



Rebuilding Their Future Foundation, Inc.

BY-LAWS

As Approved by the Board of Directors on June 5, 2018

**BY-LAWS
OF
REBUILDING THEIR FUTURE FOUNDATION, INC.**

**ARTICLE I
NAME AND PURPOSE**

Section 1. Name. The name of the corporation is Rebuilding Their Future Foundation, Inc., hereinafter referred to as RTF. RTF is a nonprofit organization incorporated under the laws of the Commonwealth of Pennsylvania. RTF is organized in accordance with the Pennsylvania Code, Chapter 41, as amended. RTF has not been formed for the making of any profit, or for personal financial gain. The assets and income of RTF shall not be distributable to, or otherwise financially benefit, the RTF Officers or Directors, or other individuals directly associated with RTF or its Officers or Directors. The assets and income shall only be used to promote corporate purposes as described below.

Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of RTF. RTF shall only conduct activities permitted by an organization exempt from federal income tax. RTF shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. RTF is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

Section 2. Purpose. RTF was founded on the notion that an educational scholarship could change the future of a family member recovering from the devastating loss or disabling injury of a loved one while working to save the lives of others. The purpose of RTF is to provide scholarships to surviving family members of mine rescue team members, emergency responders, and fire fighters who perished or were severely disabled during the course of doing their job.

**ARTICLE II
FISCAL YEAR**

The fiscal year for RTF shall run from January 1st to December 31st of each year.

**ARTICLE III
MEETINGS**

Section 1. Annual Meeting. An Annual Meeting shall be held once each calendar year for the purpose of electing new Directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors.

The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution. The Board of Directors shall meet at least quarterly, at an agreed upon time and place. An official Board of Directors meeting requires that each Board member have written notice at least 10 days in advance.

Section 2. Special Meetings. Special meetings may be requested by the President, Treasurer, or Secretary, or any two Directors by providing ten days' written notice issued by ordinary United States mail, or five days' notice issued by email effective when sent. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note matters submitted to the members, pose questions, and make comments.

Section 3. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all Directors of record at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid or when the notice is sent via email. In the case of a notice that is sent by email, the time stamp shall serve as the effective time and date.

Section 4. Place of Meeting. Meetings shall be held at the location stated in the notice. Unless the Articles of incorporation or by-laws provide otherwise, the Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during this meeting. A Director participating in a meeting by this communication means shall be deemed to be present in person at the meeting.

Section 5. Quorum. A simple majority of the Directors shall constitute at quorum at a meeting. In the absence of a quorum, a majority of the Directors may adjourn the meeting to another time without further notice.

Section 6. Parliamentary Procedure. Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

ARTICLE IV DIRECTORS

Section 1. Board of Directors Role, and Number of Directors. The Board of Directors is responsible for overall policy and direction, overall affairs, management of any property, and operation of committees for RTF. The number of Directors shall be fixed from time-to-time by

the Directors but shall consist of no more than seven (7) but not fewer than five (5) Directors including the following Officers: President, Secretary, and Treasurer.

Section 2. Compensation. Members of the Board of Directors shall not receive any compensation for their services as Directors other than reasonable expenses.

Section 3. Election and Term of Office. During the last quarter of each fiscal year of RTF, the Board of Directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the Directors, called in accordance with the provisions of these by-laws. Each Director shall serve a term of 3 years, or until a successor has been elected and qualified.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

The Board of Directors shall meet immediately after the election for the purpose of electing new Officers, as needed, and for transacting such other business as may be deemed appropriate.

Section 4. Adverse Interest. In the determination of a quorum of the Directors, or in voting, the disclosed adverse interest of a Director shall disqualify the Director and invalidate his or her vote.

Section 5. Procedures. The vote of a majority of the Directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A Director of RTF who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 6. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a formal meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the Directors with respect to the subject matter of the vote. Email messages issued to and received from the each Director's email account of record may constitute both notice to and signed vote by each Director related to the required action.

Section 7. Removal / Vacancies. A Director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal, or any other cause, may be filled by the remaining Directors. A Director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 8. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

ARTICLE V OFFICERS

Section 1. Number of Officers. The Officers of RTF shall be a President, a Treasurer, and a Secretary. No two or more offices may be held by one person.

- a. President.** The President shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.
- b. Secretary.** The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the Directors, and shall have the authority to certify any records, or copies of records, as the official records of RTF. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.
- c. Treasurer.** The Treasurer shall be responsible for conducting the financial affairs of RTF as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make a complete and accurate report of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee. The Treasurer shall assist, at the direction of the Board of Directors, an outside entity in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles. The Treasurer shall make all required financial records available to an outside accounting firm (that has been previously approved by the Board of Directors) so that RTF's tax returns are prepared and submitted to the Internal Revenue Service in a timely basis.

The three (3) Officers will serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and By-laws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board and is subject to the direction and control of the Board.

Section 2. Election and Term of Office. The Officers shall be elected annually by the Board of Directors at the Annual Meeting of the Board of Directors. Each Officer shall serve until a successor has been elected and qualified.

Section 3. Resignation or Removal. The Board of Directors shall have the power to remove an Officer, Director, or agent of RTF. A Board member shall be terminated from the Board due to excess absences defined as more than two unexcused absences from Board meetings in a year. A board member may be removed for other reasons by a majority vote of the remaining Directors. Resignation from the Board must be in writing and received by the Secretary.

Section 4. Vacancies. When a vacancy on the Board exists mid-term, the Secretary will receive nominations for new members from the remaining Board members two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board

meeting announcement, to be voted upon at the next Board meeting. Vacancies will be filled only to the end of the particular Board member's term.

ARTICLE VI CONFLICT OF INTEREST AND COMPENSATION

Section 1. Purpose. The purpose of the conflict of interest policy is to protect RTF's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of RTF 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 2. Definitions. An interested person is any Officer or Director who has a direct or indirect financial interest.

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

- a. An ownership or investment interest in any entity with which RTF has a transaction or arrangement,
- b. A compensation arrangement with RTF or with any entity or individual with which RTF has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which RTF is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that have substantial financial value (greater than \$50).

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

Section 3. Procedures. 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 Board of Directors considering the proposed transaction or arrangement.

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

- a. Procedures for Addressing the Conflict of Interest:

1. An interested person may make a presentation to the Board of Directors, 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.
2. The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the Board of Directors shall determine whether RTF 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.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in RTF'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.

b. Violations of the Conflicts of Interest Policy:

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

Section 4. Records of Proceedings. The minutes of the Board proceedings shall contain:

- a. The date, time, and place where the proceeding was convened.
- b. 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 of Director's decision as to whether a conflict of interest in fact existed.
- c. 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 5. Compensation.

- a. A voting member of the Board of Directors who receives compensation, directly or indirectly, from RTF for other than technical 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 RTF for other than technical services is precluded from voting on matters pertaining to that member's compensation.
- c. Any voting member of the Board of Directors whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from RTF, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each Officer and Director shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands that RTF is a charitable entity 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.

Section 7. Periodic Reviews. To ensure that RTF 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 organizations conform to RTF'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.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Article VI, Section 7, RTF may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility to ensure periodic reviews are conducted.

**ARTICLE VII
EXECUTION OF INSTRUMENTS**

All instruments that are executed on behalf of RTF which are acknowledged and affect the Foundation shall be executed by the President and the Secretary or Treasurer. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any Officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

**ARTICLE VIII
AMENDMENT TO BY-LAWS**

The By-laws and Articles of Incorporation may be amended, altered, or repealed by the Board of Directors at any regular or special meeting under the conditions specified below.

Section 1. Amendments to the By-Laws. The Articles of the By-Laws of RTF may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by regular mail. All amendments of the Articles shall require the affirmative vote of an absolute majority of Directors then in office.

Section 2. Articles of Incorporation. The Articles of Incorporation of RTF may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by regular mail. All amendments of the Articles shall require the affirmative vote of an absolute majority of Directors then in office.

**ARTICLE IX
INDEMNIFICATION AND INSURANCE**

Section 1. Indemnification. To the full extent authorized under the laws of the Commonwealth of Pennsylvania, RTF shall indemnify any Director, Officer, employee, or agent, or former Director, Officer, employee, or agent of RTF, or any person who may have served at RTF's request as a Director or Officer of another corporation (each of the foregoing Officer, Director, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such Officer, Director, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other

rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses. Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance. RTF will purchase and maintain insurance on behalf of any person who is or was a member, Officer, Director, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE X DISSOLUTION

RTF may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by a majority vote of the Directors. In the event of the dissolution of RTF, the assets shall be applied and distributed as follows. All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and/or educational organizations, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to RTF, as determined by the Board of Directors.