



DELAWARE VALLEY COMBINED TRAINING ASSOCIATION CONSTITUTION AND BYLAWS

ARTICLE I NAME

This organization shall be known as the Delaware Valley Combined Training Association, Inc. The business of the organization may be conducted as “Delaware Valley Combined Training Association” or “the Association”.

ARTICLE II AUTHORITY

1. These Bylaws are the rules and the regulations governing the Delaware Valley Combined Training Association, Inc. (the “Association” hereafter).
2. The affairs, activities and business of the Association shall be conducted in the manner hereinafter described.
3. It shall be a condition of membership that every member be governed by these Bylaws in the conduct of all affairs, activities and business of the Association.

ARTICLE III PURPOSES

1. To support and promote education and competition opportunities for participants of all ages and skill levels in the sports of dressage and combined training in the Delaware Valley by:
 - a. Offering and supporting lectures, clinics and competitions and providing publicity and information regarding such relevant events in the region.
 - b. Sharing and promoting the exchange of information relating to the skills, techniques, principles, practices, regulations, philosophy and other relevant aspects of dressage and combined training with members and the public.
 - c. Providing educational grants and financial support to members pursuing education in dressage and combined training.

- d. Encouraging the improvement of dressage and combined training skills by recognizing the achievements of members through awards and achievement programs.
2. To function as and meet the obligations of a Group Member Organization (“GMO”) of the United States Dressage Federation (the “USDF”).

ARTICLE IV POWERS

1. The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.
2. The Association is a Pennsylvania non-profit public benefit corporation, recognized as tax exempt under section 501(c)(3) of the United States Internal Revenue Code. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws. No substantial part of the activities of this Association shall be the carrying on of propaganda or otherwise attempting to influence legislation.
3. Upon termination or dissolution of the Association, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.
4. The organization to receive the assets of the Association hereunder shall be selected at the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Association, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select

the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the Commonwealth of Pennsylvania.

5. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Association, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the Commonwealth of Pennsylvania to be added to the general fund.

ARTICLE V MEMBERSHIP

1. The Association shall be composed of an unlimited number of members.
2. To qualify for membership, a person must have an interest in dressage, combined training, and/or horses in general.
3. The term of membership shall be December 1 until November 30 upon payment of annual dues.
 - a. Annual dues for each member shall be in an amount as determined, from time to time, by the Board of Directors. Membership dues shall be set for individual/primary family and supporting family levels as well as such other levels or classes of membership as the Board of Directors shall designate.
 - b. Membership shall be conferred upon receipt of complete membership information, release of liability and payment of annual dues.
 - c. The Association shall take all actions necessary to register all valid members of the Association having fully paid dues at the individual/primary family or supporting family level as Group Members of the USDF for the concurrent USDF membership year. The Board of Directors may designate levels or classes of dues, such as pro-rated dues, which do not include USDF Group Membership.
 - d. Dues shall be set at a level which allows for payment of Group Member Fees to the USDF while maintaining the fiscal health and solvency of the Association.
 - e. Membership shall automatically terminate for members whose dues remain unpaid after December 31 of that year. No member shall be continued in the privileges of membership until all obligations due and payable to the Association at the end of the fiscal year are satisfied. Membership may be extended by majority action of the Board of Directors.
 - f. The Association shall use reasonable means, including email, web postings and social media, to notify members that annual dues are owed, but mailed notifications are not required.

4. Members of the Association under the age of eighteen (18) years shall be designated as having Junior Status.
 - a. All Junior Status members must have a parent/guardian's written permission to join. They shall pay dues and be governed as specified by the Board of Directors.
 - b. Junior Status members shall have all qualifications and rights of membership except they may vote only on those matters pertaining to junior affairs.
 - c. An organization for Junior Status members may be operated in a manner prescribed by the Board of Directors, except no junior officer shall be an Association officer, nor shall any regular representation be requisite on the Board of Directors, nor any delegation be pertinent to any meeting of this Association.
5. Members who, by any act or omission of any act, bring discredit or disfavor upon this Association, or who willfully violate these Bylaws, the rules and regulations of the Board of Directors, or in any way by their actions prove harmful to the Association, the objects, purposes, and policies of the Association, or the members therein, shall be subject to expulsion from the Association upon a two-thirds vote of all the members of the Board of Directors.
6. Assessments may be levied upon members by the Board of Directors only in an amount and by authority of a resolution presented at a special meeting of the Association called by the President for that purpose, said resolution having been ratified by a written vote consisting of two-thirds of the members present or represented at the meeting.
7. Any member may terminate his or her membership by written resignation at any time.
8. Each qualified member shall be entitled to one and only one vote in club affairs. If a member votes at an annual or special meeting by secret ballot presented by a delegate, as provided in these Bylaws, he or she must secure his or her secret ballot from the Secretary at least forty-eight (48) hours in advance of such meeting.
9. A member may authorize an officer of the Association or a member of the Board of Directors to act as his or her delegate at an annual or special meeting of the members of the Association. Such authority must be in writing, can cover only one meeting for each authority, and must be presented to the Secretary at such meeting as provided in these Bylaws.
10. No special membership privilege shall be accorded to any person or persons except as hereinafter provided by the Bylaws of the Association.

ARTICLE VI
BOARD OF DIRECTORS

1. Management of the Association shall be vested in a Board of Directors elected from the membership for a term and in a manner as hereinafter set forth.

2. The Board of Directors shall exercise its vested authority to conduct all proper and lawful business for, and on behalf of, the Association, and to fulfill the purposes of the Association. The Board of Directors shall have the authority to make appointments, to designate agents, to conduct audits, to authorize expenditures, to establish budgets, and to conduct business in a manner prescribed by these Bylaws.
3. Each officer of the Association shall be a member of the Board of Directors and participate in the activities of the Board. The President shall be chairman of the Board. Although a member of the Board of Directors, the President shall cast no vote unless the vote is a tie-breaking one.
4. The Board of Directors shall meet at least ten times per year as mutually agreeable to its members.
 - a. The Board of Directors may, at their option, meet by means of teleconference or videoconference for any regularly scheduled or special meeting. The President or Vice-President shall designate or cause to be designated a means of teleconference or videoconference accessible to all Directors and Members. Any costs associated with providing a teleconference or videoconference system for this purpose shall be borne by the Association.
 - b. Directors shall not be absent from more than three meetings in each year without due cause approved by the President, or in the case of the President, by the Vice-President. Excess absences may result in removal from the Board of Directors as determined by a two-thirds (2/3s) majority of the Board of Directors.
 - c. The President or Secretary shall provide notice of each meeting of the Board of Directors as follows:
 - i. The date, time and place and/or means of attendance via teleconference/videoconference shall be published on the Association's website at least thirty (30) days in advance.
 - ii. Each member of the Board of Directors shall also be advised at least forty-eight (48) hours in advance of each meeting, stating the date, time and place and/or means of attendance via teleconference/videoconference. Such notice may be provided via email, text or other form of electronic notification or phone call. Failure to receive such notice shall not constitute a valid excuse for absence. A published standing schedule for regular meetings such as "first Tuesday of the month at 7:30 PM" shall meet the requirements of this section.
 - d. An extra or emergency meeting may be called by the President, Vice-President, Secretary and/or Treasurer and any two (2) other members of the Board of Directors at any time, providing forty-eight (48) hours notice is given to each member of such emergency meeting.

- e. A quorum of the Board for the purposes of voting shall be fifty percent (50%) of the Directors, plus at least three officers of the Association attending or responding either in person or via teleconference or video conference. Each member of the Board shall be entitled to one and only one vote on any matter.
 - f. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this article an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, so long as a quorum of Board members gives consent.
 - g. Minutes must be kept of all meetings, informal actions and email votes. Minutes shall be published to the Members via the Association's website within three (3) months of being approved by the Board.
5. At all meetings of the Board of Directors, the order of business shall be:
- a. Roll call
 - b. Approval of the minutes of prior meetings
 - c. Report of the Treasurer
 - d. Reports from committees
 - e. Unfinished business
 - f. New business
6. At meetings of the Board of Directors, all questions shall be resolved by a majority vote of the Directors present at that meeting, unless otherwise stipulated in these Bylaws.
7. Members of the Association are encouraged to attend any meeting of the Board of Directors, and nothing is to prohibit any member of the Association from attending any meeting of the Board of Directors.
8. The Board of Directors shall consist of at least 7 and no more than 15 directors. Within these limits, the Board may increase or decrease the number of directors serving on the Board. Directors may serve terms in succession without limit.
9. Individuals must be 18 years of age and be a member of the Association in good standing to be eligible to serve on the Board of Directors. In the event an individual is not a member of the Association when nominated to serve on the Board of Directors, he or she must join the Association prior to being seated.
10. The term of office for a Director shall be from the date of election or appointment through the

date of the following annual election of directors.

11. No Director may be remunerated for his or her services, except when such services are rendered in a professional contractual capacity to the Association.
12. No individual may act as a substitute for a Director in any Association matter.
13. The Board of Directors shall periodically report its activities to the members and in addition it must insure that all filings with the State of Pennsylvania or the Federal government required to maintain validity as a non-profit Association, including, if required by Pennsylvania law for non-profit Associations, a compilation, review or audit of Association funds. Copies of said filings, reviews, compilations or audits shall be made available to the members of the Association upon their request.
14. In the event of death or resignation of a member of the Board of Directors a majority of the remaining Board of Directors shall by majority vote, elect a qualified member to serve the unexpired term of the vacated position on the Board. The appointed member shall have equal power and authority with all other members of the Board of Directors.

ARTICLE VII OFFICERS AND THEIR DUTIES

1. The officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer, elected from the membership in a manner hereinafter provided. Each officer is a member of the Board of Directors. The Board may, by majority vote, designate an additional Vice-President office if deemed expedient for the proper conduct of the business of the Association. In the event of two Vice-Presidents, one shall be designated "Senior" and one shall be designated "Junior" when elected or appointed. An officer must have the same qualifications as a member of the Board of Directors, provided that, to qualify for election, the President shall have served as a member of the Board of Directors for at least one year, not necessarily consecutively.
2. The President shall preside at all meetings of the members of the Association. He or she shall act as Chairperson of the Board of Directors, and as executive head of the Association in enforcing the provisions of the Bylaws. He or she shall also have charge of all general Association correspondence and communications with members and Directors and shall ensure that the purpose of the Association is supported by adequate communications and publicity through the means approved by the Board of Directors. He or she shall be an ex-officio member of all committees and shall perform all the duties incident and customary to the position and office.
3. The Vice-President shall report to and assist the President. In the absence or disability of the President, the Vice-President or Senior Vice-President where there are two, shall perform all the duties of the President. In the event of death, resignation, or deposition of the President, the

Vice-President or Senior Vice President shall assume the office of President. The Senior Vice-President shall be the co-Vice-President designated as such by the Board of Directors or, in the absence of such a designation, the individual who has served the most total time as a member of the Board of Directors.

4. The Secretary shall keep or cause to be kept the minutes of all meetings and actions of directors and committees of directors, including electronic motions and votes. The minutes of each meeting or electronic vote shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting or vote was held in accordance with the law and these Bylaws. The Secretary shall distribute the minutes to the Board of Directors and publish the minutes to the members of the Association in the manner directed by the Board and/or these Bylaws. Upon request of the President, the Secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board president. The Secretary may appoint, with approval of the Board, a director to assist in performance of all or part of the duties of the Secretary. The Secretary shall have charge of the official seal of the corporation.
5. The Treasurer shall have charge of receiving, collecting and depositing immediately upon receipt, in the name of the Delaware Valley Combined Training Association, Inc., all monies, in such bank or trust company as may be designated by the Board of Directors. The Treasurer shall pay all bills and expenses of the Association from its funds in a manner prescribed by, and as designated by, and within budget limitations as may be specified by the Board of Directors. He or she shall render a financial report at each annual meeting, at each meeting of the Board of Directors, and at any other meeting upon the request of a majority of the members present. The Treasurer shall maintain, or cause to be maintained, such books, records, ledgers, statements and reports as will show the financial condition of the Association including assets and liabilities, as well as the disbursements of its funds pertaining to various club activities. He or she shall perform all other duties usual and customary to the office. The Treasurer and one other officer, preferably the President, shall sign the signature cards for all bank accounts opened in the name of the Association. With the approval of the Board of Directors, certain enumerated duties of the Treasurer may be delegated to a paid or volunteer bookkeeper. In such event, the Treasurer shall retain responsibility for overseeing all activities of the bookkeeper and rendering all reports required in this section.
6. Each officer shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office, with the exception of the Treasurer who may serve up to six (6) consecutive terms of office.
7. Upon the death, resignation or deposition of an officer, other than the President, the Board of Directors shall designate one of its members to serve the remainder of the term. The resultant vacated position on the Board of Directors shall be filled in the manner provided in these Bylaws.

8. An officer or a member of the Board of Directors may be removed from office by a two-thirds (2/3's) majority vote of the other members of the Board of Directors with or without cause.
9. Nothing within these Bylaws is to prohibit any officer from serving as a member of any committee of this Association or from serving as a representative of the Association at any function or meeting with any other group, provided such action is requested by the President or by the Board of Directors.

ARTICLE VIII MEETINGS OF THE ASSOCIATION

1. The Annual Meeting of the Association must be held each year no later than February 28, on a date designated by the Board of Directors.
2. At least two-thirds of the membership or twenty-five (25) members, whatever number is smaller, shall be present in person or shall participate electronically to constitute a quorum for any meeting of the members of the Association.
3. A Special Meeting of the membership may be called at any time by the President or by the Board of Directors. The Secretary must call a special meeting within sixty (60) days from the receipt of a written request from a member or members, setting forth the purpose of the requested meeting, provided such a request is signed by any ten or more members.
4. Notice of meetings of the Association, Special and Annual, shall be either in writing or electronic. Mailed notices shall be deemed received if sent to the last provided mailing address of the member. Electronic notices shall be deemed received if sent via email to the last-known email address of the member *and* published clearly on the website of the Association. Notice of meetings shall indicate the nature of the business to be transacted at the meeting and shall be mailed and/or emailed and published at least thirty (30) days prior to the date of meeting.
5. At meetings of the Association, all questions shall be resolved by a majority vote of the members present at that meeting, unless otherwise stipulated in these Bylaws
6. Members must be present at Special or Annual Meetings of the Association to vote. Delegate voting shall not be permitted.
7. At the annual and special meetings of the members of the Association the order of business shall be:
 - a. Approval of the minutes of the previous annual or special meeting
 - b. Financial reports
 - c. Committee reports
 - d. Unfinished business

- e. President's report
- f. Announcement of Election Results
- g. New business

Such reports may, at the option of the Board of Directors, be provided in writing for review by the members so long as opportunity is provided for members to approve the minutes of the previous annual or special meeting and raise unfinished or new business.

- 8. The business of the meetings of the Association not herein specifically provided for shall follow Robert's Rules of Order.

ARTICLE IX ELECTIONS

- 1. An election of Officers and Directors shall be conducted annually no later than the date the annual meeting of the Association.
- 2. The Board of Directors shall, no later than December 31st of each year, solicit nominations for the Board of Directors and Officers of the Association from the membership through email, social media, web announcements and direct communication, and confirm the willingness and eligibility to serve of each nominee.
 - a. The Board of Directors may, at its option, designate a temporary Nominating Committee comprising Directors and members of the Association for the purpose of seeking and qualifying nominees.
 - b. It shall be a goal of the Board of Directors and/or Nominating Committee to seek candidates from a broad cross-section of the membership, and to seek a balance of both experienced and new candidates for the Board to ensure that continuity of knowledge is maintained while fresh ideas and thinking are welcomed and encouraged.
 - c. All persons nominated by a valid member of the Association, including themselves, and willing and eligible to serve must be presented to the membership for vote.
- 3. Voting may be conducted by mail or electronically:
 - a. When conducted by mail, voting notices and ballots shall be sent to the last known mailing address for each member together with clear instructions for submitting the ballot. A separate ballot must be sent for each member residing at an address. Any postage costs associated with voting by mail, including return of members' ballots, shall be borne by the Association.
 - b. When conducted electronically, elections must be conducted through means of a secure online electronic voting system that ensures the validity of each vote. Electronic voting

notices shall be sent to the last known good email address for each member of the Association.

- c. Voting shall provide for selection of one candidate for each officer position designated by the Board and plurality voting for the number of directors designated by the Board, with the candidate(s) earning the majority of the votes cast elected.
 - d. Voting shall be preceded by reasonable notice of the upcoming vote via email, web announcement and social media.
 - e. Only paid members in good standing as of the date of the election are eligible to vote, and at least two-thirds of the membership or twenty-five (25) members, whatever number is smaller, must participate in the voting for it to be considered a valid election.
 - f. The President, Vice-President or Secretary shall be responsible for ensuring a valid vote of the membership of the Association is conducted with voting concluded and tabulated at least ten (10) days prior to the date of the annual meeting.
4. The election results shall be announced at the annual meeting and the elected Directors and Officers terms shall commence upon the day following the meeting.

ARTICLE X COMMITTEES

1. The following committees shall be standing committees appointed annually to manage the duties described and any other duties assigned by the Board:
 - a. **Finance & Governance.** The Finance & Governance Committee shall be responsible for receiving, evaluating, and approving reports of planned expenditures and overseeing the financial integrity of the Association. It shall advise the Board of Directors of the feasibility of any planned expenditures and evaluate all unbudgeted expenditures in excess of \$200 before they are acted upon by the Board. The Finance & Governance Committee shall also manage the legal affairs of the Association and ensure it maintains insurance adequate to protect its members, officers, directors and fiscal soundness.
 - b. **Dressage Competitions.** The Dressage Competitions Committee shall be responsible for the conduct of recognized and schooling dressage shows, as well as approval of regional competitions for the Association Awards programs.
 - c. **Combined Training Competitions.** The Combined Training Competitions Committee shall be responsible for the conduct of recognized and schooling horse trials, derbies and combined tests, as well as approval of regional competitions for the Association Awards programs.
 - d. **Special Teams.** The Special Teams Committee shall be responsible for the conduct of

the Quadrille Team, Junior Team, Adult Team, and any other special team activities of the Association.

- e. **Education.** The Education Committee shall be responsible for the conduct of clinics, camps, lectures and other educational activities of the Association, as well as the grant of scholarships to members for approved educational activities. Scholarship recipients shall be required to contribute to the educational mission of the Association through sharing their knowledge gained via articles, videos, blog posts or other communications to the membership.
 - f. **Communications.** The Communications Committee shall be responsible for regular communications to all members for the purposes, business and activities of the Association, including e-newsletters, mailed newsletters, internet and social media communications. It shall also oversee maintenance of the club's website at www.dvcta.org and coordinate media contact, promote publicity for the club, and submit articles to local media. It shall also manage advertising and event notifications placed by the club as well as accepted by the club for publication on the club's website and/or social media outlets.
 - g. **Membership.** The Membership Committee shall maintain a record of all names, addresses, phone numbers, and, if directed by the Board, other relevant information such as special skills and interests of all members of the Association. It shall also initiate and supervise annual renewal of membership and make membership applications available to prospective members during the year. The Membership Committee shall also welcome new members, oversee the administration of the Association's awards programs, and conduct social events and fundraisers for the Association.
2. **Responsibilities.** All committees shall have the following responsibilities to the Board of Directors:
- a. To enter no legally binding agreement without the approval of the Board of Directors. This shall include all bank accounts. Any bank account for use by a standing committee of the Association must have the signature of either the President or the Treasurer of the Association along with the Committee Treasurer.
 - b. To submit for approval by the Board all dates and nominations of judges and other major officials of recognized events before entering into any contracts.
 - c. To submit for review annual budgets which will show designated funds for the benefit of the Association to the Finance Committee for its approval at the beginning of the particular committee's fiscal year.
 - d. To submit to the Treasurer the yearly financial records for inclusion with the Association records to the accountant for the yearly audit and tax preparation.

- e. To report their activities at regular meetings of the Board of Directors.
- f. To give advance notice of all meetings, including special meetings, to the President of the Board of Directors or his/her representative. Notice of regular meetings shall be published in advance in the Newsletter.
- g. To maintain all minutes, financial records and budgets, directives, contracts, correspondence and contacts as a permanent record and history to be passed on to future committee chairs.

3. Chairpersons and Members of Committees.

- a. Each committee shall have as its chairperson a Director responsible for the conduct of the committee's activities. The Treasurer shall chair the Finance & Governance Committee.
- b. Each committee chair may designate subcommittees or activity managers to oversee certain committee activities, but each such subcommittee or activity manager shall be held to the same standards and responsibilities as the committee as a whole.
- c. Members of committees shall be appointed annually by the chairperson of the committee. Alternate members of the committees may be appointed. Alternate members may be present at committee meeting but may vote only in the event of the absence of a regular member.
- d. All members of the Board of Directors are ex-officio members of each committee and may attend any and all committee meetings. With the exception of the designated chairperson, members of the Board shall not have a vote at committee meeting unless they are also duly appointed members of the committee.

ARTICLE XI CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

- 1. **Contracts and other Writings.** Except as otherwise provided by resolution of the Board of Directors, all contracts, deeds, leases, mortgages, grants, and other agreements of the Association shall be executed on its behalf by the President or Treasurer
- 2. **Checks, Drafts.** All checks, drafts, or other orders for payment of money issued in the name of the Association shall be signed by the President or Treasurer or such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- 3. **Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depository as the

Board or a designated committee of the Board may select.

4. **Loans.** No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

5. Indemnification.

- a. **Mandatory Indemnification.** The Association shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the Association against reasonable expenses incurred by him or her in connection with the proceedings.
 - b. **Permissible Indemnification.** The Association shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the Association, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
 - c. **Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association in these Bylaws.
 - d. **Indemnification of Officers, Agents and Employees.** An officer of the Association who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The Association may also indemnify and advance expenses to an employee or agent of the Association who is not a director, consistent with Pennsylvania law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.
6. **Directors and Officers Insurance.** The Association shall maintain Directors and Officers Liability and Employment Practices Liability insurance in the with a minimum Combined Maximum Aggregate Limit of Liability of \$1,000,000.

**ARTICLE XII
MISCELLANEOUS**

1. **Books and Records.** The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the Association shall keep a copy of the Association's Articles of Incorporation and Bylaws as amended to date.
2. **Fiscal Year.** The fiscal year of the Association shall be from January 1 to December 31 of each year.
3. **Conflict of Interest.** The Board shall adopt and periodically review a conflict of interest policy to protect the Association's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with Board-delegated powers.
4. **Nondiscrimination Policy.** The officers, directors, committee members, employees, and persons served by this Association shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the Association not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.
5. **Bylaw Amendment.** These Bylaws may be amended, altered, repealed, or restated by a vote of a majority of the Board of Directors then in office at a meeting of the Board, provided, however, that no amendment shall be made to these Bylaws which would cause the Association to cease to qualify as an exempt Association under section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code, and that an amendment does not affect the voting rights of directors, and that all amendments be consistent with the Articles of Incorporation. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds ($\frac{2}{3}$) vote of a quorum of directors at a Board meeting.

ARTICLE XIII COUNTERTERRORISM AND DUE DILIGENCE POLICY

1. In furtherance of its exemption by contributions to other organizations, domestic or foreign, the Association shall stipulate how funds will be used and shall require the recipient to provide the Association with detailed records and financial proof of how the funds were utilized.
2. Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, the Association willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

3. the Association shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE XIV DOCUMENT RETENTION POLICY

1. **General Guidelines.** Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records. Several categories of documents that warrant special consideration are identified below.
2. **Minimum Retention Periods for Specific Categories.**
 - a. **Corporate Documents.** Corporate records include the Association's Articles of InAssociation, Bylaws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.
 - b. **Tax Records.** Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the Association's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.
 - c. **Board and Board Committee Materials.** Meeting minutes may be retained digitally and/or published to the Association's website. Minutes of Board and Board Committees should be kept for no less than three years by the Association.
 - d. **Legal Files.** Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.
 - e. **Litigation Relevant Documents.** the Association expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the Association informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

- f. **Contracts.** Final, execution copies of all contracts entered into by the Association should be retained. The Association should retain copies of the final contracts for at least three years beyond the life of the agreement.
 - g. **Banking and Accounting.** Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.
 - h. **Insurance.** Expired insurance policies, insurance records, accident reports, claims, etc. should be kept for a period of five years.
 - i. **Audit Records.** External audit reports should be kept permanently. Internal audit reports should be kept for three years.
3. **Electronic Records Management and Maintenance.** The provisions of this section may be met by means of maintaining records in scanned or other digital format in a secure records management system backed up in accordance with best business practices.



CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of the Association were approved by the Association Board of Directors on January 2, 2018, and constitute a complete copy of the Bylaws of the Association.

Megan Mendenhall, Secretary

Date: January 2, 2018

REVISION RECORD

Revised 1976, 1984, 1989, 1993, 1998, 2002, 2008, 2014, 2017, 2018