

# **Peters Township Music Boosters, Inc.**

## **BYLAWS**

### **ARTICLE I — NAME AND PURPOSE**

**Section 1** – The name of the corporation shall be, Peters Township Music Boosters, Inc. (“the Corporation”). (PTMB)

**Section 2** – The purposes for which the Corporation is formed are exclusively charitable, civic, educational or scientific within the meaning of §501(c) (3) of the Internal Revenue Code of 1986, as amended (the “Code”), including, without limitation, all purposes, powers and privileges conferred upon the Corporation by the Pennsylvania Nonprofit Corporation Law of 1988, 15 Pa.C.S.A, §§5101 through 5998, as amended (the “PNCL”).

**Section 3** - The primary purpose of the Corporation, also referred to as organization herein, is to provide moral, social, and possible supplementary financial support to any of the music department programs and music department program groups (instrumental, auxiliary, or vocal) of the Peters Township High School (hereinafter sometimes referred to as PTHS). As used herein, the term Marching Band refers to its instrumentalists and any auxiliary units. As used herein, the term Music Student(s) shall refer to any part of the PTHS music department program or program group, collectively or individually.

**Section 4** – 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 any political campaign on behalf of any candidate for public office. The Corporation may, however, involve itself in issues of public policy to the extent that it may, comment on current issues and provide information and statements relevant to the Corporation’s purpose stated above.

**Section 5** - 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 and distributions in furtherance of the purposes set forth herein.

**Section 6** - Notwithstanding any other provisions set forth herein, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under §501(c) (3) of the Code, or corresponding provisions of any subsequent Federal tax laws, or (ii) by corporation contributions to which are deductible for Federal income tax purposes.

**Section 7** - Upon the dissolution, liquidation or termination of the Corporation, no assets shall be distributed to its directors or officers or any other private persons. In the event of the Corporation’s dissolution, the board of directors shall, after paying or making provision for the payment of all corporate liabilities and after provision is made for the disposition of any property committed to charitable purposes, transfer and convey the remaining assets to another charitable organization consistent with the Corporation’s charitable mission provided, however, that such organization shall qualify within the meaning of §501(c)(3) of the Code or corresponding provisions of any subsequent Federal tax law.

**Section 8** – The Corporation shall have its principal office anywhere the Executive Board may designate from time to time.

### **ARTICLE II — MEMBERSHIP**

**Section 1** – The Corporation shall have no members within the meaning of the PNCL. All applications for membership shall include the appropriate membership fee and be in writing via the Corporation’s website. The corporation will not restrict membership based upon race, sex, national origin, sexual orientation, or other federally restricted classes.

**Section 2** – All membership dues, fees, and payment schedules for the forthcoming fiscal year shall be established by the Executive Board and voted on by the General Membership at the May General Membership meeting. Membership

dues and fees shall be published on the Corporation's website.

**Section 3** - Membership in the Corporation shall be one per family unit for the period of July 1 through June 30. There shall be one category of membership: Active.

- a) Active Membership may be extended to any family with a registered/enrolled student in a PTHS music department program or program group. Active Membership includes voting rights, the ability to hold office, and possible discount on any applicable PTMB activity or item.
- b) Active Membership dues and fees:
  - i. are published on the Corporation's website
  - ii. are non-refundable
  - iii. must be paid in full following the established payment schedule with final payment received no later than December 1 of the corresponding school year
  - iv. Active membership dues and fees are accepted after Dec 1; however, the family and participating Music Student(s) will be:
    - i. ineligible for any discount/lower price/monetary award for a trip or activity where PTMB is providing additional money for the Music Student(s) whose family is an active PTMB member for the corresponding school year
    - ii. ineligible for the senior scholarship for the Music Student(s) whose family is an active PTMB member for the corresponding school year
  - v. Any family new to Peters Township School District and newly entering a PTHS music department program or program group after the start of the year will be charged the full dues amount to join and are eligible for all rights and privileges of membership.

**Section 4** – Resignation shall be in writing to the Corporation and may be accepted by the Executive Board provided the Member resigning has discharged all their dues and obligations. Membership dues are non-refundable upon resignation as stated in Article II, Section 3, b.

**Section 5** - Every right and all interests of each Member to the privileges of the Corporation shall cease upon termination of their membership or death.

**Section 6** - In case a member shall be guilty of any violation of these bylaws or rules, or in case their conduct may endanger, or tend to endanger the welfare, interest or character of the corporation, the Executive Board, at a regular or special meeting, may censor or suspend, or by a 3/4 majority vote of the Executive Board, may expel the offending Member; but before each Member shall be expelled, twenty (20) days' notice in writing shall be given to the Member, and who shall be furnished with a copy of the charges.

### **ARTICLE III – VOTING**

**Section 1 – Quorum.** Eleven (11) Active Members present, including the Executive Board, shall constitute a quorum.

**Section 2** - Only Active Members may vote on the business of this Corporation.

**Section 3** – Only one vote per family membership is permitted.

**Section 4** - Voting by proxy is prohibited.

**Section 5** - An Active Member shall not serve as a voting member of this Corporation while serving as a paid employee of or under contract to this Corporation.

#### **ARTICLE IV — OFFICERS**

**Section 1** – The Officers of this Corporation shall comprise the Executive Board and shall consist of:

- a) one (1) president
- b) one (1) vice president
- c) one (1) secretary
- d) one (1) treasurer
- e) one (1) assistant treasurer
- f) one (1) Communications Coordinator
- g) one (1) Volunteer Coordinator

**Section 2 – Eligibility.** The following provisions shall govern the qualifications and eligibility of individuals to be Officers of this corporation:

- a) Each Officer shall be an Active Member of this Corporation.
- b) No person shall serve in more than one elected position in this Corporation simultaneously.

**Section 3 – Term of Office.** Officers shall be elected each year at the April membership meeting. They shall assume office July 1 with a period of transition at the mutual agreement of the outgoing and incoming Officers. The term of office shall be one (1) year from July 1 to June 30.

- a) A person who has served in an office for more than one-half of a full term shall be deemed to have served a full term in such office.
- b) No Officer shall serve more than two (2) consecutive terms in the same office. However, in the event that an office cannot be filled by a new Active Member, an Officer serving two (2) consecutive terms in the office in question may be extended for not more than one (1) additional term with the approval of the General Membership.

**Section 4 – Vacancy.** The Vice-President shall immediately succeed a vacancy in the office of President. The Executive Board shall fill vacancies in any other office by appointment of an Active Member by majority vote.

- a) Resignation from the Executive Board must be in writing and received by the Secretary. Any Executive Board Member may resign at any time providing notice is provided.

#### **Section 5 – Nominating Committee**

- a) **Composition.** The Nominating Committee will consist of three (3) Active Members. No Active Member seeking a position on the Executive Board shall be a member of the Nominating Committee. If a member of the Nominating Committee decides to run for a position on the Executive Board, he or she must step down from the Nominating Committee and a replacement will be selected by the current Executive Board.
- a) **Selection.** The members of the Nominating Committee shall be selected from the Active Membership at the

January General Membership meeting.

b) **Duties.** The nominating committee shall:

- i. send out notification of elections
- ii. confidentially consider all candidates for elected positions who meet the eligibility requirements set forth by these bylaws and who have provided consent to serve if elected
- iii. submit only one (1) name for each position to be filled

c) **Report.** The Nominating Committee will submit nominations at the March membership meeting.

**Section 6 – Nominations from the floor.** Nominations may also be made from the floor at the April membership meeting. The consent of all candidates for officer must be obtained before their name is placed in nomination. All nominated candidates must be Active Members. More than one nomination name may be given for each officer position.

**Section 7 – Election.** Officers shall be elected:

- a) at the April General Membership Meeting
- b) by written ballot if there is more than one (1) candidate and a majority vote shall elect
- c) by voice vote when there is only one (1) candidate. Only affirmative votes shall be valid.

## **ARTICLE V- DUTIES OF OFFICERS**

**Section 1 - The President** shall:

- a) preside at all Executive Board and General Membership meetings of this Corporation
- b) act as an ex-officio member of all committees except the nominating committee
- c) appoint and/or approve any committee chairs and/or co- chairs
- d) assist with the preparation of the annual budget
- e) act as the primary liaison of this Corporation with respect to external parties and be authorized to sign contracts
- f) serve as designated check signer
- g) ensure that insurance is purchased, as necessary, and renewed annually for the Corporation's activities and for the Executive Board

**Section 2 - The Vice President** shall:

- a) be vested with all the powers and required to perform all the duties of the President in the absence of the President
- b) serve as assistant to the President
- c) assist in the preparation of the annual budget
- d) provide each member of the nominating committee with a copy of the bylaws, a membership list, and a timeline for the nomination process
- e) serve as designated check signer

**Section 3 - The Secretary** shall:

- a) record key points from Executive Board meetings and have notes available upon request from Active Members
- b) oversee the taking of minutes at all meetings
- c) maintain a copy of the current bylaws
- d) provide an electronic copy of the minutes in advance of each General Membership meeting
- e) present a written copy of the minutes at each meeting for approval by the General Membership

**Section 4 - The Treasurer shall:**

- a) receive and deposit all funds of the Corporation
- b) keep an accurate record of all receipts and disbursements
- c) make payments as authorized
- d) prepare a monthly bank reconciliation
- e) provide a current monthly report for each General Membership meeting
- f) make available printed copies of all account statements from treasurer's report to treasurer's report for review and spot audit at each General Membership meeting
- g) prepare or cause to be prepared the appropriate IRS 990 form by the 15<sup>th</sup> day of the 5<sup>th</sup> month after the end of the fiscal year
- h) compile and submit all financial documents necessary to complete an internal audit to the selected audit committee as directed by the Executive Board
- i) present all audit reports to the General Membership for adoption at the August General Membership Meeting
- j) prepare and present a preliminary budget ten calendar days prior to the May General Membership Meeting and disperse electronically to the General Membership for review
- k) present the annual budget to the General Membership during the May General Membership meeting for Active Membership approval
- l) present budget adjustments to the General Membership as needed for approval during monthly meetings
- m) present change of Executive Board letter to designated financial institution between July 1 and July 31 to update authorized check signers
- n) serve as designated check signer
- o) have the ability to designate a fiduciary when necessary

**Section 5 – The Assistant Treasurer shall:**

- a) act as an aid to the treasurer and perform duties as assigned by the treasurer
- b) spot audit the financial expenses and deposits of all of the Corporation's fundraisers
- c) perform the duties of the treasurer in the treasurer's absence or inability to serve
- d) serve as a designated check signer

**Section 6 – The Communications Coordinator shall:**

- a) be responsible for all PTMB Board and Committee Chair communication to the membership regarding meetings, fundraisers, events, volunteer recruitment, and general information
- b) maintain and manage all website content, including the calendar, news articles, fundraising, forms, and documents
- c) maintain and manage all social media content

**Section 7 – The Volunteer Coordinator shall:**

- a) obtain a list of PTMB events from the President
- b) discuss the number of volunteers needed for each event with the designated event chair
- c) email the Communications Coordinator with specific volunteer needs for each event
- d) keep a list of volunteers and their hours worked for each event
- e) develop and maintain an FAQ about volunteering that can be accessed by the General Membership
- f) update and maintain volunteer sign-ups
- g) help to recruit volunteers for PTMB events
- h) provide volunteer lists to event chairs prior to events
- i) communicate assigned duties to volunteers prior to each event
- j) check clearances and PTMB membership for volunteers when required

**ARTICLE VI- EXECUTIVE BOARD**

**Section 1 –** The business of this Corporation shall be managed by the Executive Board in the intervals between general membership meetings and such other business as may be referred to it by the Corporation and shall refer to the Corporation such matters as require Corporation approval.

**Section 2 –** Each Executive Board member shall be an Active Member of this Corporation.

**Section 3 –** The members of the Executive Board shall be elected Officers.

**Section 4 –** Specific duties of the Executive Board shall be to:

- a. select, annually, an auditing committee to conduct an internal audit of the Corporation’s financial records as maintained by the Treasurer
- b. select a nominating committee at the January General Membership Meeting
- c. create standing and special committees
- d. approve plans of work of the committees
- e. prepare an annual budget to be submitted to the General Membership for adoption at the May General Membership meeting
- f. approve payment of routine bills within the limits of the approved budget
- g. act in response to unforeseen expenditures between General Membership meetings with the board agreeing by a majority vote on expenditures and have all financial actions ratified at the next General Membership meeting

**Section 5 –** A monthly meeting of the Executive Board shall be scheduled prior to each General Membership Meeting. A

majority of the Executive Board members shall constitute a quorum for an Executive Board Meeting.

**Section 6** - By three-fourths vote of the Executive Board, an Officer or committee Chair may be removed from office for failure to perform duties, illegal activity, activity not in accordance with these bylaws, and/or activity not in the best interest of this Corporation.

**Section 7** - Upon the expiration of the term or office or when individuals cease to hold the position on the Executive Board, they shall automatically be relieved of all duties and responsibilities. All records, books, and other materials pertaining to the position shall be turned over to the remaining members of the Executive Board and all funds pertaining to the position shall be returned to the Treasurer or Assistant Treasurer within fourteen (14) days.

## **ARTICLE VII – MUSIC DIRECTORS AND STAFF**

**Section 1-** The Music Directors and Staff of the PTHS music department may act as liaisons between the Peters Township School District, the PTHS Administration and the Corporation.

**Section 2-** At least one (1) representative from the PTHS music department must be present at each General Membership meeting in order to convene the meeting.

## **ARTICLE VIII — COMMITTEES**

**Section 1- Committees.** The Executive Board may establish or remove committees as it deems necessary or appropriate to assist it in carrying out the Corporation's functions.

**Section 2 - Chairman/Coordinator Eligibility.** Only Active Members of this Corporation shall be eligible to serve as a committee chairman/coordinator.

**Section 3 - Chairman/Coordinator Duties.** Each committee chairman/coordinator shall:

- a) present a plan of work to the executive board for approval
- b) coordinate all work of the committee
- c) upon the expiration of the term or office or when individuals cease to hold the position on the board, they shall automatically be relieved of all duties and responsibilities. All records, books, and other materials pertaining to the position shall be turned over to the Executive Board and all funds pertaining to the position shall be returned to the Treasurer or Assistant Treasurer within fourteen (14) days.

## **ARTICLE IX - CONFLICT OF INTEREST**

**Section 1 - Existence of Conflict, Disclosure.** Directors, officers, employees, and contractors of the Corporation should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Corporation. A conflict of interest may exist when the direct, personal, financial, or other interest(s) of any director, officer, staff member or contractor competes or appears to compete with the interests of the Corporation. If any such conflict of interest arises the interested person shall call it to the attention of the Executive Board for resolution. If the conflict relates to a matter requiring Executive Board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Executive Board, excluding the person who is the subject of the possible conflict.

**Section 2 - Nonparticipation in Vote.** The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Executive Board is meeting. However, the person may be permitted to provide the Executive Board with any and all relevant information.

**Section 3 - Minutes of Meeting.** The minutes of the meeting of the Executive Board shall reflect that the conflict was disclosed, and the interested person was not present during the final discussion or vote and did not vote on the

matter.

## **ARTICLE X – MEETINGS**

**Section 1 - General Membership Meetings.** The Corporation shall hold monthly General Membership meetings during the membership year except for June, July, and December.

- a) The date, time, and place of these and any additional meetings shall be set by the Executive Board and announced to the membership with a minimum of five (5) days' notice.

**Section 2 - Executive Board.** Meetings of the Executive Board shall be scheduled prior to each general membership meeting.

- a) The meetings shall be held at such time and place as deemed necessary and convenient to the Officers.
- b) The presence of a majority of members of the Executive Board shall constitute a quorum.

## **ARTICLE XI – FUNDRAISING and EVENTS**

**Section 1 - Fundraising and event activities shall be organized by the various committees.**

**Section 2 - Chairperson/Coordinator Duties shall be to:**

- a) report the participation result to the Treasurer within one week after the conclusion of the activity
- b) remain within the General Membership/vote approved spending budget to receive reimbursement for the event
- c) turn receipts in to the Treasurer within one month of the conclusion of the activity for reimbursement
- d) deliver monthly reports at the General Membership meetings
- e) all monies collected shall be remitted to the treasurer, or assistant treasurer, within three (3) calendar days of the conclusion of the event

**Section 3 - Reimbursements will not be issued for receipts turned in after the conclusion of the fiscal year on June 30.**

## **ARTICLE XII – FISCAL YEAR AND FINANCIAL ADMINISTRATION**

**Section 1 – Fiscal Year.** The fiscal operating year of the Corporation shall begin on July 1 and end on the following June 30.

### **Section 2 - Banking**

- a) All funds shall be kept in accounts(s) in the name of this Corporation.
- b) All checks shall be signed by two (2) authorized signers. The President, Vice President, Treasurer, and Assistant Treasurer shall be the authorized signers listed at the bank.
- c) Authorized signers on bank account(s) shall not be related by blood or marriage and shall not reside in the same household.



- d) The President, Vice President, Treasurer, and Assistant Treasurer shall be authorized signers unless prohibited by employment.
- e) If an Officer resigns or is removed from the Executive Board, the Treasurer, Assistant Treasurer, or President must de-authorize the signer within ninety-six (96) hours.
- f) All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Executive Board or of any committee to which such authority has been delegated by the Executive Board.
- g) All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Executive Board or any committee to which such authority has been delegated by the Executive Board may select, or as may be selected by the President or by any other Officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Executive Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

**Section 3 - Financial Controls.** The organization shall adopt appropriate financial controls to ensure the integrity of its funds.

- a) At least two unrelated Active Members are required to be present at all times when collecting, counting, and recording cash receipts. Active Members must print their names, sign, and date all cash receipts.
- b) The Corporation shall maintain separation of financial controls so that, minimally: all expenses must be approved by the Executive Board, either by way of approval within a budget annually, approved by the Executive Board, or, if not included in the approved budget, by separate resolution of the Executive Board and/or General Membership.
- c) The reconciliation prepared by the Treasurer must be reviewed by an Executive Board member who is not an authorized check signer at each monthly Executive Board meeting. During the review process, the reviewer should access the bank account and verify that the totals on the printed bank statement agree with the electronic bank records.

**Section 4 – Insufficient Funds Checks (NSF)**

- a) Any participant (PTMB member or not) that writes an insufficient funds check must pay for complete restitution of the check before the student will be permitted to participate in any PTMB sponsored payment-required activity or purchase any additional PTMB sponsored items. In addition, after the writing of the insufficient funds check, the participant will be required to pay in cash or money order, for all PTMB future activities or items, for one calendar year, starting from the date of the first insufficient funds check. PTMB reserves the right to pursue legal action against the participant to reclaim the necessary insufficient funds and at that time to suspend booster membership rights and privileges.

**Section 5 – Internal Financial Audit**

- a) The Executive Board shall select an audit committee of at least three (3) Active Members at the May General Membership meeting.
- b) Audit committee members shall not be authorized signers, the incoming treasurer, the incoming assistant treasurer, or related by blood or marriage and shall not reside in the same household as the authorized signers.
- c) The audit committee shall execute the audit in June.

- d) A report of the findings of the audit shall be submitted in writing to the Executive Board to be presented to the General Membership for approval at the August General Membership meeting. The report shall be signed and dated by all auditing parties.
- e) A financial audit shall also be performed if an authorized signer is added or deleted on any bank account or at any other time deemed necessary by the President or three (3) or more Active Members, by an audit committee that shall be selected by the Executive Board within five (5) days. (Refer to subsections a, b, c, and d above for committee requirements and reporting.)

### **ARTICLE XIII – SENIOR AWARDS**

**Section 1** - The Corporation may, but is not obligated to, present scholarships each spring to graduating seniors committed to attending a post high school educational institution.

#### **Section 2 – Scholarship Committee**

- a) A scholarship committee consisting of at least one Executive Board member and one General Member shall be formed in September. Parents of senior students are not eligible to join the scholarship committee. Should all Executive Board members be senior parents, then at least two General Members will serve on the committee and the Executive Board will serve in an advisory capacity regarding financial decisions only.
- b) The committee will review and update the scholarship application and rubric as needed.
- c) The Scholarship Committee will ensure that all entrants are Active Members.
- d) The Scholarship Committee will collect the completed rubrics from the Review Committee, tally the scores, and provide a list of the winners to the President and Treasurer.

#### **Section 3 – Review Committee**

- a) A Review Committee shall be appointed by the Music Directors.
- b) The committee shall consist of non-PTMB members.
- c) Scholarship applications shall be received by the Music Directors. The Music Directors will ensure that all applications are complete, names are removed, and all necessary information is forwarded to the review committee.
- d) The Review Committee will send completed rubrics to the scholarship committee by pre-determined date.

**Section 3 – Criteria.** The following criteria must be met by student applicants:

- a) active participation and membership in a PTHS Music Department program or program group
- b) completion of an essay (essay topic to be determined by the Scholarship Committee)
- c) demonstrates reliability in his or her music program
- d) be a member in good standing of his or her PTHS graduating class
- e) applicant’s parents and/or guardians must be Active Members in good standing with PTMB

#### **Section 4 – Amount**

- a) The Scholarship Committee will determine the number of scholarships, with a minimum of four (4), and the amount of each scholarship, by November 1. The Scholarship Committee will present their decision at the November General Membership Meeting.
- b) The total amount allocated to scholarships or the monetary amount of scholarships must be approved by the General Membership.
- c) Awards shall be presented by the President or his/her designee at the PTHS Senior Awards.

## **ARTICLE XV- AMENDMENTS AND REVISIONS: BYLAWS**

**Section 1-** These bylaws may be amended at any meeting of the Corporation by a two-thirds vote of the members present and voting, provided notice of the proposed change has been made prior to the meeting for 30 days.

**Section 2 -** These bylaws shall be subject to review every odd year by a special committee consisting of at least one (1) member of the Executive Board and at least two (2) Active Members from the General Membership of the Corporation.

## **ARTICLE XVI - LIABILITY OF EXECUTIVE BOARD – INDEMNIFICATION**

**Section 1 - Executive Board Liability.** A member of the Executive Board of the Corporation shall not be personally liable for monetary damages for any action taken or failure to take any action unless the member has breached or failed to perform the duties of his/her office under Subchapter B, Article B of the Pennsylvania Nonprofit Corporation Law of 1988, 15 Pa.C.S.A. Sections 5711-5717, as amended, and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing provision shall not eliminate or limit the liability of a member (i) for any responsibility or liability of such member pursuant to any criminal statute, or (ii) for any liability of a member for the payment of taxes pursuant to local, State or Federal law. Neither the repeal or modification of this Article 16 or any of its provisions nor the adoption of any provision inconsistent with this Article 16 or any of its provisions shall adversely affect any limitation on the personal liability of a member of the Corporation existing at the time of such appeal or modification or the adoption of such inconsistent provision.

**Section 2 - Right of Indemnity.** The fullest extent permitted by law, this Corporation shall indemnify the members of its Executive Board, its Officers, employees, and other persons described in Subchapter D, Article B of the Pennsylvania Nonprofit Corporation Law of 1988, 15 Pa.C.S.A. Sections 5741-5750, as amended, including persons formerly occupying any such position, against all expenses (including attorneys' fees), judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any action or proceeding, including on action by or in the right of the Corporation. The indemnification provided herein these bylaws and by the laws of the Commonwealth of Pennsylvania shall not be deemed exclusive of any other rights to which any person indemnified may be entitled under any agreement, vote of disinterested members of the Executive Board or otherwise.

**Section 3 - Approval of Indemnity.** On written request to the Executive Board by any person seeking indemnification, the Executive Board shall promptly determine in accordance with Subchapter D, Article B of the Pennsylvania Nonprofit Corporation Law of 1988, 15 Pa.C.S.A. Section 5744 whether the applicable standard of conduct has been met, and, if so, the Executive Board shall authorize indemnification.

**Section 4 - Insurance.** The Corporation, at the sole discretion of the Executive Board, shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of the members of its Executive Board, its Officers, employees, and other agents, against any liability asserted against or incurred by any member, officer, employee, or agent in any such capacity or arising out of the status of the Executive Board member, Officer, employee, or agent or such.

**Section 5 -** 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 provided by this Article XVI.