

Bylaws approved on September 9, 2020.

**CENTRAL HIGH SCHOOL
HOME & SCHOOL ASSOCIATION
CONSTITUTION AND BYLAWS**

ARTICLE 1 - DEFINITIONS

- 1.1. The following terms used in these Bylaws shall have the meanings set forth below.
 - 1.1.1. “Board” means the Board of Directors of the Association.
 - 1.1.2. “Association” means the Central High School Home and School Association.
 - 1.1.3. “Director” means a voting individual serving on the Board.
 - 1.1.4. “Central” means Central High School.
 - 1.1.5. “Executive Committee” means the President, Vice President(s), Secretary and Treasurer.
 - 1.1.6. “Officer” means an elected member of the Executive Committee.

ARTICLE 2 - NAME

- 2.1. The name of this organization is the Central High School Home and School Association. Hereafter known as the “Association.”

ARTICLE 3 - OFFICES

- 3.1. REGISTERED OFFICE. The registered office of the Association in the Commonwealth of Pennsylvania shall be at 1700 West Olney Avenue, Philadelphia, Pennsylvania, until otherwise established by a vote of a majority of the Board of Directors in office (the “Board”), and by a statement of such change is filed in the Department of State.

ARTICLE 4 - FISCAL YEAR

- 4.1 FISCAL YEAR. The Fiscal year of the Association shall begin on July 1 in each year, and end on June 30 of the following year

ARTICLE 5 - OBJECTIVES AND PURPOSE

- 5.1. To provide programs and equipment to enhance the education of Central’s students.
- 5.2. To coordinate efforts of administration, faculty, and parents for the growth and development of Central’s students.
- 5.3. To promote cooperation between Central and the home.
- 5.4. To develop community awareness of Central’s needs.

ARTICLE 6 - POLICIES

- 6.1. The Association shall be non-commercial, non-sectarian, and non-partisan.
- 6.2. The Association may be a member of the Philadelphia Home and School Council (hereafter the "PHSC") upon timely payment of its annual dues.
- 6.3. PROHIBITION AGAINST PRIVATE INUREMENT. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 purpose clause hereof.
- 6.4. RESTRICTION AS TO POLITICAL ACTIVITIES. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- 6.5. DISTRIBUTION OF ASSETS UPON DISSOLUTION. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE 7 - MEMBERSHIP

- 7.1. Any parent or guardian of a currently enrolled Central student may have voting privileges; however only one vote is permitted per person.
- 7.2. Any adult with a vested interest in a currently enrolled Central student, including administrators and faculty who have a child enrolled at Central, may become a voting member of the Association. Central administrators, faculty, and those members without a child or legal ward currently enrolled in Central can become a member of the Association, but shall not have voting privileges.

ARTICLE 8 - MEETINGS

- 8.1. BOARD MEETINGS.

- 8.1.1. Annual Strategic Planning Meeting. The purpose of the Annual Strategic Planning Meeting includes, but is not limited to, the creation of the calendar and to determine key items which will comprise the financial budget for the upcoming academic year.
 - 8.1.1.1. The Strategic Planning Meeting shall be held prior to the start of each new Fiscal Year (see Article 4.1.).
- 8.1.2. Monthly Meetings. Monthly meetings of the Board shall be held immediately prior to General Membership meetings on the second Wednesday of each month unless otherwise determined by the Board. At said meetings the Board shall transact such other business as may properly be brought before the meeting.
- 8.2. SPECIAL MEETINGS.
 - 8.2.1. Special meetings of the Board may be called at any time by the President or the Executive Committee.
 - 8.2.2. Special meetings may be called upon the written or electronic request of twenty-five percent (25%) or more of the Directors delivered to the Secretary.
 - 8.2.2.1. Any special meeting request made by Directors shall state the purpose of the meeting, the time and place of the proposed meeting.
 - 8.2.2.2. Any such request by Directors shall state the purpose of the meeting, the time and place of the proposed meeting.
 - 8.2.3. Upon receipt of such a request to call a special meeting, it shall be the duty of the Secretary to issue the call for the meeting promptly. If the Secretary shall neglect to promptly issue such a call, the Directors making the request may issue the call.
- 8.3. QUORUM.
 - 9.3.1. A majority of the Directors shall constitute a quorum for the transaction of Board business.
 - 9.3.2. In the event that a quorum is not present at any meeting of the Board, the President, or a majority of the Directors if the President is not present, may adjourn the meeting without any notice of the time and place of the adjourned meeting except for an announcement at the meeting at which the adjournment is taken.
- 8.4. VOTING.
 - 8.4.1. The President shall not enjoy voting privileges except in the event of a tie vote.
 - 8.4.2. Decisions shall be reached by a simple majority of votes.
 - 8.4.3. Voting may also take place electronically, via email or another web-based application between meeting times as deemed necessary for the efficient running of Association business. The President, the Secretary, and the Treasurer may call for an electronic vote, which shall be completed within five (5) business days of the day the vote is posed. The Secretary shall count

and record the votes, making the result known to the Association Board electronically within three (3) business days of the conclusion of the vote. Decisions on electronic votes shall be reached by a simple majority of all voting members.

8.5. GENERAL MEMBERSHIP MEETINGS.

8.5.1. General membership meetings will be held on the second Wednesday of each month unless otherwise determined by the Board at the Strategic Planning Meeting.

ARTICLE 9 - BOARD OF DIRECTORS

9.1. It is the duty of the Board to identify and develop strategies and/or policies necessary for the Association to fulfill the purposes and objectives of the Association as set forth in these Bylaws. The Board shall manage the business affairs of the Association.

9.2. The number of Directors shall consist of such numbers as determined by resolution of the Board.

9.2.1. The Board may appoint ex officio, non-voting members of the Board, including, but not limited to the immediate past president.

9.2.2. The Board shall consist of all Officers and Chairpersons of the Standing committees.

ARTICLE 10 - OFFICERS AND ELECTIONS

10.1. OFFICERS. The officers of the Association shall be elected by the general membership and shall consist of a President, Vice President(s), Secretary, Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The same person shall not hold more than one Executive Committee position. Every officer must:

10.1.1. Be a member in good standing as described in Article 7 hereof.

10.1.2. Demonstrate interest and participation in the activities of the Association.

10.1.3. Have a child or legal ward currently enrolled in Central, unless an exception is named as specified in Article 10.2 below.

10.1.4. To qualify to be nominated for and hold the position of President, defined in Article 10.3, a candidate or nominee must have served for at least one (1) year in any position on the Board of Directors.

10.2. TERMS. Except as noted below, the term of office shall be two years; with a provision for a second two-year term if nominated and elected. A term of office shall end with the graduation or departure of the Officer's child or legal ward, unless a majority of the Board and the Officer agree that the Officer may complete the full term with voting privileges.

11.2.1. The office of President shall be limited to two non-consecutive terms.

- 10.3. PRESIDENT. The President shall:
- 10.3.1. Preside at all meetings of the Association, the Board, and the Executive Committee, and prepare the agenda for such meetings.
 - 10.3.2. Be available to represent the Association upon request by Central's administration.
 - 10.3.3. Be an ex-officio member of all committees except the Nomination Committee, subject to the approval of a majority of the Board.
 - 10.3.4. Appoint chairpersons to all Standing committees, except the Nominating Committee, in consultation with the Executive Committee. Appointments shall be subject to the approval of a majority of the Board.
 - 10.3.5. Attend all meetings of the PHSC, the Central School Advisory Council, and the Associated Alumni of Central High School. In the event that the President is unable to attend such meetings, the President shall appoint an alternate to attend in her/his place.
 - 10.3.6. Serve as a liaison between the Association and Central.
 - 10.3.7. Confer with Central administration in planning and coordinating activities between the Association and the Central administration.
 - 10.3.8. Have the authority to sign checks drawn on the bank accounts of the Association in conjunction with the Treasurer for payment of approved expenditures.
 - 10.3.9. Have the authority to approve incoming bills for payment by the Treasurer.
 - 10.3.10. Sign, execute, and acknowledge, in the name of the Association contracts or other instruments, authorized by the Board except in cases where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Association.
 - 10.3.11. Designate an alternate to represent the Board at meetings as necessary.
- 10.4. VICE PRESIDENT(S). In the absence of the President or in the event of her or his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice President in order of election, by date) shall:
- 11.4.1. Perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President as specified in Article 11.3.
 - 11.4.2. Assume the duties of the President in the case of a vacancy in the office of President.
 - 11.4.3. Represent the concerns of Central.
 - 11.4.4. Perform such other duties as from time to time may be assigned to him or her by the President or Board.
- 10.5. SECRETARY. The Secretary shall:
- 10.5.1. Take attendance of all members present at each meeting of the Board, Executive Committee, and the general membership.

- 10.5.2. Record and maintain accurate electronic minutes of each meeting of the Board, Executive Committee, and general membership.
 - 10.5.3. Distribute the minutes via electronic communication to the President, the President of Central, the relevant Assistant Vice Principal of Central, all members of the Board, the general membership, and the PHSC in a timely manner.
 - 10.5.4. Conduct other correspondence and issue notices as directed by the Board.
- 10.6. TREASURER. The Treasurer shall:
- 10.6.1. Be responsible for all funds.
 - 10.6.2. Receive dues from the Fundraising Chair, the Hospitality Chair and funds from any other source.
 - 10.6.3. Deposit all monies received in a timely manner.
 - 10.6.4. Pay all bills upon receipt with the written approval of the President as specified in Article 10.3.9.
 - 10.6.5. Keep accurate, orderly, and audit-ready records of receipts, deposits, and expenditures.
 - 10.6.6. Present an up-to-date statement of finances at each meeting of the Board, Executive Committee, and general membership, and distribute copies of such statements to the President, the President of Central, the relevant Vice Principal of Central, and the PHSC.
 - 10.6.7. Not be an employee of the School District of Philadelphia, as per the official policy of the School District.
- 10.7 RESIGNATIONS.
- 10.7.1. Any Officer may resign at any time by giving written notice to the Board, the President, or Secretary of the Association. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise spscified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 10.8 REMOVAL.
- 10.8.1. Any officer, committee, or agent of the Association may be removed, either for or without cause, by majority vote of the Board or other authority which elected, retained, or appointed such officer or agent whenever in the judgment of such authority the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.
- 10.9. VACANCIES.
- 10.9.1. A vacancy among the officers may be filled for the remainder of the current school year through appointment by the President, with approval of a majority of the Board. Only a member in good standing as described in

Article 8 may fill such a vacancy. The position will be open for election at the end of the current school year as described in Article 11.11.3

- 10.10. ELECTIONS. Elections shall be held no earlier than April and no later than the October general membership meeting of the Association for the purpose of electing Officers to serve on the Executive Committee of the Association.
 - 10.10.1. The number of officers and their titles and responsibilities shall be determined by the current Executive Committee, with reference to, but not being bound by, the guidelines of the PHSC.
 - 10.10.2. The slate of candidates shall be determined by the Nominating Committee as described in Article 11.7 below.
 - 10.10.3. Voting privileges are extended to those members who meet the requirements specified in Article 7 hereof.
 - 10.10.4. In the event that a single slate is presented, a show of hands shall be employed. Votes will be counted by the Chairperson of the Nominating Committee or by a designated alternate. Candidates will be elected by a majority vote.
 - 10.10.5. In the event that a multiple slate is presented, a paper ballot shall be employed which will have a blank space available under each office for a write-in vote. Ballots will be tallied by the Chairperson of the Nominating Committee, one member of the Nominating Committee, and one member of the general membership. Candidates will be elected by majority vote.

ARTICLE 11 - COMMITTEES

- 11.1. COMMITTEES. No such committee shall have the authority to the Board in reference to amending, altering, suspending or repealing the bylaws; electing, appointing, or removing any member of any such committee or any officer of the Association; adopting a plan of merger or adopting a plan of consolidation with another Association; authorizing the sale, lease, exchange, or mortgage of all or substantially all the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking proceedings thereof; adopting a plan for the distribution of the assets of the Association. Ot amending, altering or repealing any resolution of the Board which by its terms provided that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereof of authority shall not operate to relieve the Board of any responsibility imposed on it or her or him by law.
- 11.2. COMMITTEE CHAIRS. Each committee chairperson shall be:
 - 11.2.1. Responsible for organizing and running the events and/or activities of the respective committee.
 - 11.2.2. Responsible for coordinating volunteers and delegating tasks into workable assignments to ensure successful events.

- 11.2.3. Responsible for submitting a committee budget to the Executive Committee prior to the Strategic Planning Meeting.
 - 11.2.4. Responsible for getting pre-approval for expenditures over and above the committee budget and/or expense limit determined by the Board.
 - 11.2.5. Report to the Executive Committee concerning all planned events and/or activities, expenses and revenue.
 - 11.2.6. Maintain a complete record of its function in order. Said record shall be shared with the chairperson's successor.
- 11.3. COLLECTION OF MONEY. Any monies collected by a committee member, for any reason, must be deposited in the entirety. Reimbursements shall be made from that total by check or other electronic funds transfer. Any time cash collected exceeds \$250, those monies should be given as soon as possible to the Treasurer for deposit. All committees shall maintain a record of who has given them money.
- 11.4. EXECUTIVE COMMITTEE.
- 11.4.1. There shall be an Executive Committee, which, subject to any limitation imposed by law, these Bylaws or resolution of the Board, shall have and exercise the authority of the Board in the management of the business of the Association, and such other functions as the Board may, by resolution, provide.
 - 11.4.2. The Executive Committee shall educate new Board members as to the Association's mission and parliamentary procedures.
 - 11.4.3. The Executive Committee shall be composed of the President, Vice President(s), Secretary, and Treasurer.
 - 11.4.3.1. The President, unless absent or otherwise unable to do so, shall preside as the Chairperson of the Executive Committee.
 - 11.4.4. The Executive Committee shall meet at the call of the President or the Board, or any two members of the Executive Committee, and shall have and may exercise when the Board is not in session the power to perform all duties, of every kind and character, not required by these bylaws or the charter of the Association to be performed solely by the Board.
 - 11.4.5. The Executive Committee shall have the authority to make rules for the holding and conduct of its meetings, keep records thereof and regularly report its actions to the Board.
 - 11.4.6. A majority but never less than three of the members of the Executive Committee in office shall be sufficient to constitute a quorum at any meeting of the Executive Committee, and all action taken at such a meeting shall be by a majority of those present.
 - 11.4.7. All actions of the Executive Committee shall be recorded in writing in a minute book kept for that purpose and a report of all action shall be made to the Board of Directors at its next meeting.

- 11.4.8. The minutes of the Board shall reflect that such a report was made along with any action taken by the Board with respect thereto.
 - 11.4.9. All acts performed by the Executive Committee in the exercise of its aforesaid authority shall be deemed to be and may be certified as, acts performed under authority of the Board.
 - 11.4.10. The Executive Committee shall meet at least two (2) times a year at such times and places as shall be determined by the Chairperson of the Executive Committee.
- 11.5. STANDING COMMITTEES. The following shall be the permanent Standing Committees of the Association: Fundraising, Campus Beautification, Communication, and Hospitality.
- 11.5.1. The Fundraising Committee shall:
 - 11.5.1.1. Arrange the time and place for the annual fundraising event.
 - 11.5.1.2. Keep parents informed of all fundraising activities in flyers, on the website, via email and any other mode of communication available in conjunction with the Communication committee.
 - 11.5.1.3. Manage all the event planning activities for the annual fundraiser (e.g., auction caterer, venue, etc.).
 - 11.5.1.4. Solicit donations from the community, local artists, and businesses.
 - 11.5.1.5. Coordinate the pick-up of items, selling tickets, day-of-event logistics including set-up, decorating, clean-up.
 - 11.5.1.6. Prepare and send thank you letters to donors.
 - 11.5.1.7 Design and order Spirit Wear supplies to be sold at Association events and activities.
 - 11.5.1.8. Maintain inventory of Spirit Wear items and supplies.
 - 11.5.1.9. Organize and oversee other fundraising activities as deemed necessary by the Board.
 - 11.5.2. The Campus Beautification Committee shall:
 - 11.5.2.1. Be responsible for indoor and outdoor improvements to Central's campus.
 - 11.5.3.2. Oversee campus clean-up days in cooperation with school administration.
 - 11.5.3.3. Inform students and parents of campus beautification activities in conjunction with the Communication Committee.
 - 11.5.3.4. Procure needed supplies in advance.
 - 11.5.3.5. Whenever possible, try to solicit donations from vendors (plantings, pots, etc.).
 - 11.5.3. The Communication Committee shall:
 - 11.5.3.1. Collect and maintain email distribution lists for Association correspondence.
 - 11.5.3.2. Keep parents informed of upcoming events via email.
 - 11.5.3.3. Be responsible for creating and maintaining the Association website.

- 11.5.3.4. Be responsible for acting as a liaison between the Association and the school in regards to website information dissemination and support. The Association website shall be used as a communication tool, conveying information relevant to Association activities.
- 11.5.3.5. Maintain Association website.
- 11.5.3.6. Be responsible for Association presence, including, but not limited to on the Web and social media.
- 11.5.3.7. Recruit, train, and oversee parent Class Representatives for each Central class.
- 11.5.3.8. Coordinate Communication activities with the Secretary.
- 11.5.4. The Hospitality Committee shall:
 - 11.5.4.1. Arrange food and refreshments for Freshman Welcome Night, Summer Orientation, faculty and staff dinner, teacher appreciation luncheon, International Day, and other Association events and activities as deemed necessary by the Board..
 - 11.5.4.2. Maintain inventory of food and hospitality-related supplies.
- 11.6. APPOINTMENT. The Board shall appoint members of the ad hoc committees established by the Board. The Board shall appoint the chairperson of each ad hoc committee. These committees shall perform such functions and make such reports as the President or the Board shall determine.
- 11.7. NOMINATING COMMITTEE. The Nominating Committee shall:
 - 11.7.1. Be created by the Board by resolution at the January Board meeting.
 - 11.7.2. Consist of at least one (1) Director, one (1) Officer, other than the President, and one (1) member of the general membership. No candidate for office may serve on the Nominating Committee.
 - 11.7.3. Make nominations only for those offices whose terms will expire at the end of the current school year, or for those officers which have been or will be vacated at or before the end of the current school year due to departure of graduation.
 - 11.7.4. Assemble and present a single slate of candidates, with the option of a multiple slate if deemed necessary.
 - 11.7.5. Present the proposed slate of candidates to the Board for majority approval prior to its presentation at the meeting of the general membership in March or April.
- 11.8. TERM OF OFFICE. Each member of a Standing Committee shall continue as such until the next annual meeting of the members of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

- 11.9. CHAIRPERSON. One member of each committee shall be appointed chairperson by the person or persons authorized to appoint members thereof.
- 11.10.1. The Chairperson shall represent and vote on behalf of the committee in Board matters.
- 11.10.2. The Chairperson can, at their discretion, appoint a designee to vote on Board matters in their absence.
- 11.10. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.
- 11.11. QUORUM. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members p[resent at a meeting at which a quorum is present shall be the act of the committee.
- 11.12. RULES. Each committee may adopt rules for its government not inconsistent with these bylaws or with rules adopted by the Board.
- 11.13. COMMITTEE DISSOLUTION. The Board may, in its sole discretion, dissolve any committee with or without cause. Except for the Executive Committee, such dissolution shall require approval by a majority of the quorum. The Executive Committee may only be dissolved by approval of two-thirds or more of all members of the Board.

ARTICLE 12 - CONFLICTS OF INTEREST

- 12.1. INTERESTED DIRECTORS AND OFFICERS.
- 12.1.1. No contract or transaction between the Association and one or more of its Directors or Officers or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the Director or Officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his, her, or their votes are counted for that purpose, if:
- 12.1.1.1. The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested Directors are less than a quorum; or
- 12.1.1.2. The contract or transaction is fair as to the Association as of the time it is authorized, approved, or ratified by the Board.

- 12.1.2. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes the contract or transaction.

ARTICLE 13 - WRITTEN NOTICE SECTION

13.1. FORM OF NOTICE.

- 13.1.1. Whenever written notice is required or permitted by these Bylaws or otherwise, to be given to any persons or entity, it may be given either personally or by sending a copy thereof by first class mail, postage prepaid, or by overnight express delivery service, charges prepaid, to the address of the appropriate person or entity as it appears on the Corporate records as supplied to the Association for the purpose of notice. Notice pursuant to this section, shall be deemed to have been given to the person entitled thereto when deposited in the United States Mail or delivered to the overnight express delivery service. If the notice is sent electronically, it shall be deemed to have been given when confirmation by the recipient is received by the sender.

ARTICLE 14 - STANDARD OF CARE

14.1. STANDARD OF CARE; JUSTIFIABLE RELIANCE.

- 14.1.1. A Director shall stand in a fiduciary relation to the Association and shall perform his or her duties as a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the Association and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including, without limitation, financial statements and other financial data, in each case prepared or presented by any of the following:
- 14.1.1.1 One or more Officers or employees of the Association whom the Director reasonably believes to be reliable and competent in the matters presented;
 - 14.1.1.2 Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person; or
 - 14.1.1.3 A committee of the Board upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.
- 14.1.2. A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

14.2. PRESUMPTION.

14.2.1 Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken by the Board, committees of the Board, or by individual Directors, or any failure to take any action, shall be presumed to be in the best interests of the Association.

ARTICLE 15 - LIMITATION OF LIABILITY; INSURANCE

15.1. LIMITATION OF LIABILITY OF DIRECTORS.

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

15.1.1.1 The Director has breached or failed to perform the duties of his or her office.

15.1.1.2 The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

15.1.2. This Section shall not apply to:

15.1.2.1. The responsibility or liability of a Director pursuant to any criminal statute, or

15.1.2.2. The liability of a Director for the payment of taxes pursuant to federal, state, or local law.

15.1.3. Any repeal or amendment of this Section shall be prospective only and shall not increase, but may decrease, a Director's liability with respect to actions or failures to act occurring prior to such change.

15.2. INSURANCE.

15.2.1. The Association may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Association or is or was serving at the request of the Association as a Director or Officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against that liability under the Act.

15.2.2. The Association's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Association.

15.2.3. To the extent that such insurance coverage provides a benefit to the insured person, the Association's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under section 4958 of the Internal Revenue Code of 1986, as amended.

ARTICLE 16 - INDEMNIFICATION

16.1. REPRESENTATIVE DEFINED.

16.1.1. For purposes of this Article, “representative” means any Director or Officer of the Association.

16.2. THIRD-PARTY ACTIONS.

16.2.1. The Association shall indemnify any representative who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association), by reason of the fact that he or she is or was a representative of the Association, or is or was serving at the request of the Association as a Director or Officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys’ fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action or proceeding

16.3. DERIVATIVE AND ASSOCIATION ACTIONS.

16.3.1. The Association shall indemnify any representative who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Association, or is or was serving at the request of the Association as a Director or Officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys’ fees) actually and reasonably incurred by him or her in connection with the defense or settlement of the action.

16.3.2. Indemnification shall not be made under this Section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Association unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Association is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

ARTICLE 17 - ASSOCIATION RECORDS

17.1. CORPORATE RECORDS.

17.1.1. The Association shall keep:

17.1.1.1. Minutes of the proceedings of the Board, and

17.1.1.2. Appropriate, complete, and accurate books or records of account, at its registered office or the principal place of business or any actual business office of the Association.

- 17.2. **RIGHT OF INSPECTION.** Each Director shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney during the usual hours for business for any proper purpose, the books and records of account, and records of the proceeding of the directors and the Executive Committee and to make copies or extracts therefrom.
- 17.3. **EXECUTION OF WRITTEN INSTRUMENTS.** After authorization in the manner provided by law or in these Bylaws, all contracts, deeds, mortgages, obligations, documents and instruments, whether or not requiring a seal may be executed by the Chairperson or the President and the Secretary or may be executed by such other person or persons as may be specifically designed by resolution for the Board of Directors. All checks, notes, drafts and orders for the payment of money shall be signed by such one or more officers or agents as the Board may from time to time designate.

ARTICLE 18 - AMENDMENTS

- 18.1. **AMENDMENTS.** The Bylaws of the Association may be altered, amended, supplemented or repealed by a two-thirds (2/3) vote of the Board at any meeting after notice of such purpose and proposed changes have been given to the General Membership. Any change of these Bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change.