

**BYLAWS OF THE  
SOUTH CENTRAL ASSEMBLY  
A NONPROFIT CORPORATION**

**(Amended Nov 18, 2009)**

**ARTICLE I:  
INTRODUCTORY**

**Section 1.1: Name** - The name of the Corporation is the South Central Assembly (the “Corporation” or “Assembly”).

**Section 1.2: Statement of Purpose** - The Corporation was established to help public and private sector organizations work together to enhance the quality of life for the communities and the citizens of South Central Pennsylvania. The Goals of the Assembly are:

- A. To serve as a forum for discussion and debate on collaboration among and between government entities, nonprofit organizations, educational institutions, and the private sector.
- B. To provide services to government entities, nonprofit organizations, educational institutions, and the private sector that further the mission of the Assembly.
- C. To facilitate a future-focused planning perspective for the region as-a-whole, as well as for constituent areas within the region.
- D. To study issues of importance to the region (and its constituent elements), to advance the mission of the Assembly.
- E. Take any other action which may lawfully be undertaken by the Corporation in furtherance of these objectives, including sponsoring public meetings, workshops and seminars, the publication of newsletters and reports, and supporting legislation deemed necessary to achieve such objectives, provided, however, that the purposes and activities of the Corporation shall at all times be only those permitted by organizations approved by the Internal Revenue Service under Section 501 (c) (3) of the Internal Revenue Code of 1968.

In fulfilling its purpose, the Assembly will aim to:

- (a) Provide a forum to identify and discuss core problems facing the region, and to work together to identify and recommend solutions;
- (b) Provide educational, consulting, and research services to help governmental entities, non profit organizations, educational institutions, and the private sector meet community needs and problems, foster cooperation, and improve the quality of life in the region;
- (c) Help local governments improve service delivery and increase effective intergovernmental cooperation.
- (d) Develop public / private/ nonprofit partnerships to address regional issues.
- (e) Provide a forum for county and municipal planning agencies to address community planning and related issues on a regional basis.
- (f) Help the public and private sector address core community development issues in an interrelated manner that considers the impacts of these concerns on the region, our communities, and our citizens as a whole through standing committees which focus on:
  - a. Downtown Revitalization and Economic Development,

- b. Community Planning, Land Use, Growth Management, and Agricultural Land Preservation,
- c. Infrastructure and Transportations Systems Development,
- d. Health and Human Service Delivery, and
- e. Housing and Predatory Lending

**Section 1.3: Offices** - The registered office of the Corporation shall be c/o Institute for State and Regional Affairs, Penn State Harrisburg, 777 West Harrisburg Pike, Middletown, Pennsylvania 17057-4898. The Corporation may also have offices at such other places as determined by the Corporation's Board of Directors.

**Section 1.4: Fiscal Year** - The fiscal year of the Corporation shall end on December 31 of each year, or on such other date as may be fixed by resolution of the Board.

**Section 1.5: Dissolution** - Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such exempt organizations or organizations under Section 501 (c) (3) of Code as the Board shall determine.

**Section 1.6: Lobbying** - No part of the activities of the Corporation shall consist of carrying on propaganda or attempting to influence legislation which is contrary to the provisions of the Code.

## **ARTICLE II: MEMBERSHIP AND FUND DEVELOPMENT**

**Section 2.1: Membership** - Membership in the Corporation is open to any person or organization who applies and pays such dues or membership fee as determined by the Board of Directors.

**Section 2.2: Funding** – The Corporation shall use as its operating capitol revenue generated from annual dues and /or membership fees as determined by the Board of Directors. In addition to the membership fees, the Corporation shall pursue opportunities to generate continuous cash flow through contractual work within the scope and resource capabilities of the Corporation's purposes and objectives. Examples include developing annual work plans with agencies that have reporting requirements related to the programs their agencies operate, research projects, and other short-term projects. Specific outputs shall be prepared under an annual contract.

## **ARTICLE III: BOARD OF DIRECTORS**

**Section 3.1: Authority** - Subject to any limitations set forth elsewhere in these Bylaws or the Articles of Incorporation, the affairs of the Corporation shall be under the general direction of a volunteer Board of Directors ("Board") that shall administer, manage, preserve, and protect the property and interests of the Corporation.

**Section 3.2: Number and Term** - The Board shall be comprised of 36 persons, 18 Standing Public Officials and 18 regular members of the Corporation. Standing Public Officials are elected officials representing the county and municipal governments within the 8-county region. Regular members shall be elected by the membership based on recommendations from the Nominating Committee. The Board can further appoint additional members or specify a representative for a Standing Public Official member as needed, based on a majority vote of the current membership. The Board shall be comprised according to the following distribution of representation:

- Eight county representatives (one from each county in the region)
- Eight local government representatives (one from each county seat within the region)
- Ten private sector representatives (business)
- Ten other representatives, a minimum of whom shall be two township officials

The Board shall be divided into 3 equal classes. Except for the Standing Public Officials, each class of Directors shall be elected by membership for full 3-year terms with an option to be nominated for an additional 3-year term as their terms expire. Upon completion of a second term, or 6 years on the Board, a Director must rotate off of the Board for at least one year before any further nomination will be considered. The Board, by a vote of a majority of the Directors, may fill any vacancy resulting from the resignation, inability to serve, or death of any Board Member. The Board may remove any Director who fails to attend at least half of the scheduled, regular or special meetings of the Board within any 12-month period of time without reasonable cause.

**Section 3.3: Diversity of Board of Directors** - The Nominating Committee, in making nominations for election to the Board for those vacancies for which it can make nominations (excluding Standing Public Officials as hereinafter set forth) shall endeavor to nominate persons so that the entire membership of the Board will reflect fairly the diverse groups in the region, business, labor, education, human services, environmental, public interest and municipal government.

**Section 3.4: Standing Public Officials** – The persons holding the following offices, when they are willing to serve, shall be Directors with the right to vote:

1. One County Commissioner or a person so named by the Commissioners from each of the 8 counties of the region, Adams, Cumberland, Dauphin, Franklin, Lancaster, Lebanon, Perry, and York.
2. The mayors of the cities or presidents of the boroughs, or a person so named by the city mayor or borough president representing the county seats of the eight counties in the region. These include the cities of Harrisburg, Lancaster, Lebanon, and York, and the boroughs of Carlisle, Chambersburg, Gettysburg, and New Bloomfield.
3. A Supervisor or Commissioner from a minimum of two townships within the eight county south central region.
4. In the event that organizations identified in 1, 2, and 3 fail to provide the sufficient representation, the Board shall act in their stead.

**Section 3.5: Meetings** - The Board shall meet at least quarterly, or as called by the President or Executive Director, if any. All meetings will operate under Robert's Rules of Order. The place of the meeting will be determined by the President. Meetings of the Board may be held via conference call or through other electronic medium which allows communications among the Board, when the Board members cannot be physically together in one place. A meeting of the Board may be called by a petition signed by a majority

of the Board and presented to the President. Such a meeting shall be held within 30 days of the presentation of the petition.

**Section 3.6: Notice** - In an effort to minimize costs and improve efficiency, the preferred method for notification shall be electronic mail. Notice of the meetings of the Board via electronic mail shall be provided at least one week prior to the meeting and shall include all relevant materials including agendas, discussion items, proposals, etc. for review in advance of the meeting. Members of the Board may elect to be notified via postal mail on a case-by-case basis. Notifications via postal mail shall be postmarked at least two weeks prior to the meeting date, and shall include all relevant materials available at the time of mailing for review in advance of the meeting. In emergencies, the President or Executive Director may call a meeting of the Board without the two weeks notice. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted.

**Section 3.7: Quorum** - A quorum of the Directors shall consist of one-third (1/3) of the Directors in office.

**Section 3.8: Voting** - Each Director shall have one vote.

**Section 3.9: Standard of Care and Fiduciary Interest** - Each Director shall stand in a fiduciary relation to the Corporation and shall perform the duties as a Director, including the duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation. Further, performance of the duties as Director shall be with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. Absent breach of fiduciary duty, lack of good faith, or self dealing, actions taken as a Director, the Board, or a Committee shall be presumed to be in the best interests of the Corporation. In performing such duties, each Director shall be entitled to *rely* in good faith on the information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) one or more officers of employees of the Corporation whom the Director reasonably believes to be reliable and competent in matters presented;
- (b) counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such persons; and
- (c) a committee of the Board upon which the Director does not serve, 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 the Director has knowledge concerning the matter in question that would cause reliance to be unwarranted.

**Section 3.10: Attendance at Director's Meetings** – Any Director who fails to attend or send a representative for three (3) consecutive regular or special meetings of the Board shall no longer be a member of the Board as of the end of the third such meeting, and a vacancy shall exist in such position. Such failure to attend any such meeting *shall not* be counted as an absence if the Director has given *written or oral notice* of inability to attend such meeting to the Corporation office prior to the start of such meeting. Such notice may be given to the Assembly office as follows:

South Central Assembly  
c/o Institute of State and Regional Affairs  
Penn State Harrisburg  
777 West Harrisburg Pike  
Middletown, PA 17057-4898  
Phone: 717-948-6178  
Fax: 717-948-6464  
Email: info@southcentralassembly.org

This Section shall apply to Standing Public Officials of the Board of this Corporation, provided that when a vacancy thus occurs, the following procedures shall be followed:

1. If such member is a county commissioner, the board of commissioners of such county shall be notified immediately of such vacancy, and that the board may designate one of its other members as a Standing Public Official of the Board of this Corporation. If the board of commissioners fails to designate such replacement within thirty (30) days of receiving notice of such vacancy, the Board of this Corporation may designate a replacement to serve until the next election of county commissioners, but not less than one (1) year. Such replacement shall be a resident of the same county as the commissioners. When a new board of commissioners is next elected and takes office, such new board of commissioners may designate one of its members to serve as a Standing Public Official of the Board of this Corporation, provided the replacement member has served at least one (1) year.
2. If such member is a Mayor or Borough President, the board may designate a replacement to serve until a new Mayor or Borough President is elected in that municipality, but not less than one (1) year. Such replacement shall be a resident of the same municipality as the Mayor or Borough President. When a new Mayor or Borough President is elected and takes office, such new Mayor or Borough President shall be a Standing Public Official, provided the replacement member has served at least one (1) year.
3. If such a member is a township supervisor or township commissioner, the board may nominate a new township supervisor or township commissioner from another township within the eight-county region to join the board for a full term.

**Section 3.11: Rules and Regulations** - The Board may adopt rules and regulations which are not inconsistent with these Bylaws for the administration and conduct of the affairs of the Corporation. Further, the Board may alter, amend, or repeal any such rules or regulations adopted by it. Such rules and regulations may be adopted, altered, amended, or repealed by majority vote of the Directors entitled to vote.

#### **ARTICLE IV: OFFICERS AND EMPLOYEES**

**Section 4.1: Officers** - The Officers of the Board and the Corporation shall be: President, Vice President, Secretary, and Treasurer. The Officers shall be elected for two-year terms by the Board from a slate presented by the Nominating Committee. Each Officer can be reelected for an additional, consecutive two-year term, if interested, for a total of four years.

**Section 4.2: President** - It will be the duty of the President to oversee the operation of the Corporation including conducting all meetings, preparation of meetings, preparation of agendas, authorization of expenditure of Corporation funds, determination of meeting dates, establishment of Special Committees, speaking for the Corporation on matters approved by the Board, communicating with the public, presiding as Chairperson of the Executive Committee, and acting as an ex-officio member of all Standing and Special Committees.

**Section 4.3: Vice President** - It will be the duty of the Vice President to perform such duties as are delegated by the President and the Board.

**Section 4.4: Secretary** - It will be the duty of the Secretary to attend all sessions of the Board and record all the votes of the Corporation and keep minutes of all transactions in a book to be kept for that purpose. In addition, the Secretary shall perform like duties for the Executive Committee and other committees of the Board when required. The Secretary shall give, or cause to be given, notice of all meetings of the Board and shall perform such other duties as may be prescribed by the Board or President. The Secretary shall keep the Corporate Seal of the Corporation and, when authorized by the Board, affix the same to any instrument requiring it and, when so affixed, attesting the signatures of officers as authorized by the Board.

**Section 4.5: Treasurer** - It will be the duty of the Treasurer to have custody of the Corporation funds and to keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and to deposit all moneys and other valuable effects in the name and to the credit of the Corporation on such depositories as shall be designated by the Board. Any disbursement of funds shall require the signature of the Treasurer and one other Officer.

**Section 4.6: Other Officers** - Other officers of the Board may be constituted and appointed by the Board at a future time from time to time.

**Section 4.7: Executive Director** - The Executive Director is a paid, appointed position, either full or part-time, as determined by the Board. Candidates for Executive Director, if so appointed, are recruited and evaluated by a special committee under the direction of the Executive Committee based on skills, interest, and experience demonstrated through resumes and a series of interviews. Recommendations for the position are presented to the Executive Committee for final review and approval. For purposes of continuity, this appointment remains in effect until such officer's resignation, retirement, death, or removal from office. It will be the duty of the Executive Director, if any, to perform the tasks assigned by the Board. The Executive Director will direct the day to day operations of the Corporation.

**Section 4.8: Employees** - The Corporation, by action of the Board, may retain or employ and compensate such employees, professional or otherwise, as may be deemed necessary to carry out the purposes of the Corporation.

**Section 4.9: Bonding** - The Board may, in its discretion, require the Treasurer and any other Officer or employee to give bond in such amount and with such surety or sureties as may be satisfactory to the Board for the faithful discharge of the duties of the office of such officer and for the restoration to the Corporation, in case of such officer's death, resignation, retirement or removal from office, of all books,

papers, vouchers, money and other property or whatever kind belonging to the Corporation and in the possession or under control of such officer.

**Section 4.10: Emeritus Status** – Meritorious status can be given by the Board to any Officer or Director who has exhausted their elected and/or appointed terms on the Board. Members of the Assembly Board of Directors who have served at least one full term as a board member; and exhibited outstanding leadership, vision, and dedication during their term of service are eligible for the honorary title of Board Member Emeritus. Eligible members will be granted the title of Board Member Emeritus by a majority vote immediately following their term of service. The title of Board Member Emeritus entitles those board members to lifetime benefits including an invitation to remain an active member of the Board, attend Assembly functions, and serve on committees. This status does not provide the right to vote on decisions of the Board.

## **ARTICLE V: COMMITTEES**

**Section 5.1: Committees** - The Board of the Corporation shall establish a Nominating Committee, an Executive Committee, a Finance Committee, and such other committees as it desires. Committee members may be members of the Board or others as authorized by the Board.

**Section 5.2: Limitation on Power of Committees** - Each committee may adopt its own rules of procedure not in conflict with these Bylaws. No such committee shall have any power or authority to amend or repeal any resolutions of the Board, act on matters committed by the Bylaws or a resolution of the Board to another committee of the Board, nor act in any way contrary to the policies of the Board or directions from the Board or the Executive Committee.

**Section 5.3: Nominating Committee** - The Nominating Committee shall consist of at least three members appointed by the Board. The Committee shall be responsible for placing in nomination, at the third quarterly meeting of the each year, the names of candidates for President, Vice President, Secretary, Treasurer, and other officers as the Board may create, and candidates for the Board as provided in Section 3.2.

**Section 5.4: Executive Committee** - The Executive Committee shall be the Officers of the Board and such other persons as determined by the Board. The President shall be the chairperson of the Executive Committee. The Executive Committee will conduct the business of the Corporation under the policies established by the Board and make decisions on behalf of the Corporation between meetings of the Board.

**Section 5.5: Finance Committee** - The Finance Committee shall consist of at least three persons appointed annually by the President. It shall be responsible for developing an annual budget in consultation with the Treasurer and Executive Director, if any; developing fiscal procedures for the Corporation; and exercising fiscal oversight.

## **ARTICLE VI: ADVISORY COUNCILS**

**Section 6.1: Purpose** – The Board can authorize the creation of Advisory Councils to assist and support the efforts of the Board. These Advisory Councils will be temporary in nature and created as needed to address current issues identified by the Board.

**Section 6.2 Composition and Leadership** – The composition of the Advisory Councils will be dependant on the issue for which the Council was created. In order to ensure that each Council is equipped to address the issue for which it was created, members of the Councils need NOT be Assembly members. The Chairperson for each Council will be appointed by the Executive Committee from among the members appointed to the Council.

## **ARTICLE VII: LIABILITY OF DIRECTORS**

**Section 7.1: Director’s Personal Liability** - A Director shall not be personally liable for monetary damages for any action taken, or any failure to take any action, provided however that this provision shall not eliminate or limit the liability of a Director to the extent that such elimination or limitation is expressly prohibited by Chapter 57, Subchapter B of the Pennsylvania Nonprofit Corporation Law of 1988, as amended, (“NPCL”) as in effect at the time of the alleged action or failure to take action by such Director.

**Section 7.2: Preservation of Rights** - Any repeal or modification of this Article by the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Director or former Director may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Director and shall inure to the benefit of the heirs, executors and administrators.

## **ARTICLE VIII: INDEMNIFICATION**

**Section 8.1: Mandatory Indemnification of Directors and Officers** - The Corporation shall indemnify, to the fullest extent now or hereafter permitted by law (including, but not limited to, indemnification provided by Chapter 57, Subchapter D of the NPCL) each Director or officer (including each former trustee or officer) who was or is made a party to or a witness in or is threatened to be made a party to our witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal or administrative or investigative, by reason of the fact that the Director or officer is or was an authorized representative of the Corporation, against all expenses (including attorneys’ fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by the Director or officer in connection with such action, suit or proceeding.

**Section 8.2: Mandatory Indemnification of Expenses to Directors and Officers** - The Corporation shall pay expenses (including attorneys’ fees and disbursements) incurred by a Director or officer referred to in Section 7.1 in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 6.1 in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such Director or officer shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such

Director or officer to repay all amounts advanced if it shall ultimately be determined that the Director or officer is not entitled to be indemnified as provided in Section 7.4.

**Section 8.3: Permissive Indemnification and Advancement of Expenses** - The Corporation may, as determined by the Board, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in or is otherwise involved in any threatened, pending, or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that such person is or was an authorized representative of the Corporation, both as to action in an official capacity and as to action in another capacity while holding such office or position., against all expenses (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by such person in conjunction with such action, suit or proceeding. The Corporation may, as determined by the Board, pay expenses incurred by any such person by reason of such person's participation in an action, suit or proceeding referred to in this Section 7.3 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 be determined that such person is not entitled to be indemnified as provided in Section 7.4.

**Section 8.4: Scope of Indemnification** - Indemnification under this article shall not be made in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by Chapter 567, Subchapter D of the NPCL or any successor statute as in effect at the time of such alleged action or failure to take action.

**Section 8.5: Miscellaneous** - Each Director and Officer shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification of advancement of expenses may be entitled under any agreement, vote of disinterested trustees, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. Any repeal or modification of this Article by the members or the Board shall not adversely affect any right or protection existing at the time of such appeal or modification to which any person may be entitled under this Article.

**Section 8.6: Definition of "Authorized Representative"** - For the purposes of this Article, the term "authorized representative" shall mean a Director, Officer, trustee, employee or agent of the Corporation or any corporation controlled by the Corporation, or a trustee, custodian, administrator, committee person or fiduciary of any employee benefit plan established and maintained by the Corporation or by any other corporation controlled by the Corporation, or person serving another corporation, partnership, joint venture trust or other enterprise in any of the forgoing capacities at the request of the Corporation. The term "authorized representative" shall not include money managers or investment advisors (or any employees thereof) hired by the Corporation.

**ARTICLE IX:  
RESTRICTIONS REGARDING THE OPERATION OF THE  
CORPORATION; ADMINISTRATION OF FUNDS**

**Section 9.1: No private or Political Beneficiaries** - In keeping with the statement of purpose of the Corporation as set forth in its Articles of Incorporation, no part of the earnings or assets of the Corporation shall inure to the benefit of any private individual, and, as required by the provisions of the Internal Revenue Code, the Corporation shall not engage in any political campaign activity on behalf of or in opposition to any candidate for public office.

**Section 9.2: No Violation of Purposes** - In no event and under no circumstances shall the Board make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever the effect of which under applicable federal laws then in force will cause the Corporation to lose its status as an organization to which contributions are deductible in computing the net income of the contributor for purposes of federal income taxation.

**Section 9.3: Annual Report** - The Treasurer shall submit annually to the Board a statement containing those details required to be included under the provisions of the NPCL, the Articles of Corporation of the Corporation, as it may be amended or any successor statute governing Pennsylvania nonprofit corporations, or these Bylaws.

**Section 9.4: Books and Records** - The Corporation will keep correct and complete books and records or account and will keep minutes of the proceedings of its Board and Committees. The Corporation will keep at its registered office the original copy or a copy of its Bylaws including amendments to date certified by the Secretary.

**Section 9.5: Tax Records** - The Corporation shall maintain at its principal office a copy of its application for exemption and all tax returns filed with the Internal Revenue Service. Such documents shall be made available during regular business hours for inspection by any person requesting to see them.

**ARTICLE X:  
BYLAWS AND AMENDMENTS**

**Section 10.1: Authority** - These Bylaws may be altered, amended and/or repealed from time to time by the affirmative vote of two thirds (2/3) of all the Directors.

**Section 10.2: Notice** - The Directors shall be given at least 10 days prior written notice of any Board Meeting at which proposed changes to the Bylaws are to be considered or acted upon. Such written notice shall identify the specific sections of the Bylaws which are under consideration and the proposed changes thereto.