

**BYLAWS OF BLOSSBURG V.I.B.E.  
(VISIONS IN BUSINESS & ENTERTAINMENT)  
A NOT-FOR-PROFIT CORPORATION**

**ARTICLE I. General Provisions**

- 1. Name.** The name of the Corporation shall be: Blossburg V.I.B.E. (Visions in Business & Entertainment) (the Corporation).
- 2. Offices.** The principal offices of the Corporation shall be located in the County of Tioga, Commonwealth of Pennsylvania. The Corporation may also maintain offices at such other places as the Officers may, from time to time, determine.
- 3. Seal.** The Officers and Members may adopt, use and modify a corporate seal. Failure to affix the seal to corporate documents shall not affect the validity of such document.
- 4. Fiscal Year.** The fiscal year of the Corporation shall be the calendar year.

**ARTICLE II. Purpose**

- 1. Purpose.** The Corporation is formed exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.
- 2. No private inurement.** No part of the net earnings of the corporation shall inure to the benefits of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section I hereof.
- 3. No lobbying.** No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any power that are not in furtherance of the purposes of the corporation.
- 4. Dissolution.** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed 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 organizations, as said Court shall determine, which are operated exclusively for such purposes.
- 5. Private foundation.** In the event that the Corporation fails to qualify as a public charity under federal tax law and is considered a private foundation, the corporation shall comply with the following: a) It will determine its income for each tax year at such time and in such a manner so that it will not become subject to the tax on undistributed taxable income imposed by section 4942 of the Internal Revenue Code, or corresponding provisions of any

later federal tax law; b) It will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding provision of any later federal tax laws; c) It will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; and e) It will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

## **ARTICLE II. Membership**

- 1. Powers and Duties.** The Members and Officers have general power to control and manage the affairs, property, and interests of the Corporation subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and these bylaws.
- 2. Eligibility for Membership.** Any person in sympathy with the purposes of this Corporation, and desiring to give support and influence to its work are eligible to become a Member (Eligible Member).
- 3. Participation in Meetings.** All Eligible Members are qualified to participate in discussions at Meetings.
- 4. Voting rights qualification.** An Eligible Member is considered a **Member** and qualified to vote if he or she has attended at least three of the prior ten meetings. Membership is maintained if he or she continues to attend Meetings regularly.
- 5. Volunteers and Supporters.** Volunteers and Supporters are defined as those who assist in organizing, advertising, physically or financially helping out the organization on a regular basis. Volunteers and Supporters do not have voting rights.
- 6. Removal.** An Eligible Member, Member, Volunteer or Supporter may be removed from affiliation with the Corporation for cause. Cause may include obstruction of the Corporation's mission, destructive or demoralizing behavior while representing the organization, conflict of interest, unethical behavior, misuse of funds, committing fraudulent activities, disclosing confidential information to the public, or sexual or other harassment towards other participants or community members.
  - a. Process.** Any Eligible Member or Member may bring the Members' attention to an incident or pattern of behavior for discussion. The Secretary shall send the offending person a written notice of intent to terminate their role, and invite the person to attend a meeting of the officers to respond to the allegation. The Officers will vote on formally removing the person's affiliation with the Corporation and provide the person with written notice of the outcome.
- 7. Resignation.** Any Member of the Corporation may resign at any time by giving written notice of her/his resignation to any Officer of the Corporation. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the officer of the Corporation. The acceptance of a resignation by the Officers shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Member.
- 8. Meetings.** Meetings of the Members may be held at any time and place as the Officers may from time to time fix. The presiding officer may determine the order of business and all other matters of procedure at every meeting of Members.
  - a. Annual meetings.** An annual meeting of the Members shall be held at a time

- scheduled by the Officers each year in July.
- b. **Regular meetings.** The Members may meet at other times in addition to the Annual Meeting at times and places to be determined by the Officers, but no less than six times per year.
  - c. **Special meetings.** Special meetings of the Members shall be held whenever called by the president, vice president, secretary, treasurer, or any three other Members at such time and place as may be specified in the respective notice or waivers of notice.
  - d. **Notice.** Notice of meetings shall specify the place, day, and hour of meeting and may be delivered to each Member by e-mail, social media, facsimile, or mail at least three days before the day for which the meeting is scheduled. The purpose of the meeting need not be specified except when called to remove a Member or Officer. **Waiver of Notice.** Notice of a meeting need not be given to any Member who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting the lack of notice before the meeting's end. No notice need be given of any adjourned meeting. Waiver of notice sent by email must be able to be reasonably determined to be sent by the Member or Officer.
9. **Quorum.** Unless a greater proportion is required by law or these bylaws, two Officers plus two Members constitutes quorum for the transaction of business or of any specified item of business. No business shall be considered at any meeting at which a quorum is not present. If quorum is present, a majority of those Members and Officers present at the time of a vote is the act of the Corporation, except the following acts, which require the affirmative vote of at least two-thirds of the entire Membership:
- a. Purchase, sale, mortgage or lease of real property by the Corporation if the property constitutes all or substantially all of the assets of the Corporation;
  - b. Sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation; or
  - c. Alteration or amendment of these bylaws or incorporating documents of the Corporation.
2. **Meetings by Telecommunications.** Any one or more Members or any committee may participate in a Meeting by means of telephone, video conference, or similar telecommunications equipment provided that all persons participating in the meeting can hear each other at the same time and can participate in all matters before the Corporation. Participation by such means shall constitute presence in person at a meeting.
3. **Action by the Membership.** Any action required or permitted to be taken by the Members and Officers may be taken without a meeting if all Officers and at least eight Members consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If the consent is written, it must be signed by the Member. If the consent is electronic, it must be able to be reasonably determined to be sent by the Member. The resolution and the written consents by the Members shall be filed with the minutes of the proceedings of the Corporation. Committees may not use this procedure.
4. **Compensation.** No compensation of any kind shall be paid to any Member or Officer for the performance of his or her duties; although Members and Officers may be reimbursed for reasonable expenses. Subject to the Corporation's Conflict of Interest Policy, provided that there is full disclosure of the terms of such compensation and the arrangement has been determined to be fair and reasonable and approved by the Independent Members and Officers, this shall not in any way

- a. Limit reimbursement of or payment for services provided to the Corporation by the Member or Officer in any capacity separate from his/her responsibilities as a Member or Officer;
  - b. Limit reimbursement for reasonable expenses incurred while fulfilling the duties and responsibilities of the role of the Member or Officer; or
  - c. Limit payment for services provided to the Corporation by any organization with which a Member or Officer is affiliated.
5. **Liability.** No Member or Officer shall be personally liable for any debt, obligation or liability of the Corporation.
6. **Additional duties.**
- a. The Members and Officers may
    - i. Appoint and discharge advisors and consultants who have the skills necessary or are helpful to the Corporation.
    - ii. Employ and discharge persons for the furtherance of the purposes of the Corporation.
    - iii. Exercise all other powers necessary to manage the affairs and further the purposes of the Corporation in conformity with the Certificate of Incorporation and these bylaws.
  - b. The Members will
    - i. direct the President and Treasurer of the Corporation to present a financial report at the Annual Meeting. The report will be verified by the President and Treasurer, a majority of the Officers, a certified public accountant, or other independent accounting professional. This report will be filed with the records of the Corporation and a copy or abstract entered into the minutes of the proceedings of the Annual Meeting.
    - ii. Select all Officers for the Corporation and approve the members of any committee appointed by the President.

### **ARTICLE III. Officers, Employees, and Agents**

1. **Number.** The officers of the Corporation shall consist of a President, a Vice President, or two Co-Presidents, Secretary, a Treasurer, Past President, and such other officers, as the Members may from time to time deem advisable. One person may hold more than one office in the Corporation except no one person may hold the offices of President or Co-President and Secretary. The Officers collectively comprise the Executive Committee.
2. **Qualification.** All nominees for Officers must be Members, 18 years of age, and qualified by motivation and experience to accept responsibility for the governance of the Corporation. The Past President need not meet the Membership qualification.
3. **Limitations.** The President or Co-Presidents shall be a Member and shall not be an employee of the Corporation. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity.
4. **Election and Term.** The Officers of the Corporation shall be elected for a one-year term at the Annual Meeting. Each Officer shall hold office until the next annual meeting following his/her election, and until his successor shall have been elected and qualified, or until his death, resignation, or removal.

- 5. Resignation and Removal.** Any Officer may resign at any time by giving written notice of such resignation to the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Officer, and the acceptance of such resignation shall not be necessary to make it effective. Any Officer may be removed, either with or without cause, by a majority vote of the Officers at any time.
- 6. Vacancies.** A vacancy in any office may, at any time, be filled for the unexpired portion of the term by a majority vote of the Members in attendance.
- 7. Employees and Other Agents.** The Officers may appoint such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Officers, and shall have such authority and perform such duties and receive such reasonable compensation, if any, as the Officers may from time to time determine. To the fullest extent allowed by law, the Officers may delegate to any employee or agent any powers possessed by the Officers and may prescribe their respective titles, terms of office, authorities, and duties.
- 8. President: Powers and Duties.** The President or Co-Presidents shall preside at all meetings and the Executive Committee. The President shall have the general powers and duties of supervision and management of the Corporation. The President shall keep the Members and Officers informed about the activities of the Corporation. She or he shall have the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Members and Officers, unless the Members and Officers shall specifically require an additional signature. She or he shall perform all such other duties as incident to the office of President, and shall perform such other duties as may be assigned by the Members and Officers.
- 9. Vice President: Powers and Duties.** The Vice President shall have such powers and duties as may be assigned to him or her by the Members and Officers. In the absence of the President, the Vice-President shall perform the duties of the President.
- 10. Secretary: Powers and Duties.** The Secretary shall keep the minutes of the Annual Meeting and all meetings in books provided for that purpose. The Secretary shall be responsible for the giving and serving of all notices of all meetings where such notices of such meetings are required by the law or these bylaws, and receiving all annual disclosure statements required by the Conflict of Interest Policy. The Secretary shall perform all the duties customarily incidental to the office of the Secretary, subject to the control of the Members and Officers, and shall perform other duties as assigned by the Members and Officers.
- 11. Treasurer: Powers and Duties.** The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness, and other valuable documents of the Corporation in such banks or depositories as the Members and Officers may designate. At the Annual Meeting, the Treasurer shall render a report of the Corporation's accounts showing in appropriate detail:

  - a. The assets and liabilities of the Corporation as of a 12-month fiscal period terminating not more than six months prior to the meeting;
  - b. The principal changes in assets and liabilities during that period;
  - c. The revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes during that period; and
  - d. The expenses or disbursements of the Corporation, for both general and restricted purposes for that period. The Treasurer's accounts may be examined annually by an

auditor or an auditing committee of not less than three members, who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The auditing committee shall be appointed by the Members and Officers at least two weeks before the annual meeting.

The Treasurer's report to the Members and Officers may consist of a verified or certified copy of any report by the Corporation to the Internal Revenue Service which includes the information specified above. The Treasurer shall, at all reasonable times, exhibit the Corporation's books and accounts to any Officer of the Corporation, and whenever required by the Members and Officers, render a statement of the Corporation's accounts, and perform all duties incident to the position of Treasurer, subject to the control of the Members and Officers. The treasurer may appoint, with approval of the Members and Officers, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

- 12. Delegation of Duties.** In the absence or disability of any Officer of the Corporation or for any other reason deemed sufficient by the other Officers, the Officers may delegate his/her powers or duties to any other Officer.
- 13. Compensation.** Any Officer who is not President or Co-President but is an employee or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation as an employee or agent when authorized by a majority of the Members and Officers in attendance, and only when so authorized.
- 14. Sureties and Bonds.** In case the Members and Officers shall so require, any Officer or agent of the Corporation shall execute for the Corporation a bond in such sum and with such surety or sureties as the Members and Officers may direct, conditioned upon the faithful performance of his or her duties to the Corporation and including responsibility for negligence and for the accounting for all property or funds of the Corporation that may come into his or her hands.
- 15. Liability.** No Officer shall be liable for any debt, obligation or liability of the corporation.
- 16. Succession.** Each Officer will deliver to their successors all official material not later than ten days following the election of their successors.

#### **ARTICLE IV. Committees**

1. **Committees.** The Members and Officers may, by the resolution adopted by a majority of the Members and Officers in attendance, designate one or more committees, each consisting of three or more Officers and any number of Members to serve at the pleasure of the Members and Officers. Any committee, to the extent provided in the resolution, shall have all the authority of the Members and Officers, except that no committee, regardless of resolution, will:
  - a. take any final action on matters which also requires Officers' approval
  - b. fill vacancies on the Executive Committee;
  - c. amend or repeal Bylaws or adopt new Bylaws;
  - d. amend or repeal any resolution of the Members and Officers which by its express terms is not so amendable or repealable;
  - e. appoint any other committees;
  - f. expend corporate funds to support a nominee for Officer; or

- g. approve any transaction;
  - i. to which the corporation is a party and one or more Members and Officers have a material financial interest; or
  - ii. between the corporation and one or more of its Members and Officers or between the corporation or any person in which one or more of its Members and Officers have a material financial interest.
- 2. **Executive Committee.** An Executive Committee which shall consist of the Officers.
- 3. **Finance Committee.** A Finance Committee which shall consist of at least three Officers one of whom shall be the Treasurer. The other members of the Finance Committee shall be appointed by the President, subject to the approval of the Members and Officers. The Finance Committee shall advise the Treasurer and the Members and Officers in regard to the investments and general fiscal policy of the Corporation.
- 4. **Committees of the Corporation.** By resolution, the Members and Officers may appoint from time to time any number of persons as advisors, to act singly who serve at the pleasure of the Members and Officers. Committees of the Corporation may not bind the Corporation but may be delegated other tasks by the Members and Officers.
- 5. **No Compensation.** No advisor to the Corporation shall receive, directly or indirectly, any salary or compensation for any service rendered to the Corporation, except that the Executive Committee may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.
- 6. **Meetings and Action of Committees.** Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article III of these Bylaws concerning meetings of the Members and Officers, with such changes in the context of those Bylaws as are necessary to substitute the committee for the Members and Officers, except that the time for regular meetings of committees may be determined either by resolution or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Members and Officers. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Members and Officers may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

## **ARTICLE V. Contracts, checks, loans, books**

- 1. **Contracts and other writings.** Except as otherwise provided by resolution or policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the Treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the Members and Officers.
- 2. **Checks, Drafts.** All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Members and Officers.
- 3. **Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the Members and Officers may select.
- 4. **Investments.** The funds of the Corporation may be retained in whole or in part in cash or be

invested and reinvested from time to time in such property, real personal, or otherwise, including stocks, bonds or other securities as the Members and Officers may deem desirable.

5. **Loans.** No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Members and Officers. Such authority may be general or confined to specific instances.
6. **Books.** There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including the minute book, which shall contain a copy of the incorporation documents, a copy of these bylaws, and all minutes of meetings. Any such records shall be in written form or in a form capable of being converted into written form.

## **ARTICLE VI. Indemnification and Insurance**

1. The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she or his or her testator was a Member, Officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney fees. No indemnification may be made to or on behalf of any such person if
  - a. his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding; or
  - b. he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled in the transaction or matter in which indemnification is sought.
2. **Insurance.** The Corporation shall have the power to purchase and maintain all insurance policies deemed to be in the best interest of the Corporation including insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of Members, Officers and employees pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

## **ARTICLE VI. Miscellaneous**

1. **Conflict of Interest Policy.** The Members and Officers shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any member, officer, employee, affiliate, or member of a committee with delegated powers.
2. **Nondiscrimination Policy.** The officers, members, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, gender identification, race, color, ethnicity, ancestry, national origin, religion, creed, sexual orientation, marital status, mental or physical disability, veteran's status, political service or affiliation, or any category protected by state or federal law.
3. **Reference to Certificate of Incorporation.** References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these Bylaws. In the event of a conflict between the Certificate of Incorporation and these Bylaws, the Certificate of Incorporation shall govern.
4. **Bylaw Amendment.** These Bylaws may be amended, altered, repealed, or restated by a vote of two-thirds of the Officers then in office and by a majority of Members in attendance at a



Regular Meeting, provided, however,

- a. that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code;
- b. that an amendment does not affect the voting rights of Members or Officers. An amendment that does affect the voting rights of Members and Officers further requires ratification by a two-thirds vote of a quorum of Members and Officers at an Annual or Regular Meeting; and
- c. that all amendments be consistent with the Certificate of Incorporation.

### **CERTIFICATE OF ADOPTION OF BYLAWS**

I hereby certify that the above stated Bylaws of Blossburg V.I.B.E. (Visions in Business & Entertainment) were approved by the Members of Blossburg V.I.B.E. (Visions in Business & Entertainment) and constitute a complete copy of the Bylaws of the corporation.

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date