

**Delta Foundation of
Pittsburgh, Inc.**
A Pennsylvania Nonprofit Corporation

Bylaws

ARTICLE I

Name

1.1 The name of this corporation is Delta Foundation of Pittsburgh, Inc. (hereinafter, the “Corporation”).

ARTICLE II

Purposes

2.1 The purposes of the Corporation are exclusively for charitable, scientific and educational purposes as set forth in the Articles of Incorporation.

2.2 In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

2.3 The mission of the Corporation is to be a vigilant catalyst for change that produces increased opportunities and a high quality of life for the Lesbian, Gay, Bisexual and Transgender community in Western Pennsylvania.

ARTICLE III

Offices

3.1 *Principal Office.* The principal office of the Corporation shall be 911 Galveston Avenue, Pittsburgh, PA 15233 or at such other location as the Directors may from time to time determine.

3.2 *Other Offices.* The Corporation may also have offices at such other places as the Directors may select.

ARTICLE IV

Members

4.1 *Non-Membership Corporation.* The Corporation shall have no members. All powers of the Corporation are hereby granted to and vested in a board of directors of the Corporation (hereinafter, the “Board of Directors”

or “Board” and each person serving on the Board being a “Director”).

4.2 *Honorary Titles.* The Board of Directors may create such honorary classes of "membership," such as contributing members or honorary members, as the Directors see fit, but such persons shall not have the rights of members under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "Act").

ARTICLE V *Directors*

5.1 *Number, Election, Term.*

(a) *Number.* The Board of Directors shall consist of up to fifteen (15) but no less than seven (7) persons, as may be determined from time to time by the Board of Directors

(b) *Term.* Except as provided in this Section 5.1(b), each elected Director shall serve a term not to exceed two (2) years. Any Director may serve consecutive terms. Each Director shall hold office until the expiration of the term for which he or she was elected and until a successor has been elected and qualified or, if earlier, until the death, resignation or removal of such Director. The terms of (i) the Current Directors and (i) any additional Director(s) of the Corporation, shall be set upon appointment or election, as the case may be, to cause no more than one-half of the Directors' terms to expire in any one year. For purposes of this Section 5.1(b), the term “Current Directors” means those Directors in office as of January 25, 2020 as recorded in the minutes of the Board dated same.

(c) *Election.* The Directors in office (or a committee appointed by the Board of Directors consisting of three (3) or more Directors of the Corporation) shall nominate candidates to serve as successor or additional Directors, as the case may be, giving reasonable notice prior to the date of the meeting (annual, special or regular) where one or more of such Directors are to be elected. Such successor or additional Director shall be elected by a majority vote of Directors in office (though less than a quorum) or by a sole remaining Director.

(d) *Alternate Directors.* Any Director in office may designate one person as an alternate (hereinafter, an “Alternate Director”). Such designation shall be filed in writing with the Secretary of the Corporation and may be changed at any time by such Director in writing with the Secretary of a superseding designation or of a statement that the existing designation is revoked. Such superseding designation or revocation shall take effect upon or after filing in accordance with its terms. In the absence of a Director from any meeting of the Board of Directors, the Alternate Director designated by such Director may

attend such meeting and exercise at the meeting all of the powers of the absent Director, or such lesser powers as may be specified in the designation. When so exercising the powers of the absent Director, such Alternate Director shall be subject in all respect to the provisions of law relating to the fiduciary responsibilities of Directors of this Corporation.

(e) *Honorary Emeritus Board Members.* In addition to the Directors, there shall be non-voting members of the Board with the designation of Honorary Emeritus Board Member. Honorary Emeritus Board Members are welcome to attend all meetings of the Board, but are not required to do so. The designation of Honorary Emeritus Board Member is restricted to retired or past members of the Board of Directors who have provided distinguished service to the Corporation over a sustained period of time. From time to time, any Director may nominate a qualified individual for the designation of Honorary Emeritus Board Member, which such nomination must be approved by majority vote of the Directors in office. The individuals selected to serve as Honorary Emeritus Board Members shall not affect the number of Directors required for quorum purposes or taking Board action. The individuals selected to serve as Honorary Emeritus Board Member shall hold such designation until the earlier to occur of either their resignation or revocation by three-fourths (3/4) vote of the Directors in office. In the event an Honorary Emeritus Board Member gets elected to serve on the Board of Directors, such person shall relinquish their designation as Honorary Emeritus Board Member on the date such person's term as Director begins, and such person's status as an Honorary Emeritus Board Member shall be immediately restored upon completion of serving such term(s) as Director.

5.2 *Powers.* The Directors shall have all powers and authority necessary for the management of the business of the Corporation, including the power to borrow money, or to purchase, sell, lease or otherwise dispose of any real estate.

5.3 *Quorum.* One Half (1/2) of the current Directors present in person at any duly convened, annual, regular or special meeting after proper notice shall constitute a quorum of the Board.

5.4 *Vote.* Each Director shall be entitled to one (1) vote in person. An affirmative vote of a majority of the Directors present at any annual, regular, or special meeting duly convened after proper notice, at which a quorum is present, shall constitute Board action, unless a greater number is required by the Act or these By-laws.

5.5 *Annual Meeting.* The annual meeting of the Directors shall be held each year, or upon 24 hours' notice (in the case of notice by telephone or in person), 48 hours' notice (in the case of notice by e-mail or facsimile) or five

(5) days' notice (in the case of notice by mail or telegram) to each Director at such other time and place as the Directors shall determine. Other regular meetings of the Directors may be held as determined by the Directors providing the same notice as set forth above.

5.6 Special Meetings. Special meetings of the Directors may be called by the President or by two (2) or more Directors at any time. It shall be the duty of the Secretary, upon receipt of a request for such a special meeting, to send written notice, stating the time, place and purpose of any special meeting, to each Director at least 48 hours (in the case of notice by e-mail or facsimile) or five (5) days (in the case of notice by mail or telegram) before the time at which the meeting is to be held. If the Secretary fails or refuses to send such notice, the person(s) calling for the special meeting may call the meeting at such time or place within the Standard Metropolitan Statistical Area of the principal office of the Corporation selected by such person(s).

5.7 Removal. Any Director may be removed from office, without the assignment of any cause at any regular, annual or special meeting, by an affirmative vote of a super- majority of two-thirds (2/3) of all Directors, provided that written notice of the intention to consider removal of a Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

5.8 Teleconference Meetings. One or more Directors may participate in a meeting of the Board or any committee thereof by reason of a conference telephone or similar communications equipment by which all persons participating in a meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

5.9 Action Without a Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the secretary of the Corporation.

ARTICLE VI

Officers

6.1 Positions, Election, Term. The officers of the Corporation shall include a President, Vice-President, Secretary and Treasurer and such other officers whose positions shall be created from time to time by the Directors. A person may hold more than one office. Officers may but need not be a Director. The officers shall be elected by the Directors at the annual meeting of Directors and shall serve for a term of one year and until their successors

are elected and qualified.

6.2 *Consecutive Terms.* Officers may be elected for consecutive terms.

6.3 *Duties.* The duties of the officers shall include the following:

(a) The President shall preside at all meetings of the Directors; shall have general and active management of the business of the Corporation; shall see that all orders and resolutions of the Board are carried into effect; and shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, and when authorized by the Board, affix the seal to any instrument requiring the same, and the seal when so affixed shall be attested by the signature of the Secretary or the Treasurer.

(b) The Vice-President shall perform such duties as may from time to time be assigned by the Board of Directors or the President (or such interim President during the Succession Period) and, beginning on such date as determined by the Board (the "Succession Date"), shall be vested with all the powers and required to perform all the duties of the President in the absence of the President.

(c) The Secretary shall keep or cause to be kept full minutes of all meetings of the Directors, shall attend all sessions of the Board, shall act as clerk thereof, and shall record all votes and the minutes of all proceedings. The Secretary shall give or cause to be given notice of all meetings to the Directors as appropriate and shall perform such other duties as may be prescribed by the Directors or the President. The Secretary shall be vested with all powers and required to perform all the duties of the President in the absence of the Vice-President (except during the Succession Period) and President. For purposes of this Section 6.3, the term "Succession Period" means the period of time beginning January 25, 2020 and ending on the day immediately before the Succession Date.

(d) The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements; shall collect all funds due the Corporation and disburse funds as required to meet the obligations of the Corporation; shall render to the President and Directors as requested by them but not less than once a year, regular accountings of all transactions and of the financial condition of the Corporation.

ARTICLE VII

Vacancies

7.1 If the office of any Director becomes vacant, by an increase in the number of Directors, or by reason of death, resignation, disqualification or

otherwise, the majority of remaining Directors may choose a person or persons who shall hold office for the remaining term.

7.2 If the office of any Officer becomes vacant, by an increase in the number of officers, or by reason of death, resignation, disqualification or otherwise, the majority of Directors in office may choose a person or persons who shall hold office for the remaining term.

ARTICLE VIII *Resignation*

8.1 Any Director or officer may resign from office at any time, such resignation to be made in writing, and to take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation shall not be required to make it effective.

ARTICLE IX *Order of Business*

9.1 All proceedings shall be conducted under and pursuant to Robert's Rules of Order Newly Revised, unless otherwise waived by the Board of Directors at such meeting or conflicts with applicable law, the Articles of Incorporation or these Bylaws of the Corporation.

ARTICLE X *Fiscal Year*

10.1 The fiscal year of the Corporation shall begin on January 1st and end on December 31st.

ARTICLE XI *Finances*

11.1 The board of directors shall create an annual budget for the organization. All budgeted items should be approved by the President/CEO of the organization. All expenditures for the organization must have receipts or other proof of payment.

11.2 The President/CEO may approve un-budgeted items up to \$5,000. In the event that such an item is approved, the President/CEO shall notify the board as soon as possible and provide documentation of such expenditure.

11.3 That board of directors, at its discretion, may require bonding of all persons having control of Corporation funds.

ARTICLE XII

Notices

12.1 *Notices, What Constitutes.* Notice may be given either personally or by sending a copy thereof by (i) first class or express mail, postage prepaid, or by telegram (with messenger service specified), or by e-mail, or by facsimile transmission to the mailing address, e-mail address, or facsimile number, as the case may be, appearing on the books of the Corporation or supplied to the Corporation for the purpose of notice. If the notice is sent by mail or telegram, it shall be deemed to have been given when deposited in the mail or with the telegraph office for transmission. Such notice shall specify the place, day and hour of the meeting and in the case of a special meeting or where otherwise required, the general nature of the business to be transacted. Any required notice may be waived by the written consent of the person entitled to such notice, and attendance of a person at any meeting in person or by proxy shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

12.2 Waivers of Notice.

(a) Whenever any written notice is required to be given under the provisions of the Articles of Incorporation, these Bylaws or the Act, a waiver thereof in writing, signed by the person(s) entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Except as otherwise required by Section 5.6, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting.

(b) Attendance of a person at any meeting shall constitute a waiver of notice of the meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

12.3 *Modification of Proposal Contained in Notice.* Whenever the language of a proposed resolution is included in a written notice of a meeting required to be given under the Articles of Incorporation, these Bylaws or the Act, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

12.4 *Exception to Requirement of Notice.* Whenever any notice of communication is required to be given to any person under the provisions of the Articles of Incorporation, these Bylaws or the Act, or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action, and communication with that person is then unlawful, the giving of the notice or communication to such person shall not be required and there shall be no duty to apply for a license or other permission to do so.

ARTICLE XIII

Amendment

13.1 The Bylaws of the Corporation may be amended by an affirmative vote of a super-majority of two-thirds (2/3) of the Directors in office at any annual, regular or special meeting duly convened after notice of such purpose.

ARTICLE XIV

Liability and Indemnification of Officers and Directors

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

(1) the Director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 8363 of Subchapter F of Chapter 83 of Title 42 of the Pennsylvania Consolidated Statutes and any amendments and successor acts thereto; and

(2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

Provided however, the foregoing provision shall not apply to (1) the responsibility or liability of a Director pursuant to any criminal statute or (2) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

14.2 *Indemnification.* The Corporation shall indemnify any officer or Director or employee or other representative of the Corporation 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, (and whether or not by, or in the right of, the Corporation) by reason of the fact that such person is or was a representative of the Corporation, against all expenses (including attorney fees), judgments, fines and amounts paid in settlement as to actions taken, or omitted to be taken, in such person's official capacity as officer or Director and as to actions taken, or omitted to be taken, in another capacity while holding such official capacity, or in such person's capacity as employee or representative provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

14.3 *Advancement of Expenses.* Expenses incurred by a person entitled to indemnification pursuant to this Article in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation 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 the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

14.4 *Continuing Right to Indemnification.* The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Director of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

14.5 *Other Rights.* This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.

ARTICLE XV *Committees*

15.1 *Establishment.* The Directors may establish such committees with such powers as they deem desirable for the operation of the Corporation.

15.2 *Appointment of Members.* Unless otherwise determined by the Board, the President shall appoint members of all committees which are created by the Board of Directors or these Bylaws.

ARTICLE XVI *Construction of Bylaws*

16.1 *Interpretation.* Unless the context requires otherwise, the general provisions, rules of construction, and definitions of the Act shall govern the construction of these Bylaws. The interpretation of these Bylaws in conformity with the Act, and all that is authorized by them, shall rest with the Board of Directors.

ARTICLE XVII *Dissolution*

17.1 *Dissolution.* Upon the dissolution of the Corporation, net 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 the federal or a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of

Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE XVIII
Conflict of Interest

18.1 *Conflict of Interest.* As each Director participates in the business of the Corporation, he or she has a fiduciary duty to act prudently and in the best interest of the Corporation, as opposed to his or her personal interest or the interest of some other person or entity. The Internal Revenue Code also requires that officers and directors of a 501(c)(3) organization not engage in excess benefit transactions with the 501(c)(3) organization. Accordingly, whenever a Director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall (i) fully disclose the nature of the interest and (ii) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

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