity as a member, representative or voice of 3RBA.

As a member, you must agree to recognize the following rules and honor the following Code of Conduct:

- Each member will conduct business with honesty, integrity, and fairness with respect to customers, clients, employees, and business associates alike.
- Each member will adhere to the highest standards of decorum, mutual respect and professional integrity in the conduct of 3RBA meetings and events.
- Each member will be accessible and accountable to customers or clients and make every reasonable effort to act in the customers' or clients' best interest and benefit.
- Each member will protect their customers' or clients' confidentiality to the extent that is ethically and legally applicable.
- Each member will not discriminate as to race, color, creed, ethnicity, national origin, religion, sex, gender, sexual orientation, gender identity or expression, genetic information, mental or physical disability, familial status, veteran status, or age.
- Each member will be responsible at all times for the truthful and non-deceptive advertising or promotion regarding his/her business and its products or services.
- Each member will conduct business with strict adherence to the laws and regulations of the state where incorporated and in accordance with business or professional codes adhered to within the member's industry.
- Each member will conduct business in accordance with generally accepted ethical business practices.

3RBA's Board of Directors, acting in accordance with 3RBA's By-Laws, reserves the right to revise this Code of Conduct at any time.

**CONFIDENTIAL**

**THREE RIVERS BUSINESS ALLIANCE (the "Corporation")  
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 Corporation?

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 Corporation or contracts with the Corporation, 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 Corporation, contracts with the Corporation or competes with it, please complete page 3.

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?

(d) Have you served as an officer, director, or trustee of this entity?

If yes, when and what position?

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 Corporation (and its affiliates) and this entity?

(f) What is the annual dollar volume, if any, between the Corporation (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?<br><br>If yes, when and what position?  | (e) Has your family member served as an officer, director, or trustee of this entity?<br><br>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 Corporation (and its affiliates) and this entity?   | (g) What is the annual dollar volume, if any, between the Corporation (and its affiliates) and this entity?   |