

PENNSYLVANIA SEARCH AND RESCUE COUNCIL

CONSTITUTION AND BY-LAWS

(ver. 2008.1)

ARTICLE I - THE COUNCIL

1. Name

The Council, incorporated in the Commonwealth of Pennsylvania, shall be known as the Pennsylvania Search and Rescue Council. Herein called, the Corporation, the Corporation is formed subject to the requirements of a rescue organization as a charitable organization in the Commonwealth of Pennsylvania when the organization is soliciting gifts for charitable or benevolent purpose(s).

2. Purposes

The Corporation is organized exclusively for charitable, education, and humanitarian service purposes, including, for the following purposes, the receipt of donations and contributions that qualify as tax deductible gifts under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section(s) of any future federal tax code. The corporation is formed for the following purposes:

- a. To encourage and nurture the development and operation of volunteer search and rescue activities in Pennsylvania and neighboring mid-Atlantic states and commonwealths.
- b. To conduct and carry out the work of the Corporation, not for profit, but exclusively for humanitarian, educational, and public services purposes (**Note:** the Corporation does not have an independent social purpose).
- c. To support and provide ground search and rescue capabilities, related emergency service and disaster operations, including alpine and technical rescue services in Pennsylvania, neighboring mid-Atlantic Commonwealths and States, and, as necessary, other regions of the United States.
- d. To propose, develop, coordinate and monitor individual and team training standards, protocols, and standard operating procedures for lost person search and rescue activities in the Commonwealth.
- e. To support, develop, coordinate, and monitor the development and provision of training programs in Pennsylvania for wilderness and lost person search and rescue training for emergency services providers offered through or coordinated by the Pennsylvania Emergency Management Agency, the State Fire Training Academy, and/or their contractors.

- f. To enter into Memorandums of Agreement with the Pennsylvania Emergency Management Agency, and other related Commonwealth programs and agencies, as appropriate, to serve as the coordinating agency in Pennsylvania for ground and lost person search and rescue program operations, and, as appropriate, other regions of the United States.
- g. To serve as a coordinating agency for the development, provision, and administration of disaster services with governmental agencies and programs at local, state, and Federal levels.
- h. To establish and coordinate mutual aid agreements in ground search and rescue operations and related services with local, state, national, and Federal programs.
- i. To support and conduct public education and training programs in Pennsylvania for children, all citizens, professional groups and organizations in subjects related to ground search and rescue services for lost persons and downed aircraft, and special technical rescue.
- j. To support and conduct public education and training programs in subjects related to wilderness safety and survival, tracking, and mountaineering.

3. Limitations

The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and of the directors and members:

- a. No part of the net earnings of the Corporation shall be used to benefit -- or be distributed to -- 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 Article 2 hereof.
- b. 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.
- c. Notwithstanding any other provision of the articles, the Corporation shall not carry on any other activities not permitted on by (a) a Corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4. **Membership**

The membership of the Council shall consist of organizations, agencies or individuals that are providers of search and rescue services in Pennsylvania and are either volunteer non-profit organizations or a State or Federal agency that are providers of search and rescue (Groups & Agencies). Groups & Agencies shall be voted into membership by the current voting delegates after submitting a letter of application to the Membership Committee, and the Membership Committee has approved it. Membership shall also be categorized relative to their participation within the council based upon the following criteria

- a. Informational Resource - This category is for individuals or groups that wish to have information about the Council sent to them on a regular basis.

Informational Resource in the Council would:

- Be available to individuals and groups
- Have no voting rights
- Receive newsletters and training announcements
- Not be on the Council Call Out list
- Not be on the Council Resource list

This category would be used by outside organizations to track general interest within the Council. Informational Resource would require yearly renewal.

- b. Individual Resource - This category is for individuals who wish to become a member of the Council but who have not yet joined a member group or who do not have a member group in their immediate geographic area.

Individual Resources in the Council would:

- Be available to individuals
- Have no voting rights
- Receive Newsletters and training announcements
- Be on the Council Call Out List if they met the training requirements of the Council
- Be on the Council Resource List if they meet the training requirements of the Council.
- Be encouraged to join a member team as soon as possible.

- c. Probationary Membership

This category is for new Groups and Agencies wishing to join the Council. Groups would be on probationary team membership for one year prior to being changed to Active Membership. During that year the team must meet the following requirements:

A Group or Agency with Probationary Membership in the Council would:

- Be available to groups
- Have no voting rights

- Be required to have a representative at four Council meetings in a calendar year
- Be required to provide a written protocol for ethical violations by its members
- Be required to provide a written protocol for criminal background checks of its members
- Be on the Council Call Out List
- Be on the Council Resource List

To become a Probationary Member, the Group or Agency would need to meet the general guidelines for membership and:

- Be sponsored by an Active Group or Agency
- Be recommended for Probationary status by the Membership Committee
- Provide to the Council Membership Committee:
- A copy the Group or Agency by-laws

- d. Active Membership – Groups or Agencies that maintain Active status have full rights as a member of PSARC.

A group with Active Team Membership in the Council would:

- Be available to groups
- Have full voting rights
- Be on the Council Call Out List
- Be on the Council Resource List
- Have members that may be nominated for offices in the Council

To become a Active Member of the Council, the Group or Agency would need to meet the general guidelines for membership and:

- Meet the requirements of a Probationary Member of the Council
- Be sponsored by an Active Group or Agency
- File an annual training and mission report
- Have a majority of it's members obtain FTM status. Certifying organizations are, but not limited to, ASRC, DCNR, NASAR...

- e. Dues: Assessments to individual team and resources will be done annually as directed by the Board of Directors.

5. Standing

A member shall be in good standing only when its application has been approved by the general membership and its annual dues are current. No member shall vote on any issue nor may its individual members serve in any office or sit on any committee, when not in good standing.

6. Delegates

Each Active Member Group or Agency shall be entitled to select one Delegate and two alternates. Delegates and alternates are to be selected from among the members of organization or agency and the member organization or agency shall notify the Secretary of the Council of the appointed Delegates and Alternates.

Alternates shall act as Delegates when a Delegate is not present at a Council meeting. A proxy can only be given by the Delegate if none of the Alternates are present. All proxy's must be in written form and list the agent of the proxy.

7. Responsibilities

The Members of the Council shall, through their Delegate:

- a. Elect the officers of the Council, and the Members-at-Large of the Board of Directors.
- b. Determine general lines of direction for the Council within the jurisdiction of the Council by receiving and responding to reports and information from the Board of Directors.
- c. Amend the Articles of Incorporation., and Constitution and By-Laws.
- d. Conduct such other business as may, from time to time, come before the members.

8. Regular Meetings

Notice of the time, place and purpose of the meeting shall be mailed to each Member of the Council not less then 30 days before the Meeting.

9. Special Meetings

Special meetings of the Council shall be called by the President, within 14 days of receipt of a written request from two-thirds of the Members of the Board of Directors, or 25% of the Members of the Council, provided that at least a quorum of the Members are represented for any purpose at a Council meeting, at any time. The purpose of such meetings shall be stated in the written request. No business shall be transacted except that for which the meeting has been called. Notice of the time, place and purpose of the meeting shall be mailed to the Council Members address as it appears upon the books of the Council. Notice must be given not less then 10 days before the meeting.

10. Quorum

Seven Delegates shall be present to constitute a quorum for the transaction of business.

11. Voting Procedures

Each Active Member Group or Agency shall be entitled to one vote. Elections shall be by ballot and a majority of votes cast shall elect. All other matters shall be determined by a majority vote of the members present unless otherwise provided by the Constitution and By-Laws. [See IV.3 below.]

12. Ex-Officio Members

All members of a Member organization shall be ex-officio Members of the Council and shall be without vote unless serving as a Delegate as provided by the by-laws.

ARTICLE II - NOMINATING COMMITTEE

1. Composition

There shall be a Nominating Committee consisting of three Members appointed by the President for a term of one year.

2. Selection and Term of Chairman

The Chair of the Committee shall be appointed by the President from among the Committee Members for a term of one year and may serve as Chair for no more than three terms. In the event of a vacancy in the office of Chair, the President will appoint a Chair for the remainder of the unexpired term.

3. Quorum

All the Members of the Committee must be present at a meeting or in direct telephone contact to constitute a quorum for the transaction of business.

4. Responsibilities

The Committee shall present to the Council membership at the Annual Meeting a single slate of:

- a. Nominees for Officers of the Council.
- b. Nominees for Members-at-Large of the Board of Directors.

Nominations may be made from the floor by a voting Delegate when the nominee is present at that meeting or has sent a letter to the President stating they will accept a nomination for a given office.

ARTICLE III - PARTIAL TERMS DEFINITION

A person who has served more than two-thirds of a specific office or as a Member-at-Large, as that specific term is set forth in the Constitution and By-Laws, shall be considered to have served

the full term for the purpose of determining eligibility to serve additional terms in that office or another position.

ARTICLE IV - OFFICERS

1. Number and Title

The elected officers of the Council shall be President, Vice President, Secretary, and Treasurer.

2. Election, Term and Vacancies

- a. Officers shall be elected by the members of the Council for a term of two years or until successors are elected; and, except for the term of Treasurer, serve for no more than four consecutive terms in any one office. Elections shall be conducted at the regular membership meetings
- b. Officers shall be Members in good standing of a Member organization.
- c. A vacancy among the Officers shall be filled by the Board of Directors until the next regular membership meeting.

3. Election of Officers

A printed ballot containing the names in alphabetical order of the nominees for each elective office shall be provided to each member organizations' designated representative to the Council. This ballot shall be prepared by the Secretary so as to implement the following voting procedures:

- a. At a regular or regional meeting of the Council in the course of business, nominations for elective office shall be accepted for the next term. These nominations shall be closed by motion or on adjournment of the meeting. Following the closing of nominations the Secretary shall prepare an official ballot and mail one ballot and an envelope for wrapping the ballot to the official address of each of the member organizations.
- b. Each member organization through its official delegate shall indicate its vote for the appropriate number of candidates for each elective office. The marked ballot shall be then placed in the provided wrapping envelope without marking the wrapping in any way that may indicate the organization's identity or the vote.
- c. The envelope containing the ballot shall then be placed in a suitable mailing envelope. The mailing envelope shall be marked with the name of the organization, its address, and the signature of the delegate in the area usually reserved for the return address. The ballot shall be mailed to the Secretary so as to arrive ten working days prior to the regular membership meeting.

- d. The ballot submitted in accordance with this Article shall be the official ballot of the member organization. Organizations that do not submit a ballot by mail may vote by appearing at the regular membership meeting prior to the beginning of the vote count and completing a ballot in the manner described above.
- e. Effective with any election of officers of PSARC conducted on or after November 1, 1993, and there being twenty (20) or more member organizations at that time, no two officers or voting members of the Board of Directors shall be members of the same member organization. This restriction shall not apply to individuals elected prior to November 1, 1993 and whose terms of office continue beyond December 31, 1993. This restriction shall be suspended if during the membership year, including the election, the membership of PSARC shall be fourteen (14) or fewer organizations, until such time as there are twenty (20) or more member organizations.

4. Duties of Officers

- a. The President shall be the Chief Executive Officer of the Council and shall preside at meetings of the Council, and the Board of Directors. The President shall be responsible for seeing that the lines of direction given by the Council membership and the actions of the Board of Directors are carried out. The President shall also report to the Membership and the Board of Directors on the conduct and management of the affairs of the Council. The President shall be an Ex-Officio member of all Committees and shall perform such other duties as are prescribed in the Articles of Incorporation.
- b. The Vice President, in the temporary absence or disability of the President, shall preside at meetings of the Council and the board of Directors, and shall have such other powers and perform other duties assigned by the President. Upon vacancy of the position of President by reason of illness, just cause, removal, completion of the maximum term permitted, or the President's decision not to serve multiple terms, the Vice president/President elect shall assume the office of President.
- c. The Secretary shall be responsible for issuing notices of all meetings of the Council and the Board of Directors, and shall keep the Minutes of such meetings. The Secretary shall be responsible for the custody of corporate books, records and files all of which shall be kept at the principal office of the Council or other safe place designated by the Board, and shall perform other duties as the Board of Directors directs.
- d. The Treasurer shall be responsible for monitoring the central receipt and custody of all assets of the Council; monitoring disbursements as authorized by the Board of Directors; reporting receipts; and the use and disbursement of all assets of the Council. The Treasurer shall perform such other duties incident to the office of Treasurer and shall exercise other powers and perform other duties as may be assigned by the President or Board of Directors. The Treasurer shall be an Ex-Officio member of the Finance Committee.

5. Removal

An elected officer may be removed with or without cause, by a two-thirds vote of the delegates voting in person or by proxy at a duly authorized council meeting wherein written notice had been submitted to all members in good standing within 30 days prior to the vote. It is further required that if requested, a due process hearing be permitted prior to the vote.

ARTICLE V - BOARD OF DIRECTORS

1. Powers, Responsibilities and Accountability

The corporate business affairs of the Council shall be managed under the direction of the Board of Directors, except as may be otherwise provided in these Articles of Incorporation. The Board of Directors is accountable to the elected Membership for managing the affairs of the Council; the Commonwealth for adhering to corporate laws; and the Federal Government in matters relating to legislation and regulations affecting non-profit corporations.

2. Composition

The Board of Directors shall consist of the elected officers of the Council and six (6) Members-at-Large, at least one from each Region. Upon acceptance of this amendment, the Council shall hold a special election to fill these positions.

- a. The immediate past president shall serve a two-year term, without voting privileges, on the Board of Directors.

3. Election and Term

Members-at-Large (Directors) shall be elected by the Members of the Council for a term of four years, or until their successors are elected, and shall serve for no more than two consecutive terms. Members-at-Large are delegates from member organizations and agencies in good standing. Terms of Office shall begin at the close of the Annual Meeting at which elections are held. Regardless of the numbers of consecutive terms any person shall have served as a Member-at-Large, such person shall be eligible to be a member of the Board when serving as an Officer.

Non-participating Board Members - Any Member of the Council Board of Directors absent from three consecutive Board meetings without explanatory correspondence to the President shall be considered to have resigned. That resignation shall go into effect when approved by a majority vote of the Board members present and voting at the next regular meeting of the Board of Directors.

4. Vacancies

The Board shall have the power to fill vacancies in its membership until the next Annual Meeting.

5. Regular Meetings

The Board of Directors shall hold no less than one regular meeting a year. Time, place and the agenda for the meeting shall be mailed to each Board member not less than ten days before the meeting.

6. Special Meetings

Special meetings of the Board of Directors may be called by the President, and shall be called by the President upon the written request of four Board members. The purpose of such meetings shall be stated with the request and no other business shall be transacted except that for which the meeting has been called. Notice of the time, place and purpose of the Special Meetings shall be sent to each Board member not less than ten days before the meeting.

7. Quorum

Two-thirds of the members of the Board of Directors must be present to constitute a quorum for the transaction of business.

ARTICLE VI - BOARD COMMITTEES

1. Establishment

The Board of Directors may establish standing committees, special committees an/or task groups as it deems necessary.

2. Composition and Appointments

The chairman of all standing committees shall be appointed by the President, subject to the approval of the Board of Directors. Appointments shall not exceed the term of the appointing President. The President shall appoint the chair and the members of all ad-hoc committees.

- a. Each committee shall solicit a secretary who shall record the minutes of all committee meetings and report same to the membership of the Council.
- b. Each committee shall establish and publish a schedule of meetings, a plan to accomplish their task, and a current roster of the membership of the committee.

ARTICLE VII - FISCAL RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. Fiscal Year

The fiscal year of the Council shall be January 1st to December 31st.

2. Contributions

Any contributions, bequests and gifts to the Council shall be accepted and collected only as directed by the Board of Directors.

3. Depositories

All funds of the Council shall be deposited to the credit of the Council, under such conditions and in such banks designated by the Board of Directors.

4. Investments

the Treasurer of the Council shall invest Council funds in accordance with the direction of the Board of Directors, or any committee of the Board appointed for such purpose.

5. Approved Signatures

Approvals for signature necessary on contracts, checks and orders for the payment, receipt or deposit of money, and for access to securities of the Council, shall be provided by resolution of the Board of Directors.

6. Bonding

All persons having access to, or major responsibility for, the handling of moneys and securities of the Council shall be bonded as required by resolution of the Board of Directors.

7. Budget

The annual budget of estimated income and expenditures shall be approved by the Board of Directors. No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the Board of Directors.

8. Audits

The Finance Committee appointed by the President or an independent public accountant shall be retained by the Board of Directors to make an annual examination of the financial accounts of the Corporation. A report of all examinations shall be submitted to the Board of Directors and presented to the Council membership.

9. Dues

Annual Assessments to individual teams and resources will be at the discretion of the board of directors.

10. Financial Reports

A summary report of the financial operations of the Council shall be made at least annually to the Council membership and the public, in such form as the Board of Directors provides.

11. Legal Counsel

Independent legal counsel may be retained by the Board of Directors to (a) ensure compliance with Federal and Commonwealth requirements; (b) review and advise on any, and all, legal instruments the Council executes, such as leases, contracts, property purchases, or sales; and (c) review and advise on any official statements developed for the print or electronic media.

ARTICLE VIII - PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised shall be the parliamentary authority governing the meetings of the Council, Board of Directors, and all committees, subject to the laws of the Commonwealth, these Articles of Incorporation, and any special rules of order adopted by the Council.

ARTICLE IX CONFLICT OF INTREST

1. Purpose

The purpose of the policy is to protect this Corporations interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction.

2. Definitions

a. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i.** An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- ii.** A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- ii.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, subsection C, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Procedures

a. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

iii. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall in-

form the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

6. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,

- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

6. Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management Corporations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

7. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X - AMENDMENTS AND QUESTIONS

1. Amendments

There are two ways to amend the Council's Constitution and By-Laws. Amendments may be proposed by the Board of Directors or Delegates from Council organizations.

- a. The Constitution and By-Laws may be amended by a two-thirds vote of Council Members present and voting at any regular meeting of the Council provided that the proposed amendment shall have been included in the notice of the meeting.
- b. If an amendment to the Constitution and By-Laws is proposed at a regular Council meeting without due notice having been given, the Secretary shall --within 15 days -- draft the proposed amendment as directed by the Board of Directors, or Delegates as applicable, and mail the proposed amendment with a reply ballot, and a ballot wrapper (envelope) to each Council member address of record. Each

Council member organization shall respond within sixty days by completing the ballot and mailing it to the Council Secretary.

- c. Amendments shall require a 66.67% plurality to pass.

2. Questions

A major question, such as a policy or management question, may be brought to Council membership by mail ballot for decision when the Board of Directors, or Delegates present and voting at a regular Council meeting, decide to do so. The Secretary shall draft the question as directed and mail the question to the Council membership along with a return envelope. The question shall fail whenever less than 67% of the ballots are returned within sixty days from date of mailing. Questions require a simple plurality to pass.

Note: There are instances where the Board of Directors wishes guidance from the membership where a decision is not required.

ARTICLE XI - LIMITATION OF DIRECTOR LIABILITY

General Rule: A Director of the Council shall not be personally liable for monetary damages for any action taken or any failure to take any action, except to the extent that exemption from liability for monetary damages is not permitted under the laws of the Commonwealth of Pennsylvania as now or hereafter in effect. The provisions of this Subsection (a) are intended to exempt the Directors of the Council from liability for monetary damages to the maximum extent permitted under the Pennsylvania Directors Liability Act [42Pa.C.S.8361 *et seq*] or under any other law now or hereafter in effect.

ARTICLE XII - DISSOLUTION

The Corporation shall dissolve if and when the membership falls to five members or fewer. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the same time shall qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII - REGIONS

1. Division into Regions

Given the size of the Commonwealth and considering the council's membership is comprised of individuals from various regions, there is a need to assure adequate representation of all regions to the Board of Directors. Therefore one director will be elected from each geographic region.

2. Regional definitions

- Northeastern – North of Interstate 80 and east of Route 15.
- Northwestern – North of Interstate 80 and west of Route 15.
- Eastern - South of Interstate 80 and East of the Susquehanna River.
- Central - South of Interstate 80 from the Susquehanna River to the Laurel Ridge.
- Western - South of Interstate 80 and West of Laurel Ridge.

3. Region Members

Members shall be deemed to be in a region based upon their official address. If they reside outside of the Commonwealth, their region is determined by extending the regional Pennsylvania boundaries into the location of their official address.