

BYLAWS OF PCA YOUTH CENTER, INC.
A PENNSYLVANIA NONPROFIT CORPORATION
VERSION 1.1, DATED 10/09/2022

1. **NAME.** The name of the Corporation shall be "PCA Youth Center, Inc.", and the Board may approve the legal usage of acronym(s) or
2. **PURPOSES.** The purposes of the Corporation, as stated in its Articles of Incorporation and as a Sec. 501(c)(3) nonprofit organization, are as follows:
 - (a) To educate and inspire leadership traits and a love of community service in youths;
 - (b) To promote cultural exchange and diverse learning opportunities for youths; and,
 - (c) To encourage youths to care for the community.

The Corporation is a nonprofit corporation established under the laws of the Commonwealth of Pennsylvania. The purposes for which the Corporation is organized and shall be operated shall be charitable and educational within the meaning of Sec. 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation shall not, except as an insubstantial part of its activities, exceed the charitable purposes within the meaning of Sec. 501(c)(3) of the Code. The Corporation may, through its lawfully appointed agent(s), do any lawful act necessary, suitable or proper, convenient or incidental to aforesaid purposes or which may be done by a not-for-profit corporation organized under the laws of the Commonwealth of Pennsylvania and consistent with Sec. 501(c)(3) of the Code and with the laws, regulations and contract or grant terms of funders, donors or others who provide resources to the Corporation.

Notwithstanding the foregoing, or anything to the contrary herein, the Corporation shall not be organized or operated to engage in a regular business of a kind ordinarily carried on for profit.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other persons, 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 herein.

The Corporation should avoid engaging in political and/or lobbying activities, and no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene, including the publication or distribution of any statements, in any political campaign on behalf of any candidate for public office.

3. **LOCATION.** The mailing address of the Corporation shall be P.O. Box 787, Indianola, PA 15051. The Board of Directors may establish alternate mailing address(es), and may designate one or more individual(s) to accept, access, and send out mail and other deliverables for the Corporation. The physical office address of the Corporation shall be designated by the Board of Directors at a location within Allegheny County, Washington County, Westmoreland County, Armstrong County, Butler County, or Beaver County, Pennsylvania.

4. CORPORATE SEAL. The Corporation may use a Corporate Seal. The Corporate Seal shall bear the name of the Corporation, the year of its incorporation, and the words "Corporate Seal, Pennsylvania."

5. VOTING.

- (a) Votes of any kind or type described in these Bylaws may be conducted by computerized or remote means (e.g. telephonically, via videoconference, etc.), after the Board has determined and ensured that such methods of voting will accurately and securely record all properly cast votes. Voting may be conducted by proxy, authorized in writing, signed and dated by the Member granting the proxy, and specifying the matter(s) upon which the proxy may cast such vote(s). The original physical copy of the authorization shall be provided to the Secretary of the Corporation for safekeeping, and shall be kept securely for at least five (5) years. The Board shall promulgate rules to ensure the secrecy, accuracy, reliability, and record-keeping of Members' votes at any meeting of the Members. The Board shall promulgate rules to ensure the accuracy, reliability, and record-keeping of the Board's votes at any meeting of the Board.
- (b) The Board shall appoint judges of election for all Member votes, with such judges of election containing at least two (2) Members and one (1) Director, who shall oversee the election. The Board may appoint judges of election at the Board's discretion for all Board votes if requested by a Director and approved by the Board. The judges of election shall determine the number of eligible voters of record, the members present at the meeting, the existence of a quorum, the authenticity, validity and effect of proxies, receive votes or ballots, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes, determine the result and perform the acts as may be proper to conduct the election or vote with fairness to all members. The judges of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. The judges of election shall act by public majority vote amongst themselves. Any challenge to the judges of election shall be to the Board, which shall, in its ultimate and sole discretion, determine the validity of the judges of election's action(s), and to take any further action or make any further determination by majority vote of the Directors.
- (c) All votes by Members shall be by secret ballot. All votes by Directors for election to the Executive Committee shall be by secret ballot. All other votes by Directors shall be public.

6. MEMBERS.

- (a) Membership shall be open to any natural person of good repute, and residing within a one hundred (100) mile radius of Pittsburgh, Pennsylvania. Membership shall not be denied on the basis of race, color, national origin, nationality, religion, sex, age, or disability.
- (b) Members may benefit from activities and resources as provided by the Corporation. The Corporation may create member-only activities and resources. Where public events or activities are provided and require payment to participate, Members shall be entitled to discounts on such payment (e.g. discounted tickets).

Members shall be entitled to register for an exclusive, member-only attendance list for public events with limited seating or spacing.

- (c) Members shall submit an application for membership and paying all required dues in accordance with the standards set by the Board of Directors (hereinafter "Board").
- (d) The Board may establish multiple classes of memberships for Members, and the dues payable, if any, for each class of membership, but such classes shall not affect any Member's rights as conferred in subparagraphs (f), (g), and (h), below.
- (e) The Board shall review and establish the dues on a fiscal year basis no later than March 31 of each calendar year, with each fiscal year ending on June 30 of each calendar year. Any established dues shall come into effect on July 1 of the following fiscal year.
- (f) Members in good standing may vote for candidates for the Board. Members may apply as candidates for election to the Board.
- (g) Members who fail to pay dues after one (1) month from the date when such dues become payable shall have their memberships, and all rights and privileges thereto, suspended until payment for that fiscal year is made.
- (h) A Member may be removed from participation in the Corporation's activities, and have their membership in the Corporation terminated, upon the Board's receipt of a written complaint made against the Member and through the process as described further herein. Such complaint shall be made available to the Member in its entirety following the circulation of the complaint within the Board. The Board shall, by majority vote, appoint an investigative committee that it deems to be impartial that consists of at least three (3) Directors of the Board to investigate the claims made in such complaint. The Board shall also grant the Member at least one reasonable opportunity to answer and rebut the complaint to the Board's investigative committee in person and/or in writing, at the Board's discretion. The investigative committee shall then submit a recommendation to the Board based on its findings, along with any dissenting opinions thereupon. The Board shall then, by majority vote, after having received and deliberated upon the investigative committee's findings, on whether to permit the Member an additional reasonable opportunity to address the findings and the Board as a whole, and then, whether to remove the Member's participation in the Corporation's activities, and terminate the Member's membership. A Member may only be removed and have their membership terminated upon a 2/3 supermajority vote of the Board. If the vote to remove/terminate passes, the Board shall also provide a written summary of the reasons for such removal/termination to the affected Member.

7. BOARD OF DIRECTORS.

- (a) The Board of Directors shall manage the business and affairs of the Corporation. The powers of the Corporation shall be exercised by the Board except as

otherwise authorized by statute, these Bylaws, or a resolution passed by the Board.

- (b) Each Director shall be an individual of legal age and must also be a Member in good standing.
- (c) Each Director shall make every effort to attend Board and committee meetings, to contribute to the Corporation as may be reasonably requested by the Board, shall avoid conflicts of interest, and observe their fiduciary duty to the Corporation.
- (d) All Directors shall serve in a volunteer capacity, and no compensation shall be paid to any Director for services rendered as a Director. However, Directors may be reimbursed by the Corporation for Board-authorized out-of-pocket expenses.
- (e) The Board shall initially consist of twelve (12) Directors, and in the future, shall consist of not less than seven (7) nor more than fifteen (15) Directors, the exact number of which for each fiscal year shall be fixed by the Board of Directors at the same time that notice is given for the annual meeting of the Members, and the Board shall solicit Director candidates for election to the Board at the same time as well.
- (f) The Directors shall be elected by a majority of the Members at each annual meeting of the Members. If the number of candidates exceeds the number of vacancies available is more than one candidate for an office, election shall be by ballot, and notwithstanding any provision to the contrary, for the election of Directors, each Member eligible to cast the number of votes equal to the number of vacancies for the candidate(s) of their choice, with each candidate to receive no more than one (1) vote from each Member, and the candidates for Director who receive the highest number of votes shall be elected as Directors.
- (g) Directors shall initially serve for a two (2) fiscal year term. A Director may seek reelection for an additional two (2) fiscal year term. No person may serve as Director for more than two (2) consecutive terms of four (4) years total, and any person who seeks additional term(s) following two (2) consecutive terms shall not be eligible for election until at least one (1) fiscal year has lapsed since the expiration of that person's most recent term as Director. Each Director shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or removal.
- (h) A Director may be removed from office with or without cause by a supermajority vote of two-thirds (2/3) of the Directors then in office at any duly convened meeting of the Board at any time. The Board's removal of a Director power includes, and is not limited to, the following requirement of the Board: The Board shall take affirmative action to ensure that all Directors perform the minimum reasonable duties of their office to the satisfaction of the Board of Directors, and shall convene a vote for removal of any Director if, after warning and following sixty (60) days of continued unsatisfactory performance or non-performance.

- (i) Where a Director resigns, dies, or is removed by the Board, the Board may, but is not required, to appoint, by majority vote, a qualified Member to complete the vacated Director's term as an Interim Director, who shall have all of the rights, duties, and responsibilities as an ordinarily elected Director, except as provided herein. The person so appointed as Interim Director shall serve until the expiration of the vacated Director's original term, and this period of time shall not be counted against a consecutive term limitation.
- (j) A Director may resign at any time by giving written notice to the Board. The resignation shall be effective upon receipt by the Corporation or as may be otherwise specified.
- (k) The Board may create committees or ad-hoc groups as the Board sees fit. Any committee or group shall be led by at least one Director, and may include any number of other Directors. Each committee or group should submit to the Board a report, in written, oral, or other format as the Board may direct, of that committee's or group's activities and expenditures, if any, to the Board at such intervals as the Board may establish, and all such documentary reports shall be retained by the Board for at least ten (10) years, or such additional period of time as the Board may establish.
- (l) The Board shall create and appoint an Audit Committee, consisting of three (3) Members in good standing, which shall include but not exceed one (1) Director, and that Audit Committee shall audit the accounts and financial condition of the Board, and shall report to the Board their findings on at least an annual basis, and such additional intervals as the Board may direct. The Treasurer shall not be on the Audit Committee. The Board shall make all information and records available for inspection by the Audit Committee. At the request and appointment of the Board, a formal review of the Corporation's information and records may be conducted by an independent, qualified, and certified auditor.
- (m) The Board may assign duties and responsibilities for each Director, committee, and group as the Board sees fit.
- (n) The Board shall nominate its Executive Committee and Officers from the floor.
- (o) The Board shall elect one (1) President, one (1) Vice President, one (1) Secretary, and one (1) Treasurer from amongst the Directors in good standing at or about the first meeting of each elected Board, who shall compose the Board's Executive Committee that shall be chaired by the President. The Board hereby delegates to the Executive Committee all the powers and authority of the Board to act for the Board to transact ordinary business of the Corporation. The Executive Committee shall report to the Board its activities on such regular intervals as the Board may direct.
- (p) The Board may vote to impeach any Director on the Executive Committee or any other committee or group, remove that Director from all rights and powers provided by their membership in the Executive Committee or any other

committee or group, and replace that Director with another Director elected by the Board to that position.

- (q) Notwithstanding any provision to the contrary, the Executive Committee shall not have the following powers:
 - (i) The filling of vacancies on the Board;
 - (ii) The adoption, amendment or repeal of the Bylaws;
 - (iii) The amendment of any budget approved by the Board;
 - (iv) The termination of Directors or Officers; and,
 - (v) The amendment or repeal of any resolution of the Board.

- (r) The President shall preside at all meetings of the Corporation and the Board of Directors. The President is responsible for the overall day-to-day operations of the Corporation and acts as administrative head of the Corporation. The President shall appoint all Committee Chairs and shall be an ex officio member of all Standing Committees. The President may create positions as deemed necessary by the President with the approval of the Board of Directors.

- (s) The Vice President shall assist the President for the overall day-to-day operations of the Corporation. The Vice President shall preside at meetings when the President is absent.

- (t) The Secretary shall handle all official correspondence, maintain the records of the Corporation, and keep accurate minutes of all regular Member and Board meetings. The Secretary is responsible for ensuring that the names and addresses of all Members are up-to-date in electronic and/or printed versions.

- (u) The Treasurer shall be responsible for the safekeeping and administering of the Corporation's finances. The Treasurer shall keep an accurate and up-to-date record of all receipts and disbursements of the Corporation. He or she will receive all moneys belonging to the Corporation and deposit said funds in the name of the Corporation in accounts authorized by the Board; disburse funds authorized by the Board in accordance with the budget of the Corporation; prepare financial statements on at least a quarterly basis that will be made available to the Members for review at the Members' annual meeting; and file all necessary state and federal tax forms within allowable filing periods. The Treasurer will also prepare the annual budget report for the Board's review and approval prior to the regularly scheduled annual meeting of the Members. Items which have not been included in the budget, and which are in excess of an amount stipulated in the petty cash policy that the Board shall establish, must be authorized by the Board in accordance with procedures before payment is made. The Treasurer will also develop written petty cash and other fiscal policies and procedures for approval by the Board to help ensure there is appropriate oversight. In the event that the Treasurer is unable to perform the aforementioned duties, the Board shall appoint another Director to assume the responsibilities of the Treasurer until the Treasurer is able to assume responsibilities or is replaced in accordance with these Bylaws. To facilitate contingency responsibilities, the President shall be included as an authority for disbursements on all the Center's accounts. In the case of the Treasurer's death, resignation, retirement or removal from office, all

books, papers, vouchers, money and property of whatever kind in his or her possession or under his or her control shall be immediately returned and recognized as belonging to the Center.

- (v) The Corporation should avoid contracts and transactions with one or more Directors. Where an interested Director is involved in or propose a potential contract or transaction with the Corporation, that Director shall disclose 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 may only authorize 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.
- (w) Board directors should not benefit financially, personally or otherwise from board events or activities. Whenever a member of the Board of Directors has a financial or personal interest in any matter coming before the Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board members determine that it is in the best interest of the Corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.
- (x) All Board members remain fiduciaries, and retain their fiduciary duty to the Corporation, at all times.

8. MEETINGS.

- (a) One (1) annual meeting of the Members shall be held as determined by the Board. The Board shall give at least fourteen (14) days' notice of such annual meeting of the Members. At this annual meeting, the Members shall elect Directors and transact such other business as may be properly brought before the meeting. At this annual meeting, the Board shall provide the Members with an annual report of the prior fiscal year's activities, expenditures, and future projections. Such annual report shall be retained by the Board for at least ten (10) years following such presentation.
- (b) Special meetings of the Members shall be called by the Board, or at the written request of at least ten percent (10%) of the total number of Members in good standing. At least ten (10) days' notice stating the time, place, and purpose of any special meeting shall be given to the Members entitled to participate, except in special circumstances in which a shorter period of notice may be required, in which case the Board shall also explain in the notice the special circumstances that require a shorter notice period. Special meetings may take place prior to, concurrently, or immediately following other events that the Corporation has scheduled.
- (c) The Board shall hold at least one (1) annual meeting of the Board, which may be held on the same date as the annual meeting of the Members, but no later than thirty (30) days thereafter. The Board shall hold regular meetings on at least a

quarterly basis (4 times a year), and more frequently as may be otherwise determined by the Board. Special meetings of the Board may be called by the President or at least one-third (1/3) of the Board's Directors at any time, with at least ten (10) days' notice stating the time, place, and purpose of such special meeting to be delivered to the Board, except in special circumstance in which a shorter period of notice may be required, in which case the President and/or the one-third (1/3) of Directors calling the meeting shall also explain in the notice the special circumstances that require a shorter notice period.

- (d) Except as may be otherwise provided herein, each Member shall have one (1) vote for all voting situations at annual meetings.
- (e) When any meeting is adjourned, it shall not be necessary to give any further notice except by announcement at the meeting at which such adjournment is taken.
- (f) Annual meetings of the Members and the Board shall be conducted in-person to the extent permitted by law and regulations, if safety of the participants can be reasonably assured. Otherwise, the Board may authorize the conduct of annual meetings via teleconference, videoconference, and/or other means, but shall, to the extent reasonably practical, ensure that such alternative means of conducting meetings shall adhere as closely as possible to a live, in-person event.
- (g) Meetings of the Board may be conducted remotely via teleconference, videoconference, and/or other means, so long as such means of conducting meetings adheres as closely as possible to a live, in-person event.
- (h) The Board may act by unanimous written consent or consents in lieu of a meeting.
- (i) Every Director shall be entitled to one (1) vote each at any meeting of the Board.
- (j) Participation in a meeting via a Board-approved method pursuant to this Paragraph shall constitute an equivalent presence at an in-person meeting.
- (k) Quorum for any Board meeting shall be established upon the attendance of a majority of Directors in good standing. Quorum for any Members' meeting shall be established upon the attendance of at least one-third (1/3) of all Members in good standing. Unless otherwise specified, the votes or consents of a majority of Directors or Members in attendance at a meeting shall be the acts of said Directors or Members.
- (l) The Board of Directors may act, in lieu of holding a meeting, through the unanimous written consent of a two-thirds (2/3) supermajority of Directors.

9. OFFICERS. The Corporation's Officers of President, Vice President, Secretary, and Treasurer shall be the same Directors in the same respective positions of President, Vice President, Secretary, and Treasurer.

10. LIMITATION OF LIABILITY. A Director shall not be personally liable for monetary damages for any action taken unless the Director has breached or failed to perform the duties of his office under Chapter 57, Subchapter B, of the Pennsylvania Nonprofit

Corporation Law of 1988, as amended (hereinafter the "NPCL"), as in effect at the time of the alleged action by such Director and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Such limitation on liability does not apply to the responsibility or liability of a Director pursuant to any criminal statute or for payment of taxes pursuant to any federal, state or local law. Any repeal or modification of this Paragraph by the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Director or former Director may be entitled under this Paragraph. The rights conferred by this Paragraph shall continue as to any person who has ceased to be a Director of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

11. BOOKS AND RECORDS. Any requirement for the keeping of books, records, and other documents in these Bylaws shall be maintained by the Secretary, who shall make a backup of all electronic books, records, and other documents on a regular basis and forwarded to the Treasurer for safe-keeping, and all such books, records, other documents, and backup copies shall remain the property of the Corporation at all times, and shall be surrendered to the Board upon the end of that Secretary's or Treasurer's position on the Executive Committee. The Members and any Directors may, upon reasonable request, inspect any such books, records, and other documents, provided, however, that financial information, passwords and passkeys, or confidential documents may be excluded from inspection by Members in the reasonable discretion of the Board upon application by the Secretary or Treasurer, and the Board may require an inspecting Director to execute a confidentiality agreement to the extent the Board finds reasonable.

12. INSURANCE. The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Corporation or is or was serving at the request of the Corporation 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 Corporation would have the power to indemnify him or her against that liability under the Act. The Corporation's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Corporation. To the extent that such insurance coverage provides a benefit to the insured person, the Corporation'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.

13. AMENDMENTS. These Bylaws maybe altered, amended, and/or repealed from time to time by the affirmative vote of a two-thirds (2/3) supermajority of either the Board or the Members, so long as such changes are substantively and procedurally in conformity with the NPCL.