

BYLAWS
OF
SOUTH HILLS INTERFAITH MINISTRIES

Approved November 20, 2008

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SOUTH HILLS INTERFAITH MINISTRIES

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BYLAWS
OF
SOUTH HILLS INTERFAITH MINISTRIES

The following constitutes the Bylaws of South Hills Interfaith Ministries (hereinafter referred to as “SHIM”).

ARTICLE I

MISSION STATEMENT

South Hills Interfaith Ministries is an interfaith organization, actively extending God's love, with dignity and respect, to the people of the South Hills of Pittsburgh.

ARTICLE II

BOARD OF DIRECTORS

2.1 Board of Directors.

Section 2.1.1. The Board shall consist of a minimum of fourteen (14) members and shall not exceed twenty-five (25) members. The Executive Director shall be a nonvoting member of the Board. Directors shall be selected for their experience, relevant areas of interest, expertise, commitment to the Mission of SHIM as set forth in Article I and ability to fulfill existing organizational needs, including religious diversity.

Section 2.1.2. Directors shall be elected at the annual meeting of the Board or when vacancies occur. Potential Directors shall be proposed by the Nominating Committee in accordance with the provisions set forth in Section 2.1.3. Potential Directors may be people suggested to the Committee by Members of SHIM, Board Members, SHIM staff, or the community at large or may be people found by the Committee.

Section 2.1.3. The Nominating Committee of the Board shall, in consultation with the Board, identify what skills, affiliations, areas of expertise, experiences, talents, demographic diversity and individual contributions are most needed to maintain a diverse, contributory board. Any time a vacancy occurs, the Nominating Committee shall determine what needs are currently unmet within the Board's composition and recommend a candidate with credentials to meet those needs.

Candidates being considered for Board membership shall be invited to meet with Nominating Committee Members, the Chairperson of the Board, the Executive Director, or any combination thereof deemed appropriate by the Committee to discuss the specific expectations of Board membership, including time commitments, committee participation, meeting attendance, financial support, commitment to the SHIM mission and other relevant information. Before a candidate is included on the Nominating

Committee's slate of potential Directors, he/she must indicate that he/she understands and accepts the expectations of Board membership.

Section 2.1.4. Except for the Executive Director, whose term shall be concurrent with his/her tenure of office, Directors shall be elected for a term of three (3) years, except in the case of a Director elected to complete the term of another Director. To the extent possible, Board Members will be evenly divided by the Board into three (3) classes, with one class elected each year for a three (3) year term.

Section 2.1.5. Each Director may be re-elected to a consecutive term once, thus permitting him/her to serve for two (2) consecutive terms. After an absence of not less than twelve (12) consecutive months from the Board of Directors, a Director, who has served two (2) consecutive prior terms, may be re-elected to the Board of Directors. Each Board Member shall hold office for the term for which he/she was elected and until his/her successor shall have been elected and qualified or until his/her death, resignation or removal, whichever is earlier.

Section 2.1.6. Vacancies occurring on the Board and any vacancy created by an increase in the number of Board members shall be filled by the Board, and the Director elected shall hold office for a term of three (3) years or such shorter period as the Board deems appropriate. A Board member may be elected to fill a vacancy at any regular or special meeting of the Board in which there is a quorum present.

Section 2.1.7. Directors may resign at any time by tendering his/her resignation in writing to the Board which shall become effective upon receipt by SHIM at its principal place of business or at the date stated in the resignation, whichever is later. All Directors are expected to regularly attend meetings of the Board and of all committees to which they are appointed. Failure to regularly attend meetings of the Board and applicable committees may be grounds for removal of a Director from office. Resignation or removal of a Director shall also constitute his/her resignation or removal as an officer and as a member of any committee of the Board.

Section 2.1.8. Directors and members of all committees shall receive no compensation for any services rendered in those capacities. However, nothing contained herein shall be construed to preclude any Director or committee member from receiving compensation from SHIM for other services actually rendered or for expenses incurred for serving SHIM in any other capacity.

Section 2.1.9. Conflicts of interest. Directors shall comply with the SHIM Conflict of Interest Policy as adopted from time to time by the Board.

Section 2.1.10 Powers and Duties. All powers of SHIM shall be exercised by and under the authority of the Board, and the property, business and affairs of SHIM shall be managed under the direction and control of the Board. The Board shall also provide for the orientation and continuing education of Directors and shall periodically reexamine the Board's mission, goals and relationship to SHIM's programs and service area.

Section 2.1.11. The Board of Directors shall be the policy-making and program-determining body of this corporation and shall supervise the Executive Director. The supervision of staff shall be reserved for the Executive Director. The Board may delegate various duties to the Executive Committee or the Executive Director with the exception of the right to:

- (a) Appoint Directors to plan, monitor and assess the performance of the Executive Director.
- (b) Approve any contract that:
 - 1) Involves an obligation on the part of SHIM for an amount in excess of Five Thousand Dollars (\$5,000);
 - 2) Involves an affiliation by SHIM with one or more entities;
 - 3) Is in the nature of an agreement for insurance of an other person;
or
 - 4) Exceeds three years in duration and which cannot be terminated by SHIM in 120 days or less without penalty or cost.
- (c) Approve any purchase or lease of an asset in excess of Five Thousand Dollars (\$5,000) which was not part of the capital budget.
- (d) Approve the long-range plan, annual capital budget, and operating budget.
- (e) Approve the disposition of real property owned by SHIM or the disposition of any other asset in excess of Five Thousand Dollars (\$5,000) unless previously approved in the capital budget.
- (f) Approve any release or cancellation by SHIM of a claim or right of action against another party in an amount in excess of Five Thousand Dollars (\$5,000).
- (g) Approve any construction or remodeling in excess of Five Thousand Dollars (\$5,000) unless previously approved in the capital budget.
- (h) Approve any borrowing by SHIM.
- (i) Approve any logo or symbol identifying SHIM.

Section 2.1.12. An affirmative vote of a majority of the Board of Directors shall be required to: (a) adopt amendments to SHIM's Articles of Incorporation or Bylaws; and (b) hire or discharge the Executive Director.

For the purpose of this Section, a majority vote of the Board shall be defined as an affirmative vote of more than one-half (1/2) of all Directors serving as Board Members at

the time the action is voted upon. Written consent of those Board Members who are unable to attend the meeting at which a vote on these actions is taken may be obtained prior to the meeting.

Section 2.2 Officers.

Section 2.2.1. Officers. The Officers of the Board of Directors shall consist of at least the Chairperson, Vice Chairperson, Secretary, and Treasurer. Members of the Board of Directors must have served at least one full year on the Board of Directors prior to being elected an officer.

Section 2.2.2. Terms. Each of the officers shall be elected by the Board of Directors at the Annual meeting of the Board. Unless otherwise stipulated by these Bylaws, each such officer shall hold office for a one-year term or until such officer's successor is elected and may succeed himself/herself for a maximum of three (3) terms.

Section 2.2.3. Resignation and Removal. Any officer may resign at any time by giving written notice to the Chairperson of the Board. Any officer may be removed at any time at the sole discretion of the Board with or without assigning any cause.

Section 2.2.4. Vacancies. Any vacancy in any office may be filled by the Board for the unexpired portion of the term.

Section 2.2.5. Duties.

- (a) Chairperson. The Chairperson shall preside at all meetings of the Board of Directors and the Executive Committee, shall appoint the Chairpersons of any Committee of the Board of Directors, unless said appointment is made by the Board of Directors, and shall have such other powers and duties as the Board shall specify.
- (b) Vice-Chairperson. The Vice Chairperson shall perform such duties as may be assigned by the Board or the Chairperson. In the absence or disability of the Chairperson, the Vice-Chairperson shall perform all the duties of the Chairperson. When so acting, the Vice-Chairperson shall have all the powers, and be subject to all the restrictions, of the Chairperson.
- (c) Past Chairperson. The Past Chairperson shall attend meetings of the Board of Directors and the Executive Committee and shall have the right to vote thereat. The Past Chairperson shall serve as a resource to advise the Chairperson and shall serve on such committees and perform such other duties as the Chairperson shall request.
- (d) Secretary. In addition to other duties which the Chairperson or the Board of Directors may assign, the Secretary shall keep the minutes of all meetings of the Board of Directors. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors.

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- (e) Treasurer. The Treasurer shall keep, or cause to be kept, current and accurate accounts of the properties and financial transactions of SHIM and in general perform all duties as may be assigned from time to time by the Chairperson of the Board. The Treasurer or other individuals duly designated by the Board of Directors shall sign all checks. A Treasurer's report shall be presented to the Directors at each meeting of the Board of Directors, which shall include any recommendations with regard to the monthly financial statements and an assessment of SHIM's financial performance.

Section 2.3. Meetings of the Board.

Section 2.3.1. Annual Meeting. The regularly scheduled February meeting of the Board of Directors or a meeting designated by the Board shall serve as the Annual meeting of the Board of Directors.

Section 2.3.2. Regular Meetings. Regular meetings of the Board of Directors shall be held on a schedule to be agreed upon by the Board from time to time, at such place and time as shall be approved by the Board. Such meetings shall be held without further formal notice to the Board.

Section 2.3.3. Special Meetings. In addition to the regularly scheduled meetings, special meetings of the Board of Directors may be called by (a) the Chairperson of the Board; (b) the Executive Director; (c) by the Secretary upon receipt of a written request to the Secretary from any two (2) or more Board Members. The Secretary shall give written notice of all Special Meetings at least five (5) days prior to the date of the meeting. The business to be transacted at any special meeting shall be limited to those items of business set forth in the notice of the meeting.

Section 2.3.4. Quorum. Unless provided otherwise in these Bylaws, seven (7) members of the Board shall constitute a quorum for the transaction of business. In addition to those Board members who are actually present at a meeting, Board Members shall be deemed present at such meetings if a conference telephone, or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used. Except as provided in section 2.1.12, the act of a majority of the Board members present and voting at a meeting at which a quorum is present shall be the act of the Board.

Section 2.3.5. Board and Board Committee Action Without a Meeting. Any action which may be taken at a meeting of the Board or a Board committee may be taken without a meeting if, prior to such action, a consent in writing setting forth such action is signed by a majority of the members of the Board or committee, as the case may be, and is filed in the minutes of the proceedings of the Board or of the committee.

Section 2.3.6. Minutes. Minutes of each meeting of the Board shall be taken by the Secretary or his/her designee and be disseminated to each Director at or prior to the next meeting.

Section 2.3.7 Meeting Conduct. All meetings of SHIM shall be conducted fairly and in accordance with any procedures or customs established from time to time by the Board of Directors.

Section 2.4 Board Committees.

Section 2.4.1. Standing Board Committees. The Board shall have the following standing committees: Executive, Finance, Development, Nominating, Interfaith, and Facility.

Section 2.4.2. Executive Committee.

- (a) Number, Selection and Tenure. The Executive Committee shall be composed of the officers of the Board and the Chairperson of the other standing Board committees. The Chairperson of the Board shall serve as the Chairperson of the Executive Committee. The Members of this Committee shall remain on the Committee until their successors are appointed and approved or until their earlier death, resignation or removal.
- (b) Powers and Functions. The Executive Committee shall:
 - 1) Have the power and authority of the Board to transact all business of SHIM in the intervals between meetings of the Board except otherwise provided herein;
 - 2) Conduct periodic evaluations of the members of the Board and its workings;
 - 3) Annually review the performance of the Executive Director and staff members (with input from the Executive Director) and recommend to the Board appropriate annual compensation; and
 - 4) Establish an orientation program for the Directors.
- (c) Meetings. Meetings of the Executive Committee shall be held as called by the Chairperson. The Secretary shall give at least three (3) days prior written notice of such meetings.

Section 2.4.3. Finance Committee

- (a) Number, Selection, Tenure. The Finance Committee shall be chaired by the Treasurer of SHIM and shall include at least two additional Directors. The Committee Members shall be appointed by the Chairperson of the Board with the approval of the Board and shall remain on the committee

until their successors are appointed and approved or until their earlier death, resignation or removal.

- (b) Powers and Functions. The Finance Committee shall:
- 1) Review and recommend to the Board the annual capital and operating budgets of SHIM;
 - 2) Perform audit functions, including but not limited to, the following: recommending an appropriate independent auditor to conduct audits for SHIM; reviewing the results of the audit with staff and the auditor; reviewing SHIM's internal controls and procedures with the auditor; and recommending to the Board appropriate action related to any or all of the above; and
 - 3) Make recommendations to the Board concerning the handling of the fiscal affairs of SHIM, and perform such other duties related to the fiscal matters as may be assigned to it by the board or the Chairperson of the Board.
- (c) Meetings. The Finance Committee shall meet at the discretion of the Committee chairperson, but at least quarterly.

Section 2.4.4. Development Committee.

- (a) Number, Selection, Tenure. The Development Committee shall be chaired by a Director and shall include at least two additional Directors and may include individuals from the community. The Committee Members shall be appointed by the Chairperson of the Board with the approval of the Board and shall remain on the Committee until their successors are appointed and approved or until their earlier death, resignation or removal.
- (b) Powers and Functions. The Development Committee shall, in cooperation with the Executive Director:
- 1) Develop and maintain a comprehensive fund-raising plan for increasing contributions;
 - 2) Develop strategies to implement a fund-raising plan;
 - 3) Monitor the implementation of the fund-raising plan;
 - 4) Actively participate in fund-raising events and corporate contribution campaigns; and
 - 5) Perform such other duties related to fund-raising matters as may be assigned to it by the Board or the Chairperson.

- (c) Meetings. The Development committee shall meet at the discretion of the committee chairperson, but at least four times a year.

Section 2.4.5. Nominating Committee.

- (a) Number, Selection, Tenure. The Nominating Committee shall be chaired by a Director and shall include at least two additional Directors. The Committee Members shall be appointed by the Chairperson of the Board with the approval of the Board and shall remain on the Committee until their successors are appointed and approved or until their earlier death, resignation or removal.
- (b) Powers and Functions. The Nominating Committee shall:
 - 1) On or before the Annual Meeting of each year, inform the Board of (i) the number of Director positions which are to be filled at the annual meeting and (ii) the current needs of the Board consistent with the process described in Section 2.1;
 - 2) Throughout the year, receive and evaluate names of potential Board members submitted and develop a brief description of the individual's qualifications;
 - 3) Prepare a slate of candidates for the offices of Chairperson, Vice Chairperson, Secretary and Treasurer, and submit the slate of candidates for Board Officer positions to the Board of Directors at the annual Board Meeting;
 - 4) Make recommendations for filling Board vacancies.
- (c) Meetings. The Nominating Committee shall meet at the discretion of the Committee Chairperson.

Section 2.4.6. INTERFAITH COMMITTEE.

- (a) Number, Selection, Tenure. The Interfaith Committee shall be chaired by a Director and shall include at least two additional Directors, and the Executive Director and may include individuals from the community. The Committee Members shall be appointed by the Chairperson of the Board with the approval of the Board and shall remain on the Committee until their successors are appointed and approved or until their earlier death, resignation or removal.
- (b) Powers and Functions. The Interfaith Committee shall:
 - 1) Provide oversight of community interfaith events and efforts, as directed by the Board;

- 2) As they see fit, provide guidance to the community on interfaith issues as they arise; and
 - 3) Perform such other duties as may be assigned to it by the Board or the Chairperson of the Board.
- (c) Meetings. The Interfaith Committee shall meet at the discretion of the Committee Chairperson.

Section 2.4.7. Facility Committee.

- (a) Number, Selection, Tenure. The Facility Committee shall be chaired by a Director and shall include at least two additional Directors, and may include individuals from the community. The Committee Members shall be appointed by the Chairperson of the Board with the approval of the Board and shall remain on the Committee until their successors are appointed and approved or until their earlier death, resignation or removal.
- (b) Powers and Functions. The Facility Committee shall:
- 1) Develop a maintenance plan for the general upkeep of SHIM properties.
 - 2) Prepare annual estimates of facility (and property) expenditure including maintenance and improvements for the next year's budget; and
 - 3) Review and approve facility modifications, renovations, or improvements recommended by the SHIM staff or Board Members.

Section 2.4.8. Quorum. A majority of the voting Committee Members at a Committee meeting shall constitute a quorum for the transaction of business at any meeting of that Committee.

Section 2.4.9. Manner of Action. The act of a majority of a Board Committee present at a meeting at which a quorum is present shall be the act of the respective Committee so meeting. Action may be taken without a meeting by a written consent which sets forth the action so taken signed by each member of the Committee entitled to vote at that meeting.

Any reports and recommendations shall be submitted to the Board of Directors for review and/or approval.

Section 2.4.10. Resignation and Removal. Any member of a Board Committee may resign from that Committee at any time by giving written notice to the Chairperson of the Committee or the Chairperson of the Board. The Chairperson of the Board or the

Chairperson of the Committee may, with prior approval of the Board, remove any Member of his/her Committee with or without cause.

Section 2.4.11. Vacancies. A vacancy on a Board Committee may be filled in the same manner in which original appointment to such Committee is made.

Section 2.4.12. Ex-Officio Members. The Chairperson of the Board shall be an ex-officio member of all Committees.

Section 2.4.13. Additional Board Committees. The Board may, by resolution, create additional Board Committees. Such resolution shall designate the membership, manner of selection, powers and functions of the committee and tenure of the Committee Members. Unless otherwise provided in the resolution creating it, any such Committee shall function in the manner specified in this Article and shall have at least two Directors as Members of the Committee.

Section 2.5 Executive Director.

Section 2.5.1 Executive Director. The Executive Director shall be the chief executive officer of SHIM and shall be responsible for the day-to-day management of SHIM, subject to the policies and directions of the Board or any committees to which the Board may delegate power for such action. The Executive Director shall be a non-voting member of all committees of SHIM and shall make such reports to the Board as the Board or any committee may require. The Executive Director shall act as the fully authorized representative of the Board in all matters in which the Board has not formally designated some other person to so act. The Executive Director's authority and responsibility shall include, but not limited to:

- (a) Advising the Board on the formulation of SHIM policy and carrying out all such policies as directed by the Board;
- (b) Preparing program and administrative expense estimates and estimating the expected revenues for the annual budget using guidelines set by the Board;
- (c) Hiring, managing, disciplining, and discharging employees;
- (d) Implementing Personnel Policies and procedures as adopted by the Board;
- (e) Maintaining physical properties in a good and safe condition;
- (f) Supervising business affairs to ensure that funds are collected and expended in the manner and within the expenditure limitations established by the Board;
- (g) Working with other religious and community organizations to develop programs to serve the special needs of the community;

- (h) Presenting to the Board, or the appropriate committees thereof, periodic reports concerning the services and activities of SHIM and such other reports as may be required by the Board from time to time;
- (i) Attending all meetings of the Board;
- (j) Participating in the development of a long-range plan and periodically reviewing and evaluating the plan with the Board;
- (k) Serving as a leader in the community, and promoting effective and economical working relationships with other community agencies;
- (l) Participating in local, state, and national professional and institutional associations which will improve personal and institutional competence;
- (m) Performing such other duties as may be necessary or appropriate in the best interest of SHIM as determined by the Board;
- (n) Subject to approval by the Board, selecting and appointing such employees of SHIM as he/she shall deem advisable, who shall have such authority and perform such duties as may from time to time be prescribed by the Board or assigned by the Executive Director;
- (o) Implementing the Development plans of the Board and directing an appropriate public relations and communications effort on behalf of SHIM;
- (p) Preparing (with the Treasurer) an annual budget showing the expected revenues and expenditures using guidelines set by the Board;
- (q) Ensuring that funds collected and expended receive proper accounting treatment;
- (r) Presenting to the Board, or its authorized committees, periodic reports concerning the financial activities of SHIM and such special reports as may be required by the Board from time to time;
- (s) Overseeing the facilities operations including matters relating to building and grounds maintenance, utilities, tenants, insurance, taxes, and general upkeep of the property; and
- (t) Overseeing and recommending changes in leasing arrangements for equipment and with tenants.

ARTICLE III

CONTRACTS, LOANS, MONETARY ACCOUNTS

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Section 3.1 Contracts. The Board of Directors may authorize any officer, employee or agent, to enter into any contract or to execute and deliver any document or instrument in the name of, or on behalf of, SHIM. Delegation of this authority is limited by Section 2.1.11.

Section 3.2 Loans. SHIM may borrow money and issue evidences of indebtedness only when such actions are consistent with Section 2.1.11.

Section 3.3 Monetary Accounts. All checks, drafts, or other orders for the payment of money shall be signed by such officers or employees of SHIM, and in such manner, as shall be directed from time to time by the Board of Directors. All idle funds of SHIM shall be deposited from time to time in interest bearing accounts to the credit of SHIM in such banks and other depositories as the Board of Directors may select.

ARTICLE IV

INDEMNIFICATION AND INSURANCE

Section 4.1 Right to Indemnification. Every Director and Officer, whether then serving as such or not, of SHIM shall be indemnified to the fullest extent permissible by law by SHIM against any expenses and liabilities paid or incurred by such person in the defense or settlement of any actual, threatened, pending or completed claim, action, suit or proceeding, civil, criminal, administrative, investigative or other (such claim action, suit or proceedings hereinafter referred to as "Action"), whether brought by or in the right of SHIM or otherwise, in which he or she may be or has been involved in any manner, as a party, witness or otherwise, or is threatened to be so involved, by reason of such person being or having been a Director or Officer of SHIM. Persons who are not Directors or Officers of SHIM may be similarly indemnified in respect of service to SHIM to the extent that Board of Directors at any time designates any of such persons as entitled to the benefits of this Section. As used in this Article, "indemnitee" shall include each Director and Officer of SHIM and each other person designated by the Board of Directors as entitled to the benefits of this Article; "expenses" shall include fees and expenses of counsel selected by an Indemnitee; and "liability" shall include amounts of judgment, excise taxes, fines, penalties and amounts paid in settlement.

Section 4.2 Insurance and Funding. SHIM may purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against any liability or expense asserted against or incurred by such person in connection with any Action.

Section 4.3 Extent of Rights. The rights to indemnification shall continue as to each Indemnitee who has ceased to have the status pursuant to which he or she was entitled or was designated as entitled to indemnification under this Article with respect to actions taken while he or she had such status and shall inure to the benefit of the heirs and legal representatives of each Indemnitee. Indemnification shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness. Any amendment or

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repeal of this Article or adoption of any Bylaw or provision of the Articles of SHIM which limits in any way the right to indemnification provided for in this Article shall operate prospectively only and shall not affect any action taken, or failure to act, by an Indemnatee prior to the adoption of such amendment, repeal, bylaw or other provision.

Section 4.4 Partial Indemnity. If an Indemnatee is entitled under any provision of this Article to indemnification by SHIM for some or a portion of the expenses or a liability paid or incurred by the Indemnatee in the preparation, investigation, defense, appeal or settlement of any Action or Indemnatee Action but not, however, for the total amount thereof, SHIM shall indemnify the Indemnatee for the portion of such expenses or liability of which the Indemnatee is entitled.

Section 4.5 Procedure for Effecting Indemnification. Unless otherwise ordered by a court, any indemnification under this Article shall be made by SHIM only as authorized in the specific case upon a determination that indemnification of the person is proper in the circumstances. Such determination shall be made:

- (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suitor proceeding; or
- (b) if such a quorum is not obtainable, or if obtainable and a majority of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 4.6 Applicability. Section 4.1 through 4.5 hereof shall apply to every Action, except that such provisions shall not apply to the extent that Pennsylvania Law does not permit their application to any breach of performance of duty or any failure of performance of duty by an Indemnatee occurring prior to January 27, 1987.

Section 4.7 Personal Liability of Directors and Officers. No Director or officer of this corporation shall be personally liable for monetary damage for any acts or omissions unless the Director or officer has failed to perform the duties of his/her office under the section of the State Directors Liability Act, entitled "Standard of Care and Justifiable Reliance" (42 Pa C. S. §8363) and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Nothing in this article shall be construed to impose a higher negligence standard upon said Director or officer than would otherwise exist for said Director or officer under Act 57 of 1986 in the section entitled "Officer, Director or Trustee of non-profit corporation negligence standard" (42 Pa P.S. §8332.2). This section shall apply retroactively to any acts or omission occurring on or after January 27, 1987.

ARTICLE V

GENERAL PROVISIONS

Section 5.1 Fiscal Year. The fiscal year of SHIM shall begin on the first day of October and end on the last day of September in each year.

Section 5.2 Annual Report. The Board of Directors shall cause to be prepared annually a report by the Executive Director on the state of SHIM. Said report shall be presented at the annual meeting of the Board of Directors.

Section 5.3 Articles to Govern. In the event of any conflict between these Bylaws and the Articles of Incorporation, the latter shall be controlling.

ARTICLE VI DISSOLUTION

SHIM may be dissolved and its assets liquidated upon the affirmative vote of three-fourths (3/4) of the members of the Board of Directors. Written notice of the proposed dissolution shall be given at least thirty (30) days prior to the date of the meeting of the Board of Directors at which dissolution shall be considered. In the event of dissolution of SHIM, after making provisions for the payment of all liabilities of SHIM, all of the assets of SHIM, shall be transferred to one or more 501(c)(3) organizations which have, in the judgment of the Board, purposes most closely allied to those of SHIM.

ARTICLE VII AMENDMENTS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by the Board of Directors upon the affirmative vote of a majority of all Directors. All amendments to these bylaws shall be submitted at a meeting of the Board of Directors, provided that notice of the proposed bylaw amendment has been given to each Board member at least seven (7) days before the date of such meeting.