



BYLAWS OF  
ASSOCIATION OF SAFE PATIENT HANDLING PROFESSIONALS, INC.

ARTICLE I – OFFICES

1. The Association of Safe Patient Handling Professionals, Inc. (the “Corporation”) shall have and continuously maintain in the Commonwealth of Pennsylvania a registered office at 125 Warrendale Bayne Road, Suite 375, Warrendale, PA 15086 or at such other address designated from time to time by the Board of Directors which may, but need not be, the same as its place of business.
2. The Corporation may have offices at such other places as the Board of Directors may from time to time designate or the activities of the Corporation may require.

ARTICLE II – PURPOSES

1. The Corporation shall be organized and operated for the following purposes:
  - a) to qualify and operate as a domestic nonprofit corporation under the Pennsylvania Nonprofit Corporation Law of 1988, or the corresponding provisions of any successor statute;
  - b) to further public health and safety through furthering the science and practice of safe patient handling and mobility by providing access to education, information and networking related to the procedures, operation and methodology comprising the science of safe patient handling;
  - c) to encourage professional certification that will enable individuals within a wide-variety of professions such as healthcare, risk-insurers, academia, safety, industrial hygiene, ergonomics, and SPHM device manufacturers, to obtain the expertise and credentials necessary to practice and promote safe patient handling and mobility (SPHM);
  - d) to promote the science of safe patient handling and mobility as a necessary component of public health and safety in hospitals, rehabilitation centers, nursing homes and other settings;
  - e) to carry on only such other activities as are permitted a corporation formed exclusively for charitable, religious, scientific and educational purposes and which are exempt from the Federal Income Tax under Section 501 (c ) (3) of the Internal Revenue Code, or the corresponding or related section of any future federal tax code, and an organization to

which contributions are deductible under Section 170 (c )(2) of the Internal Revenue Code, or any corresponding or related section of any future federal tax code;

- f) to do everything reasonably necessary or appropriate for the accomplishment of the foregoing purposes.

#### ARTICLE III – MEMBERS

1. Members of the Corporation shall consist of individuals or entities who support the mission and purposes of the Corporation and pay the annual dues as set forth by the Corporation’s Board of Directors.
2. Non-payment of annual dues within the time frame indicated for renewal will be considered a resignation.
3. Membership in the Corporation is not transferrable or assignable. Each member in good standing shall have one (1) vote in the election of the Board members or other issues which are brought to the membership for a vote. The vote is not transferrable.
4. Other than as otherwise specifically provided in these bylaws, the manner of voting by the members shall: (a) be determined by the Board; (b) include, but not be limited to, voting by ballot, mail, email, other electronic communication, or other reasonable means provided by the Board; and (c) be conveyed to the members with appropriate notice of said vote.
5. Votes are not assignable or transferrable. However, if so authorized by the Board, the presence at a meeting of a member, a vote, or an expression of consent or dissent to corporate action by the written proxy of a member, effectuated in accordance with Pennsylvania Nonprofit Corporate law, shall constitute the presence of, a vote, or an expression of consent or dissent by such member.
6. Participation on committees is a privilege of members of the Corporation. Only those members of the Corporation that are then current with their membership fee (active members) are permitted to serve on Board and Corporation committees.

#### ARTICLE IV – MEETINGS OF MEMBERS

1. The annual meeting of the members shall be held at a specific time and place as shall be determined by the Board of Directors, at which time the results of the election of the Board of Directors and Board Officers shall be announced, the Annual Report shall be given and the transaction of other business as may be properly brought before the membership may take place.
2. All actions (except as may be otherwise stated herein) authorized by a majority vote of those members present and in good standing at a meeting of the members shall constitute actions authorized by the members.

#### ARTICLE V – VOTING BY MEMBERS OTHER THAN AT MEETINGS THEREOF

1. For voting by members other than at meetings thereof, the members shall be advised by the Board of the procedure of voting by members, including voting for the Board of Directors of the Corporation, as provided for in Article VI of these bylaws, by electronic or other reasonable means within a reasonable period of time prior to the advised voting deadline.
2. For voting by members other than at meetings thereof, all actions (except as may be otherwise stated herein) authorized by the members, shall be by a majority of those members in good standing casting a vote electronically or by other reasonable means as determined acceptable by the Board.
3. Members shall vote for and elect the Directors of the Corporation in the manner provided for in Article VI of these bylaws. Candidates receiving the highest number of votes, up to the number of Directors to be elected, shall be elected.

#### ARTICLE VI – DIRECTORS

1. The business and affairs of the Corporation shall be managed by its Board of Directors, not less than nine (9) or more than fifteen (15) in number, who shall be natural persons of full age and who need not be residents of this Commonwealth but who shall be members of the Corporation.
2. Directors are elected by the members of the Corporation as follows:
  - a) The Nominating Committee shall receive, review, and approve nominations. Upon acceptance of the nomination by the nominee, the nominee shall be placed on the ballot.
    - i. The Nominating Committee shall consist of the President and two (2) other members of the Board chosen by the Board and shall be convened for the purpose of generating and making nominations for Board membership. Nominations will be received by this committee from the membership of the Corporation. Nominees will be selected based upon the number of vacancies and the number of nominations received from the membership. Nominating committee will also solicit nominees from the Board of Directors for the positions of Board Directors.
  - b) If at the time of the nomination and election process, the Board term of the current Board President and/or Vice President is expiring, he or she shall accede to an additional Board term pursuant to the succession of officers as provided in Article XIV, Section 4 – Officers, unless succession shall otherwise be preempted by terms found under Article VII – Removal of Director.
  - c) Members shall vote for the Directors through the submission of ballots in accordance with the procedures established by the Nominating Committee from time to time.

Ballots for Board membership will be distributed to the at-large membership at least three (3) weeks prior to the voting deadline. Votes received by the Corporation prior to the expiration of the deadline shall be compiled and the elected directors will be notified of the results of the election prior to the annual meeting of the members and the members shall be notified of such results at the annual meeting of the members and/or through written or electronic communication to the membership.

3. Each director shall be elected for a three (3) year term and until his successor shall be elected and shall qualify. Board members may serve 2 consecutive three (3) year terms, at which time they must drop off the Board a minimum of one (1) year before they can be nominated for re-election.
4. 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 member.
5. The Executive Director shall be an ex-officio, non-voting member of the Board of Directors.
6. The meetings of the Board of Directors may be held in accordance with Article IX herein.

#### ARTICLE VII – REMOVAL OF DIRECTORS

The Board of Directors may declare vacant the office of a director if he/she is declared incapacitated by an order of court or is convicted of a felony, or within sixty (60) days after notice of his/her selection, he/she does not accept such office either in writing or by attending the first meeting to be held following their selection and fulfill such other requirements of qualification as these Bylaws may specify. Directors who are absent, without an excuse, from two (2) consecutive Board meetings may be subject to removal from the Board of Directors upon motion duly passed by the Board.

#### ARTICLE VIII – VACANCIES ON THE BOARD OF DIRECTORS

Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the President shall make the determination. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor.

#### ARTICLE IX – POWERS OF BOARD

The business and affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors may exercise all powers of the Corporation and do all lawful acts and things as are directed or required to be exercised and done by statute, the Articles of Incorporation or these Bylaws; provided, however, that the Board of Directors may not engage directly or indirectly in any activity that would invalidate the Corporation's status (1) as an organization of the type described in Section 501( c)(3) of

the Code, or in the corresponding provision of any subsequent law, or (2) as an organization to which contributions are deductible under Section 170(c)(2) of the Code, or under the corresponding provision of any subsequent law.

#### ARTICLE X – MEETINGS OF THE BOARD OF DIRECTORS

1. Meetings of the Board of Directors may be held at such times and at such place as may be designated provided that the Board of Directors shall have at least three (3) regular meetings during the calendar year in addition to the Annual meeting of the entire membership. Directors may attend meetings by teleconferencing which shall constitute presence in person at the meeting for the purposes of these Bylaws.
2. Special meetings of the Board of Directors may be called by the President of the Board on a one (1) day notice to each director, either by phone or electronically in writing.
3. A Quorum shall consist of a majority of the Directors, one of which must be the President, the Vice President or the Secretary/Treasurer attending in person or through teleconferencing. All decisions will be made by a majority vote of those present at a meeting at which the quorum is present. If a majority of the Directors is not present at said meeting, the meeting will still be held. Decisions requiring a vote, however, will be tabled until the following meeting or the vote can be taken by written or electronic means given a majority consent of those present.
4. Robert's Rules of Order, as revised, shall govern meetings of the Board of Directors; subject, however, to these Bylaws and to suspension by the Board at any meeting upon a majority vote of the Directors present at the meeting.

#### ARTICLE XI – COMPENSATION OF DIRECTORS

No director shall receive any compensation for his/her services as a member of the Board of Directors, but may be entitled to reimbursement of his/her reasonable expenses as determined from time to time by resolution of the Board of Directors. Nothing herein shall be construed as precluding any director from receiving reasonable compensation for services rendered to the Corporation in any other capacity.

#### ARTICLE XII – LIABILITY OF DIRECTORS

1. A director of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his/her duties as a director, including his/her duties as a member of any Committee of the Board of Directors upon which he/she may serve, in good faith, in a manner he/she 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/her 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 who the director reasonably

believes to be reliable and competent in the matters presented; (b) legal counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such persons; or (c) a Committee of the Board upon which he/she 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/she has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.

2. 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 the members of the Corporation, and the professional advancement/education thereof. The consideration of these factors shall not constitute a violation of Article XXII.
3. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director of any failure to take any action shall be presumed to be in the best interests of the Corporation.
4. A director of the Corporation shall not be personally liable, as such, for monetary damages 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/her office; and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
5. The provisions of this Article XI shall not apply to: (a) the responsibility or liability of a director pursuant to any criminal statute; or (b) the liability of a director for the payment of taxes pursuant to local, State or Federal law.

#### ARTICLE XIII – COMMITTEES OF THE BOARD OF DIRECTORS

1. An Executive Committee will be established and consist of the officers of the Board. This committee will have the following responsibilities:
  - a) Preparation for conference calls of the Board;
  - b) Serving as a resource for the full Board in bringing together information needed for discussion by the full Board;
  - c) Otherwise provide support to the President and the full Board in meeting the needs of the Association.
2. In addition to the Executive Committee the standing Committees of the Board shall include the following: Nominating Committee, Board Governance Committee, Operational Affairs Committee, Marketing Committee, and Education Committee with the duties as follows:
  - a) Nominating: responsible for the nominations to board directors and award proposals;
  - b) Board Governance: responsible for the appropriate functioning of the Board;

- c) Operational Affairs: responsible for all operational issues including finance, human resources and facility;
  - d) Marketing: responsible for all external issues including marketing, fundraising, public relations and member benefits;
  - e) Education: responsible for all ASPHP-sponsored education events and collaboration with other organizations and their work to promote universal SPHM;
3. The President of the Board shall appoint the Chairperson and members of each such Committee promptly following the annual meeting of the Board of Directors (and shall have the power to remove any such Chairperson or member with the prior affirmative vote of the Board of Directors.) All Committee Chairpersons shall be members of the Board of Directors. Members of the standing Committees (other than the Executive and Nominating Committees) need not be members of the Board.
  4. The Executive Director shall be an ex-officio, non-voting member of all Committees. The duties of the Executive Director shall be identified in a job description develop by the Board of Directors
  5. The Board of Directors may, by resolution adopted by a majority of the directors in office, establish one (1) or more ad hoc Committees, the Chairperson and members of which shall be appointed by the President of the Board promptly following the passage of the resolution (if not already designated in the resolution).
  6. Each of the Committees of the Board, standing or otherwise, shall have such powers and authority as shall be delegated to such Committee by the Board of Directors; except that no such Committee shall have any power or authority as to do the following:
    - a) The submission to members of any action required by statute to be submitted to the members for their approval.
    - b) The filling of vacancies in the Board of Directors
    - c) The adoption, amendment or repeal of the Bylaws or resolution of the Board of Directors to another committee of the Board.
    - d) The amendment or repeal of any resolution of the Board.
    - e) Action on matters committed by the Bylaws or resolution of the Board of Directors to another committee of the Board
  7. Each Committee Chairperson and member shall serve for a term of one (1) year or as otherwise approved by the Board.

#### ARTICLE XIV – PROFESSIONAL CERTIFICATION

1. The Certified Safe Patient Handling Professionals™ (the “Professional Certification”) is an independent credentialing entity affiliated with the Corporation. The Professional Certification shall have and continuously maintain its own Executive Board referred to as the Certified Safe Patient Handling Professionals Board (CSPHPB). The Professional Certification shall continuously maintain its own reporting structure separate from the Corporation. Twenty five (25) % of the corporate sponsorship revenue will be allocated to Professional Certification.
2. The Professional Certification is an international credentialing entity with three (3) levels of SPHM certification: (1) CSPHA - Certified Safe Patient Handling Associate; (2) CSPHC - Certified Safe Patient Handling Clinician; (3) CSPHP - Certified Safe Patient Handling Professional.
3. The business and affairs of the Professional Certification shall be managed by CSPHPB. The CSPHPB may exercise all powers of the Corporation and do all lawful acts and things as are directed or required to be exercised and done by statute, the Articles of Incorporation or these Bylaws; provided, however, that the CSPHPB may not engage directly or indirectly in any activity that would invalidate the Corporation’s status (I) as an organization of the type described in Section 501(c)(3) of the Code, or in the corresponding provision of any subsequent law, or (II) as an organization to which contributions are deductible under Section 170(c)(2) of the Code, or under the corresponding provision of any subsequent law.
4. All committees of the Professional Certification report directly to the CSPHPB.
  - a) The CSPHPB has full autonomy in all decision making regarding essential certification activities, this includes but is not limited to changes to policies and procedures, the addition/subtraction of certification levels, suspension and termination, certification appeals, marketing, etc.
    - i. All decisions by the CSPHPB shall be by majority vote.
  - b) In accordance with the Institute of Credentialing Excellence (ICE) and NCCA Accreditation Standards, the CSPHPB must not have any undue influence from any other body, including the Corporation Board and/or Corporation Executive Team.
    - i. The Corporation Board and/or Corporation Executive Team may not vote on certification activities.
  - c) The CSPHPB participates in quarterly dialogue and reporting of certification activities to the Corporation President, Corporation Board and/or Corporation Executive Team at their discretion.
5. The CSPHPB shall consist of the following members: (I) Professional Certification Chair, (II) Certification and Renewal Committee Chair, (III) Examination Committee Chair, (IV) Member of one of the Certification committees. \*(V) An Ad Hoc Member may be added at the discretion of the Professional Certification Chair for a length that shall be determined by the Professional Certification Chair, and may vote on items as deemed necessary. An Ad Hoc Member need not be a member of the Corporation, but must be SPHM certified (i.e. CSPHA, CSPHC, CSPHP). (VI) The Executive Director shall be an ex-officio, non-voting member.



- a) For purposes of these Bylaws, a CSPHPB member shall be referred to as “executive member.”
  - b) Each member of the CSPHPB shall be appointed annually.
    - i. The Professional Certification Chair shall be appointed by executive members and need not be a member of the Board of Directors of the Corporation.
    - ii. Chairs of the standing committees (Certification and Renewal; Examination) shall be appointed by the Professional Certification Chair. Chairs of the standing committees need not be members of the Board of Directors of the Corporation.
    - iii. If the Professional Certification Chair and Chairs of the standing committees are not members of the Board of Directors of the Corporation, the Professional Certification Chair will be expected to attend monthly meetings of the Board in order to remain aware of activities of the Corporation that may affect the Professional Certification. The Professional Certification Chair will adhere to the confidentiality of all matters pertaining to the Board of the Corporation and will not be allowed to partake in voting.
6. The Professional Certification is responsible for all policies, procedures and issues governing or affecting certification. The standing committees of the Professional Certification shall include the following: (I) Certification and Renewal, (II) Examination.
- a) Certification and Renewal: responsible for reviewing all applicants; processing certificant renewals; certification mentorship; maintaining all certification documentation; promoting/marketing certification; examination proctorship.
  - b) Examination: responsible for developing, maintaining and validating certification examinations (including vetting exam questions for validity); ensuring exams are current and relevant against evidence-based literature; periodically validating examinations for response accuracy; securing and administering certification examinations; examination proctorship
7. The Professional Certification will maintain its own policies and standard operating procedures (SOPs) as it pertains to certification activities, examinations and fee schedules.
- a) Only members of standing committees (Certification and Renewal; Examination) of the Professional Certification will have the ability to vote and make recommendations on policies and standard operating procedures (SOPs).
  - b) The CSPHPB will make final vote and determination on recommendations pertaining to all Professional Certification policies and SOPs.
8. The Professional Certification will maintain all certification records and meeting minutes. This includes, but is not limited to the Certification Handbook, certificates, all applications, presentations, brochures, etc.
- a) Only the CSPHPB can authorize a change to any certification document.

- i. Updates to certification documents will be shared with the appropriate standing committee(s) of the Professional Certification for input and feedback.
  - ii. The CSPHPB will finalize all changes to certification documents.
9. The Professional Certification has a distinct trademarked logo that is separate from the trademarked Corporation logo. The Professional Certification also maintains a certification seal logo for each level of SPHM certification (i.e. CSPHA, CSPHC, CSPHP).
  - a) Only the CSPHPB can authorize a change to the Professional Certification logo or any certification seal logo.
10. Participation on Professional Certification committees is a privilege of members of the Corporation. Only those members of the Corporation that are current with their membership fee (active members) are permitted to serve.
  - a) Members of standing committees must be SPHM certified.
    - i. Only those who have received their CSPHP level SPHM certification may serve on the Examination Committee.

#### ARTICLE XV – OFFICERS

1. The officers of the Board of Directors shall include a President of the Board, a Vice President, a Secretary/Treasurer and the immediate Past President. In the event the immediate past president cannot fulfill those duties, the officers shall reach out to existing board members in an advisory capacity within the area of need and expertise.
2. All officers shall be a member of the Corporation.
3. Officers shall be nominated by the Executive Committee of the Board of Directors and shall be elected by the Board prior to the annual meeting of the membership.
4. Officers shall serve in a position for a term of one (1) year. The position of Vice President shall succeed to the Presidency at which time the President shall assume the position of Immediate Past President. The Secretary/Treasurer shall be elected annually and may serve successive one (1) year terms.
5. In the event the office of President becomes vacant, the Vice-President shall become President for the unexpired term. In the event of the office of Vice-President becomes vacant, the Secretary/Treasurer may accept the position of Vice-President. If the Secretary/Treasurer chooses not to accept the position of Vice President, the Board shall elect a new Vice President according to the terms of these bylaws set forth in Article VIII - Vacancies on the Board of Directors. In the event of the office of Secretary/Treasurer becomes vacant, the President shall appoint a Board member to fill that unexpired term. In the event the immediate past president cannot fulfill those duties, the officers shall reach out to existing board members in an advisory capacity within the area of need and expertise as needed

## ARTICLE XVI – OFFICERS’ DUTIES

1. The President of the Corporation shall be responsible for the general and active management of the affairs of the Corporation. The President shall preside at all meeting of the Corporation and the Board. The President shall be the principle representative of the Corporation; appoint all Committee members; make decision regarding order; and perform all other duties that usually pertain to this office. The President shall be an ex-officio non-voting member of all committees except the Nominating Committee.
2. The Vice President of the Corporation shall be first in line of succession to the President. The Vice President shall fulfill the duties of the President whenever the President is unable to do so and shall also perform duties that may be assigned by the President.
3. The Secretary/Treasurer of the Corporation shall be second in line of succession to the President. This position shall take the minutes of all meetings of the Corporation and the Board of Directors and shall be responsible for the management of the Corporation’s funds. The Secretary/Treasurer shall produce the fiscal information required of an annual report for the membership to be given at the annual meeting. The Secretary/Treasurer shall also perform other duties that may be assigned by the President.
4. The Immediate Past President of the Corporation shall be an ex-officio, voting member of the Board and Executive Committee.

## ARTICLE XVII – INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

1. The Corporation shall indemnify any director or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to, or who is called as a witness in connection with, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than any action by or in the right of the Corporation, by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent 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/her in connection with such action, suit or proceeding if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.
2. The Corporation shall indemnify any director or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent 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/her in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best

interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the court of common pleas of the county in which the registered office of the Corporation is located or the court in which such action or suit was brought shall determine 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 which the court of common pleas or such other court shall deem proper.

3. The indemnification and advancement of expense provided by, or granted to, this Article XV shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office. It is the policy of the Corporation that indemnification of, and advancement of expenses to, directors and officers of the Corporation shall be made to the fullest extent permitted by law. To this end, the provisions of this Article XV shall be deemed to have been amended for the benefit of directors and officers of the Corporation effective immediately upon any modification of the Pennsylvania Nonprofit Corporation Law of 1988 ("NPCL") or any modification, or adoption of any other law that expands or enlarges the power or obligation of corporations organized under the NPCL to indemnify, or advance expenses to, directors and officers of the corporations.
4. The Corporation shall pay expenses incurred by an officer or director, and may pay expenses incurred by any other employee or agent, in defending an action, or proceeding referred to in this Article XV in advance of the final disposition of such action or proceeding upon receipt of any undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the Corporation.
5. The indemnification and advancement of expense provided by, or granted pursuant to, this Article XV shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.
6. The Corporation shall have the authority to create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner, its indemnification obligations, whether arising under these Bylaws or otherwise. This authority shall include, without limitation, the authority to: (i) deposit funds in trust or in escrow; (ii) establish any form of self-insurance, (iii) secure its indemnity obligation by grant of a security interest, mortgage or other lien on the assets of the Corporation; or (iv) establish a letter of credit, guaranty or surety arrangement for the benefit of such persons in connection with the anticipated indemnification or advancement of expenses contemplated by this Article XV. The provisions of this Article XV shall be not deemed to preclude the indemnification of, or advancement of expenses to, any person who is not specified in Section 1. or Section 2. of this Article XV but whom the Corporation has the power or obligation to indemnify, or to advance expenses for, under the provision of the NPCL or otherwise. The authority granted by this Section XV 6. shall be exercised by the Board of Directors of the Corporation.
7. The Corporation shall have the authority to enter into a separate indemnification agreement with any officer, director, employee or agent of the Corporation or any subsidiary providing for such

indemnification of such person as the Board of Directors shall determine up to the fullest extent permitted by law.

8. As soon as practicable after receipt by any person specified in Section 1. or Section 2. of this Article XV of notice of the commencement of any action, suit or proceeding specified in Section 1. or Section 2. of this Article XV, such person shall, if a claim with respect thereto may be made against the Corporation under Article XV of these Bylaws, notify the Corporation in writing of the commencement or threat thereof; however, the omission so to notify the Corporation shall not relieve the Corporation from any liability under Article XV of these Bylaws unless the Corporation shall have been prejudiced thereby or from any other liability which it may have to such person other than under Article XV of these Bylaws. With respect to any such action as to which such person notifies the Corporation of the commencement or threat thereof, the Corporation may participate therein at its own expense and, except as otherwise provided herein, to the extent that it desires, the Corporation, jointly with any other indemnifying party similarly notified, shall be entitled to assume the defense thereof, with counsel selected by the Corporation. After notice from the Corporation to such person of its election to assume the defense thereof, the Corporation shall not be liable to such person under Article XV of these Bylaws for any legal or other expenses subsequently incurred by such person in connection with the defense thereof other than as otherwise provided herein. Such person shall have the right to employ his own counsel in such action, but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of such person unless: (i) the employment of counsel by such person shall have been authorized by the Corporation; (ii) such person shall have reasonably concluded that there may be a conflict of interest between the Corporation and such person in the conduct of the defense of such proceeding; or (iii) the Corporation shall not in fact have employed counsel to assume the defense of such action. The Corporation shall not be entitled to assume the defense of any proceeding brought by or on behalf of the Corporation or as to which such person shall have reasonably concluded that there may be a conflict of interest. If indemnification under Article XV of these Bylaws or advancement of expenses are not paid or made by the Corporation, or on its behalf, within ninety (90) days after a written claim for indemnification or a request for advancement of expenses has been received by the Corporation, such person may, at any time thereafter, bring suit against the Corporation to recover the unpaid amount of the claim or the advancement of expenses. The right to indemnification and advancements of expenses provided hereunder shall be enforceable by such person in any court of competent jurisdiction. The burden of proving that indemnification is not appropriate shall be on the Corporation. Expenses reasonably incurred by such person in connection with successfully establishing the right to indemnification or advancement of expenses, in whole or in part, shall also be indemnified by the Corporation.
9. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent 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 and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have power to indemnify him against such liability under the provisions of this Article XV.

## ARTICLE XVIII – BOOKS AND RECORDS

1. The Corporation shall keep an original or duplicate record of the proceedings of the Board of Directors, and the original or a copy of these Bylaws, including all amendments thereto to date, certified by the Secretary of the Corporation. 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 or at its principal place of business.
2. 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 authorized the attorney or other agent to so act on behalf of the member.

## ARTICLE XIX – TRANSACTION OF BUSINESS

1. The Corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by the vote of two-thirds of the Board of Directors. 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.
2. All checks or demands for money and notes of the Corporation shall be signed by such officer, officers or other Corporate representative as the Board may from time to time designate.

## ARTICLE XX – ANNUAL REPORT

1. The officers shall present annually to the Board of Directors and to the membership a report, verified by the President and Treasurer, showing in appropriate detail the following (among other things):
  - a) The assets and liabilities, including any 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 manner during the year immediately preceding the date of the report.
2. This report shall be filed with the minutes of the meeting of the Board of Directors and/or membership.

#### ARTICLE XXI – NOTICES

Whenever written notice is required to be given to any person under the provision of these Bylaws, it may be given to such person either personally or by sending a copy thereof by: (1) first class or express mail; or (2) by facsimile transmission, e-mailer or other electronic communication.

#### ARTICLE XXII – FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January of each year and end on the last day of the succeeding December.

#### ARTICLE XXIII – CONFLICTS OF INTEREST

1. The purpose of the Conflict of Interest Policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
2. Any director, principal officer, or member of a committee with Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
3. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
  - b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement;

- c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
- 4. A financial interest is not necessarily a conflict of interest. Under Sections 2 and 3 of this Article XXII, a person who has a financial interest may have a conflict of interest only if the appropriate Board of committee decides that a conflict of interest exists.
- 5. Although it shall not be encouraged, a business relationship may exist between a director or officer of the Corporation and the Corporation so long as the facts and circumstances of such relationship are fully disclosed to the Board of Directors, no more than fair market value is paid for such goods or services, and the relationship is approved by the Board of Directors; provided, however, that any affected director shall remove himself/herself from any vote on or consideration of such relationship as follows in Sections 6 through 8 of this Article XXII. (Notwithstanding the foregoing, any such affected director may be counted in determining the presence of a quorum at any Board meeting where action is taken on any such business relationship)
- 6. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.
- 7. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The Board or committee member shall decide if a conflict of interest exists.
- 8. If a conflict of interest exists, the following procedure shall be adopted for addressing the conflict of interest:
  - a) An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - b) The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c) After exercising due diligence, the Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority of vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.



9. The following addresses violations of the Conflicts of Interest Policy:
  - a) If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.
  - b) If, after hearing the response of the interested person and after making further investigation as warranted by the circumstances, the Board or committee determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
  
10. The minutes of the Board and all committees with board delegated powers shall contain:
  - a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed;
  - b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
  
11. A voting director of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that director's compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation. No voting director of the Board or any member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
  
12. Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person has received a copy of the conflicts of interest policy, has read and understands the policy, has agreed to comply with the policy, and understand the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (a) whether compensation arrangements and benefits are reasonable, based on competent survey information, and the results of arm's length bargaining; (b) whether partnerships, joint ventures, and arrangements with management organizations (if any) conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### ARTICLE XXIV – AMENDMENTS

Bylaws may be adopted, amended or repealed by the vote of members entitled to cast, at least a majority of the votes which all members present are entitled to cast thereon at any regular or special meeting or electronic voting duly convened after notice to the members of that purpose.

Revised and approved November 2020.