

BY-LAWS
Of
Darrin Sankey Memorial Foundation

ARTICLE I

Introductory

Section 1.01-Name of the Corporation

The name of the Corporation shall be Darrin Sankey Memorial Foundation, a non-profit corporation under the laws of the Commonwealth of Pennsylvania.

Section 1.02-Definition of By-Laws

These by-laws constitute the code of rules adopted by Darrin Sankey Memorial Foundation for the regulation and management of its affairs.

Section 1.03-Mission Statement and Objectives

The mission of the Darrin Sankey Memorial Foundation is to support youth affected by addiction, and activities associated therewith.

Section 1.04-Registered Office

The registered office shall be at 793 Seventh Street, West Pittsburg, PA 16160, or at such other places as the Board of Directors provides.

Section 1.05-Other Offices

The corporation may also have an office or offices at such other place or places, within or without the Commonwealth of Pennsylvania, as the Board of Directors may from time to time designate or the business of the corporation requires.

ARTICLE II

Board of Directors

Section 2.01-Powers

The affairs of the corporation shall be governed by the Board of Directors. New Directors will be nominated by the Board of Directors. The Board of Directors will have the following powers:

- (a) Govern, direct and control the affairs of the corporation, including, but not limited to, its meetings, events and publications;
- (b) Determine the policies and procedures used by the corporation and any changes thereto and make such rules and regulations as they deem proper;
- (c) Supervise the disbursement of corporate funds;
- (d) Actively pursue the corporation's stated specific charitable purposes, mission and objectives;
- (e) Any other powers ascribed to the Board of Directors in other sections of these By-Laws, the Articles of Incorporation or by law.

Section 2.02-Number and Qualifications of Directors

The board shall consist of Five (5) Directors.

Section 2.03-Term and Office

Each Director shall serve on the board indefinitely until death, resignation or removal.

Section 2.04-Nominations and Election of Directors

The Board of Directors of the corporation shall make the nomination for vacant seats on the Board of Directors.

The Board of Directors will hold an election to fill a vacant seat on the board at the next quarterly meeting of the organization. Each Director shall have (1) vote for each seat that is open. All votes must be cast and may not be cumulated. The voting rights of Directors may not be delegated to another Director nor may they be exercised by proxy or absentee ballot.

The votes will be tabulated by the Secretary, and presented to the Board of Directors. The candidate receiving the highest number of votes shall be declared elected to the Board of Directors. The secretary shall resolve any ties by a run-off second election, to be determined in accordance with the same procedure as set forth above

Section 2.05-Removal or Resignation of Directors

Directors may not be removed without valid cause upon a majority vote of the Directors at any regular or special meeting of the Board of Directors.

Any Director may resign at any time by giving notice to the Board of Directors. Any such resignation shall take effect as of the receipt of such notice or at a later time specified therein. The acceptance of such resignation shall not be necessary for it to be effective.

Section 2.06-Meetings of the Board of Directors, Annual Meeting and Quorum

A regular meeting of the Board of Directors shall be held quarterly. Notice and agenda shall be given to each Board Member not less than ten (10) days before the meeting is held. Special meetings may be called by any Director holding Office or at the request of the majority of the Board Members. A special meeting may be called with 72 hours' notice. A majority of the Board Members must be present at any meeting to constitute a quorum.

Section 2.07-Telephone Participation

One or more Directors may participate in the meeting by means of telephone or video hook-up which allows all Directors to hear and speak to one another. Such participation shall constitute presence in person at the meeting.

Section 2.08-Forfeiture of Office Due to Absence

An elected Director who is absent for (3) consecutive regular meetings during a single administrative year will be subject to review by the Board of Directors to determine if the seat should be vacated. The Board shall consider each absence as a separate circumstance and may waive the absence by a majority vote of the Board.

Section 2.09-Compensation and Reimbursement

Directors will receive no compensation for their services, but may receive such reimbursement of expenses as may be determined by Board resolution to be just and reasonable at the time the resolution is adopted.

ARTICLE III

Officers

Section 3.01-Appointment and Term of Office

The elected officers of the corporation shall be President, Vice President, Secretary and Treasurer. The elected officers of the Board shall be initially appointed by the Incorporator and will hold office indefinitely until death, resignation or removal following the death, resignation or removal of the initially appointed officers, and thereafter, the Board will be responsible for electing said officers.

Section 3.02-Nomination and Election of Officers

All Directors may cast one (1) vote. Two-thirds (2/3) of the Board must vote for the election to be valid. Officers are elected by a majority of the votes of the Directors. Drawing lots will resolve tie votes that cannot be broken through additional ballots.

Section 3.03-Duties of the President

The President shall be the Chief Executive Officer of the corporation and shall have the following duties:

- (a) Serve as the Chair of the Board of Directors and call and preside at all meetings of the Board and of the corporation;
- (b) Ensure that all administrative processes are in place to carry out the corporation's purpose;
- (c) Perform duties as prescribed by the Board of Directors.

Section 3.04-Duties of the Vice President

The Vice President of the corporation shall serve under the general direction of the President and have the following duties:

- (a) Serve as president in the event the President is absent, disabled, or unable to serve;
- (b) Perform duties prescribed by the President or Board of Directors.

Section 3.05-Duties of the Secretary

The duties of the secretary of the corporation shall be:

- (a) Record or arrange for the recording of proceedings of meetings of the Board of Directors;
- (b) Work with the Board of Directors to ensure that accurate records of significant events are kept;
- (c) Work with the President or Vice President to ensure that all meetings have an established agenda and ensure that Directors have been notified of meetings and have the agenda in time to prepare for the meeting;
- (d) File, annually before April 30th, the "Annual Statement-Nonprofit Corporation" as required by 15 Pa.C.S 5110, unless no longer required by law;
- (e) Perform duties as prescribed by the President or Board of Directors.

Section 3.06-Duties of the Treasurer

The duties of the Treasurer of the corporation shall be:

- (a) Direct the establishment of proper accounting procedures for corporate funds;

- (b) Ensure that all corporate funds are properly managed;
- (c) Advise the Board of Directors regarding the finances of the corporation;
- (d) Report on the financial condition of the corporation at all meetings of the Board of Directors and other times when called upon by the President;
- (e) Oversee performance of any audit deemed necessary by the Board of Directors.
- (f) Prepare an annual financial report that will be presented to the Board of Directors;
- (g) Perform duties as prescribed by the President or Board of Directors.

Section 3.07-Vacancies

All vacated offices shall be filled from current Directors.

Any vacated seat will require a Board vote for the replacement of that office.

ARTICLE IV

Contracts, Checks, Deposits and Funds

Section 4.01-Contracts

The President shall be authorized to enter into any contract, or execute and deliver any instrument in the name of and on behalf of the corporation.

Section 4.02-Checks, Drafts, Etc.

All checks, drafts, orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation must be signed by One (1) of four officers on the Board of Directors.

Section 4.03-Deposits

Funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may designate.

Section 4.04-Gifts

The Board of Directors may accept, on behalf of the corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE V

Limitations

Section 5.01-Governing Law

Under any and all circumstances, the laws of the State of Pennsylvania apply and shall be adhered to in the carrying out of the business of the *Darrin Sankey Memorial Foundation* and in any future modifications or revisions of these By-laws.

Section 5.02-Acts Not Permitted

Notwithstanding any other provisions of these By-Laws, the corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue laws); or (b) by a corporation contribution to which is deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue laws).

Section 5.03-Private Inurement

No part of the net earnings or assets of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.

Section 5.04-Political Influence

No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in, (including the publishing or distributions of statements) any political campaign on behalf of any candidate for public office.

ARTICLE VI

Conflict Of Interest

Section 6.01 Purpose

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

transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 6.02 Definitions

The following definitions shall apply for the purposes of the Corporation's Conflict of Interest Policy:

- a. **Interested Person.** Any director, principal officer, or member of a committee with powers delegated by the Board, 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
 - iii. 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.
- c. **Compensation.** Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 6.03 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 Board delegated powers considering the proposed transaction or arrangement.

Section 6.04 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, the interested person shall leave the Board meeting 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.

Section 6.05 Procedures for Addressing a Conflict of Interest

- a. An interested person may make a presentation at the 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.

- b. The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the 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.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the 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.

Section 6.06 Violations

- a. If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the 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.

Section 6.07 Records of Proceedings

The minutes of the Board meetings and all meetings of 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 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.

Section 6.08 Compensation

- a. A voting member of the 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 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.

Section 6.09 Annual Statements

Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person has received a copy of the conflicts of interest policy, has read and understands the policy, has agreed to comply with the policy, and 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.

ARTICLE VII

Indemnification

Section 7.01-Indemnification

This corporation may, by resolution of the Board of Directors, provide for indemnification by the corporation of any and all of its directors and officers or former directors and officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties or a party by reason of having been directors or officers of the corporation, except in relation to matters as to which such director or officer or former director or officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his or her duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct. The corporation may purchase insurance for such indemnification. Indemnification will not be offered when such director or officer breaches his or her fiduciary duty or acts in bad faith.

ARTICLE VIII

Dissolution

Section 8.01-Dissolution

Upon the dissolution of the organization, assets shall be distributed, at the discretion of the Board of Directors, for one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code or any corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the organization is 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.

Adopted: August 7th 2022