**ARTICLE I**

Name and Location

**Section 1.** The name of this Corporation, a non-profit corporation organized under the Pennsylvania Nonprofit Corporation laws of 1988, is the "Children’s Advocacy Center of Butler County."

**Section 2.** The registered office of the Corporation shall be 101 Mahood Rd., Butler, PA 16001, unless otherwise established by a vote of a majority of the Board of Directors.

**Section 3.** Branch offices or places of business may be established at any time by the Board of Directors at any place or places where the Corporation is qualified to do business.

**ARTICLE II**

Mission Statement

The mission of Butler County Alliance for Children seeks to empower our community to ensure the safety, health, and well-being of children and families.

**ARTICLE III**

Purpose and Powers

**Section 1. Purpose**

The Corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988 for the purpose of creating an agency, which will function to provide a comprehensive, multidisciplinary team response to allegations of child abuse to foster effective and reliable investigations thereof and to provide child victims and non-offending caregiver’s access to services. An additional purpose of the Corporation is "to do any other lawful activities consistent with the aforesaid purposes." The following outline the goals of this Corporation:

* + Provide a child-friendly facility from which representatives from many disciplines, including law enforcement, child protection, prosecution, behavioral health, medical, child and victim advocacy work together to conduct interviews and make team decisions about the investigation, treatment, management and prosecution of cases of child abuse.
	+ The reduction of trauma to child victims through the minimization of duplicative investigative practices through increased communication and collaboration amongst investigative, prosecution and treatment agencies.
	+ Assist in the mental, emotional, and physical recovery of children who have experienced child abuse and their non-offending caregivers.
	+ The facilitation of reliable investigations of child abuse using non-leading, legally sound forensic interviews.
	+ Advocate for best practices throughout the investigation, prosecution, and treatment of child abuse through the coordination of training for members of the multidisciplinary team.
	+ Assist in the recognition and elimination of child abuse throughout Butler County, Pennsylvania by providing education and awareness opportunities.

*Notwithstanding the foregoing, the purposes of the corporation are limited to those charitable and educational functions permitted under section 501(c)3 of the Internal Revenue Code, or any corresponding section of a future tax code.*

**Section 2. Earnings**

No part of the net earnings of the Corporation shall insure to the benefit of, or be distributed to its Directors, Officers, or other private persons. The Corporation shall, however, be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes, including contributions and donations for charitable purposes.

**Section 3. Activities**

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 in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office, including the publishing or distribution of statements with response to any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted by a corporation exempt from Federal Income Tax under section 501(c)3 of the Internal Revenue Code (or corresponding section of any future Federal Tax Code).

**Section 4. Nondiscrimination Policy**

The Corporation shall not discriminate against any person or group of persons based on race, ethnicity, ancestry, marital status, gender, sexual orientation, age, disability, veteran's status, political service or affiliation, religion, national origin, culture, language or socio-economic status.

**ARTICLE IV**

MEMBERS

**Section 1. Membership**

The Corporation shall have no members. All powers, obligations, and rights of membership provided by law shall reside in the Board of Directors.

**Section 2. Contributors**

Any individual corporation, foundation and/or association who wish to make contributions, gifts, or in any other way participate in the activities and programs or support the purposes of the Corporation shall be granted such corporate privileges as the Board of Directors may, from time to time, determine appropriate.

**ARTICLE V**

 BOARD OF DIRECTORS

**Section 1. Definition**

The Board of Directors is that group of persons vested with the management of the business and affairs of the Corporation.

**Section 2. Board of Directors Selection**

The Board of Directors will have no less than five (5) and no more than thirteen (13) Directors with voting authority. Membership on the Board of Directors may increase to a total of fourteen (14) if the immediate past president is at the end of his or her board term limits, as stated within these bylaws. Directors shall be appointed in a manner prescribed in the Bylaws.

 2.1 Nominations: Nominations to fill a vacant position on the Board of Directors may be made by any current member of the Board of Directors.

2.2 Ex-Officio Directors: One representative from the Butler County Children and Youth Agency and the Butler County Office of the District Attorney, may serve as Ex-Officio Directors. The Ex-Officio Directors and their terms shall be determined by the individual agency and approved by the Board of Directors. ***Ex-Officio Directors will not have voting authority.***

2.3 Honorary Directors: The Board of Directors shall have the discretion to elect one or more Honorary Directors. Selection of Honorary Directors shall be based upon their community leadership role and their interest in the Children’s Advocacy Center of Butler County. An Honorary Director may attend Board of Director meetings and receive Board of Director mailings. ***Honorary Directors will not have voting authority.***

2.4 Immediate Past President: The Immediate Past President may serve on the Executive Committee for one (1) year following the completion of their term as Board President. ***The Immediate Past President does have voting authority.***

2.5 Executive Director: The Executive Director of Children’s Advocacy Center of Butler County will report to the Board of Directors. The Executive Director shall be notified of and attend all Board of Director meetings. The Executive Director shall also be notified of all committee meetings and attend if available. ***The Executive Director will not have voting authority.***

**Section 3. Board of Directors**

 3.1 The Board of Directors shall provide governance and accountability, establish direction, and ensure that financial resources are secured for the operations of the Children’s Advocacy Center of Butler County.

 3.2 The Board of Directors shall annually review and update, as needed, a strategic plan for the Children’s Advocacy Center of Butler County that includes goals to achieve organizational missions, an annual operating plan, financial projections for the strategic plan, and an annual operating budget for the operating plan.

 3.3 Board members shall be at least eighteen years old and reside in the Commonwealth of Pennsylvania.

 3.4 Board members shall determine the organization’s mission and purpose pertaining to the intervention and prevention of child sexual abuse, physical abuse, witness to violence, and human trafficking.

 3.5 It is the Board’s responsibility to create, review and update, as needed, a statement of mission and purpose that articulates the organization’s goals, means, and primary constituents served.

 3.6 Select the Executive Director

 3.6.1 The Board shall determine the Executive Director’s responsibilities and undertake an appropriate search to find the most qualified individual for the position.

 3.6.2 The Executive Director shall be a non-voting member of the Children’s Advocacy Center of Butler County Board of Directors but has the authority to participate in Board meetings and other functions that is equivalent to that of other Board members.

 3.7 Provide financial oversight. The Board assists in developing and approving the annual budget and ensuring that financial controls are in place.

 3.8 Ensure adequate resources.

 3.9.1 One of the Board’s foremost responsibilities is to provide and develop adequate financial, human, and capital resources for the organization to fulfill its mission. This shall include succession planning for leadership staff and the Board of Directors as well as fiscal stability.

 3.9 Contribute financially to the organization.

 3.9.1 The Board demonstrates a commitment to the Children’s Advocacy Center of Butler County’s mission and vision by setting and achieving the annual goal of 100% Board giving. In doing so, the Board builds credibility with staff, volunteers, and donors, including foundations and institutions for which 100% Board giving is a funding prerequisite. The Board will contribute financially at a level that is comfortable for the individual.

 3.10 Ensure legal and ethical integrity and maintain accountability. The Board is ultimately responsible for ensuring adherence to legal standards and ethical norms, including avoiding real and/or perceived conflicts of interest.

 3.11 Ensure effective organizational/strategic planning. The Board will actively participate in an overall planning process and assist in implementing, monitoring, and evaluating the plan’s goals and performance toward these goals.

 3.12 Recruit and orient new Board members and assess overall Board performance and compliance with established procedures. The Board is responsible for articulating prerequisites for Board candidates, including but not limited to skillsets, training, demographics, and expertise. The Board is responsible for developing its members and for periodically and comprehensively evaluating the performance of the Board and Executive Director.

 3.13 Enhance the organization's public standing. The Board should clearly articulate the organization's values, mission, accomplishments, and goals to the public and garner support from the community.

 3.14 Support the work of the organization.

 3.14.1 Board members are required to serve on at least one active committee.

 3.14.2 Board members are required to participate in at least two hands-on activities/functions to support the performance of the organization.

 3.15 Ensure effective communications.

 3.15.1 Board members will actively communicate with one another and with the Executive Director involving the work of committees and on issues, needs, questions, opportunities, concerns or other such matters that may or will affect the organization.

 3.16 Board members shall also:

 3.16.1 Submit a criminal background check, within the required frequency, and provide records of the same as a condition of Board membership.

 3.16.2 Raise funds for the Children’s Advocacy Center of Butler County to enable it to achieve its strategic direction and goals.

 3.16.3 Participate in an annual review of the Board based on performance standards set prior to the beginning of each fiscal year by the Board in keeping with an objective process approved by the Board.

 3.16.10 Voluntarily disclose if there is an issue with required clearances or any criminal arrest or conviction while serving.

**Section 4. Removal**

Any director may be removed from the board with or without cause by the affirmative vote of a majority of directors. Reasons for removal may include:

 4.1 A director has been declared incapacitated or incompetent by an Order of Court.

 4.2 A director has been convicted of a felony or any offense regarding or involving children.

 4.3 A director has failed to attend three (3) consecutive meetings or misses more than one-half of the regularly scheduled meetings in any fiscal year without an excuse.

 4.4 If the Board of Directors otherwise determines that it is in the best interest of the Corporation to do so.

 4.5 For a violation or non-compliance with Article V, Section 3 of these By-Laws.

 4.6 Directors can be removed, as set forth in this section.

**Section 5. Vacancy**

5.1 Vacancies, which occur during the year, may be filled for the remainder of the vacated term.

 5.2 Any vacancy in the Board of Directors resulting from death of a Director, Director resignation, Director removal in any manner, Director disqualifications, or an increase in the number of Directors, or any other cause, may be filled by a majority vote of the remaining members of the Board of Directors at any regular or special meeting.

**Section 6. Resignation**

 6.1 Any Director may resign at any time from his/her position as a Director of the Board upon written notice to the Corporation and the Board of Directors.

 6.2 The resignations shall be effective upon receipt thereof by the Corporation or at such subsequent time as may be specified within the written notice of resignation.

**Section 7. Expenses**

Any member of the Board of Directors or Officer of the Corporation is authorized to receive reimbursement from the Corporation for actual expenses incurred when authorized by the Board of Directors.

**Section 8. Selection of the Executive Director**

The Board of Directors shall select and employ an Executive Director who shall serve as Chief Executive Officer of the Corporation.

 8.1 A majority vote is required for approval of the selection and employment of the Executive Director.

 8.2 The Executive Director shall be accountable to the Board of Directors for all Corporation operations.

 8.3 The employment of the Executive Director may be terminated in the same manner as the employment of the Executive Director was approved.

**Section 9. Acting Executive Director**

In the absence thereof or disability of the Executive Director, an Acting Executive Director, designated by the Board of Directors shall perform the duties and exercise the powers of the Executive Director according to the Succession Plan. An Acting Executive Director shall also perform such other duties as prescribed by the Board of Directors.

**Section 10. Executive Director**

1. The Executive Director is appointed and evaluated by the Board and serves at the pleasure of the Board as an at-will employee.
2. The Executive Director provides oversight of the day-to-day functions of the Corporation and its employees, as well as the programs and services that are the responsibility of the Executive Director as established in the Corporation’s strategic plan and annual operating budget.
3. The Executive Director shall supervise direct reports and receive performance reviews for all other employees supervised by a direct report of the Executive Director.
4. The Executive Director shall maintain the day-to-day financial records of the Corporation in collaboration with the Treasurer and third-party financial vendors, if applicable.
5. The Executive Director will administer the funds of the Corporation in keeping with the Corporation’s budget.
6. The Executive Director, Board President, and Treasurer are authorized to sign checks on behalf of the Corporation that are consistent with the budget of the Corporation and the Corporation’s purchasing procedures, unless otherwise determined by the Board of Directors.
7. The Executive Director will be assessed annually by the Board based on a set of performance objectives mutually established by the Executive Director and the Executive Committee and a process approved by the Board.
8. The Executive Director will work cooperatively with the Board to create, implement, and evaluate long-term and short-term goals in line with the Corporation strategic plan.

**ARTICLE VI**

OFFICERS

**Section 1. Executive Board**

Officers of the Corporation shall consist of the following: President, Vice President, Secretary, Treasurer, and other such Officers and Assistant Officers as may be appointed by the Board of Directors as the needs of the Corporation may require.

* 1. An Officer must be a natural person at least eighteen (18) years of age and a Director of the Corporation.
	2. Officers of the Corporation shall be selected biannually and may not serve more than two (2) consecutive and full two (2) year terms.
	3. In the event of any vacancy occurring in any of the said offices, a successor may be elected at any regular meeting of the Board of Directors. The successor’s interim serving will not count towards their two consecutive terms, as described in Article V Section 1.2.

**Section 2. The President**

2.1 The President shall preside over all meetings of the Board of Directors, appoint all committee chairs and members, and oversee the working of the Board of Directors.

 2.2 The President will perform all duties incident to the office of the President and other duties as may be prescribed by the Board of Directors from time to time.

 2.3 The President shall be an Ex-Officio member of all committees and subcommittees of the Corporation; except the Executive Committee on which the President shall act as Chairperson.

 2.4 The President shall sign all meeting minutes.

 2.5 The President shall abstain from voting except in the event his or her vote will break a tie.

**Section 3. The Vice President**

3.1 The Vice President shall perform such duties as the Board of Directors and President shall assign.

3.2 The Vice President shall be authorized to carry out the duties of the President in his or her absence.

**Section 4. The Secretary**

 4.1 The Secretary shall document the minutes of all meetings.

4.2 The Secretary shall approve and sign minutes of all meetings of the Board of Directors.

**Section 5. The Treasurer**

5.1 The Board Treasurer shall oversee the finances of the Corporation in compliance with general practices and procedures, as outlined in the Corporation's current fiscal standard operating procedures.

 5.2 The Treasurer will oversee expenditures, be responsible for the review of finances, which includes the review of audit reports, and monitor the fiscal and monetary affairs of the Corporation on behalf of the Board of Directors.

**Section 6. Immediate Past President**

6.1 The role of the immediate Past President is to assure the experience, and perhaps the wisdom, of the most recent former president is available for consultation and participation in the governance of the Corporation.

 6.2 The Past President may serve on the executive committee for one year after completion of his or her service as president.

 6.3 Should the Past President be at the end of the board term limits, their membership will be extended by one year, as agreed upon by the Board.

**Section 7. Election of Officers**

 7.1 Elections of Officers shall be held at the Annual Board of Directors Business Meeting.

 7.2 New officers will assume their term of office on the first day of the month following the Annual Board of Directors Business meeting.

 7.3 Vacancies of officers can be filled by a majority vote of remaining members of the Board of Directors at any regular or special meeting.

**ARTICLE VII**

COMMITTEES

Standing committees will include but are not limited to: the Executive Committee, the Board Development Committee, and the Fund Development Committee.

**Section 1. Committee of Directors**

* 1. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, to each of which shall consist of two (2) or more Directors.
	2. A quorum for the purpose of holding and acting at any meetings of a committee shall be a simple majority of the members.

**Section 2. Chairperson**

 2.1 One member of each committee shall be elected as the Chairperson.

 2.2 The Chairperson will determine the place and date of all meetings.

 2.3 The Chairperson will report to the Board of Directors during regularly scheduled Board of Director meetings.

**Section 3. Vacancies**

Vacancies in the membership of any committee shall be filled by the recommendation of the committee chair.

**Section 4. Committee Rules**

Committees must operate in compliance with the by-laws of the Corporation and under the governance of the Board of Directors.

**Section 5. Executive Committee**

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, the Executive Director, and the Immediate Past President.

* 1. The President shall preside at all meetings of the Executive Committee.
	2. There shall be at least one scheduled Executive Committee meeting per year. Other meetings of the Executive Committee shall be convened on an as needed basis, at the discretion of the Board President.
	3. Notwithstanding other provisions and restrictions of these bylaws, the Executive Committee of the Board, by simple majority vote of that committee, shall have the power, right, and duty to extend individual board member terms on a case-by-case basis for the purpose of managing board membership and creating and maintaining balance of board size.
	4. The Executive Committee shall have the power to transact all regular business of the Corporation during the interim between meetings of the Board of Directors; provided however, that the Executive Committee may not:
		1. Adopt a plan for the distribution of assets of the Corporation, or for dissolution.
		2. Adopt, amend, or repeal the bylaws or the Articles of Incorporation.
		3. Adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange, or mortgage of all or substantially all of the property or assets of the Corporation.
		4. Amend, alter, repeal, or act inconsistent with any resolution or action by the Board of Directors when the resolution or action of the Board of Directors provides by its terms that it shall not be amended, altered, or repealed by action of a committee.

**Section 6. Multidisciplinary Investigative Team Executive Committee**

The multidisciplinary investigative team executive committee will be responsible for advising the Board of Directors and the Executive Director about issues relating to the implementation, use and periodic evaluation of the multidisciplinary investigative team protocol specific to investigations of child abuse.

 6.1 The committee shall be composed of one representative from each of the following entities: law enforcement, child welfare, medical, victim advocacy, mental health, and the child advocacy center.

 6.2 Committee members should be regular participants in the multidisciplinary investigative team process.

**Section 7. Ad Hoc Committees**

The Board of Directors can form and disband Ad Hoc Committees as needed for specific projects or initiatives, which will operate in compliance with other committee guidelines.

 7.1 The Board of Directors may appoint some committee members from outside the Board of Directors with expertise in a particular field to be included on ad hoc committees.

**Section 8. Powers and Limitations of Committees**

It shall be the function of committees to investigate and make recommendations to the Board of Directors. No committee shall represent the Corporation in advocacy for or in opposition to a project, program, or other action until and unless approval has been granted by the Board of Directors in writing and then only within the scope of such approval.

**ARTICLE VIII**

MEETINGS

**Section 1. Board of Directors**

* 1. The Board of Directors shall hold regular meetings at least quarterly and as often as necessary to conduct the regular business of the Corporation.
	2. The meetings will be held at a time and place to be determined by the Board of Directors.
	3. Notice of the meetings shall be made to all members of the Board of Directors via telephone, email, US mail or in such a fashion as the Board of Directors may establish.
	4. Meeting notification must be made at least five (5) business days in advance of the meeting.
		1. The Executive Director is responsible for providing this notification.

**Section 2. Annual Meeting**

The Board of Directors will hold an annual business meeting for the purpose of transitioning new officers and for the transaction of such other business as may come or be planned by the Board of Directors prior to the meeting.

**Section 3. Special Meetings**

3.1 Special meetings of the Board of Directors may be called by or at the request of the President whenever he or she shall deem such a meeting necessary.

 3.2 Special meetings of the Board of Directors shall also be called by the President upon request for such a meeting by two (2) Directors of the Board.

 3.3 Notice of any special meeting of the Board of Directors shall be given at least three (3) days prior to the meeting. Notice must be given in written format; which includes the use of email.

 3.3.1 The President shall make all efforts to connect with each director.

 3.3.2 Any Director may waive notice of any meeting.

**Section 4. Waiver of Notice**

Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of that meeting except when the Director attends a meeting for the purpose of objecting to the meeting or not being lawfully called or convened.

**Section 5. Participation at Meetings**

5.1 A Director may participate in a meeting in-person, or by means of a telephone, video conferencing, or similar communication equipment, if necessary, as long as all persons participating in the meeting can hear one another. Participation by such means shall constitute in-person presence at the meeting.

 5.2 Each Director shall be entitled to only one (1) vote upon each matter submitted for a vote.

 5.3 Except as provided herein, all acts of a majority of Directors present at a meeting where a quorum is present shall be considered acts of the Board of Directors.

 5.4 In the event the President or Vice-President determines an action requiring a motion approval must be taken by the Board of Directors and it is impossible to obtain a quorum of the members physically present, the President or Vice-President may conduct proxy, email or telephone voting of membership as permitted by Pennsylvania law.

 5.4.1 The President or Vice-President must make a reasonable attempt to contact each voting member of the Board of Directors.

 5.4.2 Every proxy vote shall be authenticated by the member or through the member’s representative and filed with the Secretary of the Board.

5.5 **Absentee Votes by Proxy or Email:**

 5.5.1 If by email, a Board Member votes on a motion on the proposed agenda, the Board Member submits his/her email vote to the Board Chair prior to the meeting.

 5.5.2 If voting by proxy, a Board Member shall submit a written form (i.e., hard copy, fax or photo image of proxy form) to another Board Member to vote on his/her behalf according to the corresponding Proxy Vote Procedure.

**ARTICLE IX**

Amendment of Articles of Incorporation or Bylaws

**Section 1. Articles of Incorporation and/or Bylaw Approval**

* 1. The Articles of Incorporation of the Corporation or the Bylaws of the Corporation may be amended with the approval of not less than two-thirds of the Directors.
	2. In the case of the amendment of the Articles of Incorporation, written notice of the meeting, its purpose, and a copy of the proposed amendment must be given to each Director at least ten (10) days before the meeting is held.
	3. In the case of the amendment of the Bylaws of the Corporation, a notice and a copy of such proposed amendment must be given to each Director at least five (5) days before the meeting is to be held.

**ARTICLE X**

Operations

**Section 1. Fiscal Year**

The fiscal year of the Corporation shall begin on July 1st and end on June 30th.

**Section 2. Signatory Powers**

All contracts and agreements authorized by the Board of Directors of the Corporation and all authorized checks, drafts, notes, bonds, bills of exchange and orders for the payment of money shall, unless otherwise directed by the Board of Directors, or as required by law, follow the Corporation's current fiscal standard operating procedures.

**Section 3. Books and Records**

* 1. The Corporation will keep at its registered office, correct, and complete books and records of accounts. These records may be kept in digital status, unless otherwise noted.
	2. The Corporation will keep at its registered office, the original or a copy of its Bylaws, including amendments to date.
	3. The Corporation will keep at its registered office an original or duplicate Board of Directors register, providing the names of Directors and showing their respective addresses.
	4. The Corporation will keep at its registered office an original, signed copy of meeting minutes created during board of directors scheduled meetings.
	5. The Corporation will keep at its registered office an original, printed copy of the Corporation's annual financial audit, Form 990, Financial Statements, and documentation provided throughout the auditing process.

**Section 4. Inspection of Books and Records**

All books and records of the Corporation may be inspected by any Director for any reason at any reasonable time.

**Section 5. Non-profit Corporation**

5.1 The Corporation will not have or issue shares of stock.

 5.2 The Corporation will not distribute any dividends to any person or persons.

 5.3 The Corporation may, however, permit compensation for expenses such as food, lodging and travel when acting on behalf of the Corporation, and/or hire and compensate such employees, as the Board of Directors deems necessary, to carry out the purpose of the Corporation.

**ARTICLE XI**

Conflict of Interest

**Section 1. Conflict of Interest**

* 1. Members of the Board of Directors are responsible for reviewing and signing the Corporations Conflict of Interest policy annually.
	2. Any person serving on the Board of Directors, who in the discharge of his or her duties as a Director would be required to vote on a matter that would result in a conflict of interest shall abstain from voting.
	3. Any person serving on the Board of Directors shall publicly announce and disclose the nature of his or her conflict of interest as a public record, prior to a vote being taken in the associated matter.

**ARTICLE XII**

Indemnification

**Section 1. Indemnification of Directors, Officers, and Employees**

* 1. The Corporation may indemnify any Director, Officer, or Employee who was or is a party or is threatened to be a part of any threatened, pending or completed action, suite or proceeding, whether civil, administrative or investigative, by reason of the fact that such person is or was a Director, Officer, or Employee of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, or Employee of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise against expenses (including attorney fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suite, or proceeding, to the extent and under the circumstances permitted by applicable Corporation Law of the Commonwealth of Pennsylvania.
	2. Such indemnification (unless ordered by a court), shall be made as authorized in a specific case upon a determination that indemnification of the Director, Officer, or Employee is proper in the circumstances because he or she has met the applicable standards of conduct set forth in the applicable Corporation Law of the Commonwealth of Pennsylvania.
	3. Such determination may be made by the Board of Directors by the majority vote of a quorum consisting of Directors who were not, and are not, parties to or threatened with any such action, suite, or proceeding or if such a quorum is not obtainable, or if a majority vote of a quorum of disinterested Directors so directs, in a written opinion by independent legal counsel meeting the requirements of the applicable Corporation Law of the Commonwealth of Pennsylvania by the Court of Common Pleas or the court in which such action, suite, or proceeding was brought.

**Section 2. Insurance**

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, or Employee of the Corporation, or is serving at the request of the Corporation, 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 such liability.

**ARTICLE XIII**

Robert's Rule of Order

**Section 1. Robert's Rule of Order**

In matters of procedure not specifically delineated in the Bylaws, Robert's Rules of Order will be followed.

**ARTICLE XIV**

Dissolution

**Section 1. Dissolution**

* 1. This Corporation may be dissolved by the affirmative vote of two-thirds of the entire Membership of the Corporation at any regular or special meeting and shall be consistent with that for amending the Bylaws or the Articles of Incorporation as provided earlier within the Bylaws.
	2. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization or organizations designed and operated exclusively for charitable, religious, educational or scientific purposes as at the time shall qualify as an expect organization or organizations under Section 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.
	3. Any remaining assets to be disposed of may be disposed of by the Court of Common Pleas of the County of Butler exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The Corporation By-laws are accepted and approved this \_\_\_\_\_November 16 date of \_\_2023\_\_\_\_\_, at the meeting of the Board of Directors, during which time a quorum was present.

**ATTEST:**

**President, Board of Directors Date**

**Previous Amendments/Revisions to the Bylaws:**

January 9, 2014

January 11, 2017

January 16, 2020

January 21, 2021

May 20, 2021

November 16, 2023