

**BYLAWS OF**  
**THE CENTER FOR COMMUNITY GROWTH**  
A Pennsylvania Nonprofit Corporation

**ARTICLE I**  
**Name**

1.1. The name of this corporation is The Center For Community Growth.

**ARTICLE II**  
**Purposes**

2.1. The purposes of the corporation are exclusively for charitable, scientific and educational purposes as set forth in the Articles of Incorporation.

In pursuing such purposes, 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 (the “Code”).

**ARTICLE III**  
**Offices**

3.1. Principal Office. The principal office of the corporation shall be \_\_\_\_\_ or such other location as the Directors may from time to time determine.

3.2. Other Offices. The corporation may also have offices at such other places as the Directors may select.

**ARTICLE IV**  
**Seal**

4.1. The corporation shall not have a seal, nor will a seal be necessary to do any act or execute any contract or writing under its seal unless it is such as to require a seal when done or executed as the act or contract of a natural person.

**ARTICLE V**  
**Membership and Dues**

5.1 Membership. Any person may be elected to membership in this corporation by a majority vote of the members present at any annual or special meeting.

5.2 Dues. There are three tiers of membership, Individual, Sustaining and Organizational. dues of all members are payable annually at the time and location of the Annual Meeting.

Annual membership dues shall be:

**Individual Members:** \$25.00. The Directors may make hardship adjustments at their discretion.

**Individual Sustaining Members:** \$50.00.

**Organizational Members:** \$100 to \$10,000. The Directors may make hardship adjustments at their discretion.

Any member in default in payment of dues shall be suspended from all privileges of membership, and if, after notice, the default be not cured within a period of thirty days, the membership of the member shall automatically cease and terminate.

5.3 Removal. Any member may be removed from membership by a majority vote of the members present at any annual meeting or at any special meeting of the members called for the purpose, for conduct deemed prejudicial to this corporation, provided that the member shall have first been served with written notice of the accusations against him or her and shall have been given an opportunity to produce witnesses, if any, and to be heard, at the meeting at which the vote is taken.

5.4 Annual Meeting. The annual meeting of the Members shall be held upon ten (10) days notice to each Member at such date, time and place as the Members shall determine.

5.5 Special Meetings. Special meetings of the Members may be called by the Directors at any time with at least ten (10) days' written notice stating the time, place and purpose of any special meeting to the Members.

## **ARTICLE VI**

### **Directors**

6.1. Number, Election, Term. The Board of Directors shall consist of ten persons. The initial Directors and the term of their office are set forth in the Consent of Incorporator. Upon the expiration of an initial Directors' term of office, all of his or her successor Directors shall be elected by Members at the annual meeting of the Members, and shall serve for a term of one year each and until their successors are elected and qualified.

6.2. Powers. The Directors shall have all powers and authority necessary for the management of the business of the corporation, including without limitation the following:

(a) to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, any real, personal or mixed property, without limitation as to amount or value, except such limitations, if any, as may be imposed by law.

(b) to sell, to convey, and to dispose of any such property and to invest and to reinvest the principal thereof, and to deal with and to expend the income therefrom for any of the aforementioned purposes, without limitation, except as may be imposed by law.

(c) to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for some or all of the foregoing purposes.

(d) to do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which this Corporation is formed.

Notwithstanding any of the above statements of purposes and powers, this Corporation shall not engage in activities which in themselves are not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

6.3. Quorum. **Two-thirds** of the current Directors present in person at any duly convened, annual, regular or special meeting after proper notice shall constitute a quorum of the Board.

6.4. Vote. Each Director shall be entitled to one (1) vote in person. An affirmative vote of a majority of the Directors present at any annual, regular, or special 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 By-laws.

6.5 Regular Meeting. The Directors shall meet at least quarterly. The Regular meeting of the Directors shall be held upon five (5) days notice to each Director at such date, time and place as the Directors shall determine. At the discretion of the Directors the Regular Meetings may be held at a

more regular interval than quarterly. Other Regular Meetings of the Directors may be held as determined by the Directors.

6.6. Special Meetings. Special meetings of the Directors may be called by the Chairor by any two (2) Directors at any time. It shall be the duty of the Secretary, upon receipt of a request for such a special meeting, to send at least five (5) days' written notice stating the time, place and purpose of any special meeting to the members of the Board. If the Secretary fails or refuses to send such notice, the person(s) calling for the special meeting may call the meeting at such time or place within Indiana County Pennsylvania.

6.7. Removal. Any Director may be removed from office, without the assignment of any cause, by an affirmative vote of a majority of the Directors in office at any annual, regular or special meeting, provided that written notice of the intention to consider removal of a Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

6.8. Teleconference Meetings. One or more Directors may participate in a meeting of the Board or any committee thereof by reason of a conference telephone or similar communications equipment by which all persons participating in a meeting can hear each other.

6.9. Unanimous consent. In accordance with 15 Pa.C.S.A. § 5727(b), the Directors may, by the signed written consent of all the Directors and without a meeting, take any action required or permitted to be approved by the Directors at a meeting of the Directors. A copy of the any such consent shall be filed with the secretary of the corporation.

## **ARTICLE VII**

### **Officers**

7.1. Positions, Election, Term. The officers of the corporation shall include a Chair, Vice-Chair, Secretary and Treasurer and such other officers whose positions shall be created from time to time by the Directors. A person may hold more than one office except that the same person may not be Chairand Secretary. The officers shall be elected by the Directors at the Annual Meeting and shall serve for a term of one year and until their successors are elected and qualified.

7.2. Consecutive Terms. Officers may be elected for consecutive terms.

7.3. Duties. The duties of the officers shall include the following:

(a) The *Chair* shall preside at all meetings of the Directors; shall have general and active management 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, under the seal of the corporation, and when authorized by the Board, affix the seal to any instrument

requiring the same, and the seal when so affixed shall be attested by the signature of the Secretary or the Treasurer;

(b) The *Vice-Chair* shall be vested with all the powers and required to perform all the duties of the Chair in the absence of the President;

A Chair and Co-Chair are acceptable in place of a Chair and Vice-Chair at the discretion of the Directors. In the event that there is a Chair and Co-Chair both Co-Chairs will have the duties described in the role of Chair. In any disagreement between Co-Chairs, the Directors shall vote to resolve such dispute.

(c) The *Secretary* shall keep or cause to be kept full minutes of all meetings of the Directors, shall attend all sessions of the Board, shall act as clerk thereof, and shall record all votes and the minutes of all proceedings. The Secretary shall give or cause to be given notice of all meetings to the Directors as appropriate and shall perform such other duties as may be prescribed by the Directors or the Chair; and

(d) The *Treasurer* shall keep or cause to be kept full and accurate accounts of receipts and disbursements; shall collect all funds due the corporation and disburse funds as required to meet the obligations of the corporation; shall render to the Chair and Directors as requested by them but not less than once a year, regular accountings of all transactions and of the financial condition of the corporation.

## **ARTICLE VIII Vacancies**

8.1. Director 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 may choose a person or persons who shall hold office for the remaining term.

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

## **ARTICLE IX Resignation**

9.1. 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.

**ARTICLE X**  
**Management**

10.1 Management. The affairs of this corporation shall be managed by the Directors.

10.2 Hiring. The Directors shall employ agents and servants and confer upon them those duties and powers that they deem advisable and fix the rate of compensation for employees or make provision for the delegation of authority to fix wages for all employees.

10.3 Supervision. The Officers of the corporation shall supervise employees of the corporation. The Officers may employ a manager or executive director to supervise and conduct the everyday business affairs of the corporation, including supervision of employees. In the event that the officers employ staff, but there is no manager or executive director then the Officers shall supervise all employees of the corporation.

**ARTICLE XI**  
**Fiscal Year**

11.1. The fiscal year of the corporation shall be the same as a calendar year, begin on the first day of January of a given year, and ending on the last day of December of a given year.

**ARTICLE XII**  
**Notices**

12.1. Notice may be given either personally or by sending a copy thereof by first class mail, postage prepaid, or by electronic mail to the address 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 electronic mail, it shall be deemed to have been given when deposited in the mail or when sent. 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 or by proxy 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.

**ARTICLE XIII**  
**Amendment**

13.1. The Bylaws of the corporation may be amended, altered, changed or repealed by the affirmative vote of a majority of the Members entitled to vote at any Annual or special meeting of the Members if notice of the proposed amendment, alteration, change or repeal be contained in the notice of the meeting, or by the affirmative vote of a majority of the Board of Directors if the amendment, alteration, change or repeal be proposed at a Regular or special meeting of the board and adopted at a subsequent Annual meeting; provided, that any bylaws made by the affirmative vote of a majority of the Board of Directors as provided herein may be amended, altered, changed or repealed by the affirmative vote of a majority of the Members entitled to vote at any Annual or special meeting of the Members.

**ARTICLE XIV**  
**Liability and Indemnification of Officers and Directors**

14.1. General Rule. A Director shall not be personally liable for monetary damages as Director for any action taken, or any failure to take any action, unless

(1) the Director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 8363 of Subchapter F of Chapter 83 of Title 42 of the Pennsylvania Consolidated Statutes and any amendments and successor acts thereto; and

(2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

Provided however, the foregoing provision 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 local, state or federal law.

14.2. Indemnification. The corporation shall indemnify any Officer, Director employee or other representative of the corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the corporation) by reason of the fact that such person is or was a representative of the corporation, against all expenses (including attorney fees), judgments, fines and amounts paid in settlement as to actions taken, or omitted to be taken, in such person's official capacity as Officer or Director and as to actions taken, or omitted to be taken, in another capacity while holding such official capacity, or in such person's capacity as employee or representative provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

14.3. Advancement of Expenses. Expenses incurred by a person entitled to indemnification pursuant to this Article in defending a civil or criminal action, suit or proceeding shall 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 such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation.

14.4. Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an Officer or Director or employee or representative of the corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

14.5. Other Rights. This Article shall not be exclusive of any other right which the corporation may have to indemnify any person as a matter of law.

## **ARTICLE XV**

### **Committees**

15.1. Establishment. The Directors may establish such committees with such powers as they deem desirable for the operation of the corporation.

15.2. Appointment of Members. Unless otherwise determined by the Board, the Chair shall appoint members of all committees which are created by the Board of Directors or these Bylaws.

## **ARTICLE XVI**

### **Subventions**

16.1 The corporation shall be authorized, by resolution of the Directors, to accept subventions on terms and conditions not inconsistent with the Act and to issue certificates therefor.

## **ARTICLE XVII**

### **Miscellaneous**

17.1. No Earnings to Directors. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation, to make reimbursements for expenses incurred in conducting its affairs and carrying out its purposes, and to make payments and disbursements in furtherance of the purposes set forth herein.



17.2. No legislative influence. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under Section 501(h) of the IRS Code (the "Code"), or the corresponding section of any future federal tax code.

17.3. Prohibited activities. The Corporations shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding section of any future federal tax code.

17.4 Checks. All checks, notes, bills of exchange or other orders in writing shall be signed by two or more Officers or employees of the corporation as the Directors may from time to time designate.

17.5 Contracts. Except as otherwise provided in these bylaws, the Directors may authorize any Officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

17.6 Deposits. 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 depositaries as the Directors may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more Officers or employees of the corporation as the Directors shall from time to time designate.

17.7 Annual Report. The corporation shall file an annual report with the Pennsylvania Department of State Bureau of Corporations on or before July 1. The report shall contain the following:

- (a) The name and jurisdiction of formation
- (b) Subject to 15 Pa. Cons. Stat. § 109 (relating to the name of commercial registered agent provider in lieu of registered address), the address of its registered office, if any, including street and number, if any in Pennsylvania
- (c) The name of at least one governor (i.e., director)
- (d) The names and titles of the persons who are its principal officers
- (e) The address of its principal office, including street and number, if any, wherever located, and
- (f) Its entity number or similar identifier issued by the Pennsylvania Department of State.

17.8. Dissolution. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so 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 such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.