

B Y L A W S

COMMUNITY ACTION, INC.

(name change effective January 1, 1999)

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ARTICLE I
NAME

The name of the Corporation shall be Community Action, Inc.

ARTICLE II PURPOSE

Section I.

The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law. Such purposes include, but are not limited to, administering activities as provided by the Community Services Block Grant or any successor legislation, and providing and coordinating activities which alleviate poverty, promote family self-sufficiency, and advance community prosperity.

Section II.

The Corporation will develop and implement activities designed to help low-income and disadvantaged individuals and families in the community become economically independent.

Section III.

The Corporation will examine and promote methods by which organizations and communities can address the problems of the rural and disadvantaged, including action and advocacy in the areas of poverty, domestic violence prevention, legal rights, health, housing, discrimination, education, employment, and community and economic development.

Section IV.

The Corporation shall directly involve itself in efforts to increase the availability of safe, affordable housing for low-income and moderate-income individuals and families.

Section V.

The Corporation shall advocate community involvement in activities that address the causes of poverty and coordinate with other organizations serving low-income individuals and families through the use of advisory groups, participation on boards, surveys, needs assessments, and volunteers.

Section VI.

The Corporation will engage in development and fundraising activities to support these purposes and promote and sustain community economic prosperity.

Section VII.

The Corporation will engage in activities that promote and sustain individual and family economic independence.

Section VIII.

As stated, the corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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 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 aforesaid. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, 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 section 501(c)(3) of the Internal Revenue Code.

Upon the dissolution of the corporation, after paying or making provisions for the payment of all the legal liabilities of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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.

ARTICLE III
BOARD OF DIRECTORS COMPOSITION AND AUTHORITY

Section I.

There shall be a Board of Directors consisting of twelve (12) directors that shall have the general authority to conduct the affairs of the Corporation. This authority shall not be subject to concurrence, veto, or modification by another body or authority unless pursuant to a delegation of powers by the Board of Directors itself. This authority includes, but is not limited to, the following powers:

- a. To employ and dismiss, if necessary, a Chief Executive of the Corporation, who shall be an ex-officio director of the Board of Directors; but shall have no voting power.
 1. The Board may choose to employ the Chief Executive in an employee status, as defined in the Corporation's Employee Handbook, and/or may exercise the option of hiring the Chief Executive by means of an employment contract.
 2. The Board may impose disciplinary actions and/or discharge the Chief Executive. The Board may, when it deems appropriate, set forth, in writing, written rules to govern the Chief Executive's conduct and performance.
- b. To approve new proposals.
- c. To approve annual Corporate budgets.
- d. To receive and accept annual audit(s).
- e. To approve annual performance targets or outcomes
- f. To approve the Corporate Strategic Plan.
- g. To evaluate compliance with Organizational Performance Standards and the overall performance of the Corporation.
- h. To approve policies necessary to accomplish Corporate business.
- i. To designate special committees and define their responsibilities.
- j. To acquire real and personal property by purchase, lease, gift, or otherwise; and to the extent it may be convenient and necessary, to hold such property, to mortgage property or any part thereof; and it shall have the right to dispose of, by sale or otherwise.
- k. To assess the needs of low-income individuals, families, and communities to influence the character of the Corporation, mission, and activities.

- I. To do all as is required by these Bylaws and the Non-Profit Corporation Laws of the Commonwealth of Pennsylvania and shall have the maximum power and authority now or hereafter provided or permitted under the laws of the Commonwealth of Pennsylvania to Directors of Pennsylvania non-profit corporations acting as a Board.
- m. To approve persons to serve as members of Advisory Councils and to select Board Directors to serve on Advisory Councils.

Section II.

The membership of the Board shall be open to anyone the Board deems capable of representing the residents of Clarion and Jefferson Counties and who indicates a desire and willingness to serve in accordance with Article III, Section II. Representatives of Low-income Individuals and Families must reside in the service area of the Corporation as specified by Section 676B(a)(2)(B) of the Community Services Block Grant. The Board retains final decision on the election of all board directors.

The Board of Directors shall democratically elect members by majority vote from nominees selected to represent three separate and distinct sectors, to wit:

REPRESENTATIVES OF LOW-INCOME INDIVIDUALS AND FAMILIES

A minimum of one-third of the seats on the Board shall consist of democratically selected representatives of low-income individuals and families. These representatives need not themselves be low-income. One-half of this membership shall represent Clarion County and one-half shall represent Jefferson County; each representative must reside in the respective County.

Notice of board vacancies and application procedures may be posted with organizations that share the goals of the Corporation in the county of the vacancy, news media, the Corporation's website, social media sites, or locations frequented by low-income individuals.

The democratic selection process utilized will include:

- a. Community organizations comprised predominantly of and representing low-income people of the service area may select members to the Corporation's Board from their membership or their Advisory Council Members / Board Directors.

The community organization shall solicit nominations, utilize ballots, and hold a vote by the low-income representatives of the organization. The organization will notify the Corporation Board in writing of their selected nominee(s) and submit documentation demonstrating a democratic selection process was followed. In addition, the Corporation may require other information be submitted in writing, such as the organization's history, purpose, projects, and the scope and accessibility of the process for selecting a nominee and voting procedures.

- b. Private low-income residents of the service area may submit an application for

Board membership. The nominee will be placed on a ballot for election by the Corporation's Board.

The Nominating Committee is responsible for determining if the nominee(s) meets the vacancy criteria, recommending the nominee via ballot to the Board for consideration, and ensuring the Board election is held democratically per Bylaw requirements.

ELECTED PUBLIC OFFICIALS

One-third of the seats on the Board of Directors shall consist of elected public officials currently holding office; one-half of which shall represent the residents of Clarion County and one-half shall represent the residents of Jefferson County. This membership shall represent the highest local elected office from each county and two other elected officials of each county who have either general governmental responsibilities or responsibilities which require them to address low-income related issues. Public officials may appoint a representative who will consistently serve as their alternate. If the number of elected officials willing to serve does not comprise one-third of the allotted seats, the remaining seats shall be filled by appointed public officials.

REPRESENTATIVES OF THE PRIVATE SECTOR

The remainder of Board seats shall be selected by the Board of Directors based on their interest and abilities to address the needs of the low-income population. The selection of Board representatives shall be drawn from existing private organizations; one-half of which shall represent the residents of Clarion County and one-half of which shall represent the residents of Jefferson County. Representation of the private sector is open to educational, religious, private social service organizations, businesses, industry, unions, law enforcement, private health agencies, and any other private non-profit or community-based organizations in Clarion and Jefferson Counties that support and contribute to the purposes and mission of the Corporation.

One designated representative from each private organization shall be chosen by the group or interest they represent to serve on the Board and shall be empowered to act on behalf of the group or interest on all Board matters. In the event a representative is removed or withdraws from the Board, the Corporation's Board may allow that group or interest to select another representative to complete the term of service. Should the private organization fail, within the period specified by the Corporation's Board, to designate an individual to serve as a representative, the Corporation's Board shall select another private organization to designate such an individual.

Section III.

The Nominating Committee shall actively seek nominations for vacancies from Board Directors, from organizations and businesses who are actively involved in the empowering of people who are low-income or who are at high risk of being low-income, and from the community at large.

- a. The Board shall take steps to ensure that vacant seats are filled in a timely manner.
- b. If a Board vacancy occurs during an emergency, it shall be filled when reasonable to do so.

A Board nominee elected to fill a vacancy shall serve the term of the vacancy and shall be eligible for additional terms.

Section IV.

The Corporation shall strive to develop and maintain a Board membership which represents the diversity of the area's population. Nominees will be considered without regard to race, color, religion (including religious beliefs, observations, or practices), disability, ancestry, national or ethnic origin (including limited English proficiency), age (40 or older), sex (including pregnancy, childbirth, or related medical conditions), sexual orientation, lifestyle, political beliefs, union membership, participation or decision to refrain from participation in protected labor activities, marital status, familial status (only for housing), parental status, military service, veteran status, genetic information, AIDS or HIV status, citizenship, relationship to a person with a disability, possession of a General Equivalency Diploma (GED) instead of a high school diploma, use of a guide or support animal or because the user is a handler or trainer of guide or support animals, stereotypes or assumptions, whether the person is a victim of violent crime (including domestic violence), or other characteristics protected by federal or state law. Groups or interests which believe themselves to be inadequately represented on the Corporation's Board of Directors may petition in writing for representation on the Board. The Board will address the petition at the next appropriate committee and Board meetings.

ARTICLE IV
TERMS AND CONDITIONS OF BOARD
MEMBERSHIP

Section I.

Directors of the Board shall be elected for a three-year term and shall be eligible for re-election for additional successive terms. The term of public elected officials shall be the term of their elected public office.

Notwithstanding any other provision of these Bylaws, during an emergency (defined as federally, state, or locally declared emergencies and natural disasters), the Board may vote to extend, by up to one year, the expiring term of any Board Director.

Section II.

Board Directors are expected to attend scheduled meetings. The Board Secretary will advise the Board of any Director missing four consecutive meetings for the Board's consideration.

Section III.

Low-income director reimbursement for expenses incurred for participation in Board and committee meetings is permitted. Directors designated by the President to attend corporate activities may also be reimbursed for their expenses, if approved by the Board. However, regular compensation to all directors for their service is prohibited.

Section IV.

A person shall not be eligible for election as a Board Director if they are employed by the Corporation, nor will an application for employment be accepted from a Board Director while serving on the Board or for a period of twelve months thereafter.

Section V.

Any Board Director may resign at any time upon written notice to the corporation. The resignation shall be effective upon receipt thereof by the corporation or at such subsequent time as may be specified in the notice of resignation.

Section VI.

Any Board Director may be removed from the Board by a simple majority of the current Board Directors. Voting shall be at any regular or special meeting where action has been identified prior to the actual meeting. The Board Director who is subject to removal shall be entitled to at least a fifteen-day written notice, by certified mail, a vote on removal is pending. The Director shall be entitled to appear before and be heard at such meeting prior to the vote.

Grounds for Removal

- a. Incapacity. The Board may remove a Director, who has been deemed legally or medically incapacitated or otherwise unable to carry out the duties of his/her office.
- b. Cause. The Board of Directors may remove a Director for cause for one or more of the following reasons:
 - Conduct contrary to the best interests of the corporation
 - Violations of the corporation's articles of incorporation or bylaws
 - Violation of conflict of interest or other Board policies
 - Unexcused absence from four (4) consecutive board meetings, except for absences during an emergency
 - Repeated disruptions of board and/or committee meetings
 - False statements on documents in connection with service as a Director or Officer of the Corporation.

Section VII.

The Corporation is prohibited from engaging in political activity, including but not limited to endorsement of candidates, political fundraising, or other partisan activity. Directors of the Board are not bound by this restriction and may participate in political activities, but only insofar as they may not suggest or imply endorsement or preference by the Corporation or any of its activities.

Section VII.

Directors shall perform their board or committee duties using diligence and in a good faith manner not knowingly permitting the Corporation to undertake any action that is beyond its powers as defined by statutes, Corporate Charter, and Bylaws, and not engage in personal activities to cause harm or take advantage of the Corporation.

ARTICLE V
MEETINGS OF THE BOARD OF DIRECTORS

Section I.

The Board shall hold a minimum of four meetings each year. To the extent possible, one meeting will be held each quarter to be called at the discretion of the Board President or at the written or verbal request of the majority of the current Board membership. If the Board cannot meet because of an emergency, the number of required regular meetings shall be reduced by the number of meetings the emergency rendered unable to meet.

The Annual meeting will normally be held in May of each year and designated in the notice of the meeting. If the annual meeting is postponed, a regular or special meeting may be held in its place.

Special meetings of the Board of Directors may be called by the President, an Officer, or at the request of the majority of the current Board.

Written minutes will be filed for all Board and Committee meetings.

Section II.

Written, electronic, or personal notices of every meeting of the Board of Directors shall be given at least five (5) days in advance. Notice of meetings will include an agenda and may include minutes of the previous board/committee meetings. All Board meetings shall be open to the public and notice provided to local media at least 72 hours in advance.

One or more persons may participate in a meeting of the Board or a committee of the board by means of conference telephone, video conference, or similar communication equipment of which all persons participating in the meeting can hear each other. Participating in a meeting pursuant to this section shall constitute presence in person at such meeting.

Any action which may be taken at a meeting of the Directors may be taken without a meeting, by unanimous written consent of the Directors; such written consent or consents shall be filed with the minutes of the Board of Directors.

Section III.

A quorum shall consist of fifty-one (51) percent of the non-vacant seats of the Board. Each Director is entitled to one vote. Motions, resolutions, and actions taken by the Board must be approved by majority vote at any meeting at which a quorum is present. Votes by proxy are prohibited.

Section IV.

The President of the Board or the Chairperson of a duly appointed committee shall have the authority to call an Executive Session at any regular, committee, or special meeting. However, any decisions made in the Executive Session shall be finalized during public meetings.

Section V.

At every meeting of the Board, the President, if there be one, or in the case of a vacancy in the office or absence of the President of the Board, one of the following officers present in the order stated shall preside: the Vice President of the Board, the Secretary/Treasurer of the Board, or a Chairperson chosen by a majority of the Board Directors present. In the absence of the Secretary, any person appointed by the President of the meeting shall act as Secretary.

Section VI.

The President of the Board may invite interested parties with needed expertise to serve as non-voting advisory members of the Board.

ARTICLE VI OFFICERS

Section I.

The officers of the Corporation's Board of Directors shall be the President, Vice President, and Secretary/Treasurer. All officers shall be nominated from the current Board Directors by the Nominating Committee or from the floor according to Robert's Rules of Order.

Section II.

Board Directors shall not hold more than two officer positions at any one time.

Section III.

All officers shall be elected by the Board of Directors at a regularly scheduled meeting. Newly elected officers will assume their duties upon the expiration of the current officer's term. An Officer will remain in the office until a successor to the office has been qualified and elected.

Section IV.

Duties of the officers shall be as follows:

- a. The President, who shall also be the Board Chairperson, shall preside at all meetings, appoint all committee members, work closely with Corporate Management, and take primary responsibility for the supervision of the Chief Executive and insurance of the Board's completion of the Chief Executive's annual performance appraisal.
- b. The Vice President, who shall also be the Board Vice Chairperson, shall substitute for the President during the President's absences or incapacity and fulfill such other duties as the Board and/or the President may assign.
- c. The Secretary/Treasurer shall execute reports and documents as required and ensure the minutes of the Corporation are properly maintained and filed. The Secretary/Treasurer or designee will ensure up-to-date attendance records, record votes on all motions before the Board, and transcribe the minutes of the Board meetings. These minutes shall be submitted to the Chief Executive to be distributed to the Board Directors with the notice of the next Board meeting. The Secretary/Treasurer shall perform all duties incident to the Secretary/Treasurer of a non-profit corporation in accordance with the Bylaws and such specific duties or obligations as may be directed by the Board.

Section V.

Only Board Directors who first complete two (2) consecutive years of Board service will be eligible to fill Board officer positions. The term of office for all officers shall be three (3) years. Officers shall be eligible for re-election for additional successive terms. The Board President will make appointments to fill unexpired terms that may become vacant.

ARTICLE VII COMMITTEES

Section I.

The Corporation will have committees duly composed so they reflect to the extent possible the composition of the Board as defined in Article III, Section II. All committees are advisory and must submit their recommendations to the Board for approval, except as the Bylaws may permit the Executive Committee to act on behalf of the Board between Board meetings or in place of during an emergency. The Board President may designate Directors to any committee or may replace an absent or disqualified Director of any committee.

a. The standing committees are:

1. The Executive Committee will be composed of the Officers of the Corporation and a minimum of two (2) Board Directors appointed by the Board President. The President of the Board will serve as the Chairperson of the Committee. The Executive Committee shall have all the powers and authority of the Board to act for and in place of the Board of Directors on all matters, except those specifically reserved to the Board by these Bylaws or the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania or any successor legislation. In the event the Committee takes action, the same will be reported at the next Board meeting.
2. The Nominating Committee will be comprised of a minimum of five (5) Board Directors appointed by the Board President. Committee responsibilities include recommending candidates for the Board of Directors, Board Officers, and advisory council members; as well as ensuring Board composition compliance with the Bylaws.
3. The Planning Committee will be comprised of a minimum of five (5) Board Directors appointed by the Board President. Committee responsibilities include strategic planning, reporting to the Board an assessment of Corporate and community needs, the achievement of Corporate goals, and the effectiveness of Corporate policies and systems.
4. The Finance Committee will be comprised of a minimum of five (5) Board Directors appointed by the Board President. The Committee's primary responsibility is to focus on various financial oversight areas, including internal control systems, evaluating accounting and financial reports, managing the audit process, and overseeing adherence to ethical standards.

b. The establishment of any committee of the Board and the delegation thereto of power and authority shall not alone relieve any Director of their fiduciary duty to the Corporation.

- c. The Board President may delegate to any committee the power to elect subordinate officers of that committee and to assign authority and duties to subordinate officers and committees.
- d. With the exception of the Executive Committee, a Committee Chairperson may invite interested parties with needed expertise to serve as non-voting advisory members of the committee.
- e. The Board may add to the scope of a committee's authority, but not subtract from its basic responsibilities.
- f. Committees will convene with the approval of the Board President or Committee Chairperson. The Chief Executive, with the approval of a Board Officer shall have the authority to convene a Board Committee.
- g. Each committee shall report such proceedings to the Board. Written committee minutes will be filed for all meetings.
- h. A quorum for the purpose of holding and acting at any meeting of a committee shall be a simple majority of the members present at any meeting at which a quorum is present.

ARTICLE VIII
PARLIAMENTARY AUTHORITY

Roberts Rules of Order, revised, shall govern the proceedings of Board and committee meetings, except in such cases as covered by these Bylaws.

ARTICLE IX
AMENDMENTS AND REVISIONS

These Bylaws may be amended by a two-thirds vote of the non-vacant seats of the Board of Directors at any regular or special meeting provided written notice containing the proposed amendment is given five (5) days in advance to all current Board Directors.

The Board of Directors and legal counselor shall review and revise, if necessary, these Bylaws every five (5) years.

ARTICLE X
FINANCIAL AND PROGRAM MANAGEMENT

Section I.

The fiscal year of the Corporation shall begin on the first day of July in each year.

Section II.

There shall be an annual audit of all funds received by the Corporation as required by applicable Federal and State regulations or directives, or as directed by the Board or a duly charged Board committee. Audits shall be conducted within the time requirements specified by contractual agreements and/or Board/Committee directive. A full report on all audits will be made to the Board of Directors.

Section III.

The Chief Executive shall have the authority, unless otherwise restricted by the Board of Directors, to execute in the name of the Corporation any and all documents to effectuate the purpose of the Corporation and directives of the Board of Directors, including but not limited to contracts, agreements, leases, certifications, attestments, guarantees, etc. The Chief Executive shall also have such powers and perform such other functions as may from time to time be vested in such person by the Board of Directors.

In the absence or incapacity of the Chief Executive, the Officers of the Corporation are authorized to execute instruments on behalf of the Corporation. The board may generally or in particular cases authorize in writing other board members, officers, employees, or agents to execute instruments on behalf of the Corporation.

Persons authorized to execute instruments on behalf of the Corporation may do so electronically.

Section IV.

The Chief Executive shall have the authority to make day-to-day purchases and to acquire assets and supplies that do not exceed a unit purchase value of ten thousand dollars (\$10,000). The Chief Executive shall not have the authority to execute commercial paper, promissory notes, or to otherwise incur indebtedness without the direction and approval of the Board of Directors.

Section V.

The depository banking institution(s) will be chosen and/or reaffirmed and applicable banking resolution(s) made and/or reaffirmed during the annual meeting. All monies of the Corporation shall be deposited in its name in the banking institution designated by the Board of Directors.

Section VI.

All obligations of the Corporation shall be paid by Automated Clearing House (ACH), credit card, or a check bearing any two of the following signatures: President; Vice-President; Secretary/Treasurer; Chief Executive; or their designee as approved by the Board. A signature stamp is authorized for a designated Board signer. However, all checks must bear at least one original signature.

Section VII.

The Corporation shall maintain an independent accounting of its funds.

Section VIII.

The Corporation shall require the bonding of officers and hires with surety as the Corporation may determine is necessary. The expense of bonding is to be paid by the Corporation.

Section IX.

The Board of Directors have the authority to direct the Chief Executive to prepare and maintain fiscal and program policies which assure Corporate activities are being conducted in a cost effective manner consistent with the purposes of the Corporation, and Corporate funds are being managed and expended consistent with all applicable contractual requirements and in accordance with generally accepted accounting principles. These policies will be adopted by the Board of Directors and will be reviewed periodically by Board Committees, Corporate Management, grantors, consultants, and auditors. The Board of Directors shall have the authority to direct the Chief Executive to report to the Board of Directors and/or to the appropriate Board committee(s) the findings of any and/or all evaluations, audits, monitorings, etc., which test the effectiveness and/or efficiency of these policies and systems and/or delineate any exceptional conditions.

Section X.

In compliance with the Internal Revenue Code Section 501(c)(3) and the Commonwealth of Pennsylvania exemption from taxation statutes, upon a dissolution and liquidation, including the disposal of properties and monies held by the Corporation, the Corporation is expressly prohibited from such disposal or distribution for private inurement to any person and such disposal of any remaining properties and monies shall be to institutions of purely public charity or other entities allowable by the Internal Revenue Code Section 501(c)(3).

ARTICLE XI
NON-DISCRIMINATION

Section I.

All activities provided, engaged in, or supported by the Corporation shall be administered so no person shall, on the grounds of race, color, religion (including religious beliefs, observations, or practices), disability, ancestry, national or ethnic origin (including limited English proficiency), age (40 or older), sex (including pregnancy, childbirth, or related medical conditions), sexual orientation, lifestyle, political beliefs, union membership, participation or decision to refrain from participation in protected labor activities, marital status, familial status (only for housing), parental status, military service, veteran status, genetic information, AIDS or HIV status, citizenship, relationship to a person with a disability, possession of a General Equivalency Diploma (GED) instead of a high school diploma, use of a guide or support animal or because the user is a handler or trainer of guide or support animals, stereotypes or assumptions, whether the person is a victim of violent crime (including domestic violence), or other characteristics protected by federal or state law, or retaliation against these characteristics, be excluded from participation in such activities, be denied the benefits of such activities, or be otherwise subjected to discrimination.

Section II.

The Board of Directors and all committees of this Corporation shall be open to representation from all segments of the public as defined in Article III.

Section III.

There shall be no discrimination with regard to hiring, assignment, promotion, or other conditions of employment as stated in the Corporation's Employee Handbook and Equal Employment Opportunity Policy.

ARTICLE XII CONFIDENTIALITY

Section I.

The Chief Executive shall have the authority to prepare and maintain written confidentiality policies and procedures for the Corporation, Board Directors, consumers, hires, and volunteers, which adhere to the privacy laws, regulations, and guidelines promulgated to preserve and protect the personal privacy of consumer and hire files. At a minimum these policies and procedures will assure:

- a. Hire and consumer files are appropriately safeguarded.
- b. Access to hire and consumer files is restricted only to those individuals who have been authorized by the Chief Executive as having an authentic need for such information.
- c. Hire and consumer information is only disclosed to external organizations and individuals when a written release detailing the specific information authorized to be released has been provided to the Corporation by the hire and consumer.
- d. Exceptions for the release of hire and consumer information which do not require the hire's and consumer's written consent are explicitly detailed.
- e. Hires and consumers have the right to review and to obtain photocopies of files pertaining to them, submit data for inclusion in such files, and request the correction or removal of inaccurate, irrelevant, outdated, or incomplete information from such files.

ARTICLE XIII
LIMITATION OF PERSONAL LIABILITY OF DIRECTORS;
INDEMNIFICATION OF DIRECTORS, OFFICERS, AND
OTHER AUTHORIZED REPRESENTATIVES

Section I. - Limitation of Personal Liability of Directors.

A Director of the Corporation shall not be personally liable for monetary damages as such for any action taken or any failure to take any action, unless:

- a. The Director has breached or failed to perform the duties of his or her office as defined in Section II below; and
- b. The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

The provisions of this Section 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.

Section II. - Standards of Care and Justifiable Reliance.

- a. A Director of the Corporation shall stand in a fiduciary relationship to the Corporation and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
 1. One or more officers or hires of the Corporation who the Director reasonably believes to be reliable and competent in the matters presented;
 2. Counsel, public accountants, or other persons as to matters that the Director reasonably believes to be within the professional or expert competence of such person;
 3. A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

- b. In discharging the duties of their respective positions, the Board, committees of the Board, and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon hires, upon persons with whom the Corporation has business and other relations, upon communities which the offices or other establishments of or related to the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of Section A of Section II.
- c. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director, or any failure to take any action shall be presumed to be in the best interests of the Corporation.

Section III. - Indemnification in Third Party Proceedings.

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, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself be a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section IV. - Indemnification in 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 or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she 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 and except that no indemnification shall be made in respect of any claims, issues, or matters as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless and only to the extent that the Court of Common

Pleas or court in which such action or suit was brought shall determine 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 which the Court of Common Pleas or such other court shall deem proper.

Section V. - Mandatory Indemnification.

Notwithstanding any contrary provision of the Articles of Incorporation or these Bylaws, to the extent that a representative of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in either Section III or Section IV above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section VI. - Determination of Entitlement to Indemnification.

Unless ordered by a court, any indemnification under Section III or Section IV above shall be made by the Corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. 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 such action, suit, or proceeding.
- b. if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section VII. - Advancing Expenses.

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in these bylaws.

Section VIII. - Indemnification of Former Representatives.

Each such indemnity may continue as to a person who has ceased to be a representative of the Corporation and may inure to the benefit of the heirs, executors, and administrators of such person.

Section IX. - Insurance.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, hire, or agent of the Corporation or is or

was serving at the request of the Corporation as a Director, Officer, hire, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Corporation would otherwise have the power to indemnify such person against such liability.

Section X. - Reliance on Provisions.

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.

ARTICLE XIV
SEAL

The Corporation shall have a Corporate Seal that shall have inscribed there on,
"Community Action, Inc., 1965, Corporate Seal, Pennsylvania".

ARTICLE XV
DISSOLUTION OF CORPORATION

All actions relating to the dissolution of the Corporation, including the disposal of all property and monies held by the Corporation, shall be done in accordance with the Corporation's Articles of Incorporation and amendments thereto and pursuant to the statutes of the Commonwealth of Pennsylvania governing non-profit organizations and any applicable Federal statutes including Internal Revenue Code Section 501(c)(3).

The Corporation is expressly prohibited from using any surplus funds for private inurement to any person in the event of a sale or dissolution of the Corporation.

ARTICLE XVI CONFLICT OF INTEREST

Section I.

A conflict of interest is a transaction in which a Director or one or more of their family members has a personal or financial, direct or indirect, interest that compromises or could compromise the Board Director's independence of judgment in exercising their responsibilities to the Corporation.

Section II.

A conflict of interest transaction is not voidable by the Corporation solely because of the Director's interest in the transaction if any one (1) of the following is true:

- a. The Director's interest was disclosed or known to the Board of Directors or a committee of the Board of Directors and the Board of Directors or committee authorized, approved, or ratified the transaction.
- b. The transaction was fair to the Corporation.

Section III.

For purposes of Article XVI, a Director of the Corporation has an interest in a transaction if:

- a. The other entity is owned or controlled by the Director, their immediate family member, or close associate.
- b. The other entity has or is negotiating a compensation or ownership agreement with the Director, their immediate family member, or close associate.

Section IV.

For purposes of Article XVI, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Board of Directors (or a committee) who have no personal or financial interest in the transaction. If a majority of the Directors who have no personal or financial interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum shall be deemed present for the purpose of taking action under this Article. No Director shall deliberate or vote on any matter in which the Director has a conflict of interest.

Section V.

Directors shall annually complete and sign a Conflict of Interest Policy and Disclosure Statement.

Certificate of the Secretary

Approved and adopted at a duly noticed Meeting of the Board of Directors by a two-thirds majority on the 18th day of September 2025.


Board Secretary