

## **BYLAWS - TRWIB, INC.**

Revised– November 8, 2006  
Revised - November 2, 2005  
Revised - November 5, 2003  
Accepted for Consideration – 1 April 2002

These Bylaws replace Bylaws previously approved on November 2, 2005

### **Article I - Corporate Name**

The name of the Corporation shall be TRWIB, Inc. (the "Corporation" or the "TRWIB").

### **Article II - Purpose & Objectives**

#### **A. Purpose**

The purpose of the TRWIB is to provide policy guidance, technical assistance, and program oversight for the City of Pittsburgh and Allegheny County, and to assist in the economic and workforce development of the southwest Pennsylvania region in collaboration with the City of Pittsburgh and Allegheny County.

The Corporation is a non-stock, non-profit entity.

Its Members and Executive Committee shall govern the Corporation.

The Corporation is organized and intended to be tax exempt within the meaning of the Internal Revenue Code of 1986, as amended, and includes all purposes, powers and privileges conferred upon the Corporation by the Pennsylvania Nonprofit Corporation Law of 1988.

Notwithstanding any provisions of these articles, the organization is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent tax laws.

In the event of dissolution, all of the remaining assets and property of the organization shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Pennsylvania.

#### **B. Objectives**

The primary objective of the TRWIB is to provide policy guidance, technical assistance, and program oversight for the City of Pittsburgh and Allegheny County, and to assist in the economic and workforce development of the southwest Pennsylvania region. The TRWIB will develop these policies through the Three Rivers Workforce Investment Board in collaboration with, the Mayor of the City of Pittsburgh and the Allegheny County Chief Executive.

### **Article III – Membership**

1. The Allegheny County Chief Executive and the Mayor shall appoint the Full Membership.
2. Membership shall, at a minimum, be consistent with statutory requirements and include Members from industries, specific businesses, and other representatives, as the Allegheny County Chief Executive and Mayor deem necessary.
3. The TRWIB shall request from various business organizations those names of individuals who may have interest in serving on the TRWIB and forward a list of nominees to the Allegheny County Chief Executive and Mayor for their consideration and appointment.
4. The TRWIB shall not permit alternates in the absence of the appointed Member. Members are expected to attend every meeting. In the event of an absence, Members may submit their opinions and proxy ballot to be cast by the Secretary in the event of a quorum, in writing at least three business days in advance of the meeting. Facsimile ballots are allowed and shall be maintained at the corporate offices.
5. Member's terms will be staggered. Initial Members will be selected by lottery to either two or three year terms. Subsequent terms will be for two years. There is no limit to the number of terms a Member may serve.
6. The Membership shall constitute the Board and these terms shall mean the same body of persons when used in these By-laws.

Specifically, the TRWIB will:

- Develop its vision, mission, strategic goals and policies that shall govern its operation;
- Produce comprehensive strategic plans and strategies to carry out the vision of the TRWIB; and identify the necessary program elements and work to develop a cohesive, efficient, effective, and customer focused workforce development system, including the development of standards, policies, and performance measures;
- Approve negotiated local program performance standards with various funding sources as appropriate, and put in place performance criteria and reporting as the TRWIB deems necessary to insure an informed consumer;
- Develop a continuous improvement process for the workforce development system in the area;
- Create and sustain an effective linkage with the employment market with emphasis on the private sector including developing services as are necessary to assist the employer in recruitment, retention, and training of their workforce;
- Partner with the economic development organizations to provide services to new and expanding employers, thereby providing expanded opportunities for job seekers;
- Assist in the development of a dynamic labor market information system and the timely dissemination of such information so as to help create a robust human capital marketplace in the Southwest PA Region;
- Develop a budget for the operation of TRWIB and secure resources as may be necessary to operate;

- Assume such other work as the Mayor and the Allegheny County Chief Executive may request TRWIB to undertake on their behalf.

## Article IV – Governance Structure

### A. Full Membership

1. Officers of the Membership shall consist of a President, a Vice-President, Secretary, Treasurer and Chief Executive Officer. Officers of the Membership, with the exception of the CEO who shall be appointed by the Officers, will be elected to a two-year term by the Membership. There is no limit to the number of terms a Member may serve as an Officer. Officers can be removed from the respective office by a two-thirds vote of the full Membership. The Officers collective, will herein be referred to as, the Executive Committee.
2. The Full Membership is responsible for:
  - a) Ongoing planning activities to determine the mission of the organization and its strategic direction, to define specific goals and objective related to the mission, and to evaluate the success of the organization's services toward achieving the mission.
  - b) Approving the policies for the effective, efficient, and cost-effective operation of the organization.
  - c) Annually approving the organization's budget and assessing the organization's financial performance in relation to the budget at least four times per year.
3. **Compensation.** No compensation shall be paid to any Member for services as a Member, at the discretion of the Executive Committee, a Member may be reimbursed for travel and actual expenses necessarily incurred by him or her in attending meetings and performing other duties on behalf of the Corporation.
4. **Waiver of Notice.** Whenever any notice whatsoever is required to be given under the provisions of applicable law, the Articles of Incorporation of this Corporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. In the case of a special meeting, such waiver of notice shall specify the general nature of the business to be transacted.
5. **Conflict of Interest.** The Corporation shall not be precluded from conducting business with any partnership, firm or company with which one or more Members is associated, provided any business relationship is established and maintained on an arm's length basis and the subsequent provisions of this Section 7 are met. The Executive Committee shall adopt a conflict of interest policy, which shall require each Member to disclose any actual or potential conflict between the Member's personal interests and his or her duty to the Corporation. Any Member deemed by the Executive Committee pursuant to its conflict of interest policy to be disqualified because of an actual or apparent conflict of interest on any matter shall not vote or use his or her personal influence on the matter. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the effect on the quorum.
6. **Standard of Care and Fiduciary Duty.** Each Member shall stand in a fiduciary relation to this Corporation and shall perform his or her duties as a Member, including his or her duties as a member of any committee of the Board upon which s/he may serve, in good

faith, in a manner s/he reasonably believes to be in the best interests of this Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Member or any failure to take any action shall be presumed to be in the best interests of this Corporation. In performing his or her duties, each Member shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

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

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

7. **Factors Which May Be Considered by Members.** In discharging the duties of their respective positions, the committees of the Board and individual Members may, in considering the best interests of this Corporation, consider the effects of any action upon employees, beneficiaries and others having dealings with this Corporation and all other pertinent factors. The consideration of these factors shall not constitute a violation of Section 8 hereof.
8. **Rules and Regulations.** The Membership may adopt rules and regulations not inconsistent with these Bylaws for the administration and conduct of the affairs of the Corporation and may alter, amend or repeal any such rules or regulations adopted by it. Such rules and regulations may be amended by a simple majority vote of the Members present and entitled to vote at a meeting of the Members where a quorum is present.
9. **Removal.** A Member may be removed from the Board for cause by vote of a simple majority of the Members at a meeting at which a quorum is present provided that the Member is given the specific reason for removal. Cause shall mean any action or inaction, which, in the sole discretion of the Board or members, as the case may be, materially and adversely affects or may affect the Corporation or its reputation.

## **B. Officers**

1. **Enumeration.** The officers of the Corporation shall consist of a "President of the board", "Vice-President," "Secretary," "Treasurer," and "Chief Executive Officer," and such other officers and assistant officers as the Board may, from time to time, designate.
  - a. **Election and Term of Office.** Each of the officers of the Corporation will be elected and/or appointed every two years by the Members. Each officer will remain in office and shall serve at the pleasure of the Members, until his or her successor is duly elected and takes office.

2. **Vacancies.** The Members entitled to vote shall fill any vacancy. The President of the Membership may, however, fill vacancies in the office of "Secretary," "Treasurer" or any other office designated by the Board for the period ending upon the date when such vacancy is filled by the Membership.
3. **The President.** The President shall serve as the chief executive officer of the Corporation and as such shall be responsible for and have supervision over the management and operation of the Corporation, subject to the control of the Executive Committee and Members. The President shall also preside at all meetings of the Board and Executive Committee. The President shall see that the affairs of the Corporation are conducted in accordance with the Articles of Incorporation and Bylaws of the Corporation and pursuant to the directions of the Board and Members. The President shall be an ex-officio member of all committees.
4. **Vice-President.** The Vice-President, shall, in the absence, disability, inability or refusal to act of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as shall from time to time be imposed by the Board. If there is no Vice President or if the Vice President cannot act, will not act, or is absent from his/her duties, then the Secretary shall assume the duties of the Vice President.
5. **Secretary.** The Secretary shall make or cause to be made minutes of all meetings of the Executive Committee and Board. The Secretary shall be responsible for the timely mailing or delivery of all notices of meetings of the Board, and, generally, will perform all duties incident to the office of secretary of a corporation and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be assigned from time to time by the Executive Committee or Members. The Secretary shall perform the duties of the President when the President and Vice-President are absent or disabled and shall undertake such other responsibilities as the Board or President may assign.
6. **Treasurer.**
  - (a) The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and credit of the Corporation in such depositories as shall be designated by the Executive Committee.
  - (b) He / She shall disburse the funds of the Corporation as may be ordered by the Board or the Executive Committee, and shall render to the President and Members, at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Corporation.
  - (c) If required by the Board, he or she shall give the Corporation a bond in such sum, and with such surety or sureties as may be satisfactory to the Board for the faithful discharge of the duties of his or her office.
7. **Chief Executive Officer.**
  - a. The Chief Executive Officer shall be hired by and serve at the pleasure of the Executive Committee.

- b. The CEO is responsible for the day-to-day management of the corporation, and shall provide such reports to the Executive Committee and at such times as the Committee may designate, and to take such actions as the Executive Committee may authorize s/he to take.
  - c. The CEO shall be empowered to sign contracts for the ordinary course of business for grants and other funds that have previously been accepted by the Corporation.
  - d. The CEO shall be a non-voting member of the Executive Committee.
9. **Other Officers.** The Board may also choose such other Officers and Assistant Officers and Agents as the needs of the Corporation may require, who shall hold their offices for such terms and shall have such authority and shall perform such duties as from time to time shall be determined by Resolution of the Board and Membership. These Officers of the Corporation need not be Members.
  10. **Standard of Care.** An Officer shall perform his or her duties as an officer in good faith in a manner he or she reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. A person who so performs his or her duties shall not be liable by reason of being an Officer of the Corporation.
  11. **Bonds.** The Board, in its discretion, may require the Treasurer and any of its Officers to give bond in such amount and with such surety or sureties as may be satisfactory to the Board for the faithful discharge of the duties of his or her office and for the restoration to the Corporation, in case of his or her death, resignation, retirement or removal from office, of all books, papers vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

**C. Executive Committee**

1. **Authority.** Subject to the rights of the Members and any limitations set forth elsewhere in these Bylaws or the Articles of Incorporation of the Corporation, the affairs of the Corporation shall be under the general direction of an Executive Committee, which shall administer, manage, preserve and protect the property of the Corporation.
2. **Qualification and Appointment.** Any member of the Membership is eligible to become an Officer of this Corporation.
3. **Number and Term.** The Executive Committee shall consist of the President, the Vice-President, the Secretary, the Treasurer, a representative appointed by the President from each of the other standing committees, one representative of the Mayor and one representative of the Chief Executive, the Chief Executive Officer, the immediate Past President, and such other appointments at the discretion of the President. At least fifty-one percent of the members of the Executive Committee must represent the private sector. In no event will the number of members of the Executive Committee exceed fifteen (15) members.
4. **Vacancies.** In the event of a vacancy, the Executive Committee may name a Member to serve in an interim capacity until the next full Membership meeting. Executive Committee appointees named as a result of vacancies occurring on the Executive Committee by death, resignation, and refusal to serve or otherwise shall be approved by the Membership entitled

to vote. A new Officer of the Executive Committee appointed or elected to fill the vacancy will serve for the un-expired term of the predecessor in office.

**5. Specific functions of the Executive Committee**

- a) Preparing an Annual Report on the organization's performance and confirm the organization's compliance with existing legal, regulatory, and financial reporting requirements. This Annual Report shall be prepared by the Executive Committee and provided to all the Membership.
- b) Annually preparing the organization's budget and assessing the organization's financial performance in relation to the budget at least four times per year.
- c) Hiring, establishing compensation, and annually evaluating the performance of the Chief Executive Officer. The Executive Committee shall conduct this task with notice to all the Membership of such action.

**Article V – Meetings**

**A. Meetings in general**

- 1. **(a) Notice.** All meetings requiring notice by these bylaws or by statute shall be given upon five days written notice to all Board members. If the date set for the meeting falls on a legal holiday, then the meeting will be held on a day determined by the Chief Executive Officer. This provision of the Bylaws constitutes notice to all members of the Executive Committee and all Members of all regular meetings, and no further notice shall be required, although further notice may be given.  
**(b) Notice of Special Meeting.** Written notice of the date, time and place of each special meeting shall be sent to all Members at least five (5) days in advance of the date thereof. Such notice shall set forth the date, time and place of the meeting and shall state the general nature of the business to be transacted. Such notice shall be sent at the direction of the Secretary of the Board or Vice President of the Membership as the case may be or another designated officer of the corporation and shall be delivered to each Member as the case may be either personally or by mail, facsimile or telegram to his or her residence or place of business as listed on the records of the Corporation. If the notice is sent by mail or telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. Notice of an adjourned meeting shall be deemed to have been announced at the time of adjournment.
- 2. **Quorum.** Unless otherwise specifically provided in these Bylaws, the presence of one-half (1/2) plus one of those in office and entitled to vote shall constitute a quorum at all meetings. In addition to those who are actually present at a meeting, participants shall be deemed as present at such meeting if a telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time is used. The act of a majority of the Members entitled to vote at a meeting at which a quorum is present shall be the act of the Board or Members as the case may be. A majority of those present and entitled to vote, whether or not a quorum exists, may adjourn any meeting of the Board or Membership as the case may be to another time and place. Notice of any such adjourned meeting shall be given to the Members as the case may be who are not present at the time of adjournment.

3. **Voting.** Each Member as the case may be entitled to vote shall be entitled to one vote on each matter submitted to a vote of the Membership. The Secretary is authorized to cast the proxy ballots of those members who are not present, but have submitted a voting proxy. Such proxies will be voted when the Chair or the Secretary declares a quorum is present.
4. **Location.** All meetings of the Board shall be held at the registered office of the Corporation unless otherwise designated in the notice.

**B. Full Membership Meetings**

1. **Regular Meetings.** The Full Membership will meet four times a year. The meeting dates will be approved at the annual meeting for the upcoming year.
2. **Annual Meeting.** The Board shall designate one meeting a year to be the annual meeting.
3. **Special meetings.** Special meetings for the Membership may be called at the discretion of the President. Further, Special meetings for the Membership may be called by a Vice President of the Membership upon the order of the President of the Membership or at the written request of a number of Members constituting a quorum of the Members then in office and entitled to vote.

**C. Executive Committee Meetings**

1. **Regular Meetings.** The Executive Committee shall designate a regular meeting date. Such date will be advertised both to the members and to the public. Regular meetings of the Executive Committee shall be open.
2. **Special meetings.** Special meetings for the Executive Committee shall be called by the Secretary upon the order of the President of the Board or at the written request of a number of the Officers constituting a quorum of the Executive Committee then in office and entitled to vote.
4. **Actions by Consent.** If all the Executive Committee members shall severally or collectively consent in writing prior to or subsequent to any action to be taken by the Executive Committee, and that writing is filed with the Secretary of the Corporation, such action shall be valid as a corporate action as though it had been authorized at a regular meeting of the Executive Committee.
5. **Telephone Meetings.** One or more Executive Committee members shall be considered present and may participate in any meeting of the Executive Committee by means of any communications equipment whereby all persons participating at the meeting can hear each other.

**Article VI – Committees**

Standing committees shall be established by the full board Full Membership as necessary. Ad Hoc committees can be created at the discretion of the President. The President appoints all committee members except the Executive Committee, which shall be elected or approved in the case of vacancy appointments, by a majority of the Membership. Each board member shall serve on at least one

standing committee. Committees shall meet as necessary. Committees may create sub-committees as needed. Committees may include non-Board members as necessary.

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

- (1) Amendment or repeal of any resolution of the Board;
- (2) Action on matters committed by the Bylaws or a resolution of the Board to another committee of the Board;
- (3) Any action requiring approval of members under the Pennsylvania Non-Profit Corporation Law;
- (4) Filling of vacancies in the Board;
- (5) Adoption, amendment, or repeal of Bylaws.

#### **Article VII – Personal Liability of Members**

1. **Members' Personal Liability.** To the extent permitted by law, a Member of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action.
2. **Preservation of Rights.** Any repeal or modification of this Article by the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Member or former Member may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Member of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

#### **Article VIII – Indemnification**

1. **Mandatory Indemnification of Members and Officers.** The Corporation shall indemnify, to the fullest extent now or hereafter permitted by law, (including but not limited to the indemnification provided by Chapter 57, Subchapter D of the Pennsylvania Non-Profit Corporation Law) each Member or officer (including each former Member or officer) of the Corporation who was or is made a party to or a witness in or is threatened to be made a party to or a witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that s/he is or was an authorized representative of the corporation, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.
2. **Mandatory Advancement of Expenses to Members and Officers.** The Corporation shall pay expenses (including attorneys' fees and disbursements) incurred by a Member or Officer of the Corporation referred to in Section X.1 hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section X.1 hereof in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such Member or Officer shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such Member or Officer to repay all amounts advanced if it shall ultimately be determined that s/he is not entitled to be indemnified by the Corporation as provided in Section X.4 hereof.

3. **Permissive Indemnification and Advancement of Expenses.** The Corporation may, as determined by the Executive Committee from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that s/he is or was an authorized representative of the corporation, both as to action in his or her official capacity while holding such office or position, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by him or her in conjunction with such action, suit or proceeding. The Corporation may, as determined by the Executive Committee from time to time, pay expenses incurred by any such person by reason of his or her participation in an action, suit or proceeding referred to in this Section 7.3 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that s/he is not entitled to be indemnified by the Corporation as provided in Section 7.4 hereof.
4. **Scope of Indemnification.** Indemnification under this Article shall not be made by the Corporation in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification (i.e. gross negligence or willful misconduct) is expressly prohibited by Chapter 57, Subchapter D of the Pennsylvania Non-Profit Corporation Law or any successor statute as in effect at the time of such alleged action or failure to take action.
5. **Miscellaneous.** Each Member and officer of the Corporation shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provide by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested Members, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. Any repeal or modification of this Article by the members or the Executive Committee of the Corporation shall not adversely affect any right or protection existing at the time of such appeal or modification to which any person may be entitled under this Article.
6. **Definition of Authorized Representatives.** For the purposes of this Article, the term, "authorized representative" shall mean a Member, trustee, officer, employee or agent of the Corporation or of any corporation controlled by the corporation, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Corporation or by any corporation controlled by the corporation, or person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Corporation. The term "authorized representative" shall not include money managers or investment advisors (or any employees thereof) hired by the Corporation.

#### **Article IX – Restrictions Regarding the Operations of the Corporation; Administration of Funds, Contracts, Checks, Deposits, and Funds**

1. **Fund Solicitation.** The TRWIB Board or its Officers or designated agents may solicit funds for special projects.

2. **Fund Maintenance.**
  - a) Funds shall be maintained in such a manner as to ensure the safety, accessibility, and separateness from government funds.
  - b) Title I Funds of the Workforce Investment Act will be maintained by such fiscal agent as the TRWIB and the Mayor for City funds and the Chief Executive for County funds, shall designate,
  - c) All other Funds may be maintained by the Board through its Treasurer.
3. **Funds and Contract Commitment or Disbursement.** Unless otherwise restricted by law, the following commitments and disbursements designate the level of approval that must be obtained prior to commitment or disbursement:
  - a) All grants that are to be awarded to the Corporation must be submitted to a vote of the Membership to accept the grant. Acceptance of the grant will require a simple majority of the members present at a meeting in which a quorum is declared. The full Board may delegate the authority to accept an award, or all awards, to the Executive Committee.
  - b) The Treasurer will annually submit a budget to the full Board for approval, prior to the start of the fiscal year. Approval of the budget will require a simple majority of the members present at a meeting for which a quorum is declared.
  - c) CEO, upon acceptance of a grant award, shall have the authority to execute the grant and any contracts/agreements that are incorporated in the grant,
  - d) In the event that contract/agreements are not incorporated in the grant, such contracts/agreements will be approved by the Executive Committee,
  - e) The CEO has authority to adjust contract budget amounts up to 10% of the contract, to a maximum of twenty-five thousand dollars (\$25,000). Amounts in excess of these limits will be submitted to the Executive Committee for approval.
4. **No Private or Political Beneficiaries.** In keeping with the statement of purpose of the Corporation as set forth in its Articles of Incorporation, no part of the earnings or assets of the Corporation shall inure to the benefit of any private individual, and no substantial part of the activities of the Corporation or of any recipient of its funds shall be to carry on propaganda or otherwise to attempt to influence legislation or to aid any political campaign on behalf of any candidate for public office.
5. **No Violation of Purposes.** In no event and under no circumstances shall the Executive Committee or Board make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever the effect of which under applicable federal laws then in force will cause the Corporation to lose its status as an organization to which contributions are deductible in computing the net income of the contributor for purposes of federal income taxation.
6. **Annual Report.** The Treasurer shall submit annually to the Executive Committee and Membership a statement containing those details required to be included under the provisions of the Pennsylvania Non-Profit Corporation Law, the Articles of Incorporation of this Corporation, as it may be amended from time to time or any successor statute governing Pennsylvania nonprofit corporations or these Bylaws.
7. **Books and Records.** This Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Membership, Executive

Committee and Committees' meetings. The Corporation will keep at its registered office the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.

8. **Tax Records.** The Corporation shall maintain at its principal office a copy of its application for exemption and all tax returns filed with the Internal Revenue Service. Such documents shall be made available during regular business hours for inspection for any person requesting to see them.

#### **Article X – Bylaw Amendments**

1. **Authority.** Subject to the rights of the Members set forth in the Pennsylvania Non-Profit Corporation Law, these Bylaws may be altered, amended and/or repealed from time to time by the affirmative vote of a two-thirds vote of the Membership entitled to vote.
2. **Notice.** The Members of the Corporation shall be given at least ten (10) days' prior written notice of any meeting at which proposed changes to the Bylaws of the Corporation are to be considered or acted upon. Such written notice shall identify the specific sections of the Bylaws, which are under consideration and the proposed changes thereto.