

Central Pennsylvania Leadership Seminar  
Hugh O'Brian Youth Leadership

Bylaws

Article 1  
Name and Purpose

Section 1 – Name: The name of the Corporation is the Central Pennsylvania Leadership Seminar.

Section 2 – Purpose: The purposes of the Corporation as set forth in the Articles of Incorporation are as follows: This Corporation is organized exclusively for charitable, educational, or literary purposes for the development of leadership potential commencing with high school sophomores, including without limitation, the conducting of leadership seminars, CLEWS (Community Leadership Workshops), and alumni activities, in affiliation with the Hugh O'Brian Youth Leadership.

Article 2  
Membership

There shall be no membership of this Corporation. The business of this Corporation shall be governed and managed by a Board of Trustees; the original Directors are listed in the Articles of Incorporation. In addition to the powers and authorities by these Bylaws expressly conferred upon it, the Board of Trustees may exercise all such powers of the Corporation and do all such lawful acts and things for and on behalf of the Corporation as are not by statute or by the Articles prohibited.

Article 3  
Board of Trustees

Section 1 – Number of Trustees: There shall be at all times at least twelve (12) but not more than sixteen (16) Trustees, each of whom shall be a natural person of full age but who need not be residents of this Commonwealth.

Section 2 – Election and Term of Trustees: Each trustee shall be elected by majority vote of the trustees then in office and each trustee shall be elected for a term of three (3) years and until his successor shall be elected and qualified. Trustees shall be eligible for re-election for subsequent terms without restriction. The Leadership Seminar Chairperson, CLEW Chairperson and Alumni Chairperson will be a fully voting member ex-officio of the Board of Trustees each year.

Section 3 – Meetings and Notice: The Board shall hold regular quarterly meetings at such time and place as the Board shall determine and no notice of such meetings is required after the time and place have been established by the Board. Special meetings may be called by the President at any time and shall be called by the President upon request of three or more Trustees. Notice of every special meeting of the Board shall be given to each Trustee in writing, in person or by telephone at least twenty-four hours prior to the meeting.

Section 4 – Quorum and Voting: A majority of the Trustees in office shall be necessary to constitute a quorum for the transaction of business. Except as otherwise provided herein, or as required by law, the acts of a majority of the Trustees present at a meeting at which a quorum is present shall be the acts of the Board. Voting may be done by voice vote or any means deemed appropriate by the President of the Board. A Trustee may participate in a meeting of the Board, or any committee of the Board, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall constitute presence in person at such meeting.

Section 5 – Removal: The Board may declare vacant the office of a Trustee if such Trustee is absent without cause from any two Board meetings in any twelve month period. A Trustee may be removed without assigning any cause by vote of majority of the Trustees present at any regular meeting. The Board shall fill the vacancy created for the unexpired term by vote of the majority of the Trustees present at the meeting.

#### Article 4 Officers

Section 1 – Titles and Terms: The officers of the corporation shall be elected by the Board and shall include a President, Vice President, Secretary, Treasurer, Leadership Seminar Chairperson, Alumni Chairperson and CLEW Chairperson, and such other officers as the Board deems appropriate. All officers shall serve at the pleasure of the Board, shall hold their offices for a term of one (1) or two (2) year(s) or until their successors have been elected, and shall have such authority and shall perform such duties as are provided by the Bylaws as shall from time to time be prescribed by the Board. Any trustee may hold no more than two offices. The initial officers of the corporation shall be elected by the Board at its organizational meeting. Each subsequent election of officers shall be held at the last meeting of the fiscal year preceding the year for which the officers' terms are to commence or at such other time as the Board shall determine.

Section 2 – President: The President shall be a member of the Board of Trustees. The President shall preside at all meetings, shall appoint chairmen of all committees, and shall be a member ex-officio of all standing committees. The President shall be authorized to sign all contracts

approved by the Board and shall be responsible for assuring that the orders and directions of the Board are carried out.

Section 3 – Vice President: The Vice President shall be a member of the Board of Trustees. The Vice President shall carry out all duties of the President when the President is unavailable for any reason.

Section 4 – Secretary: The Secretary shall record all the votes of the Board and minutes of all meetings in a book to be kept for that purpose and shall perform like duties for all 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.

Section 5 – Treasurer: The Treasurer shall keep full and accurate records of corporate accounts, receipts and disbursements in books belonging to the corporation. He shall deposit all money and securities in such depositories as may be designated for that purpose by the Board of Trustees. He shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Trustees at the regular meetings of the Board, and whenever requested by the President and/or the Board of Trustees an account of all of his transactions as Treasurer and of the financial condition of the Corporation. If required by the Board, and at the expense of the Corporation, he shall deliver to the President a bond to be kept in force and conditioned upon faithful performance of his duties for restoration to the Corporation in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, money and property of whatever kind in his possession or under his control belonging to the Corporation.

Section 6 – Alumni Chairperson: The Alumni Chairperson shall be charged with overseeing the operation of the Central Pennsylvania Alumni Association and its local alumni clubs, advisors and officers.

Section 7 – CLEW (Community Leadership Workshop) Chairperson: The CLEW Chairperson shall be charged with overseeing the operation of local, one-day Community Leadership Workshops within the Central Pennsylvania region.

Section 8 – Leadership Seminar Chairperson: The Board of Trustees shall appoint and the officers shall approve annually the Leadership Seminar Chairperson who shall serve at the pleasure of the Board and report to the Board or to such officers as the Board directs and who shall remain in office until removed by the Board or until his successor is chosen and qualified. The Leadership Seminar Chairperson shall be charged with overseeing the Seminar Board of Directors.

Section 9 – Approval of Disbursements: No bills shall be paid unless provision therefore is made in the budget or unless approved by the Board of Trustees.

Section 10 – Removal: Any officer may be removed by the Board whenever, in its judgement, the best interests of the corporation will be served thereby.

## Article 5 Committees

Section 1 – There shall be an Executive Committee of the Corporation comprised of the Officers. The Executive Committee may act for the full Board between regular meetings. Any such action shall be reported at the net full meeting of the Board. A majority of the Executive Committee shall constitute a quorum.

Section 2 – At least thirty (30) days prior to the final meeting of the fiscal year a Nominating Committee comprised of at least two (2) Board members shall be appointed by the President. It shall be the duty of the Nominating Committee to nominate new members to the Board of Trustees and to nominate a slate of officers. Nominations, with previous consent, may be made from the floor. Election of new members and officers shall take place at the final meeting of the fiscal year.

Section 3 – There shall be such standing or temporary committees as the Board or the President shall deem proper and expedient, the membership of which shall be named by the President of the Corporation; the expiration of their term of office shall coincide with that of the President of the Corporation. The President shall be ex-officio of all committees.

## Article 6 Fiscal Year

The fiscal year of the Corporation shall begin on July 1 of each year and end on June 30.

## Article 7 Amendments to Bylaws

The Bylaws may be adopted, amended or repealed only by the affirmative vote of 2/3 of the members present at any regular meeting.

## Article 8 Indemnification

Section 1 – Right to Indemnification: The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, by reason of the fact

that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, director, officer, employee or agent of another enterprise, against expenses (including attorneys' fees), judgements, fines excise taxes and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings to the extent that the power to indemnify such person has been made or may in the future be granted by statute and that such person is not insured or otherwise indemnified. For this purpose, the Board of Trustees may, and on the request of any such person, shall be required to, determine in each case whether or not the applicable standards in any such statute have been met, or such determination shall be made by independent legal counsel if the Board so directs or if the Board is not empowered by statute to make such determination.

Section 2 – The foregoing indemnification shall not be deemed exclusive of any other right to which one indemnified may be entitled, both as to action in his official capacity and as to action in another capacity while holding such office, and shall inure to the benefits of the heirs, executors and administrators of any such person.

Section 3 – Insurance and Other Indemnification's: The Corporation shall have the power to (I) purchase and maintain at the Corporation's expense liability insurance on behalf of the association, its officers, Trustees, directors, employees and agents to the extent that the power to do so has been or may be granted by statute and whether or not the Corporation has the power to indemnify such individuals against the liabilities covered and (II) give other indemnification to the extent not prohibited by law.

## Article 9 Books and Records

Section 1 – Maintenance of Corporate Records: The Corporation shall keep an original or duplicate record of the proceedings of the Trustees, the original or a copy of its Articles of Incorporation and Bylaws and all amendments thereto to date, certified by the Secretary of the Corporation. The Corporation shall keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the Corporation in Pennsylvania or at its principal place of business wherever situated.

Section 2 – Right of Examination: Every Trustee shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours of business for any proper purpose, the books and records of account and records of the proceedings of the Trustees and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a Trustee. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the Trustee. The

demand under oath shall be directed to the Corporation at its registered office in Pennsylvania or at its principal place of business wherever situated.

## Article 10 Transaction of Business

Section 1 – Disposition of Profit: Whenever the lawful activities of the Corporation involve, among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and in doing so may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Corporation, and in no case under no circumstances shall be divided or distributed in any manner whatsoever among the Trustees, Directors or Officers of the Corporation.

Section 2 – Notices: Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class mail, postage prepaid, facsimile, electronic mail, or by telegram, charges prepaid, to the address supplied to him by the Corporation for the purpose of notice. If the notice is sent by mail, facsimile, electronic mail, or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, the telephone system, the Internet, or with a telegraph office for transmission to such person. A notice of meeting shall specify the place day and hour of the meeting and any other information required by statute or these bylaws. When a special meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting other than by announcement at the meeting of which such adjournment is taken.

Section 3 – Waiver of Notice: Whenever any written notice is required to be given under the provisions of a statute, the Articles of Incorporation of these bylaws, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such 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.

## Article 11 Construction

Words used herein in the masculine shall include the feminine, in the singular shall include the plural and in the plural shall include the singular unless the context indicates otherwise.

Article 12  
Program Participant Non-discrimination Policy

HOBYS complies with all applicable anti-discrimination laws and does not illegally discriminate against, or give preferential treatment to, any individual or group on the basis of age, race, gender, color, ethnicity, disability, religion, sexual orientation or national origin in the selection of participants for HOBYS youth leadership programs and services. HOBYS is committed to providing a balanced, safe and educational environment for all participants.