

**Bylaws of**  
**Prisoner Visitation and Support Committee**

*A Pennsylvania Nonprofit Corporation*

As of August 17, 2021

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## **ARTICLE 1. NAME AND OFFICES**

- 1.1 Name. The name of the corporation is Prisoner Visitation and Support Committee (the “Corporation”).
- 1.2 Business Office. The Corporation’s principal and registered office(s) shall be located at any place within the Commonwealth of Pennsylvania as designated in the Corporation’s most current Annual Report filed with the Pennsylvania Department of State. The Corporation may have such other offices, either within or without the Commonwealth of Pennsylvania, as the Board of Directors of the Corporation (the “Board”; and each member of the Board being a “Director”) may designate.

## **ARTICLE 2. PURPOSE**

- 2.1 Statement of Purpose and Powers. The Corporation is organized to operate exclusively for charitable purpose in accordance with Section 501(c)(3) of the Internal Revenue Code. This Corporation will have the purposes and powers stated in its Articles of Incorporation.

## **ARTICLE 3. NOT-FOR-PROFIT**

- 3.1 No Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, reimbursements, and distributions in furtherance of the purposes set forth in its Articles of Incorporation and these Bylaws.
- 3.2 Prohibition on Lobbying and Engaging in Political Campaigns. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- 3.3 Operations. Out of conviction, as well as legal requirement, this Corporation is not required, nor shall it be operated, for pecuniary gain or profit, and is organized solely for non-profit purposes and is limited to activities that further those non-profit purposes. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable purposes. Notwithstanding any other provision of its Articles of Incorporation or these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3) or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or corresponding section of any future federal tax code. In the event of the dissolution of the Corporation, any assets remaining after payment of all just claims of creditors shall be turned over forthwith to one or more other such not-for-profit organizations that, in the opinion of the then-current Directors, will carry on activities most nearly analogous to those for which this Corporation has been formed, provided always that any organization to which assets are turned over shall be an organization then exempt, under Internal

Revenue Service ruling then in effect, under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision(s) of any subsequent law.

- 3.4 Conflicts of Interest. The Board shall adopt a policy addressing conflicts of interest.
- 3.5 Accounting Period. The Corporation shall use the calendar year as its accounting period.

#### **ARTICLE 4. BOARD OF DIRECTORS**

- 4.1 General Powers. The affairs of the Corporation shall be managed by the Board of Directors, and the Corporation's general powers shall be exercised by or otherwise under the authority of the Board. The authority to carry out the business and purposes of the Corporation is vested in the Board. The Board shall control the property of the Corporation and shall determine its policies. All corporate powers and duties for the conduct of the Corporation shall be vested in and exercised by, and the business and affairs of the Corporation shall be managed under the direction of, the Board, except as otherwise provided for in these Bylaws, the law, or by the Board's delegation.
- 4.2 Board's Authority to Delegate Powers. To the extent not otherwise expressly provided herein and not in contravention of these Bylaws or the law, the Board may, through resolution, the Corporation's Policy Manual (Section 9.2 below), or by other method chosen by the Board, delegate and further specify the Corporation's rules, procedures, and regulations, including, but not limited to, the powers, authority, obligations, and responsibilities of its Directors, officers, employees, committees, and other Corporation stakeholders, including, among others, Visitors (defined in Section 4.3 below).
- 4.3 Number of Directors. The Board shall consist of no fewer than five (5) and no more than fifteen (15) Directors. No fewer than a third of the Board's Directors shall have experience visiting prison inmates through this Corporation ("Visitors").
- 4.4 Appointment of Directors. The Board shall elect a new class of Directors at its Annual Meeting (defined in Section 4.9), or at a time otherwise agreed upon by the Board, by a majority vote of the remaining Directors, even if less than five Directors remain on the Board at the time of the vote. Directors shall be divided into three (3) classes with directors apportioned so that the classes are as equal in number as possible.
- 4.5 Terms of Service. Each class of Directors shall be elected for a term of three (3) years. A Director may serve a total of three consecutive terms, subject to approval by the Board at the end of each Director's three-year term. An individual who has reached the maximum three, three-year consecutive terms of service may be elected to serve another maximum three, three-year consecutive terms of service after no less than a one-year break-in-service.

Notwithstanding the foregoing, if the Board elects any new Director at a time other than during its Annual Meeting, that Director's term of service will run as follows: (a) if the Director is elected to the Board less than six month after the Board's last Annual

Meeting, that Director will join the class elected at the prior Annual Meeting and, for purposes of determining the Director's term of service under this Section 4.5, that Director's term of service will be deemed to have started on the date of the Board's last Annual Meeting; or (b) if the Director is elected to the Board six months or more after the Board's last Annual Meeting, that Director will join the class elected at the Board's next Annual Meeting, without the need for additional Board approval, and, for purposes of determining the Director's term of service under this Section 4.5, that Director's term of service is deemed to have started on the date of the next Annual Meeting.

- 4.6 Compensation. The Corporation shall not pay any compensation to any Director for services that a Director renders to the Corporation in their capacity as a Director. Notwithstanding the foregoing, the Corporation may, at the discretion of the Board, reimburse a Director for travel and any other actual expenses necessarily and actually incurred (a) in attending Board or other Corporation meetings or (b) in performing any other duties on the Corporation's behalf.
- 4.7 Vacancies. Whenever a Director vacates his or her term early, the Board may fill the vacated directorship for the remainder of that Director's term by the same procedure established in Section 4.4 of these Bylaws.
- 4.8 Current Directors. Directors appointed and serving on the Board before the Effective Date of these Bylaws may be appointed at the next Annual Meeting following the Effective Date and will be organized by class in as close conformity to the Terms of Service established in Section 4.5 of these Bylaws as is possible, or as otherwise agreed upon by the Board.
- 4.9 Annual Meeting. An Annual Meeting of the Board shall be held each year, on the date and at such time and place as the Chair shall designate, for the purpose of electing Directors, including replacing and reelecting directorships vacated by the class of Directors whose term expires, and to transact such other business as may be appropriate for the meeting. If the election of Directors shall not be held during the Annual Meeting, the Board shall cause the election to be held at a special meeting of the Board as soon thereafter as conveniently may be possible. The Secretary shall ensure that the Board receives notice of the date, time, and location of the Annual Meeting no fewer than thirty (30) days before the meeting is scheduled to occur.
- 4.10 Regular Meetings. At least one regular meeting of the Board, in addition to the Annual Meeting, shall be held annually on such a date and at such a time and place as is determined by the Chair. Once the Chair determines the date, time, and place of any regular meeting, the Secretary shall ensure that the Board receives notice of the date, time, and location of the regular meeting no fewer than twenty (20) days before the meeting is scheduled to occur.
- 4.11 Special Meetings. The Chair, Vice Chair, or no less than a third of all Directors may request the scheduling of a special meeting of the Board. If such special meeting is requested by one or more individuals other than the Chair, the Chair shall schedule such

special meeting to occur on a date and at a time and place within thirty (30) days of the request. The Secretary shall ensure notice of the special meeting is provided to the Board no fewer than five (5) days before such meeting, and such notice shall identify the date, time, and location of the special meeting.

4.12 Notice and Waiver of Notice of Board Meetings. Notice of any Board meeting shall be given in writing by one of the following means:

(a) By first class or express mail, postage prepaid, or courier service, charges prepaid, to the person's postal address appearing on the books of the Corporation or, in the case of Directors or members of another body, supplied by the person to the Corporation for the purpose of notice. Notice under this subparagraph shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to that person.

(b) By facsimile transmission, e-mail or other electronic communication to the person's facsimile number or address for e-mail or other electronic communications supplied by the person to the Corporation for the purpose of notice. Notice under this subparagraph shall be deemed to have been given to the person entitled thereto when sent.

(c) Any Director may at any time waive notice of any meeting according to the following:

1. Whenever a notice is given, a waiver thereof that is filed with the Secretary of the Corporation in record form, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.
2. Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

4.13 Directors' Quorum. A quorum is present and established for a Board meeting when a majority of Directors are present (either in person or by any other method of communication authorized in Section 4.16) at the beginning of the meeting. That majority of Directors shall constitute a quorum sufficient for the transaction of business at any meeting of the Board, unless these Bylaws require a greater number to approve the act in question.

4.14 Directors, Manner of Acting. The vote of a majority of the Directors present at a meeting at which a quorum is present in support of any act or issue or answer to any question shall be sufficient to authorize such act or otherwise address the issue or answer the question on behalf of the Corporation, unless the law or these Bylaws requires a greater number.

- 4.15 Abstentions. A Director who abstains from any vote is not counted for purposes of calculating a majority under any rule in these Bylaws, including Section 4.14.
- 4.16 Participation in Board Meetings. Any or all Directors may participate in an Annual Meeting, regular meeting, or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

A Director who is present at a meeting of the Board, or of a committee of the Board, at which action on any corporate matter is taken on which the Director is generally competent to act, shall be presumed to have assented to the action taken unless

- (a) The Director's dissent is entered in the minutes of the meeting; or
  - (b) The Director files his or her written dissent to the action with the secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the Secretary of the Corporation immediately after the adjournment of the meeting.
- 4.17 Board Action Without a Meeting. Any action required or permitted to be approved at a meeting of the Directors may be approved without a meeting if a consent or consents to the action in record form are signed, before, on or after the effective date of the action, by all the Directors in office on the date the last consent is signed. The consent or consents must be filed with the Secretary.
- 4.18 Removal of Directors. Any Director may be removed, with or without cause, by a vote of two-thirds (2/3) of all Directors.
- 4.19 Executive Director. Notwithstanding the foregoing, the Corporation's Executive Director (if any) shall serve as a non-voting Board participant (non-Director), unless the Executive Director's participation or role in Board activities is otherwise modified by the Board. Further, and unless otherwise modified by the Board, the Executive Director shall not vote on Board matters or count for purposes of determining any Board action, including, by way of example only, whether sufficient Directors are present for a quorum (as defined in Section 4.13).

## **ARTICLE 5. OFFICERS**

- 5.1 Number of Officers. Unless expanded by the Board under Section 5.11, the officers of the Corporation shall be the Chair, Vice Chair, Secretary, and Treasurer, each of whom shall be elected by the Board.
- 5.2 Appointment and Term of Office. The officers of the Corporation shall be elected by the Board for a term of two years, unless the officer's term as a Director is expiring in less than two years, in which case that officer shall be elected for the remainder of his or her term as a Director. Officers may, but need not, be Directors.



- 5.3 Multiple Officeholders. In any election of one or more officers, the Board may elect or appoint a single person to more than one office simultaneously.
- 5.4 Consecutive Terms of Officers. Officers may be elected to no more than three consecutive terms for the same office. An individual who has reached the maximum three consecutive terms of service as an officer for the same office may be elected to serve another maximum three consecutive terms of service for that office after no less than a one-year break-in-service.
- 5.5 Removal of Officers. Any officer may be removed by the Board at any time, with or without cause, by a vote of a majority of the Directors.
- 5.6 Chair. The Chair shall preside at all meetings of the Board. The Chair shall be the chief executive officer of the Board; shall have general and active management of the business of the Board; shall see that all orders and resolutions of the Board are carried into effect; and shall perform such other duties as required by law or by these Bylaws and as may otherwise from time to time be assigned by the Board.
- 5.7 Vice-Chair. The Vice Chair, upon the request of the Chair or the Board, shall perform the duties and exercise the powers of the Chair during the absence, unavailability, or disability of the Chair; and in general, perform all duties incident to the office of the Vice-Chair including any required by law or these Bylaws, and such other duties as from time to time may be assigned to the Vice-Chair by the Chair or the Board. The Vice-Chair shall also automatically assume the duties and exercise the powers of the Chair as provided by law or in these Bylaws whenever the position of Chair is vacant.
- 5.8 Secretary. The Secretary shall ensure that minutes of the proceedings of the Board and all Board committees are recorded and kept in one or more books or record-keeping systems provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Corporation's records; when requested or required, authenticate any records of the Corporation; in general, perform all duties incident to the office of Secretary, including any required by law or these Bylaws, and such other duties as from time to time may be assigned to the Secretary by the Chair or the Board.
- 5.9 Treasurer. The Treasurer shall oversee the financial affairs of the Corporation. The Treasurer shall: ensure that systems, processes, and fiscal policies are developed and in effect for the safeguarding of Corporation's assets; convene and provide leadership to the Finance Committee; prepare or cause to be prepared, financial reports to be presented to the Board at least quarterly; provide guidance to the Board and Executive Director in financial affairs; review the annual audit or CPA reviewed or compiled financial statements; in general, perform all duties incident to the office of Treasurer including any required by law or these Bylaws, and such other duties as from time to time may be assigned to the Treasurer by the Chair or the Board.

In the event an annual budget is not prepared and approved before the beginning of a fiscal year, the Treasurer is authorized to continue or cause to continue disbursement of funds in the ordinary course of business in amounts authorized by the budget in effect for the immediately preceding fiscal year.

- 5.10 Execution of Instruments Binding the Corporation. The Chair and Secretary shall co-sign mortgages, bonds, expenditures, contracts, or any other instruments or agreements that the Board has authorized to be executed, except in cases where the approval, signing, or execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation.
- 5.11 Other Officers. The Board may elect such other officers or agents, as it shall deem desirable, and such officers shall have the authority and perform the duties prescribed from time to time by the Board.

## **ARTICLE 6. NON-MEMBERSHIP**

- 6.1 Non-Membership. The Corporation shall not have members.

## **ARTICLE 7. COMMITTEES**

- 7.1 Committees. In addition to the Standing Board Committees, the Board may establish such additional committees as it deems necessary and desirable. All Board committees, including standing committees, may be advisory or may exercise all or some of the powers and authority of the Board, as is directed by the Board.
- 7.2 Composition of Committees. The Chair shall appoint all Director members of all committees. Any committee that exercises any powers or authority of the Board shall include no less than two (2) Directors. Non-Directors may also be appointed to any committee.
- 7.3 Standing Board Committees. The following are the standing committees of the Board:
- (a) Executive Committee
  - (b) Finance Committee
  - (c) Development Committee
  - (d) Governance and Nominating Committee
  - (e) Personnel Committee
- 7.4 Committee Authority and Responsibilities. The Board may, by resolution or any other means chosen by the Board, establish, expand, or limit the authority and responsibilities

of all committees, including the Standing Board Committees (Section 7.3 above) and any ad hoc committee(s).

## **ARTICLE 8. INDEMNIFICATION, LIABILITY, AND ADVANCING EXPENSES**

8.1 General Rule. A Director shall not be personally liable for monetary damages as a Director for any action taken, or any failure to take any action, unless:

- (a) the Director has breached or failed to perform the duties of Director in accordance with the applicable standards of conduct contained in Pennsylvania's Nonprofit Corporations law and any amendments and successor acts thereto; and
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Provided, however, that the foregoing provision 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.

8.2 Indemnification.

- (a) Third-Party Actions. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that the person is or was an Authorized Representative of the Corporation (e.g. Director, officer, or employee), or is or was serving at the request of the Corporation as a representative 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 the person in connection with the action or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had reasonable cause to believe that his or her conduct was unlawful.
- (b) Derivative Actions. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was an Authorized Representative of the Corporation (e.g. Director, officer, or employee) or is or was serving at the request of the Corporation as a representative 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 the person in connection with the defense or settlement of the action if the person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. Indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines 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 that the court of common pleas or other court shall deem proper.

8.3 Procedure. Unless ordered by a court, any indemnification under Section 8.2 or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Authorized Representative is proper in the circumstances because the person has met the applicable standard of conduct set forth in those sections. Such determination shall be made:

- (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; or
- (b) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

8.4 Advancement of Expenses. The Corporation may, with Board approval, advance expenses (including attorneys' fees) to a Director, officer, employee, or other Authorized Representative that such individual incurs in defending any action (pending or threatened) or proceeding referred to in this Article 8 in advance of the final disposition of the action or proceeding upon receipt of an undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article 8 or otherwise. Except as otherwise provided in these Bylaws, advancement of expenses may be authorized by the Board.

8.5 Notice. Any person who believes he or she is entitled to rights under this Article 8 shall, as soon as practicable after receipt or notice of the commencement or threat of any action, suit, or proceeding specified in this Article 8, notify the Corporation in writing of the commencement or threat thereof; however, the person's failure to timely notify the Corporation shall not relieve the Corporation from any obligations under Article 8 or from any other liability which it may have to such person, unless the Corporation shall have been materially prejudiced by the person's delay in providing timely notice.

8.6 Supplementary Coverage Permitted. The indemnification and advancement of expenses provided by or granted pursuant to this Article 8 shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may

be entitled under any Bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in an official capacity and as to action in another capacity while holding that office.

- 8.7 Insurance. The Corporation shall have the power to purchase and maintain adequate insurance policies as needed to operate the Corporation as determined by the Board, including but not limited to the liability coverages required by this Article 8. Notwithstanding the foregoing, the Corporation shall purchase and maintain insurance on behalf and for the benefit of any person who is or was an Authorized Representative of the Corporation (e.g. Director, officer, or employee) against any liability asserted against him or her, that may be incurred by him or her in such capacity, or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify him or her against that liability under the provisions of these Bylaws or at law.
- 8.8 Continuing Rights and Protections. The indemnification and advancement of expenses provided by or granted pursuant to this Article 8 shall continue as to a person who has ceased to be an Authorized Representative of the Corporation, including all former Directors, officers, and employees, and shall inure to the benefit of the heirs and personal representative of that person.
- 8.9 Reliance on Provisions and Modifications. Any repeal or modification of this Article 8 shall not adversely affect any right or protection existing at the time of such repeal or modification to which any person may be entitled under this Article. Each person who shall act as an Authorized Representative of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification, advancement of expenses, and limited liability provided by this Article 8.
- 8.10 Authorized Representative. For the purposes of this Article 8, the term "Authorized Representative" shall mean a Director, officer, or employee of the Corporation. For avoidance of doubt, the term "Authorized Representative" shall not include any other individuals or entities, including, but not limited to, other agents of the Corporation unless such rights are otherwise expressly authorized and approved by the Board.

## **ARTICLE 9. AMENDMENTS AND POLICY MANUAL**

- 9.1 Amendments. These Bylaws may be amended, modified, repealed, or replaced by the Board by the affirmative vote of two-thirds (2/3) of Directors then in office. Prior to the adoption of any change to these Bylaws, each Director shall be given appropriate notice, as required under these Bylaws, of the date, time, and place of the meeting at which the proposed changes are to be considered, and the notice shall state that one of the purposes of the meeting is to consider a changes to the Bylaws and shall contain a copy of the proposed changes.
- 9.2 Policy Manual. The Board may adopt a Policy Manual that is not inconsistent with these Bylaws. The Policy Manual may, among other things, expand upon the Corporation's rules, procedures, and regulations, and further specify or expand upon any other aspect of

the Corporation's management, including matters provided for in these Bylaws. The Board may amend the Policy Manual with a majority vote of Directors present at a meeting of the Board where a quorum is present.

#### **ARTICLE 10. EFFECTIVE DATE**

- 10.1 Effective Date. These Bylaws shall become effective on August 17, 2021 (the "Effective Date").

PVS: Articles of Incorporation completed: 1975

Bylaws: Adopted no later than 1989

Bylaws amendment dates:

1990

March 5, 1992

April 17, 2015

August 16, 2021 by the Board of Directors