

BYLAWS OF THE  
PENNSYLVANIA VETERANS FOUNDATION, INC.

Adopted at the First Meeting of the Board of Directors  
December 22, 2011  
Amended September 9, 2013

ARTICLE ONE  
GENERAL PROVISIONS

1.01 The Corporation shall be known as the Pennsylvania Veterans Foundation, Inc. The Corporation is formed exclusively for charitable and education purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding section in any future tax code.

1.01 Bylaws. These Bylaws constitute the code of rules adopted by the Pennsylvania Veterans Foundation, Inc. for the regulation and management of its affairs.

1.02 Definition. As used herein, the word “veteran” means a present or former member of the Armed Forces of the United States or their Reserve Components, including members and former members of the Pennsylvania National Guard, provided that the former member was discharged or released from military service under honorable conditions.

1.03 Powers. This Corporation will have the purposes or powers as stated in its Articles of Incorporation, and whatever powers are or may be granted by the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, or any successor legislation. The Corporation may exercise all powers and authority granted to it under the laws of the Commonwealth of Pennsylvania applicable to nonprofit corporations engaged in charitable, education and veterans’ organization foundation activities, but may not carry on any activity not permitted to be carried on by a corporation exempt from federal income taxation under section 501(c) of the Internal Revenue Code of 1954, or subsequent corresponding provision of the law.

1.03. Purposes. The purposes of the Corporation include, without limitation.

1.03.1. To provide assistance and support for Pennsylvania veterans and their families.

1.03.2. To make grants to other recognized charitable foundations and organizations and veterans’ service organizations to carry out the charitable purposes of the Corporation.

1.03.3. To make grants and to undertake charitable programs and projects to assist and support deserving Pennsylvania veterans and their families.

1.03.4. To assist Pennsylvania veterans in need of shelter and the necessities of living.

1.03.5. To provide aid, comfort, assistance, and support for Pennsylvania veterans, including veterans of war or armed conflict and peacetime veterans, and their families.

1.03.6. To help ensure that Pennsylvania veterans and their dependents have access to accurate up-to-date information and assistance to qualify for federal, state, and local veterans benefits.

1.03.7. To honor the rich history and heritage of Pennsylvania veterans and the contributions and sacrifices of veterans by providing public education and information.

1.03.8 To solicit and receive grants, donations, gifts, and legacies from other foundations, charitable organizations, veterans' service organizations, corporations, individuals and other entities to carry out the charitable purposes of the Corporation.

## ARTICLE TWO OFFICES AND AGENCY

2.01 Principal and Branch Offices. The principal office of this Corporation in Pennsylvania will be located at Fort Indiantown Gap, Lebanon County, Pennsylvania. In addition, the Corporation may maintain other offices either within or without the Commonwealth of Pennsylvania as its business requires.

## ARTICLE THREE DIRECTORS

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

3.02 Structure of Board. The Board of Directors of this Corporation will constitute a single class.

3.03 Qualifications and Identification of Directors. The qualifications for becoming and remaining a Director of this Corporation are as follows.

3.03.1 Directors must be persons at least eighteen (18) years of age and residents of the Commonwealth of Pennsylvania.

33.03.2 The Incorporators of the Corporation shall serve as members of the Board of Directors.

3.03.3 In addition to its voting members, the Board may, from time-to-time, in its discretion, appoint such number of honorary directors as the Board deems appropriate.

3.04 First Board of Directors. The Incorporators shall constitute the first Board of Directors.

3.04.1. At the first meeting of the first Board of Directors, the Board shall consider and adopt bylaws for the Foundation, approve any documentation needed to support the charitable and educational purposes of the Foundation to be submitted with the application for recognition of the Foundation as under Section 501(c)(3) of the Internal Revenue Code, appoint three directors at large, and conduct such other business as the Board may determine appropriate.

3.05 Number of Directors. The number of Directors of this Corporation will not be less than three (3) at any one time nor more than fourteen (14). Prior to the second meeting of the Board of Directors and until further action of the Board, taken no earlier than one year after the first meeting of the Board, the Board of Directors will consist of three directors at large, and the Incorporators.

3.06 Terms of Directors. Directors-at-Large who are members of the first Board of Directors and those appointed thereafter will hold office for a term of office of two years. Each director will hold office for the term for which the director was elected and until a successor has been selected and qualified. The Incorporators shall serve as Directors for a term of five years and may be reappointed for a like term in the discretion of the Board of Directors.

3.07 Vacancies on the Board. Any vacancy occurring on the Board of Directors, or any expired term on the Board or any directorship to be filled by reason of an increase in the number of Directors will be filled by a majority of the remaining Board of Directors Any Director appointed to fill the vacancy of an unexpired Board Member's term will serve for the unexpired term of the predecessor in office.

3.08 Increase in the number of Directors-at-Large. At any time after one year from the date of the first meeting of the first Board of Directors, the Board may, by majority vote at a regular or special meeting of the Board at which a quorum is present, vote to increase the number of Directors-at-Large to no more than nine (9). The Board shall designate whether the position of additional Directors at Large shall have terms of one, two or three years with the goal of staggering the terms of additional directors.

3.09 Location of Directors' Meetings. Meetings of the Board of Directors, regular or special, will be held at Fort Indiantown Gap, unless otherwise specified in the notice of meeting or agreed upon by the Board of Directors.

3.10 Regular Directors' Meetings. Regular meetings of the Board of Directors will be held at Fort Indiantown Gap or other specified location not more frequently than once per month and no less frequently than once every three months. This provision of the Bylaws constitutes notice to all Directors of all regular meetings, and no further notice shall be required, although further notice may be given.

3.11 Notice of Special Directors' Meetings. Written or printed notice stating the place, day, and hours of any special meeting of the Board of Directors will be delivered to each Director not less than two (2) days or more than thirty (30) days before the date of the meeting, either personally or by first class mail, by or at the direction of the chairman, or the secretary, or the directors calling the meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the director at the director's address as it appears on the records of this Corporation, with postage prepaid. The notice need not state the business to be transacted at, nor the purpose of, the meeting.

3.12 Call of Special Board Meeting. A special meeting of the Board of Directors may be called by either the chairman of the board or a majority of members of the board.

3.13 Waiver of Notice. Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice that meeting except when the Director attends a meeting 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.

3.14 Quorum. A majority of the whole board will constitute a quorum. The acts of a majority of the directors present at a meeting at which a quorum is present will constitute the action of the board unless a greater number is required under the laws of the Commonwealth of Pennsylvania.

#### ARTICLE FOUR OFFICERS

4.01 Roster of Officers. The officers of this Corporation will consist of a chairman, vice-chairman, secretary and treasurer.

4.02 Selection of Officers. Each of the Officers of this Corporation will be elected and appointed annually by the Board of Directors. Each officer will remain in office until a successor to the office has been selected and qualified. Elections will be held at the first regular meeting of the Board of Directors taking place during or after the month of January.

4.03 Officeholders. In any election of Officers, the Board of Directors may elect and appoint a single person to more than one office simultaneously. The chairman and vice

chairman of the Corporation shall be voting members of the Board of Directors; the secretary and treasurer may, but need not be, voting members of the Board of Directors.

4.04 Chairman. The chairman will, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. The chairman will preside at all meetings of the Board and perform all duties incident to the office and any other duties that may be required by these Bylaws or assigned by the Board of Directors. The chairman will serve as chairman of the Executive Committee.

4.05 Vice Chairman. The vice-chairman will perform all duties and exercise all powers of the Chairman when the Chairman is absent or is otherwise unable to act. The vice chairman will perform any other duties that may be assigned by the Board of Directors.

4.06 Secretary. The secretary and any assistant secretary authorized by the Board of Directors will keep minutes of all meetings of the Board of Directors, be the custodian of the corporate records, give all notices as are required by law or by these Bylaws, and generally, perform all duties incident to the office of secretary and any other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned by the Board of Directors.

4.07 Treasurer. The treasurer will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, render reports and accountings to the directors and as required by the Board of Directors or by law. The treasurer will perform in general all duties incident to the office of treasurer and any other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned by the Board of Directors.

4.08 Removal of Officers. Any officer elected or appointed to office may be removed by the Board of Directors whenever, in their judgment, the best interests of this Corporation will be served. However, any removal will be without prejudice to any contract rights of the officer so removed.

## ARTICLE FIVE INFORMAL ACTION

5.01 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Law of 1988, or these Bylaws, a waiver of the notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the waiver, will be deemed equivalent to the giving of the notice. The waiver must, in the case of a special meeting of the Board, specify the general nature of the business to be transacted.

5.02 Action by Consent. Any action required by law or under the Articles of Incorporation of this Corporation or these Bylaws, or any action that otherwise may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent

in writing, setting forth the action taken, is signed by all persons entitled to vote with regard to the subject matter of the consent, or all Directors in office, and filed with the secretary of the Corporation.

## ARTICLE SIX COMMITTEES

6.01 Definition of Committees. This Corporation may have certain committees, each of which will consist of one or more directors. Each committee will have and will exercise some prescribed authority of the Board of Directors in the management of this Corporation. However, in establishing any committee the Board of Directors may such limits on the powers and duties of the committee as the Board deems appropriate.

6.03 Executive Committee. The Executive Committee shall consist of the officers of the Corporation and such other directors as designated by the Board of Directors. The Executive Committee will perform such functions as delegated to it by the Board of Directors by resolution.

6.03 Appointment of Committees. The Board of Directors, by resolution duly adopted by a majority of the Board of Directors at a meeting with a quorum may designate one or more committees and delegate to these committees the specific and prescribed authority of the Board of Directors to exercise the management of this Corporation. Committee members may be appointed by the Board of Directors, or the Board of Directors may, by resolution, delegate the power of appointment for one or more committees to the chairman. However, the creation of committees will not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law.

6.04 Advisory Committees. In addition, the Board of Directors, by resolution may designate advisory committees designed to transact certain ministerial business of the Corporation or to advise the Board of Directors. These committees will be chaired by an officer or director as designated by the Board or the chairman of the Board of Directors. The Board of Directors, in establishing one or more advisory committees, will determine the method of selection of the membership of the committee. Methods of selection may include appointment of members by the Board or the chairman of the Board or designating the officer or director who chairs an advisory committee to select the remaining members of the advisory committee up to the number set by the Board. The appointing authority may add or remove members from any advisory committee as deemed appropriate. The Board may terminate any Committee by resolution.

## ARTICLE SEVEN OPERATIONS

7.01 Fiscal Year. The fiscal year of this Corporation will be July 1 to June 30.

7.02 Execution of Documents. Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation will be signed by the officer or employee of the Corporation designated to perform such duties by the chairman. Contracts, leases, or other instruments executed in the name of an on behalf of the Corporation will be signed by the secretary and countersigned by the chairman.

7.03 Books and Records. This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of the Board of Directors and Executive Committees. The Corporation will keep at its office located at Fort Indiantown Gap, the original or a copy of its Bylaws including amendments to date certified by the secretary of the Corporation.

7.04 Inspection of Books and Records. All books and records of this Corporation may be inspected by at any reasonable time on written demand under oath stating the purpose of the inspection.

7.05 Nonprofit Operations. This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its directors or officers. However, the Corporation may pay compensation in reasonable amounts to the Executive Director and Staff for services rendered.

7.06 Loans to Management. This Corporation will make no loans to any of its Directors or Officers.

7.07. Employees. The Corporation may employ an executive director and such other employees and contractors as are appropriate to carry out the purposes of the Corporation. The executive director, who shall serve at the pleasure of the Board, shall be responsible for the day-to-day management and operations of the Corporation. The Board of Directors shall adopt human resources policies and procedures of the Corporation.

7.08 Audits and Financial Reports. The Corporation shall produce, by October 1 of each year, an annual financial report for the preceding fiscal year, reviewed and approved by a certified public accountant, showing the cash receipts and disbursements for the preceding fiscal year. The accounts of the Corporation shall be subject to a full audit employing Generally Accepted Accounting Principles at least once every three years, or at such more frequent intervals as may be established by the Board of Directors. All financial reports and audits shall be submitted to the Adjutant General and shall be made public.

7.09 Code of Ethics/Conflicts of Interests Policy. The Board of Directors shall, at its first meeting, adopt a Code of Ethics and Conflicts of Interests Policy for the Corporation.

## ARTICLE EIGHT FINANCES

8.01 Revenues. The Corporation shall be financed by grants, donations and payments received to further the charitable, educational and veterans' organization foundation purposes of the Corporation.

8.02 Expenditures. The funds of the Corporation may be expended for the purposes set forth in Article I. No funds of the Corporation will be expended for other than educational, charitable and veterans' organization foundation purposes.

8.03 Political 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 any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended.

8.04 Limitations on Expenditures. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein.

8.05 Acceptance of contributions. No solicitations of contributions to the Corporation shall be made, and no gift bequest or devise to the Corporation shall be accepted upon any condition or limitation which would cause the Corporation to lose its exemption from federal income taxation.

8.06 Compliance. The Corporation shall, to the extent applicable, comply with the applicable provision of the Internal Revenue Code, as amended, and any subsequent corresponding provisions of law, insofar as such sections:

8.05.1 Prohibit the Corporation, its directors, officers or members from engaging in any acts of self-dealing.

8.05.2 Require the Corporation to distribute income for each taxable year applicable to charitable or educational purposes in such manner as not to subject the Corporation to tax under such Code.

8.05.3 Prohibit the Corporation from retaining any excess building holdings.

8.05.4 Prohibit the Corporation from making investments which may jeopardize its charitable purposes or tax exempt status.

8.05.5 Prohibit the Corporation from making taxable expenditures.

ARTICLE NINE  
AMENDMENT

9.01 Modification of Bylaws. The power to alter, amend or repeal these bylaws or to adopt new bylaws, to the extent authorized by law, is vested in the board of directors who may do so by majority vote.

ARTICLE TEN  
LONGEVITY

10.01 Perpetual Existence. The Corporation shall have perpetual existence.

ARTICLE ELEVEN  
DISSOLUTION

11.01 Dissolution. Upon the dissolution of the Pennsylvania Veterans Foundation, Inc. assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court Common Pleas of Lebanon County, the county in which the principal office is located exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes that align with the original mission of the Foundation.