

1 BYLAWS

2 Of

3 Family Promise of Indiana County, Inc.

4 *amended January 2014

5 **Article I**

6 **Definitions**

7 **Section 1: In these Bylaws and for the purposes hereof:**

- 8 a. "Charter" shall mean the Certificate of Incorporation of Family
9 Promise of Indiana County, Inc. (The Corporation) as from time to
10 time amended.
- 11 b. "Trustee" or "Trustees" shall mean a member or members of the
12 Board of Trustees of the Corporation who have become such in
13 accordance with the provisions of these Bylaws.
- 14 c. "Board" shall mean the Board of Trustees of the Corporation.
- 15 d. Whenever a masculine pronoun appears it is for convenience only
16 and shall mean either a male or female person.

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18 **Article II**

19 **IRC 501 (C)(3) Tax Exemption Provisions**

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21 **Section 2: Purposes and Limitations on Activities.**

22 This corporation is organized exclusively for one or more of the
23 purposes as specified in Section 501 (C)(3) of the Internal Revenue
24 Code of 1986,(or the corresponding provisions of any future US
25 Internal Revenue Code), including, for such purposes, to develop
26 and provide services and facilities for homeless and low-income
27 persons of Indiana County, PA, including but not limited to
28 providing food, clothing, shelter and low-cost housing.

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30 No substantial part of the activities of this corporation shall be the
31 carrying on of propaganda, or otherwise attempting to influence
32 legislation (except as otherwise provided by Section 501 (h) of the
33 Internal Revenue, Code I, and this corporation shall not participate
34 in, or intervene in (including the publishing or distribution of

35 statements), and political campaign on behalf of, or in opposition
36 to, any candidate for public office.

37 Notwithstanding any other provisions of these Bylaws, this
38 corporation shall not carry on any activities not permitted to be
39 carried on (a) by a corporation exempt from federal income tax
40 under Section 501 (C)(3) of the Internal Revenue Code, or (b) by a
41 corporation, contributions to which are deductible under Section
42 179 (C)(2) of the Internal Revenue Code.

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44 **Section 2: Prohibition against Private Inurement.**

45 No part of the net earnings of this corporation shall inure to the
46 benefit of, or be distributable to, its members, directors or trustees,
47 officers, or other private persons, except that the corporation shall
48 be authorized and empowered to pay reasonable compensation for
49 services rendered and to make payments and distributions in
50 furtherance of the purposes of this corporation.

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52 **ARTICLE III**
53 **Board of Trustees**

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55 **Section 1: General Powers**

56 The business of the Corporation, except as otherwise expressly
57 provided by law or by the Certificate of Incorporation shall be
58 managed by the Board of Trustees.

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60 **Section 2: Number, Election, and Term of Office**

61 The Board of Trustees shall consist initially of the five persons
62 named as Trustees in the Charter. The number of Trustees may be
63 changed from time to time by the board to any number of not less
64 than three or more than eighteen which is divisible by three. At the
65 first meeting of the initial Board, the Trustees shall draw lots so
66 that the term of one-third of the Trustees shall expire, at the end of
67 one year, one-third at the end of two years and one-third of the
68 Trustees shall expire at the end of three years. Thereafter, the
69 terms of Trustees shall be for 3 years. A "year" for the purposes of
70 this paragraph shall be deemed to commence at the time of the
71 annual meeting of the Board (as provided in Section 3 of Article III)
72 and end at the time the following annual meeting is called to order.

73 At each such annual meeting, the Trustees then in office shall elect
74 Trustees appointed to fill the vacancies created by the terms ending
75 just prior to the meeting. Trustees may be appointed to serve up
76 to 2 three-year consecutive terms. Trustees must remain off the
77 board for one year before qualifying for re-election. Trustee
78 vacancies occurring from time to time because of resignation,
79 removal, death, or enlargement of the Board may be filled by action
80 of the Board, with such replacement Trustee to be designated to
81 complete the term of the Trustee being replaced.

82 83 **Section 3: Meetings**

84 The Board shall hold its first regular meeting in Indiana County,
85 Pennsylvania, at a time to be fixed by the incorporators of the
86 Charter, for the purpose of organization and the election of officers,
87 and for the transaction of such other business as may be required
88 by law or by these Bylaws or designated by the Board. Such
89 meeting shall be upon 7 days advance written notice to all Trustees.

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91 The Board by resolution may provide for the holding of other
92 regular meetings, but in any event shall meet at least once a year
93 in January for the purposes of electing Trustees and Officers for the
94 ensuing year and such other matters as the Board may determine.

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96 Special meetings shall be held whenever called by the President or
97 by any of the 4 of the Trustees. Such meetings shall be held upon
98 not less than 2 days' notice given personally or by telephone or
99 email, or upon not less than 4 days' notice given by depositing
100 notice in the US mails, postage prepaid. Such notice shall specify
101 the time and place of the meeting.

102 103 **Section 4: Place of Meetings**

104 The Board may hold its meetings at such place or places, within
105 Pennsylvania, as the Board from time to time may determine, or as
106 may be designated in the respective notices thereof or in the
107 respective waivers of notice thereof and consents thereto signed by
108 all the Trustees.

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111 **Section 5: Notice of Meetings**

112 Notice of each regular or special meeting of the Board (except for
113 the first regular meeting) shall be in writing and signed by the
114 President or the Secretary. A copy thereof shall be furnished to
115 each Trustee not less than 7 days before the meeting, and, if
116 mailed, it shall be directed to the Trustee at his residence or usual
117 place of business.

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119 **Section 6: Quorum and Manner of Acting**

120 At each meeting of the Board a majority of the whole Board shall be
121 present in constitute a quorum for the transaction of business
122 therein, and (except as otherwise provided by Section 2 of Article
123 IV) the act of a majority of the Trustee present or via email, any
124 such meeting at which a quorum is present shall be the act of the
125 Board. Whether or not there is a quorum at any meeting, a
126 majority of the Trustees who are present may adjourn the meeting
127 from time to time to a day certain, contact absent Trustees via
128 email for a vote to constitute a quorum for the vote.

129 Trustees shall act only as a Board, and no individual Trustee shall
130 have any authority as such. Approval of a motion by a majority of
131 the directors present at a meeting, or vote by email within 3 days
132 of the board meeting, at which a quorum is achieved, shall be an
133 action of the Corporation, unless these Bylaws or the Articles of
134 Incorporation or state law require more than a majority on such
135 motion.

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137 **Section 7: Organization**

138 At each meeting of the Board, the President or, in his absence, the
139 Vice President shall act as chairman. The Secretary of the Board
140 shall act as secretary of such meeting, and in his absence the
141 chairman shall appoint some other person to act as secretary of the
142 meeting.

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144 **Section 8: Resignations**

145 Any Trustee may resign at any time by giving written notice to the
146 President or to the Board. Such resignation shall take effect at the
147 time specified therein, and unless otherwise specified therein,
148 acceptance shall not be necessary to make it effective.

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Section 9: Removal

Any Trustee may be removed, either with or without cause, at any time, by the affirmative vote of 2/3 of the Trustees, at any meeting of the Board. Unexcused absence from 3 consecutive regular meetings of the Board shall constitute cause for removal of any Trustee.

**ARTICLE IV
Officers**

Section 1: Appointment, Term of Office, and Qualifications

The Board shall appoint annually the President and the Vice President of the Board, who shall be Trustees, and also a Secretary, a Treasurer, and such other officers as the Board deem necessary or advisable. Each of such officers shall hold office until the next annual election and until his successor is elected and qualified. One person may hold more than 2 of said offices. No instrument required to be signed by more than one officer shall be signed by the same individual in more than one capacity.

Section 2: Removal

Any officer may be removed either with or without cause, at any time, by resolution adopted by a 2/3 majority vote of the whole Board, at any meeting of the Board.

Section 3: Resignations

Any officer may resign at any time by giving written notice to the President or to the Secretary of the Board. Any such resignation shall take effect at the time specified therein and, unless otherwise specified therein, acceptance shall not be necessary to make it effective.

Section 4: Vacancies

A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for regular appointment to such office.

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Section 5: President

The President shall have general supervision of the business of the Board, and over its several officers, subject, however, to the control of the Board. The President shall preside at all meetings of the Board and, in general, shall perform all duties incident to the office of President, and such other duties as from time to time may be assigned to him by the Board.

Section 6: Vice President

At the request of the President or in his absence or disability, the Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of the President and the Vice President shall perform such other duties as from time to time may be assigned to him by the Board or by the President.

Section 7: Secretary

The Secretary shall:

- a. Keep the minutes of all meetings of the Board in books to be kept for this purpose
- b. See that all notice are duly given in accordance with these Bylaws or as required by law
- c. Be custodian of the records (other than financial)
- d. In general, perform all duties incident of the office of Secretary and such other duties as from time to time may be assigned to him by the Board or by the President

Section 8: Treasurer

The Treasurer, if required by the Board, shall give a bond for the faithful discharge of his duty, in such sum and with such surety or sureties as the Board shall require. The Treasurer shall:

- a. Have charge and custody of, and be responsible for, all funds and securities of the Corporation and deposit all such funds in the name of the Corporation in such depositories as shall be designated by the Board
- b. Exhibit at all reasonable times his books of account and records to any of the Trustees upon application

- 223 c. Render a statement of the condition of the finances of the
224 Corporation at all regular meetings of the Board and a full
225 financial report at the annual meeting of the Board
- 226 d. Receive, and give receipt for, moneys due and payable to the
227 Corporation from any source whatsoever and, subject to the
228 direction of the Board or of any committee thereunto
229 authorized or of the President, pay out and supervise the
230 disbursement of moneys of Corporation
- 231 e. In general, perform all the duties incident to the office of
232 Treasurer, and such other duties as from time to time may be
233 assigned to him by the President, or by the Board, or as
234 prescribed in these Bylaws

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236 **ARTICLE V**
237 **Execution of Instruments**

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239 **Section 1: Contracts, how executed**

240 The Board may authorize any officers or agents to enter into any
241 contract or to execute and deliver any instrument in the name of
242 and on behalf of the Corporation, and such authority may be
243 general or confined to specific instances.

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245 **Section 2: Deposits**

246 Funds of the Corporation may be deposited from time to time to the
247 credit of the Corporation with such depositories as may be selected
248 by the Board.

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250 **Section 3: Checks, Drafts, etc**

251 All checks, drafts, or other orders for the payment of money, notes,
252 acceptances, or other evidences of indebtedness issued in the name
253 of the Corporation, shall be signed by such officers or agents, and
254 in such manner, as shall be determined from time to time by
255 resolution of the Board. Unless otherwise provided by the Board,
256 endorsements for deposit to the credit, of Family Promise of Indiana
257 County in any of its depositories may be made without
258 countersignature, by the President, Vice President or the Treasure,
259 or, by any other officer or agent to whom such power shall have

260 been designated by the Board, or may be made by hand-stamped
261 impression in the name of Corporation.

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263 **ARTICLE VI**
264 **Notices**

265 No notice of the time, place or purpose of any meeting of the
266 Board, or any publication thereof, whether prescribed by law, by
267 the Charter, or by these Bylaws, need be given to any person who
268 attends such meeting, or who in writing, executed either before or
269 after the holding thereof, waives such notice and such attendance
270 or waiver deemed equivalent to notice.

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272 **ARTICLE VII**
273 **Miscellaneous**

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275 **Section 1: Fiscal Year**

276 The fiscal year of the Corporation shall be the calendar year.

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278 **Section 2: Maintenance of Corporate Records**

279 The corporation shall keep at its principal office:

- 280 a. Minutes of all meetings of directors and committees of the
281 board indicating the time and place of holding such meeting,
282 whether regular or special, how called, the notice given, and
283 the name of those present and the proceedings thereof.
- 284 b. Adequate and correct books and records of finances of the
285 Corporation, including accounts of business transactions and
286 accounts of its assets, liabilities, contributions,
287 disbursements, receipts, gains and losses.
- 288 c. A copy of the corporation's Articles of Incorporation and
289 Bylaws as amended to date, letter of Determination as to tax-
290 exempt status from the Internal Revenue Service, if any, and
291 copies of annual tax filing and registration documents for
292 charitable solicitation purposes. Should a member of the
293 public request a copy of such documents, the corporation
294 shall make the documents available to the person making the
295 request by providing the person with a photocopy of the
296 documents immediately if the request is in person, and within
297 a reasonable time if the request is in writing.

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Section 3: Periodic Report

The board shall cause any annual or periodic report required under state or federal laws to be prepared and delivered to the appropriated governmental office, within the time limits set by law.

Section 4: Registered Agent and Office

The corporation shall maintain an office and register the address of the office and an agent for service of process, as required by the laws of Pennsylvania.

**ARTICLE VIII
Amendments**

These Bylaws may be amended or repealed at any meeting of the Board by the affirmative vote of 2/3 of the Trustees present, provided in any case that notice of any proposal with respect, to the Bylaws shall have been given in the notice of such meeting.