

Turning Point of Lehigh Valley, Inc.

BY-LAWS

ARTICLE I

NAME

SECTION 1. The Corporation shall be known as Turning Point of Lehigh Valley, Inc. (hereinafter referred to as the "Corporation"), which shall maintain a registered corporate office at 444 E. Susquehanna Street, Allentown, PA 18103.

SECTION 2. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and amend its articles or file the appropriate statement with the Department of State of the Commonwealth of Pennsylvania.

ARTICLE II

PURPOSES AND SCOPE

SECTION 1. The mission of this nonprofit Corporation is to eliminate domestic violence in the Lehigh Valley through empowerment, education and engagement.

SECTION 2. The purposes and scope of this nonprofit Corporation will be to provide support and emergency services to victims of domestic violence. It is the intention of the Corporation to establish and maintain emergency temporary housing in the form of shelter and refer to other appropriate housing resources; and to otherwise offer assistance in the help and care of victims of violence; to provide supportive counseling services; to provide advocacy services on behalf of clients; to educate and raise awareness of the issue of domestic violence; and to provide a 24 hour crisis intervention telephone line; to acquire, hold, manage, convey, lease, dispose of, exchange, mortgage, pledge and receive by gift, devise, bequest or otherwise all kinds of property, real or personal, to accomplish its purposes, and to do any and all things of any character and kind that may from time to time be necessary in the proper management and administration of the affairs of the Corporation; to participate in the development of social welfare programs in the community concerned with the problems of the victims of violence; and the Corporation does not contemplate any pecuniary gain or profit and is organized for nonprofit purposes.

SECTION 3. The Corporation will serve all who voluntarily seek help for their problems relating to the purposes and scope of this organization.

ARTICLE III

MEMBERSHIP AND MEETINGS OF CORPORATION

SECTION 1. The Corporation has no members, only a Board of Directors as provided in Article IV.

SECTION 2. Annual and Regular Directors' Meetings. The regular meeting dates, time and place shall be set by the President. The date, time, and place of any regular meeting may be changed by action of the Board at a regular or special meeting. The Annual Meeting shall be the October regular meeting of each year, at a time and place as the Board shall determine at its immediately prior regular meeting.

Any Director may submit proposals and recommendations to the Board for consideration by the Board, provided such proposal is submitted to the Board thirty (30) days in advance of such meeting.

SECTION 3. The business of the Annual Meeting shall consist of:

- A. Election of Directors and Officers;
- B. Report by the President of the Corporation of the affairs of the Corporation;
- C. Financial report by the Treasurer of the Corporation; and
- D. Open discussion of corporate policy and business by the Directors.

SECTION 4. Special Meeting of the Board. A special meeting of the Board may be called by any of the following:

- A. The President; or
- B. Five (5) members of the Board.

Special meetings of the Board shall be called on two (2) days' notice in writing, including e-mail, unless such notice shall be waived by the Board, and shall be held at such time and place as stated in the notice.

SECTION 5. Waiver of Notice. Attendance of a Director at any meeting of the Board shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business, because the meeting is not lawfully called or convened.

SECTION 6. Action by Communications Equipment. Directors may participate in a meeting of the Board or any committee appointed by the Board by means of conference telephone or other communications equipment, if all persons participating can hear each other. Participation in a meeting pursuant to this section shall constitute presence at such meeting.

SECTION 7. **Notice by Electronic Means.** Information and notices may be sent to Directors and officers via electronic means, including e-mail. Information received pursuant to this section shall constitute Notice for all Board business matters.

SECTION 8. **Action by Written Consent.** Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if written consent is provided, including via email, by each duly elected, qualified, and acting Director and is returned to the Secretary of the Corporation.

- A. In instances where the Board President determines it would be best for all Board members to take corporate action, the Board President may have the Secretary draft the proposed action using a prescribed format and distribute via email or US mail to all Directors.
- B. Each Director shall indicate his/her vote and return the written consent to the Secretary by email within the timeframe provided by the Secretary. Each Director must provide an original signed consent to the Secretary either by email, mail or hand delivery at the next board meeting.
- C. Upon receipt and verification of all written consents, the Secretary will confirm at the next Board meeting whether the action has passed or failed.
- D. The Secretary will be responsible for ensuring that all individual written consents are filed with the Corporation's minute book.
- E. The Board will ratify any action taken by written consent at the next Board meeting. The minutes of that meeting will record the ratification.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. A Board of Directors ("Board"), which shall consist of no less than nine (9) or more than fifteen (15) persons (hereinafter "Directors"), shall conduct the regular business of the Corporation. The Board of Directors shall meet at least six (6) times a year for the transaction of necessary business at such times and places as the President shall designate.

SECTION 2. The conduct of all meetings shall generally be according to Roberts Rules of Order, to the extent that said Rules of Order are consistent with the laws in the state of Pennsylvania, and said Rules of Order shall be the final authority, unless otherwise provided in accordance with these By-laws.

SECTION 3. The Board shall have the power to act for and bind the Corporation in all matters concerning the business of the Corporation, including the power to hold, purchase, transfer and mortgage real and personal property and including the power to delegate to the officers and/or the Executive Director of the Corporation and such other persons as it deems appropriate, authority to act on behalf of the Corporation between meetings of the Board.

SECTION 4. Terms. Directors shall be nominated for a term of three (3) years, one third (1/3) being designated for each of three (3) consecutive years in order to preserve continuity in Corporate affairs. The year of expiration of term shall be clearly designated with any listing of the Board. Terms shall begin with election at the Annual Meeting or subject to Section 5 of this Article IV, related to Vacancies. Terms end on September 30th of the last year of the Director's term. Directors may serve up to two full three (3) year terms or six (6) consecutive years on the Board, subject to the vote of the existing Board. After service for six (6) consecutive years, one (1) year must transpire before such person shall be eligible for nomination for membership on the Board.

SECTION 5. Vacancy on the Board. Any Board vacancy shall be filled by Board election. The newly elected Director shall serve a maximum of two consecutive terms. Nominations to fill all vacancies shall be proposed by the Board Development Committee. The Board Development Committee may keep vacancies unfilled for such period as it shall determine so long as the Board Membership meets the requirements of Section 1 of this Article IV.

- A. The Board Development Committee shall recommend to the full Board, at the Annual Meeting (or the next scheduled regular meeting in the case of a Vacancy on the Board), a slate of nominees. The Board Development Committee will ensure that the Board is representative of the diverse community and membership criteria required to maintain program designation when presenting nominees, including efforts to include survivors of domestic violence.
- B. New Directors shall be elected by a majority vote of the existing Board at the Annual Meeting (or the next scheduled regular meeting in the case of a Vacancy) from the slate of nominees recommended by the Board Development Committee. The slate may contain more candidates than openings on the Board.
- C. New Directors elected in the case of a vacancy shall serve out the remaining term the member was elected to fill. This shall constitute the Director's first term if two (2) or more calendar years remained in the vacated term.

SECTION 6. Quorum of Directors. For purposes of conducting Board business, fifty percent (50%) plus one of the duly constituted Board will represent a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board unless a greater number is required under the provisions of the Nonprofit Corporation Law of 1990 of the Commonwealth of Pennsylvania, the Articles of Incorporation, or any provision of these By-Laws.

SECTION 7. Non-Compensation. No Director acting in his or her capacity as an Officer or Director shall receive compensation for services rendered. No paid corporate employee may serve as a Director of the Corporation. Expenses incurred by Directors in carrying out the

business of the Corporation may be paid in accordance with the rules and procedures adopted by the Board.

SECTION 8. Conflict of Interest and Removal for Conflict of Interest. No Director, Officer or key employee (or member of their immediate family, or any party, group or organization in which they hold a position as an employee, officer, Director, or partner) shall use his/her position, or any knowledge gained therein, in such a manner that a conflict between the interests and concerns of the Corporation and his/her personal interests, arises. Each Director and Officer must disclose known or potential conflicts of interest to the President of the Board prior to participating in deliberations or voting relating to said transaction. Any Director, Officer or key employee participating in an activity deemed to be in conflict with the best interests of the Corporation may be removed by vote of the Board.

SECTION 9. Removal of Directors. Any Director who fails to attend three (3) Board meetings during a Fiscal Year without a valid excuse may be removed from the Board upon recommendation by a majority vote of the Board. Any Director may be removed either with or without cause at any time by a 75% vote of the Board at a regular meeting or a special meeting called for such purpose.

SECTION 10. Board Responsibilities.

- A. The Board, pursuant to its administrative powers, shall supervise the performance of the Executive Director. Said supervision shall include the authority to hire or release the Executive Director. In recognizing the need for the Executive Director to manage the day-to-day affairs of the Corporation, the Board delegates to the Executive Director the authority to sign contracts on behalf of the Corporation, issue public relations statements, sign checks (within any authorized limits contained on the account documents), prepare and release an annual report, and any other acts necessary to achieve the effective and efficient management of the agency's resources consistent with its mission.
- B. The Board shall make provisions to ensure that an annual audit of the Corporation's financial position is conducted and reviewed by the Board. The Board shall also make provisions to ensure that any invested assets of the Corporation shall be managed by qualified parties.
- C. Board members must participate in introductory and on-going training as prescribed by the Pennsylvania Coalition Against Domestic Violence.
- D. Board members must contribute to the Corporation in a manner consistent with the Board Member Job Description.

ARTICLE V

OFFICERS

SECTION 1. The Board of Directors shall annually elect or appoint from its membership the following officers of the Corporation: President, Vice President, Secretary and Treasurer. These officers shall serve as the officers of the Board of Directors in addition to their corporate responsibilities.

SECTION 2. The election or appointment of the officers shall be held at the Annual Meeting. The terms of the officers shall commence and end as of the date of this meeting. The nominations for the slate of officers shall be made at the regularly scheduled Board meeting prior to the annual meeting.

ARTICLE VI

DUTIES OF THE OFFICERS

SECTION 1. The President shall preside at all meetings of the Corporation and of the Board of Directors and shall prepare the agenda for all meetings; she/he shall have the power to call such special meetings of the Corporation or of the Board of Directors as she/he shall deem necessary; she/he shall appoint the chairperson of all committees; she/he shall, subject to the control of the Board of Directors, oversee the management of the affairs of the Corporation; she/he shall perform such other duties as may be properly required by the Board of Directors. She/he may, as President, unless otherwise prohibited by resolutions of the Board of Directors, without specific authorization therefore, execute on behalf of the Corporation, or delegate to the Executive Director the execution of all contracts and agreements incident to the carrying on of the routine business of the Corporation.

SECTION 2. The Vice President, in the absence or incapacity of the President, shall exercise and have the same powers and duties with relation to the Corporation, as does the President.

SECTION 3. The Secretary shall keep a full and complete record of the proceedings of all meetings of the Corporation and of the Board of Directors, with the time and place of holding the same, and if a special meeting, its objects, how authorized and the notice given. She/he shall issue all calls for all meetings, and perform such other duties pertaining to her/his office as the President of the Board of Directors may require. The Secretary, in the absence or incapacity of the President and Vice President, shall exercise and have the same powers and duties with relation to the Corporation, as does the President.

SECTION 4. The Treasurer shall have custody of all moneys and securities of the Corporation; she/he shall direct the disbursement of funds as authorized by the Board of Directors; she/he shall submit a report at the annual meeting of the Corporation; she/he shall perform such other duties pertaining to her/his office as the Board of Directors may require. In the absence or incapacity of the President, Vice President and Secretary, the Treasurer shall exercise and have

the same powers and duties with relation to the Corporation, as does the President. The Treasurer must have a financial background and her/his duties include: to monitor all budgetary activity of the Corporation and work directly with the Executive.

ARTICLE VII

COMMITTEES OF THE BOARD OF DIRECTORS

SECTION 1. The Corporation will have three standing Committees: Executive, Board Development and Finance. Directors must participate on at least one (1) standing Committee. The President may designate additional committees in accordance with the needs and mission of the Corporation. Voting membership on standing Committees is limited to Directors and Officers. Outside individuals may advise standing Committees, as determined as necessary by the Committee Chairs. The President may assign additional responsibilities to committees as deemed necessary to the interests of the Corporation.

- A. The Executive Committee shall consist of the officers of the Corporation and shall have and exercise the authority of the Board of Directors in the management of the Corporation between the meetings of the Board of Directors. The President shall be the Chair of the Executive Committee. All decisions of the Executive Committee shall be recorded and reported at the next meeting of the Board of Directors. Decisions of the Executive Committee may be modified as the Board so determines.
- B. The President of the Corporation shall appoint a Board Development Committee for the purpose of making recommendations to the Directors for the filling of the expired terms of the Directors, and creating and implementing a training plan for the Board. The Board Development Committee shall:
 - 1. Inform each of the Directors of the Corporation of vacancies on the Board of Directors;
 - 2. Receive applications from any interested person and shall discuss with each applicant the functions of the Corporation and the duties of the Directors;
 - 3. Analyze the composition of the Board and insure that prospective Board members are identified, screened and matched to the necessary skills and experience, and be representative of the community;
 - 4. Seek innovative ways to attract diverse applicants to Board positions with a goal of having representation of a cross section of the community the Corporation serves.
- C. The Finance Committee shall:
 - 1. Review the agency's financial position regularly and oversee the management of the endowment fund program assets and investment funds;
 - 2. Review and present the Corporation's budget to the Board;

3. Engage in other acts designed to monitor the Corporation's financial situation;
4. Provide for annual independent audit of the Corporation;
5. Develop an asset management strategy and review all contracts annually.

The Treasurer shall be the Chair of the Finance Committee.

SECTION 5. The formation of all other committees shall be determined by the Board.

SECTION 6. The President may serve as an ex-officio member of all committee.

ARTICLE VIII

AMENDMENTS

SECTION 1. Any proposed amendments to the Articles of Incorporation and By-Laws shall be submitted in writing to the Board of Directors at least seven (7) days in advance of the annual meeting, or any special meetings, at which time they will be considered.

SECTION 2. The Articles of Incorporation and these Bylaws may be amended by a simple majority vote of the members present at the annual or special meeting at which the amendment is considered, provided that all members are notified no less than seven (7) days in advance of such meeting that amendments will be considered and that the proposed changes may be examined at the corporate office during regular business hours.

ARTICLE IX

DISSOLUTION

SECTION 1. The Board will adopt and maintain an agency policy and plan to ensure that appropriate provisions are made in the case of the agency closing. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, the Board of Directors, after paying or making provision for the payment of all liabilities of the Corporation, shall pay over and transfer all of the assets of the Corporation to an organization organized and operated exclusively for charitable, educational, literary or scientific purposes, and having purposes substantially similar to those of the Corporation, provided that:

- A. At such time the recipient (or each of the recipients) qualifies as an organization exempt from tax under 501 (c) (3) of the Internal Revenue code (i.e. a "tax exempt organization") and
- B. Any donor requirements are adhered to as specified in the acceptance of said donation.
- C. No portion of the assets shall inure to the benefit of any Director, officer or member (if there should be any at such time) of the Corporation or any private person or enterprise organized for profit.

ARTICLE X
INDEMNIFICATION AND LIABILITY OF DIRECTORS AND OFFICERS

SECTION 1. Personal Liability of Directors.

Directors cannot be held liable for any action or inaction, except as required by law unless:

- A. The member has breached or failed to perform the duties of his/her office in good faith, in a manner she/he reasonably believes to be in the best interest of the agency and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances.
- B. The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

SECTION 2. Indemnification. 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, suit or proceeding, including actions by, or in, the right of the Corporation, whether civil, criminal, administrative or investigative, by reason of the fact that such person is, or was, a Director or officer of the Corporation, or is, or was, serving while a Director or officer of the Corporation at the request of the Corporation as a Director, officer, employee, agent, fiduciary or other representative or another corporation, partnership, joint venture, trust, employee benefit plan or other enterprises, against expenses (including attorneys' fees), judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding to the full extent permissible under local, state or federal law.

SECTION 3. Advancement of Expenses. The Corporation shall reimburse reasonable and documented expenses incurred by an officer or Director of the Corporation in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by, or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Corporation.

SECTION 4. Other Rights. The indemnification and advancement of expense provided by or pursuant to this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expense may be entitled under the Corporation's Articles of Incorporation, any insurance or other agreement, vote of shareholders or Directors or otherwise, both as to actions in their official capacity and as to actions in another capacity while holding an office and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

SECTION 5. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is, or was, a Director, officer, employee or agent of the Corporation, or is, or was, serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against her/him and incurred by her/him in any such capacity, or arising out of her/his status as such, whether or not the Corporation would have the power to indemnify her/him against such liability under the provisions of these Bylaws.

SECTION 6. Security Fund; Indemnity Agreements. By action of the Board of Directors (notwithstanding their interest in the transaction) the Corporation may create and fund a trust fund or fund of any nature, and may enter into agreements with its Officers and Directors, for the purpose of securing or insuring in any manner its obligation to indemnify or advance expenses provided for in this Article.

SECTION 7. Modification. The duties of the Corporation to indemnify and to advance expenses to a Director or officer provided in this Article shall be in the nature of a contract between the Corporation and each such Director or Officer, and no amendment or repeal of any provision of the Article and no amendment or termination of any trust or other fund created pursuant to Section 4.06, shall alter, to the detriment of such Director or officer, the right of such person to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment repeal or termination.

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The above Bylaws were duly approved by the Board of Directors this first day of December in the year 1980; amended September 1, 1981; September 7, 1982; December 7, 1987; June 7, 1988; October 1990; December 7, 1999; July 31, 2001; February 5, 2002; September 7, 2004; May 10, 2005; September 6, 2005; September 3, 2013; and October 4, 2016.


Charles Telese, Board Secretary