



**BYLAWS**  
**OF**  
**193<sup>rd</sup> SPECIAL OPERATIONS WING ASSOCIATION**  
**(a Pennsylvania Nonprofit Corporation)**

**15 May 2010**

**B Y L A W S**  
**OF**  
**193<sup>rd</sup> SPECIAL OPERATIONS WING ASSOCIATION**  
**(a Pennsylvania Nonprofit Corporation)**

**ARTICLE I**

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**OFFICES, FISCAL YEAR AND NAME**

**Section 1.01. REGISTERED OFFICE.** The registered office of the corporation shall be at 81 Constellation Court, Harrisburg International Airport, Middletown, Dauphin County, Pennsylvania 17057-5086, until otherwise established by an amendment of the articles or by the Board of Directors and a record of such change is filed with the Department of State in the manner provided by law.

**Section 1.02. OTHER OFFICE.** The Corporation may also have offices at such other places within or without Pennsylvania as the Board of Directors may from time to time appoint or the business of the Corporation may require.

**Section 1.03. FISCAL YEAR.** The fiscal year of the Corporation shall begin on the first day of January in each year.

**Section 104. NAME.** The official name of the Corporation shall be the "193<sup>rd</sup> Special Operations Wing Association, Pennsylvania Air National Guard". The short title shall be the "193<sup>rd</sup> SOW Association".

**ARTICLE II**

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**PURPOSE AND MISSION STATEMENT**

**Section 201. PURPOSE AND MISSION.** The primary objectives and purposes of this Corporation shall be:

(a) Provide Association members with a fraternal entity by which the fellowship and friendships established during association with the 193<sup>rd</sup> may be continued.

(b) Provide the 193<sup>rd</sup> with an on-going source of historical perspective and documentation that ensures preservation and continued development of the unit's heritage since inception.

(c) Provide the 193<sup>rd</sup> with an organization which can provide knowledgeable, former Air Guard men and women to assist the 193<sup>rd</sup> in projects deemed mutually worthwhile.

(d) Provide financial assistance to deserving persons and groups, as the Board of Directors from time to time may determine.

### **ARTICLE III**

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#### **SEAL**

**Section 3.01. CORPORATE SEAL.** The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania".

### **ARTICLE IV**

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#### **MEMBERS**

**Section 4.01. MEMBERSHIP.** Regular members shall consist of current and former members of the 193<sup>rd</sup> or related units and other members as established by the Board from time to time.

**Section 4.02. ANNUAL DUES.** The Board of Directors shall determine the annual dues to be paid by the members. Only members who have satisfied the dues requirement for the current year shall be considered active members, be eligible to vote, and receive other membership benefits.

**Section 4.03. SUSPENSION OR EXPULSION.** The Board of Directors, by affirmative vote of two-thirds (2/3rds) of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing. Members must remit their membership dues prior to 1 January of the year for which membership is desired. Failure to do so will result in temporary termination of membership. Such temporary termination of membership will remain in effect until the lapsed member has remitted his dues. Lapsed members who fail to remit dues prior to 1 April of the year for which dues are outstanding will be transferred to an inactive status. No Board action is required to confirm either the temporary suspension of membership or transfer to inactive status of those members who are delinquent in the remittance of annual dues. Association officers and members of the Board must maintain current membership in the Association in order to maintain Board membership.

**Section 4.04. REINSTATEMENT.** Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds (2/3rds) of the members of the Board present, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate. The reinstatement of those former members whose membership has been temporarily suspended or transferred to an inactive status because of nonpayment of dues is automatic upon the receipt of such dues by the Secretary and no formal action by the Board of Directors is required.

**Section 4.05. TRANSFER; ASSIGNMENT.** Membership in this corporation is not transferable or assignable.

## ARTICLE V

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### MEETINGS OF MEMBERS

**Section 5.01. PLACE OF MEETING.** Meetings of the members shall be held at the registered office of the Corporation or at such other place or places, either within or without the Commonwealth of Pennsylvania, as may from time to time be fixed by the Board of Directors.

**Section 5.02. ANNUAL AND REGULAR MEETINGS.** The annual meeting of the members shall be held on or before June 1 of each year if not a legal holiday, and if a legal holiday, then on the next full business day following at 7:00 P.M. when they shall elect a Board of Directors and transact such other business as may properly be brought before the meeting. If the annual meeting shall not be called and held on or before June 1, any member may call such meeting.

**Section 5.03. SPECIAL MEETINGS.** Special meetings of the members may be called at any time by the President, or the Board of Directors, or members entitled to cast at least ten percent (10%) of the votes which all members are entitled to cast at the particular meeting. At any time, upon written request of any person who has called a special meeting, it shall be the duty of the Secretary to fix the time of the meeting which shall be held not more than sixty (60) days after the receipt of the request. If the Secretary shall neglect or refuse to fix the time of the meeting, the person or persons calling the meeting may do so. Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto.

**Section 5.04. NOTICE OF MEETINGS.** Written notice of every meeting of the members, stating the time, place and object thereof, shall be given by, or at the direction of, the Secretary to each member of record entitled to vote at the meeting, at least ten (10) days prior to the day named for the meeting, unless a greater period of notice is required by statute in a particular case. If the Secretary shall neglect or refuse to give notice of the meeting, the person or persons calling the meeting may do so. In

the case of a special meeting, the notice shall specify the general nature of the business to be transacted.

**Section 5.05. NOTICE BY PUBLICATION.** Persons authorized or required to give notice of a meeting of members may, in lieu of any written notice of a meeting of members required to be given, give notice of such meeting by causing notice of such meeting to be officially published. If eighty percent (80%) of the members of record entitled to vote at the meeting do not have addresses of record within the territory of general circulation of the newspapers required for official publication, the notice shall also be published in newspapers which have an aggregate territory or general circulation which includes the addresses of record of at least eighty percent (80%) of such members of record.

**Section 5.06. QUORUM AND ADJOURNMENT.** A meeting of members duly called shall not be organized for the transaction of business unless a quorum is present. The presence in person of a minimum of fifteen (15) members entitled to vote shall constitute a quorum at all meetings of the members for the transaction of business except as may be otherwise provided by law or by the Articles of Incorporation. The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of directors, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing directors. In the case of any meeting called for any other purpose, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting, if written notice of such second adjourned meeting, stating that those members who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each member of record entitled to vote at such second adjourned meeting at least ten (10) days prior to the day named for the second adjourned meeting.

**Section 5.07. ACTION BY MEMBERS.** Any action which may be taken at a meeting of the members or of a class of members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the members who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the corporation.

**Section 5.08 VOTING RIGHTS OF MEMBERS.** Every member of the corporation shall be entitled to one (1) vote. No member shall sell his vote for money or anything of value. Upon request of a member, the books or records of membership shall be produced at any regular or special meeting of the Corporation. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged

to vote, and all persons who appear by such books or records to be members entitled to vote may vote. The right of a member to vote, and his right, title and interest in or to the Corporation or its property, shall cease on the termination of his membership.

**Section 5.09. MEANS OF VOTING.** Voting may be by ballot, mail or any reasonable means determined by the Board of Directors. Elections for directors need not be by ballot except upon demand made by a member at the election and before the voting begins.

**Section 5.10. JUDGES OF ELECTION.** In advance of any meeting of members, the Board of Directors may appoint judges of election, who need not be members, to act at such meeting or any adjournment thereof. If judges of election are not so appointed, the presiding officer of any such meeting may, and on the request of any member shall, make such appointment at the meeting. The number of judges shall be one (1) or three (3). No person who is a candidate for office shall act as a judge.

## ARTICLE VI

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### DIRECTORS

**Section 6.01. POWERS; NUMBER AND TERM OF OFFICE.** The business and affairs of this Corporation shall be managed by its Board of Directors, which shall consist of eleven (11) Directors. The Directors shall be natural persons of full age and who need not be residents of this Commonwealth but who shall be members of this Corporation. Three directors shall be elected at the first annual general meeting of the membership. Four shall be elected at the second annual meeting and four shall be elected at the third annual meeting commencing with the terms of those directors elected at the first annual meeting, the terms of each director will be three (3) years.

**Section 6.02. ATTENDANCE.** All Directors are expected to regularly attend meetings of the Board of Directors. Any Director who misses two (2) consecutive meetings may be dismissed, subject to a majority vote of the Board of Directors present at a Board meeting.

**Section 6.03. ADDITIONAL POWERS.** In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles or by these Bylaws directed or required to be exercised or done by the members.

**Section 6.04. PLACE OF MEETINGS.** The meetings of the Board of Directors may be held at such times and at such place or places within this Commonwealth or elsewhere, as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.

**Section 6.05. NOTICE OF MEETINGS.** Written or personal notice of every meeting of the Board of Directors shall be given to each director at least ten (10) days prior to the day named for the meeting.

**Section 6.06. QUORUM AND ACTION BY DIRECTORS.** A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors in office and shall be filed with the Secretary of the Corporation.

**Section 6.07. EXECUTIVE AND OTHER COMMITTEES.**

(a) Establishment and Powers. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish one or more committees to consist of one or more Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board of Directors or in the Bylaws, shall have and may exercise all of the powers and authority of the Board of Directors, except that no such committee shall have any power or authority as to the following:

- (1) The submission to members of any action required by statute to be submitted to the members for their approval.
- (2) The filling of vacancies in the Board of Directors.
- (3) The adoption, amendment or repeal of the Bylaws.
- (4) The amendment or repeal of any resolution of the Board.
- (5) Action on matters committed by the Bylaws or resolution of the Board of Directors to another committee of the Board.

(b) Alternate Committee Members. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of any such absent or disqualified member. Each committee of the Board shall serve at the pleasure of the Board.

(c) Nominating Committee. The President shall select a nominating committee comprised of not less than three (3) members of the Association (at least one (1) of whom is currently serving as a Director) for the purpose of

presenting a slate of candidates for Directors at the spring Membership meeting of the Association.

**Section 6.08. COMPENSATION.** All officers and members of the Board serve without compensation. Any officer of Board member who expends personal funds for the furtherance of the Association may be reimbursed for such expenditures, if such expenses are documented, a formal motion is offered to the Board, and such motion is subsequently approved for payment by the Board. Such action will be noted in the Minutes of the Board meeting by the Secretary.

**Section 6.09. REMOVAL OF DIRECTORS.**

(a) Removal by Voting. The entire Board of Directors, or a class of the Board, where the Board is classified with respect to the power to select Directors, or any individual Director, may be removed from office without assigning any cause by the vote of members entitled to cast at least a majority of the votes which all members present would be entitled to cast at any annual or other regular election of the Directors or of such class of Directors. In case the Board or such a class of the Board or any one or more Directors are so removed, new Directors may be elected at the same meeting. If members are entitled to vote cumulatively for the Board or a class of the Board, no individual Director shall be removed unless the entire Board or class of the Board is removed in case sufficient votes are cast against the resolution for his removal, which, if cumulatively voted at an annual or other regular election of Directors, would be sufficient to elect one or more Directors to the Board or to the class.

(b) Removal by the Board. The Board of Directors may declare vacant the office of a Director if he is declared of unsound mind by an order of court or is convicted of felony, or if within sixty (60) days after notice of his selection, he does not accept such office either in writing or by attending a meeting of the Board of Directors, and fulfill such other requirements of qualification as the Bylaws may specify.

**Section 6.10. FIDUCIARY RELATIONSHIP.** A Director of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his duties as a Director, including his duties as a member of any committee of the Board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:

(a) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented.



(b) 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.

(c) A committee of the Board upon which he does not serve, duly designated in accordance with law, as to matters within its designated authority, which the Director reasonably believes to merit confidence.

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

In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers and customers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section.

Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

**Section 6.11. PERSONAL LIABILITY.** A Director of the Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

(a) The Director has breached or failed to perform the duties of his office under this Article.

(b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this section shall not apply to:

(1) The responsibility or liability of a Director pursuant to any criminal statute; or

(2) The liability of a Director for the payment of taxes pursuant to local, State or Federal law.

## ARTICLE VII

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## OFFICERS

**Section 7.01. OFFICERS GENERALLY.** The executive officers of the Corporation shall be chosen by a majority vote of the Board of Directors present at the May Board of Directors meeting, and shall be a President, Vice President, Immediate Past President, Recording Secretary, Financial Secretary, Treasurer and such other officers and assistant officers as the needs of the Corporation may require. The President, Vice President, Recording Secretary, and Financial Secretary shall be natural persons of full age; the Treasurer, however, may be a corporation, but if a natural person, shall be of full age. They shall hold their offices for a term of one (1) year and shall have such authority and shall perform such duties as are provided by the Bylaws and as shall from time to time be prescribed by the Directors. Any number of offices may be held by the same person. The Financial Secretary and Treasurer shall not be the same person. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise.

**Section 7.02. REMOVAL OF OFFICERS AND AGENTS.** Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

**Section 7.03. VACANCIES.** In the event the office of Vice President, Secretary, Treasurer or Recording Secretary becomes vacant, the President shall appoint a successor from the membership and such appointment shall be for the unexpired term of said office. In the event the office of President becomes vacant, the Vice President shall assume the office of President for the unexpired term of said office and shall appoint a temporary Vice President to serve until the next annual election. All resignations shall be submitted to the President in writing.

**Section 7.04. ATTENDANCE.** All officers are expected to regularly attend membership meetings. Any officer who misses two (2) consecutive meetings may be referred to the Board of Directors for removal action.

**Section 7.05. THE PRESIDENT.** The President shall be the chief executive officer of the Corporation; he shall preside at all meetings of the members and Directors; he shall have general and active management of the affairs of the Corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the Corporation. He shall execute bonds, mortgages and other documents requiring a seal, under the seal of the Corporation. He shall be ex-officio member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.

**Section 7.06. THE VICE PRESIDENT.** The Vice President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such

other duties as he may be required to do from time to time. Will automatically be a nominee for the office of President when the current President's term of office is completed, and if the President is not re-nominated for another term.

**Section 7.07. THE RECORDING SECRETARY.** The Recording Secretary shall attend all sessions of the Board and all meetings of the members and act as clerk thereof, and record all the votes of the Corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. He shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. He shall keep in safe custody the corporate seal of the Corporation, and when authorized by the Board, affix the same to any instrument requiring it.

**Section 7.08. THE FINANCIAL SECRETARY,** The Financial Secretary shall maintain applications to prospective members and receive and record applications for membership and fees. He shall prepare a detailed record of fees deposited into the Corporations' accounts. He shall provide a copy of the detailed report to the Treasurer. He shall maintain a record of membership enrollment, provide reports as requested, and coordinate special mailings to members.

**Section 7.09. THE TREASURER.** The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall keep the moneys of the Corporation in a separate account to the credit of the Corporation. He shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all of his transactions as Treasurer and of the financial condition of the Corporation.

**Section 7.10. THE IMMEDIATE PAST PRESIDENT.** Will be retained as a voting Board of Director member for the term of newly elected President.

## ARTICLE VIII

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### VACANCIES

**Section 8.01. OFFICER OR AGENT.** If the office of any officer or agent, one or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

**Section 8.02. BOARD OF DIRECTORS.** Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of Directors, shall be filled

by a majority of the remaining members of the Board, though less than a quorum, and each person so elected shall be a Director until his successor is elected by the members, who may make such election at the next annual meeting of the members, or at any special meeting duly called for that purpose and held prior thereto.

## **ARTICLE IX**

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### **BOOKS AND RECORDS**

**Section 9.01. REQUIRED RECORDS.** The Corporation shall keep an original or duplicate record of the proceedings of the members and the Directors, the original or a copy of its Bylaws, including all amendments thereto to date, certified by the Secretary of the Corporation, and an original or a duplicate membership register, giving the names of the members, and showing their respective addresses and the class and other details of the membership of each. The Corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the Corporation in this Commonwealth, or at its principal place of business wherever situated.

**Section 9.02. RIGHT OF INSPECTION.** Every member 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 membership register, books and records of account, and records of the proceedings of the members and Directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the Corporation at its registered office in this Commonwealth or at its principal place of business wherever situated.

## **ARTICLE X**

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### **MEMBERSHIP CERTIFICATES**

**Section 10.01. CERTIFICATES OF MEMBERSHIP.** Membership in the Corporation may be evidenced by Certificates of Membership, in which case they shall be in such form and style as the Board of Directors may determine. The fact that the Corporation is a nonprofit Corporation shall be noted conspicuously on the face of each certificate. They shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary, and shall bear the corporate seal.

## ARTICLE XI

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### TRANSACTION OF BUSINESS

**Section 11.01. REAL PROPERTY.** The Corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds (2/3rds) of the members in office of the Board of Directors, except that whenever there are twenty-one (21) or more Directors, the vote of a majority of the members in office shall be sufficient. Unless otherwise restricted in these Bylaws, no vote or consent of the members shall be required to make effective such action by the Board. If the real property is subject to a trust the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.

**Section 11.02. INCOME.** Whenever the lawful activities of the Corporation involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Corporation, and in no case shall be divided or distributed in any manner whatsoever among the members, Directors or officers of the Corporation.

**Section 11.03. CHECKS.** All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

**Section 11.04. AUDIT REQUIREMENTS.** Audit of the books and other financial records of the Corporation shall be performed upon directive of the Board or upon request approved by the majority of the quorum of members present at any special or annual meeting.

## ARTICLE XII

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### ANNUAL REPORT

**Section 12.01. ANNUAL REPORT.** Commencing with the second annual meeting of the members, the Board of Directors shall present annually to the members a report, verified by the President and Treasurer or by a majority of the Directors, showing in appropriate detail the following:

(a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.

(b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.

(c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

(d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

(e) The number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

This report shall be filed with the minutes of the meeting of members.

### ARTICLE XIII

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#### NOTICES

**Section 13.01. MANNER OF NOTICE.** Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by telegram, charges prepaid, to his address appearing on the books of the Corporation, or, in the case of Directors, supplied by him to the Corporation for the purpose of notice. If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these Bylaws. When a special meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

**Section 13.02. WAIVER OF NOTICE.** Whenever any written notice is required to be given under the provisions of the statute or the Articles or Bylaws of this Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of members such waiver of notice shall specify the general nature of the business to be transacted. Attendance of

a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

## ARTICLE XIV

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### MISCELLANEOUS PROVISIONS

**Section 14.01. USE OF CONFERENCE TELEPHONE AND SIMILAR EQUIPMENT.** One or more persons may participate in a meeting of the Board or of the members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

**Section 14.02. CAPITAL CONTRIBUTIONS.** So long as the Corporation shall continue to be organized on a nonstock basis, the Board of Directors shall have authority to provide for the members to make capital contributions in such amounts and upon such terms as are fixed by the Directors in accordance with the provisions of section 5541 of the Nonprofit Corporation Law of 1988.

**Section 14.03. ACCEPTANCE OF SUBVENTIONS.** The Board of Directors, by resolution, may authorize the Corporation to accept endorsements and contributions from members or nonmembers on terms and conditions not inconsistent with the provisions of Section 5542 of the Nonprofit Corporation Law of 1988, and to issue certificates therefor.

## ARTICLE XV

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### INDEMNIFICATION

**Section 15.01. SCOPE OF INDEMNIFICATION.** The Corporation shall indemnify each of its Directors, officers and employees whether or not then in service as such (and his or her executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he or she is or was a Director, officer or employee of the Corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Corporation for negligence or misconduct in the performance of his or her duties, or was derelict in the performance of his or her duty as Director, officer or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office or employment. The right to indemnity for

expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such Director, officer or employee may be entitled.

## **ARTICLE XVI**

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### **AMENDMENTS**

**Section 16.01. AMENDMENT OF BYLAWS.** Bylaws may be adopted, amended or repealed by the vote of members entitled to cast at least two-thirds (2/3rds) of the votes which all members present are entitled to cast thereon at any regular or special meeting duly convened after notice to the members of that purpose.