

# Geneva College



## Charter and Bylaws

February 2016

# **Geneva College**

  

# **Charter and Bylaws**

Originally incorporated June 18, 1883.

Restated Articles of Incorporation filed  
July 6, 2011

Amended and Restated Bylaws adopted  
February 6, 2016

## TABLE OF CONTENTS

### CHARTER OF GENEVA COLLEGE

### BYLAWS OF GENEVA COLLEGE

		Page
Article I	<b>Institutional Commitment</b>	6
Article II	<b>Board of Corporators</b>	6
	2.1 Governing Functions	6
	2.2 Corporator Responsibilities	6
	2.3 Membership of the Board of Corporators	7
	2.4 Officers of the Board of Corporators	7
	2.5 Meetings of the Board of Corporators	8
Article III	<b>Board of Trustees</b>	9
	3.1 Directing Functions	9
	3.2 Trustee Responsibilities	10
	3.3 Membership of the Board of Trustees	10
	3.4 Officers of the Board of Trustees	11
	3.5 Meetings of the Board of Trustees	12
	3.6 Board Committees	12
Article IV	<b>College Personnel</b>	13
	4.1 College Personnel	13
	4.2 The College President	13
	4.3 The Faculty	14
Article V	<b>Indemnification and Insurance</b>	15
	5.1 Third Party and Derivative Action	15
	5.2 Insurance	16
Article VI	<b>Amendments</b>	16
	6.1 Bylaws May Be Amended	16
	6.2 Amendments to the Charter	16

# **CHARTER OF GENEVA COLLEGE**

## **Amended and Restated Articles of Incorporation**

In compliance with the applicable provisions of 15 Pa.C.S.A. §5911 (relating to amendment of articles of incorporation), GENEVA COLLEGE, a Pennsylvania nonprofit corporation, hereby amends and restates its Articles of Incorporation as follows:

1. The name of the corporation is GENEVA COLLEGE.
2. The location and post office address of its registered office in this Commonwealth is 3200 College Avenue, Beaver Falls, Pennsylvania 15010.
3. The Corporation is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania for the following purpose or purposes:
  - A. General Purposes.
    - (a) The corporation is formed for religious, educational, charitable, cultural, scientific and research purposes within the meaning of Section 5301 of the Pennsylvania Nonprofit Corporation Law of 1988, as amended, and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and to engage in any lawful business which may be conducted on a nonprofit basis.
    - (b) The corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers or other 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 herein. No member, director, trustee or other persons shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.
    - (c) 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 (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code.
    - (d) Notwithstanding any other provisions 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 of 1986, as amended, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

## B. Special Purposes

In furtherance of its religious, educational, charitable, cultural, scientific and research purposes, the corporation is established to operate, administer and provide all essential elements of a Christian institution of higher education and to engage in all lawful business which a nonprofit corporation may do consistent with or in furtherance of the purposes herein set forth above, and as follows:

- (a) To develop, provide and maintain a Christian institution of higher education emphasizing the liberal arts and certain professional fields within the context of a Biblical view of life and the world as expressed in the Westminster Standards and the Testimony of the Reformed Presbyterian Church of North America, open to men and women of any race and faith;
  - (b) To provide and maintain at all times an unencumbered endowment in excess of five hundred thousand (\$500,000.00) dollars for the support of the instructional programs of the college, which programs and courses of study to be pursued, as well as the requirements for admission of students, shall be as set forth in the most recent catalog issued by the college;
  - (c) To provide and maintain at all times a faculty of at least eight (8) full time instructors for the instruction of the students of the college;
  - (d) To confer earned undergraduate and graduate degrees in liberal arts, political and applied sciences, philosophy, literature, engineering, business and biblical studies;
  - (e) To confer honorary degrees to persons of meritorious distinction;
  - (f) Upon the dissolution of the corporation, the Board of Corporators, after paying or making provision for the payment of all the liabilities of the corporation, shall distribute all of the remaining corporate property and assets to the Synod of the Reformed Presbyterian Church of North America; provided, however, that if the Synod is not then an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, the Board of Corporators shall dispose of all such property and assets to such organization or organizations as, in the sole judgment of the Board of Corporators, have purposes most closely allied to those of this corporation and which qualify as being exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of this corporation is then located, to such organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, as such court shall determine.
4. The Corporation shall exist perpetually.
  5. The Corporation is organized on a non-stock basis.

6. The business and affairs of this corporation shall be governed by a Board of Corporators consisting of twelve (12) members. The members of the Board of Corporators shall constitute the entire membership of the corporation and shall exercise the rights, powers and privileges of directors of a corporation organized under the Pennsylvania Nonprofit Corporation Law of 1988, as amended. Members of the Board of Corporators shall each serve for a term of four (4) years and shall qualify and be elected in accordance with the following rules and regulations:
  - (a) Each member of the Board of Corporators shall have reached his or her twenty-first (21<sup>st</sup>) birthday and shall be a member in good standing of the Reformed Presbyterian Church of North America.
  - (b) The Synod of the Reformed Presbyterian Church of North America (“Synod”), shall elect all of the members of the Board of Corporators.
7. The Board of Corporators shall have the power to ordain and establish Bylaws for the regulation and government of the business and affairs of this corporation; subordinated, however, to these Articles of Incorporation, the Constitution and Law of the Commonwealth of Pennsylvania, the Constitution and Laws of the United States of America and the Constitution and Laws of the Reformed Presbyterian Church of North America.

# BYLAWS OF GENEVA COLLEGE

## 1. INSTITUTIONAL COMMITMENT

1.1 Geneva College (the “College”) is committed to glorifying and enjoying God, who in the beginning created all things, and who now rules all things through His appointed Mediator, the Lord Jesus Christ. It is committed to the Bible as the written, infallible and inerrant Word of God, inspired by the Holy Spirit, and profitable for teaching and learning. The College accepts the summary of the Bible’s teaching found in the Westminster Confession of Faith, the Westminster Catechisms, and the Testimony of the Reformed Presbyterian Church of North America, hereafter designated as the RPCNA. (see Charter, Special Purposes).

## 2. BOARD OF CORPORATORS

### 2.1 *Governing Functions*

2.11 The Board of Corporators governs the College on behalf of the RPCNA. (see Charter, Article 6).

2.12 The Board of Corporators shall adopt Bylaws for the College that it shall deem wise and prudent, and which are in conformity with the Charter of Geneva College. (see Charter, Article 7). Only the Corporators may amend the Bylaws (see Bylaws, Section 6).

2.13 The Board of Corporators shall delegate to a Board of Trustees authority to direct the College on behalf of the Corporators according to Bylaws adopted by the Board of Corporators.

2.14 The Board of Corporators shall elect all Trustees.

2.15 The Board of Corporators shall give final approval to the election of the President of the College.

### 2.2 *Corporator Responsibilities*

2.21 Corporators must remain members of the RPCNA in good standing and fulfill all duties associated with being a Corporator, including but not limited to, attending meetings, promoting the College’s good name, supporting it financially, praying for it, and doing such tasks as shall be deemed necessary by the Board of Corporators.

2.22 By a vote of the majority of the full Board of Corporators, the Corporators may remove a Corporator who fails to fulfill the conditions and duties of 2.21.

2.23 The Board of Corporators shall ensure that the Board of Trustees remains faithful to the purposes and requirements of the laws of the Commonwealth of Pennsylvania, the Charter and these Bylaws.

### *2.3 Membership of the Board of Corporators*

2.31 The Board of Corporators shall consist of twelve (12) members, each serving a term of four (4) years. The Board of Corporators shall be divided into four (4) groups, with three (3) Corporators in each group. The term of office of the Corporators in each group shall be staggered, such that in each year, the term of one group of Corporators shall expire.

2.311 Whenever any vacancy occurs on the Board of Corporators, whether caused by the expiration of the term, resignation, removal, or the death of any such Corporator or Corporators, or for any other reason whatsoever, the Synod of the RPCNA shall, at its next annual meeting, elect all of the Corporators to fill any such vacancies.

2.312 The membership of the Board of Corporators shall include one member nominated by each Presbytery in North America and elected by the Synod.

2.313 The remaining members of the Board of Corporators shall be elected by the Synod, ordinarily from among nominees presented by the Board of Corporators.

2.32 Corporators may serve more than one term.

2.33 A Corporator who is employed full or part-time by the College (as defined in Section 4 of these Bylaws) during his or her term on the Board of Corporators shall immediately cease to be a member of the Board of Corporators.

2.34 Any vacancy on the Board of Corporators resulting from resignation or death or the failure of the Synod to elect a successor may be filled by the Board of Corporators itself, electing a new Corporator to serve until the next meeting of the Synod of the RPCNA. The Board of Corporators may not, however, fill a vacancy created by its removal of a Corporator under Section 2.22 of these Bylaws.

### *2.4 Officers of the Board of Corporators*

2.41 The officers of the Board of Corporators shall consist of a Chair, a Vice Chair, a Secretary, and a Treasurer.

2.42 The officers shall be elected annually from the membership of the Board of Corporators.

2.43 Officers of the Board of Corporators may not also be officers of the Board of Trustees.



2.44 The Chair of the Board of Corporators shall preside at all meetings of the Board of Corporators and shall discharge all of the duties ordinarily pertaining to that office.

2.45 The Vice Chair of the Board of Corporators shall preside at meetings of the Board of Corporators in the absence of the Chair.

2.46 The Secretary of the Board of Corporators shall keep full and accurate minutes of each meeting of the Board of Corporators and its Executive Committee, distribute them to all members of the Board of Corporators in a timely fashion, and archive at the College all official documents of the Board of Corporators, including its minutes. The Secretary shall give due notice to all Corporators of Board of Corporators meetings no less than ten (10) days before each meeting.

2.47 The Treasurer of the Board of Corporators shall have charge of securing reimbursement from the Treasurer of the RPCNA for all of the costs for members of the Board of Corporators to attend and participate in board and committee meetings of the Board of Corporators, and otherwise fulfill their duties as Corporators.

2.48 The four officers of the Board of Corporators shall form an Executive Committee, empowered to act on behalf of the Board of Corporators when it is not in session. Unless vetoed by the Board of Corporators at its next meeting, all actions of the Executive Committee are valid and binding actions of the Board of Corporators under these Bylaws.

## *2.5 Meetings of the Board of Corporators*

2.51 The Board of Corporators shall meet at least once per year, with meeting dates set and announced six months in advance of each meeting. Any changes in meeting times must be approved by the Executive Committee.

2.52 At the annual meeting, the Board of Corporators shall conduct the following business:

2.521 Elect Trustees and fill by election any vacant seats on the Board of Corporators that may be filled by the Corporators.

2.522 Meet with the President of the College and with the Chair of the Board of Trustees about the work of the College for the past year and plans for future years.

2.523 Conduct any necessary business that comes before the Board of Corporators.

2.53 Eight (8) members of the Board of Corporators shall constitute a quorum for all meetings. One or more members may participate in a meeting of the Board of Corporators by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other.

Participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

2.54 Any action required or permitted to be taken at a meeting of the Board of Corporators may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the members in office is filed with the Secretary of the Board of Corporators.

2.55 Special meetings of the Board of Corporators shall be held when the Chair calls for such a meeting, or when six (6) Corporators submit a written request for such a meeting to the Chair or the Secretary, or when the Board of Trustees shall adopt a resolution asking them to meet.

### 3. BOARD OF TRUSTEES

#### 3.1 *Directing Functions*

3.11 The Board of Trustees has a fiduciary responsibility for the academic program of the College, for its financial well-being, and for its faithfulness to the relevant laws of the Commonwealth of Pennsylvania and the purposes and requirements set forth in the Charter and these Bylaws.

3.12 The Board of Trustees by majority vote of the full board shall elect a President of the College, subject to the approval of the Board of Corporators. The President shall serve at the pleasure of the Trustees. The Trustees shall prescribe the compensation of the President.

3.121 The Board of Trustees shall delegate to the President such tasks and functions as the Board of Trustees shall deem appropriate.

3.122 The Board of Trustees shall carry out an annual evaluation of the President.

3.13 The Board of Trustees shall establish rules and regulations concerning all elements governing the financial plans, and with opportunity for input from the Faculty, the academic program, of the College. The Board of Trustees shall vote to:

3.131 Award all degrees granted by the College to students who have fulfilled the necessary requirements defined in the College Catalog.

3.132 Award honorary degrees to distinguished men and women who have been recommended for such degrees by the Executive Committee of the Board of Trustees.

3.133 Add or subtract all academic majors, minors, or concentrations, and change core curricular requirements.

3.134 Change the structure of academic departments or divisions.

3.135 Award faculty tenure.

3.136 Adopt an annual budget, including tuition, board and room, and fees.

3.137 Buy, lease, mortgage, or sell real estate.

3.138 Approve major fund raising campaign initiatives.

3.14 The Board of Trustees shall approve and review administrative and academic policy documents, such as the College Catalog, the Student Handbook, the Employee Handbook, the Faculty Handbook, and the Constitution of the Faculty Senate.

### *3.2 Trustee Responsibilities*

3.21 Trustees shall regularly attend meetings of the Board of Trustees and fulfill all duties associated with being a Trustee, including but not limited to, promoting the College's good name, supporting it financially, praying for it, and doing such tasks as shall be deemed necessary by the Board of Trustees.

3.22 By the majority vote of the full Board of Trustees, a Trustee who fails to fulfill the conditions and duties of 3.21 may be removed.

### *3.3 Membership of the Board of Trustees*

3.31 The Board of Trustees shall consist of twenty-one (21) members, each serving a term of four (4) years. The Board of Trustees shall be divided into four (4) groups, with five (5) Trustees in three (3) of these groups, and six (6) Trustees in one (1) of these groups. The term of office of the Trustees in each group shall be staggered, such that in each year, the term of one group of Trustees shall expire.

3.311 The term of members of the Board of Trustees shall begin immediately upon election by the Board of Corporators and shall end immediately upon resignation, or upon election of a replacement by the Board of Corporators.

3.312 Whenever any vacancy occurs on the Board of Trustees, whether caused by the expiration of the term, resignation, removal, or the death of any such Trustee or Trustees, or for any increase in the number of Trustees, or for any other reason whatsoever, the Board of Corporators shall, at its next regular meeting, elect all of the Trustees to fill any such vacancies.

3.313 Eleven (11) Trustees shall be members in good standing of the RPCNA. The remaining ten (10) Trustees shall be members in good standing of Reformed and Evangelical Christian congregations.

3.314 Six (6) of the Trustees who are members of the RPCNA shall also be members of the Board of Corporators and shall serve concurrently on both Boards.

3.315 All Trustees shall subscribe to the following statements: 1) I am a member in good standing in the \_\_\_\_ Church; 2) I believe the Bible to be the inspired and infallible Word of God, the final rule for faith and conduct; 3) I believe that Jesus Christ is my Lord and Savior, that He is King over every area of human life, including civil government, and that He should be acknowledged as such; 4) I have read the Westminster Confession of Faith and the Testimony of the Reformed Presbyterian Church of North America, and I will lead Geneva in a direction consistent with these documents; and 5) I support the purposes of Geneva College as stated in its Charter.

3.32 Trustees, being duly elected, may serve more than one term.

3.33 A Trustee who is employed full or part-time by the College (as defined in Section 4 of these Bylaws) during his or her term on the Board of Trustees shall immediately cease to be a member of the Board of Trustees.

#### 3.4 *Officers of the Board of Trustees*

3.41 The officers of the Board of Trustees shall consist of a Chair, a Vice Chair, and a Secretary.

3.42 The officers shall be elected from among the RPCNA members of the Board of Trustees.

3.43 The Chair of the Board of Trustees shall preside at all meetings of the Board of Trustees and shall discharge all of the duties ordinarily pertaining to that office. The Chair is an *ex officio* member of all Board of Trustee committees. The Chair will maintain regular communication throughout the year with the College President. The Chair of the Board of Trustees is the official channel of communication between the Board of Corporators and the Board of Trustees.

3.44 The Vice Chair of the Board of Trustees shall preside at all meetings of the Board of Trustees in the absence of the Chair.

3.45 The Secretary of the Board of Trustees shall keep, or cause to be kept, full and accurate records of all Board of Trustee and its Executive Committee meetings, including executive session meetings. The Secretary shall ensure that all meeting minutes, but not executive session minutes, are distributed to the Secretary of the Board of Corporators, to all Trustees, to the President and archived at the College in a timely fashion. The Secretary shall give due notice to all Trustees of Board of Trustees meetings no less than thirty (30) days before each meeting.

3.46 The three officers of the Board of Trustees along with the Chairs of all standing Board of Trustee committees shall form an Executive Committee, empowered to act as necessary on behalf of the Board of Trustees when it is not in session. Unless vetoed

by the Board of Trustees at its next meeting, all actions of the Executive Committee are valid and binding actions of the Board of Trustees under these Bylaws.

### *3.5 Meetings of the Board of Trustees*

3.51 The Board of Trustees shall meet at least twice a year, with meeting dates set and announced a year in advance of each meeting. Any changes in meeting times must be approved by the Executive Committee.

3.52 Two thirds of the members of the Board of Trustees shall constitute a quorum. One or more members may participate in a meeting of the Board of Trustees by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

3.53 Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the members in office is filed with the Secretary of the Board of Trustees.

3.54 Two representatives of the Faculty and the student body president are permitted to attend meetings of the Board of Trustees as observers. Each committee chair may invite one or more of these three observers to attend all or specific parts of committee meetings.

3.55 Special meetings of the Board of Trustees shall be held when the Chair or any six (6) Trustees call for such a meeting.

### *3.6 Board Committees*

3.61 Executive Committee, as provided for in Section 3.46 of these Bylaws.

3.62 The Endowment-Investment Committee shall consist of five (5) Trustees elected by the full Board, serving terms of three (3) years each. This Committee will organize itself in the manner that it deems best. It will report its transactions regularly to the full Board of Trustees. The Endowment-Investment Committee shall have authority to invest and re-invest the endowment or any other non-operational funds (operational funds are the bank accounts and money market-funds necessary for the payment of the non-capital expenses of the College) of the Corporation available for investment while at all times being subject to the regulations of the Board adopted pursuant to its authority. This committee may delegate day-to-day management of investments to one or more professional investment managers.

3.63 The Chair may establish other standing committees as shall best serve the Board of Trustees in its direction of the College. The Chair will appoint the members of these

committees and appoint the chair of each committee. These committees will regularly report to the full Board of Trustees.

3.64 The Chair may from time to time appoint Trustee Task Forces to carry out specific assignments on behalf of the Board of Trustees. These Task Forces will regularly report to the Board Chair and through him to the full Board of Trustees.

## 4. COLLEGE PERSONNEL

4.1 All College personnel must profess faith in Jesus Christ; be committed to the purposes of Geneva College as expressed in its Charter and Bylaws; and be members in good standing of Protestant and Evangelical congregations. The College will select all such personnel based on their professional qualifications and without regard to their race, sex, national origin, disability, or ethnicity.

4.11 The College reserves the right to select and retain personnel who are not members of Protestant and Evangelical congregations, when circumstances warrant.

### 4.2 *The College President*

#### 4.21 *Qualifications*

4.211 The President shall be a member in good standing in the RPCNA.

4.212 The President must be in full agreement with the purposes of the College as expressed in its Charter.

4.213 The President shall hold academic rank and be an active member of the Faculty and any organization by which the Faculty deliberates on how best to discharge its duties in service of the College.

#### 4.22 *Responsibilities*

4.221 The President has general supervisory authority over the College and all of its divisions. The President or the President's delegates shall oversee and administer all of the activities of the College in keeping with the laws of the Commonwealth of Pennsylvania, the Charter and these Bylaws and the directives of the Board of Trustees, including the administrative documents approved by the Board of Trustees.

4.222 The President shall include the chairs of the Board of Trustees and the Board of Corporators or their designees on the search committee for any administrator reporting directly to the President. The understanding of and commitment to Section 1 of these Bylaws shall be an important consideration in the qualifications of candidates.

4.223 The President shall be the official means of communication between the Trustees and all College personnel and shall be the sole official voice of the College.

4.2231 The President shall regularly provide the Board of Trustees with reports on the academic, financial, and overall well-being of the College.

4.2232 The President shall communicate regularly with the Chair of the Board of Trustees.

4.2233 The President shall meet annually with the Board of Corporators.

4.224 The President shall hire all College personnel in accordance with standards established by these Bylaws and by other standards that may be adopted by the Board of Trustees.

4.2241 The President shall, with input from the Faculty, appoint all faculty members and shall report to the Board of Trustees the appointment of all new full-time faculty members.

4.225 The President shall recommend to the Board of Trustees: the buying, leasing, mortgaging, or selling of real estate; major development campaigns; appropriate plans for the future of the College; and an annual budget.

4.226 The President shall recommend to the Board of Trustees for their review and approval: all candidates for earned degrees; candidates for tenure; changes in academic majors, minors and concentrations; changes in core curricular requirements; and changes in the structure of academic departments or divisions.

4.227 The President shall present to the Board of Trustees for their approval and review all administrative and academic policy documents such as the College Catalog, the Employee Handbook, the Faculty Handbook, the Student Handbook, and the Constitution of the Faculty Senate, along with any recommended changes to these documents.

4.228 The President shall sign all diplomas.

### *4.3 The Faculty*

4.31 The Faculty consists of full-time personnel who are granted Faculty status by the President.

4.32 The Faculty shall have primary responsibility for developing rules and regulations concerning all elements governing the academic program of the College and recommending the same to the President, including: policies governing the awarding of degrees; the addition or subtraction of academic majors, minors, or

concentrations; changes in core curricular requirements (See Sections 3.13, 4.226, and 4.227). The Faculty shall submit any changes to such rules and regulations through the President to the Board of Trustees for their approval.

4.33 The Faculty shall make recommendations to the President or the President's representatives concerning: candidates for earned degrees; faculty appointments; candidates for tenure; changes in the structure of academic departments or divisions.

4.34 Part-time faculty are instructors who teach one or more courses at the College, but who have not been granted Faculty status.

4.35 The chair of the academic unit housing the Bible, Christian Ministries, and Philosophy curricula shall be a member in good standing in the RPCNA. No exceptions may be made to this requirement.

4.36 All full-time and part-time faculty appointed to teach in the academic unit housing Bible, Christian Ministries, or Philosophy shall be members in good standing in the RPCNA.

4.361 The Board of Corporators may establish conditions by which the Board of Trustees may grant limited exceptions to the RPCNA membership requirement for faculty members in this academic unit.

4.37 Faculty appointed to teach political science shall be committed to teach accurately and positively the doctrine of civil government contained in the Constitution of the RPCNA.

## 5. INDEMNIFICATION AND INSURANCE

### 5.1 *Third Party and Derivative Action*

5.11 To the full extent authorized or permitted by the Pennsylvania Nonprofit Corporation Law of 1988, as amended, the Corporation shall indemnify any Corporator, Trustee, or Officer of the Corporation, and may but shall not be required to indemnify any other person who was or is a party, or is threatened to be made a party, to any action, suit or proceeding by reason of the fact that he or she is or was a representative of the Corporation or serves or served as the representative of any other enterprise at the request of the Corporation. The indemnification provided herein and by the Laws of the Commonwealth of Pennsylvania shall not be deemed exclusive of any other rights to which any person indemnified may be entitled under any agreement, vote of disinterested Corporators, vote of disinterested Trustees, independent legal counsel in a written opinion or otherwise.



## 5.2 *Insurance*

5.21 The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation or is serving at the request of the Corporation as a representative of another enterprise, against any liability asserted or incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, as amended.

## 6. AMENDMENTS

6.1 These Bylaws may be amended.

6.11 Any proposed amendment to the Bylaws must be presented to the Board of Corporators at least thirty (30) days prior to the regular or special meeting at which the amendment is to be considered.

6.12 Amendments to the Bylaws must be approved by the vote of at least eight (8) members of the Board of Corporators.

6.2 Amendments to the Charter must be submitted to the Commonwealth of Pennsylvania by the Board of Corporators.

6.21 Any amendments to the Charter must be presented to the Board of Corporators at least thirty (30) days prior to the regular or special meeting at which the amendment is to be considered.

6.22 Amendments to the Charter must be approved by the vote of at least eight (8) members of the Board of Corporators prior to submission to the Commonwealth of Pennsylvania.