

**Parents in Toto**  
**Board Member Commitment Form**  
**DRAFT March 15, 2018**

The Board of Directors exists to secure and promote the financial, legal and ethical well being of the organization and to ensure that it fulfills its mission.

As a member of the Board of Directors of Parents in Toto, Inc, I understand that I have a duty of care to always work in the best interests of the organization, a duty of loyalty to put the good of the organization first and avoid any conflicts of interest and a duty of obedience to be faithful to the central goals of the organization and follow its governing documents.

In furtherance of these commitments and responsibilities I will put forth my best individual effort to:

- Attend, fully prepare for, and diligently participate in board meetings, committee meetings and special events.
- Make an annual personal financial contribution at a level that is commensurate with my financial means.
- Actively participate in helping to develop resources for the organization.
- Act in the best interests of the organization, and excuse myself from discussions and votes where I have a conflict of interest.
- Strive to keep abreast of trends, issues, and current developments that may affect the organization.
- Stay informed about what is going on in the organization, asking questions and requesting information as needed. I will participate in and take responsibility for making decisions on issues, policies and other board matters.
- Actively voice my opinions and concerns, and open-mindedly consider everyone else's opinions and concerns, in all board decision making. I will trust that we all share a constant passion for this organization's mission.
- Exercise my authority as a board member only when acting in a meeting with the full board or when appointed by the board.
- Represent the organization in a positive and supportive manner at all times.
- Bring a sense of humor and active listening to my participation in meetings.

- Work collaboratively with staff and other board members as partners toward achievement of our goals.
  
- Strictly maintain the confidentiality of all privileged or sensitive information provided to me to safeguard the organization's reputation and integrity, as well as the privacy rights of individuals and donors connected with the organization and the Board. I accept this principle as one that should survive my period of board service.

If I do not fulfill these commitments to the organization, I will expect the board chair to discuss my responsibilities with me.

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In turn, I expect the organization to be responsible to me in the following ways:

- Provide me with regular financial reports and analyses and updates on significant organizational and personnel activities.
  
- Provide me with opportunities to discuss important organizational issues with the board chair and executive director as appropriate.
  
- Offer me opportunities for professional development as a board member.
  
- The staff and board members will respond in a straightforward fashion to questions that I feel are necessary to carry out my responsibilities to this organization. Board members and staff will work with me in good faith toward achievement of our goals.

If the organization does not fulfill its commitments to me, I can call on the board chair to discuss the organization's responsibilities.

I certify by my signature that I understand the foregoing expectations that accompany my board service and will do my best to live up to them as a member of the Board of Directors of Parents in Toto.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

Note: Subsequent to its adoption by the Board of Directors, this Statement will be provided to all continuing and prospective Directors-nominees as appropriate.



Dear Parents in Toto Supporter,

Parents in Toto continues to seek individuals to serve as members of the Board of Directors for a three (3) year term. The governing and policy-making decisions of Parents in Toto are the responsibilities of the Board of Directors, who control the property and finances as well as direct its operations. Parents in Toto Board of Director Meetings are held once every other month from September through May.

If you are interested in serving on the Board of Directors or as a volunteer on a board committee for Parents in Toto, please complete the application below and either email to Board President David Hickey at [dhickey@zooninternet.net](mailto:dhickey@zooninternet.net), drop it off at the center, or mail it to:

Parents in Toto  
143 South Main Street  
Zelienople, PA 16063

Thank you for your interest in becoming a Toto Team Member.

Name: \_\_\_\_\_

Business: \_\_\_\_\_

Phone: \_\_\_\_\_

Short Biography: \_\_\_\_\_

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## **Board Officers Job Descriptions DRAFT March 15, 2018**

### **Board President Job Description**

- Is a member of the Board
- Serves as the Chief Volunteer of the organization
- Is a partner with the Executive Director in achieving the organization's mission
- Provides leadership to the Board of Directors, who sets policy and to whom the Executive Director is accountable.
- Chairs meetings of the Board after developing the agenda with the Chief Executive.
- Encourages Board's role in strategic planning
- Appoints the chairpersons of committees, in consultation with other Board members.
- Serves *ex officio* as a member of committees and attends their meetings when invited.
- Discusses issues confronting the organization with the Chief Executive.
- Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
- Reviews with the Executive Director any issues of concern to the Board.
- Monitors financial planning and financial reports.
- Plays a leading role in fundraising activities
- Evaluates annually the performance of the organization in achieving its mission.
- Leads annual board evaluation & that of the President.

### **Vice President Job Description**

In addition to the responsibilities outlined in the Committee Member job description, this position:

- Is a member of the Board and will succeed the current President.

- Performs Chair responsibilities when the Chair cannot be available (see Chair Job Description)
- Reports to the Board's Chair
- Works closely with the Chair and other staff
- Participates closely with the Chair to develop and implement officer transition plans.
- Performs other responsibilities as assigned.

### **Board Secretary Job Description**

- Is a member of the Board
- Oversees the maintenance of records of the board and ensures effective management of organization's records
- Manages minutes of board meetings
- Ensures minutes are distributed to members shortly after each meeting
- Is sufficiently familiar with legal documents (articles, bylaws, IRS letters, etc.) to note applicability during meetings

### **Board Treasurer Job Description**

- Is a member of the Board
- Provides oversight to staff administration of the finances of the organization
- Provides annual budget to the board for members' approval
- Ensures development and board review of financial policies and procedure

### **Immediate Past President**

- Serves as a member of the Executive Committee.
- Serves as Chair of the Governance Committee.

*These descriptions were adapted from materials from the National Center for Nonprofit Boards.*

## **Committee Chair Job Description**

- *Is a member of the Board*
- *Sets tone for the committee work.*
- *Ensures that members have the information needed to do their jobs.*
- *Is an effective facilitator of productive discussions.*
- *Oversees the logistics of committee's operations.*
- *Reports to the Board President.*
- *Reports to the full Board on committee's decisions/recommendations*
- *Works closely with the Executive Director and other staff as agreed to by the Executive Director.*
- *Assigns work to the committee members, sets the agenda and runs the meetings, and ensures distribution of meeting minutes.*
- *Initiates and leads the committee's annual evaluation.*

# Parents in Toto Bylaws DRAFT

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## **Section 1      NAME**

### **Section 1.1    Name**

The name of this Corporation is Parents in Toto (the "Corporation").

## **Section 2      PURPOSE**

### **Section 2.1    Purpose**

The purpose of this Corporation is to ensure people with Autism have the opportunity to live a meaningful life by engaging with their community. Toto provides social programs, peer to peer mentoring, and educational events. The purpose of the Corporation is exclusively for charitable purposes as set forth in the Articles of Incorporation. In pursuing such purpose, the Corporation shall not act so as to impair its eligibility for exemption under section 501(c) (3) of the Internal Revenue Code of 1986, as amended.

## **Section 3      OFFICES**

### **Section 3.1    Principal Office**

The principal office of the Corporation shall be 143 S. Main Street, Zelienople, PA 16063 or such other location as the Directors may from time to time determine.

### **Section 3.2    Other Offices**

The Corporation may also have offices at such other places as the Directors may select.

## **Section 4      SEAL**

### **Section 4.1    Seal**

The Corporation may use a Corporate Seal. The Corporate Seal shall bear the name of the Corporation, the year of its incorporation and the words "Corporate Seal, Pennsylvania".

## **Section 5      MEMBERS**

### **Section 5.1    No Members**



The Corporation shall have no members within the meaning of the Act. The Directors and Officers shall have all powers and duties for the conduct of the activities of the Corporation. The Corporation may designate individuals or organizations that contribute money, property, services, or other value to the Corporation as contributor members or as honorary members in recognition of their contributions. However, such members shall have no voting rights.

## **Section 6      DIRECTORS**

### **Section 6.1    Number and Qualifications of Directors**

The affairs of the Corporation shall be managed under the direction of the Board of Directors. The Board of Directors shall initially be appointed by the incorporators and after this shall be elected by the Board of Directors. The Board of Directors shall consist of at least three (3) and not more than seven (7) persons. Each member of the Board of Directors shall be a natural person, at least eighteen (18) years of age. In electing Directors, the Board shall consider each candidate's willingness to accept responsibility for governance including availability to participate actively in Board activities, areas of interest and expertise, and experience in organizational and community activities.

### **Section 6.2    Executive Director**

The Board shall appoint an Executive Director to oversee the management of the organization, by a simple majority vote at a meeting where a quorum of director is present. The Executive Director shall serve at the pleasure of the Board and shall be an *ex-officio* member of the Board with full voting rights unless prohibited elsewhere in these Bylaws.

### **Section 6.3    Election of Directors**

Directors shall be elected by the Board of Directors with approximately one-third of the Directors elected at the Annual meeting of the Corporation by majority vote of the Directors present at this meeting, provided a quorum is present.

### **Section 6.4    Term Limits**

Any Directors elected to the Corporation's Board will be subject to a maximum of three, (2)-year terms with a one (1) year gap between the second and third year term. A board member who has fulfilled the three (2) two-year terms on the board will not be eligible to serve again on the board until seven (7) years after the expiration of their second three-year term. If a person is elected to serve for the remainder of an unfilled term, which was vacated for any reason, those years of service do not count toward the term limit maximum

### **Section 6.5    Removal**

Any Director may be removed from office at any special meeting, with or without cause, by a vote of no less than 2/3 of the Board of Directors in office, at its sole discretion, including but not limited to criminal or unethical behavior, or the missing of three consecutive meetings. Written notice of the intention to consider removal of a Director must be included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such a meeting, but no formal hearing procedure need be followed. Any Director may also be removed by order of a court of law having proper jurisdiction.

#### **Section 6.6 Resignation**

Any Director or Officer may resign from office at any time, such resignation to be made in writing, and to take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation shall not be required to make it effective.

#### **Section 6.7 Vacancies**

If the office of any Director becomes vacant, by an increase in the number of Directors, or by reason of death, resignation, disqualification or otherwise, the remaining Directors, by a simple majority vote may choose a person or persons who shall hold office for the remaining term.

#### **Section 6.8 Powers**

The Board of Directors at a duly constituted meeting shall have all powers and authority necessary for the governance of the business of the Corporation, including but not limited to the power to borrow money, to purchase, sell, lease or otherwise dispose of any real estate.

#### **Section 6.9 Quorum**

A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. Directors may attend in person, by video conference or telephone.

#### **Section 6.10 Voting Rights**

Each Director shall be entitled to one (1) vote. Voting may be in person or by other means of participating in a meeting per Section 9.5. An affirmative vote of a majority of the Directors present in the case of any meeting duly convened after proper notice, at which a quorum is present, shall constitute Board action, unless a greater number is required by the Act or these Bylaws. If a quorum is not attained at a meeting either in person, email, video conference or by telephone.

#### **Section 6.11 Failure to Object**

A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such

Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment of the meeting. Such right to dissent shall not apply to a Director who has voted in favor of such action.

#### **Section 6.12 Compensation of Directors**

Directors shall receive no compensation for their services as Directors or as committee members. However, the Corporation may compensate a Director for providing services to the Corporation in any other capacity, including that of paid officer, employee, or agent of the Corporation. Directors who serve as paid officers, employees, or agents of the Corporation shall not participate in any vote of the Board with respect to their compensation. Subject to any policy adopted by the Board, Directors may be reimbursed for reasonable expenses paid or incurred on behalf of the Corporation.

### **Section 7 OFFICERS**

#### **Section 7.1 Number and Qualifications of Officers**

The officers of the Corporation shall include a President, a Vice President, and a Treasurer. The officers shall be natural persons at least 18 years of age, except that the Treasurer may be a corporation.

#### **Section 7.2 Election and Term of Office**

Except as otherwise provided by resolution of the Board, the officers of the Corporation shall be elected by the Board at the annual meeting of the Board. Officers may be elected for consecutive terms and are not subject to the term limits as stated in 6.3.(b).

#### **Section 7.3 Termination or Removal of Officers and Agents**

Unless the Board provides otherwise, termination of an officer's or agent's employment with the Corporation shall terminate the officer's term in office. Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Corporation will be served. Such removal shall be without prejudice to the contract rights, if any, of any person so removed.

#### **Section 7.4 Resignations**

Any officer may resign at any time by giving written notice to the Corporation. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of resignation.

#### **Section 7.5 The President**

The President shall preside at all meetings of the Board. The President shall execute in the name of the Corporation, deeds, mortgages, bonds, contracts, shall have general and active governance of the business of the corporation; shall see that all orders and resolutions of the Board are carried into effect; and shall execute bonds, mortgages and other contracts requiring a seal.

#### **Section 7.6 The Vice President**

In the absence or disability of the Vice President or when so directed by the President, the Vice President may perform all the duties of the President, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall perform such other duties as may be assigned by the Board or the President.

#### **Section 7.7 The Treasurer**

The Treasurer shall be responsible for corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer shall have full authority to receive and give receipts for all money due and payable to the Corporation, and to endorse checks, drafts, and warrants in its name and on its behalf and to give full discharge for the same. The Treasurer shall deposit all funds of the Corporation, except such as may be required for current use, in such banks or other places of deposit as the Board may designate. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board or the President.

#### **Section 7.8 Compensation of Officers**

The compensation of all officers shall be fixed by the Board or any committee or officer authorized by the Board. No officer shall be precluded from receiving compensation by reason of the fact that he or she is also a Director of the Corporation. However, Directors who are compensated to serve as officers shall not participate in any vote of the Board or the Executive Committee with respect to their compensation. Subject to any policy adopted by the Board, officers may be reimbursed for reasonable expenses paid or incurred on behalf of the Corporation.

### **Section 8 COMMITTEES**

#### **Section 8.1 Committees**

By resolution adopted by a majority of the Board, standing or temporary committees consisting of at least one (1) Director may be appointed by the Board of Directors from time to time. Committees may include members that are not Directors of the Corporation. A Non-Director of the Corporation may be removed by a majority of the members of the committee for any reason. Each such committee shall have and exercise such authority of the Board of Directors in the management of the business and affairs of the Corporation as the Board may specify from time to time.

## **Section 8.2 Standing Committees**

The following standing committees are mandatory to maintain the operations of the Corporation: Board Development Committee, Finance and Audit Committee, and Compensation Committee. The Board may adopt additional standing committees in accordance with the terms of these Bylaws.

## **Section 8.3 Board Development Committee**

The Board Development Committee shall be responsible for reviewing and recommending candidates for Directors and Officers of the Corporation and for overseeing the governance policies and election of Directors and Officers. Except as otherwise set forth in these Bylaws, the Board Development Committee may set its own regulations and procedures. The Chief Executive Officer shall be a voting member of the Board Development Committee.

## **Section 8.4 Finance and Audit Committee**

The Finance Committee shall have the responsibility of overseeing the reporting of the finances of the Corporation. The Finance Committee shall select an independent auditor for the Corporation and review and approve the periodic reports of such independent auditor. The Finance Committee shall also implement procedures to ensure adequate controls of the financial procedures of the Corporation. Except as otherwise set forth in these Bylaws, the Finance Committee may set its own regulations and procedures.

## **Section 8.5 Compensation Committee**

The Vice President will chair the Compensation Committee. The duties of the Compensation Committee shall be to review and recommend the compensation policy for the Chief Executive Officer subject to Board approval.

## **Section 8.6 Quorums and Actions**

At all meetings of a committee, the presence of at least a majority of the members of such committee shall be necessary and sufficient to constitute a quorum for the transaction of business. Resolutions of a committee shall be adopted, and any action of the committee upon any matter shall be valid and effective, with the affirmative vote of a majority of the members of the committee present at a meeting duly convened and at which a quorum is present.

## **Section 8.7 Authority of Board**

Any action taken by any committee shall be subject to alteration or revocation by the Board of Directors, provided, however, that third parties shall not be prejudiced by such alteration or revocation.

## **Section 9 MEETINGS**

### **Section 9.1 Place of Meetings**

The Board may hold its meetings at such places as the Board may appoint or as may be designated in the notice of the meeting. Meetings may convene via Teleconference or video conference.

### **Section 9.2 Annual Meeting**

Unless the Board provides by resolution for a different time, the annual meeting of the Board, for the election of Directors and officers, appointment of Standing Committees, strategic planning and the transaction of any other business which may be brought before the meeting in October each year.

### **Section 9.3 Regular Meetings**

The Board may hold its regular meetings 6 times per year. The Board shall transact such business as may properly be brought before its meetings. Notice of regular meetings need not be given.

### **Section 9.4 Special Meetings of the Board**

The President, or any two Directors may call special meetings of the Board which shall be held at such time and place as shall be designated in the call for the meeting. Five days' notice of any special meeting shall be given to each Director pursuant to Section 7.1 or by telephone. Such notice shall state the time and place of such special meeting but need not state the purpose of the special meeting.

### **Section 9.5 Participation in Meetings**

One or more Directors may participate in a meeting of the Board or a committee thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at the meeting.

### **Section 9.6 Consent of Directors in Lieu of Meeting**

Any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all Directors and filed with the Secretary of the Corporation.

## **Section 10 CORPORATE RECORDS**

## **Section 10.1 Corporate Records**

The Corporation shall keep (a) minutes of the proceedings of the Board, and (b) appropriate, complete, and accurate books or records of account, at its registered office or the principal place of business or any actual business office of the Corporation.

## **Section 11 NOTICE**

### **Section 11.1 Notice**

Notice may be given either personally or by sending a copy thereof by first class mail, postage prepaid, or by telegram, courier service charges prepaid, or by electronic communication, or by facsimile transmission to the address or facsimile number appearing on the books of the Corporation or supplied to the Corporation for the purpose of notice. If the notice is sent by mail or telegram or courier service, or by electronic communication, it shall be deemed to have been given when deposited in the mail or with the telegraph office or courier service, or sent via the Internet, for delivery. Such notice shall specify the place, day and hour of the meeting and in the case of a special meeting or where otherwise required, the general nature of the business to be transacted. Any required notice may be waived by the written consent of the person entitled to such notice, and attendance of a person at any meeting in person shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

## **Section 12 FINANCE**

### **Section 12.1 Fiscal Year**

The fiscal year of the corporation shall begin on January 1 and end on December 31.

### **Section 12.2 Budgets**

Upon the recommendation of the Finance and Audit Committee, the Board shall adopt a budget for each fiscal year.

### **Section 12.3 Annual Report**

The President and Treasurer shall present the Board at its annual meeting a report, verified by the President and Treasurer or by a majority of the Board, showing in appropriate detail the following:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.
- (b) The principal changes in assets and liabilities, including the trust funds, during the year immediately preceding the date of the report.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

The annual report of the Board shall be filed with the minutes of the annual meetings of the Board.

## **Section 13    CONFLICTS OF INTEREST**

### **Section 13.1   Conflicts of Interest Policy**

The Corporation's conflicts of interest policy is set forth in this Article. The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a contract or transaction that might benefit the private interest of an officer or Director of the Corporation. This policy is intended to supplement the requirements of the Act. The conflicts of interest policy shall apply to all contracts or transactions between the Corporation and Directors, officers, and members of committees with Board-delegated powers.

### **Section 13.2   Definitions**

For purposes of this Article, the following terms shall have the meanings set forth below.

- (a) "Compensation" means direct and indirect remuneration and gifts or favors which are substantial in nature.
- (b) "Financial Interest" means, directly or indirectly, through business, investment, or family:



(1) An ownership or investment interest in any entity with which the Corporation has a contract or transaction;

(2) A Compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a contract or transaction; or

(3) A potential ownership or investment interest, in, or Compensation arrangement with, any entity or individual with which the Corporation is negotiating a contract or transaction.

A Financial Interest is not necessarily a conflict of interest. A person who has a Financial Interest has a conflict of interest only if the Board or committee decides that a conflict of interest exists.

(c) “Interested Person” means a Director, officer, or member of a committee with Board-delegated powers who has a direct or indirect Financial Interest.

### **Section 13.3 Annual Disclosure Statements**

Each Director, officer, and member of a committee with Board-delegated powers shall execute and deliver to the President an annual statement disclosing the facts relating to any actual or potential Financial Interest or stating that he or she has no reportable Financial Interest. The President shall report the results of the annual disclosure statements to the Board at its annual meeting.

### **Section 13.4 Ongoing Disclosures**

If any Director or officer of the Corporation has a Financial Interest in any proposed contract or other transaction involving the Corporation, the Director or officer must disclose the Financial Interest to the Board or committee authorizing the contract or transaction. The Board or committee shall determine whether the Financial Interest constitutes a conflict of interest.

### **Section 13.5 Participation and Voting**

A Director or officer who has a conflict of interest may answer questions of the Board or committee considering the contract or transaction that involves the conflict. However, after answering questions, the Director or officer shall leave the meeting during the discussion of the merits of the contract or transaction and shall not vote on the contract or other transaction. The interested Director or officer shall be counted in determining the presence of a quorum.

### **Section 13.6 Recordkeeping Procedures**

The minutes of meetings of the Board and committees with Board-delegated powers shall include:

(a) The names of all persons who disclosed or were found to have a Financial Interest in connection with an actual or potential conflict of interest, the nature of the

Financial Interest, any action taken to determine whether a conflict of interest existed, and whether the Board or committee determined there was a conflict of interest;

- (b) The names of the persons who absented themselves from the meeting during discussions and votes relating to the contract or transaction;
- (c) The content of any discussion relating to the contract or transaction, including any alternatives to the proposed contract or transaction; and
- (d) A record of the vote on the proposed contract or transaction.

Copies of any reports, appraisals, or other written data presented at the meeting to analyze the conflict of interest or to vote on the proposed contract or transaction shall be filed with the minutes. The minutes shall be prepared before the later of the next meeting of the Board or applicable committee or 60 days after the final action is taken by the Board or committee. The Board or applicable committee shall review the minutes within a reasonable period of time after their preparation.

## **Section 14      LIMITATION OF LIABILITY AND INSURANCE**

### **Section 14.1    Limitation of Liability of Directors**

A Director shall not be personally liable, as such, for monetary damages for any action taken or any failure to take any action as a Director unless:

- (a) The Director has breached or failed to perform the duties of his or her office under Subchapter B of Chapter 57 of the Act; and
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

This Section shall not apply to (1) the responsibility or liability of a Director pursuant to any criminal statute, or (2) the liability of a Director for the payment of taxes pursuant to federal, state, or local law. Any repeal or amendment of this Section shall be prospective only and shall not increase, but may decrease, a Director's liability with respect to actions or failures to act occurring prior to such change.

### **Section 14.2    Insurance**

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against that liability under the Act. The Corporation's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Corporation. To the extent that such insurance coverage provides a benefit to the insured person, the Corporation's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under section 4958 of the Code or an act of self-dealing under section 4941 of the Code, if applicable.

## **Section 15 INDEMNIFICATION**

### **Section 15.1 Representative Defined**

For purposes of this Article, "representative" means any Director or officer of the Corporation.

### **Section 15.2 Third-Party Actions**

The Corporation shall indemnify any representative who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had reasonable cause to believe that his or her conduct was unlawful.

### **Section 15.3 Derivative and Corporate Actions**

The Corporation shall indemnify any representative who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a director or officer of

another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of the action if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. Indemnification shall not be made under this Section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

#### **Section 15.4 Procedure for Effecting Indemnification**

Unless ordered by a court, any indemnification under Section 14.2 or Section 14.3 shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances. The determination shall be made:

- (a) By the Board by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; or
- (b) If such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

#### **Section 15.5 Advancing Expenses**

The Corporation shall pay expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in Section 14.2 in advance of the final disposition of the action or proceeding upon receipt of any undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article or otherwise.

#### **Section 15.6 Supplementary Coverage**

The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Act, or any bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding that office. Section 8 (relating to conflicts of interest) shall be applicable to any bylaw, contract, or transaction authorized by the Directors under this Section. However, no indemnification may be made by the Corporation under this Article or otherwise to or on behalf of any person to the extent that:

- (a) The act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct, or recklessness; or
- (b) The Board determines that under the circumstances indemnification would constitute an excess benefit transaction under section 4958 of the Code or an act of self-dealing under section 4941 of the Code, if applicable.

### **Section 15.7 Duration and Extent of Coverage**

The indemnification and advancement of expenses provided by or granted pursuant to this Section shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of that person.

### **Section 15.8 Reliance and Modification**

Each person who shall act as a representative of the Corporation shall be deemed to be doing so in reliance upon the rights provided by this Section. The duties of the Corporation to indemnify and to advance expenses to a representative provided in this Section shall be in the nature of a contract between the Corporation and the representative. No amendment or repeal of any provision of this Section shall alter, to the detriment of the representative, his or her right to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment or repeal.

## **Section 16 AMENDMENTS**

### **Section 16.1 Amendments**

The Bylaws of the Corporation may be amended by a majority vote of the Board at any meeting after notice of such purpose has been given.

## **Section 17 NON-DISCRIMINATION CLAUSE OF THE CORPORATION**

### **Section 17.1 Commitment to Non-Discrimination**

The Board affirms its policy on non-discrimination as follows:

- (a) No person is excluded from service because of race, color, religion, sex, age, disability, sexual preference or national origin.

- (b) There is no segregation of persons served on the basis of race, color, religion, sex, age, disability, sexual preference, or national origin.
- (c) There is no discrimination on the basis of race, color, religion, sex, age, disability, sexual preference or national origin with regard to hiring, assignment, promotion or other conditions of staff employment.
- (d) The Corporation has a written plan for positive action to achieve equal opportunity for all persons in the filling of its staff positions including elements such as: contacts with various organizations in the community including minority group organizations concerning the agency's employment needs; recruitment advertisements in minority group news media when advertising in the general media is used to fill jobs; self-identification as an equal employment opportunity employer in recruitment advertisements; and the use of employment agencies which do not discriminate on the basis of race, color, religion, sex, age, disability, sexual preference or national origin
- (e) There is no discrimination on the basis of race, color, religion, sex, age, disability, sexual preference, or national origin in membership on the Corporation's governing Board.

History:

Original Bylaws adopted by the Incorporator on February \_\_, 2018 and ratified by the Board of Directors on \_\_\_\_\_, \_\_ 2015.