

BYLAWS
AMERICAN CIVIL LIBERTIES FOUNDATION OF PENNSYLVANIA, INC.

ARTICLE I
THE ORGANIZATION

Section 1.1.0 Name. The name of this organization is the American Civil Liberties Foundation of Pennsylvania, Inc. (“the Foundation”).

Section 1.2.0 Organization and Operation. The Foundation is a nonprofit corporation, organized and operated in compliance with Section 501(c)(3) of the Internal Revenue Code of 1986 and any successor provision. The Foundation shall engage only in charitable and educational activities which are consistent with the mission of the American Civil Liberties Union of Pennsylvania (ACLU-PA).

Section 1.3.0 Policies. The Foundation shall advance, carry out, and be governed by both the substantive civil liberties policies and the organizational and personnel policies of the ACLU-PA, to the extent such policies can be applied without affecting the Foundation’s eligibility for recognition under section 501(c)(3).

Section 1.4.0 Office. The office of the Foundation is located in the Bourse Building, Suite 570, 111 South Independence Mall East, Philadelphia, PA 19106, or at the location hereafter established by the Foundation’s Board of Trustees. The Foundation may establish other offices at such other places its Trustees may from time to time determine.

Section 1.5.0 No Members or Chapters. The Foundation will have no members or chapters.

ARTICLE II
BOARD OF TRUSTEES

Section 2.1.0 Governance. The Foundation shall be governed by a Board of Trustees. Each Trustee is required to discharge these duties in accordance with the fiduciary obligations established by law.

Section 2.2.0 Selection. The Board of Trustees of the Foundation shall be composed of the individuals currently serving as Directors of the ACLU-PA, with the addition specified in Section 2.4.0.

Section 2.3.0 Compensation. Trustees are not entitled to receive any compensation for serving in that capacity, but they may be reimbursed for their reasonable expenses in accordance with such policies as the Board may adopt.

Section 2.4.0 Officers.

2.4.1. Titles. The Foundation shall have as Officers a Chair, three Vice Chairs, a Secretary and a Treasurer.

2.4.2. Joint Union-Foundation Officers. The individuals currently serving as President and as the two Vice Presidents of the ACLU-PA shall serve as Chair and Vice Chairs of the Foundation, and the individuals currently serving as Secretary and Treasurer of the ACLU-PA shall be the Secretary and Treasurer, respectively, of the Foundation.

2.4.3. Independent Officer. The third Vice Chair of the Foundation shall be a member of the ACLU-PA who is not currently serving as a Director of the ACLU-PA. The independent Vice Chair shall be elected by the Foundation Board at its annual meeting to serve for two years and thereafter until his or her successor is elected. The independent Vice Chair may be removed only for cause upon a two-thirds vote of the Board. The Board shall fill any vacancy in the office of independent Vice Chair as soon as feasible. The independent Vice Chair shall serve no more than three consecutive full two-year terms.

ARTICLE III MEETINGS OF THE BOARD OF TRUSTEES

Section 3.1.0 Annual and Regular Meetings. The annual meeting of the Board of Trustees shall be held contemporaneously with the annual meeting of the Board of Directors of the ACLU-PA. Regular meetings of the Board of Trustees shall be held at least quarterly at such times and places the Board may from time to time determine.

Section 3.2.0 Special Meetings. Special meetings of the Board may be called at any time by the Chair, and shall be called by the Chair promptly upon written request of a majority of the Board. No business will be transacted at any special meeting unless specified in the notice of the meeting.

Section 3.3.0 Quorum; Voting. One-third of sitting, voting Trustees shall constitute a quorum at all meetings of the Board. A vote by a simple majority of the Trustees present and voting shall constitute the formal action of the Foundation except where these Bylaws or the provisions of applicable law require a greater majority. Voting may not be by proxy.

Section 3.4.0 Notice of Meetings. Notice of any annual or regular meeting shall be given to each Trustee in person, or by telephone, electronic mail, facsimile or mail at least seven calendar days prior to the meeting. Notice of any special meeting of the Board shall be given to each Trustee either personally, by mail, electronic mail, facsimile or telephone at least five calendar days prior to the meeting.

Section 3.5.0 Telephone Conference. One or more Trustees may participate in meetings of the Board, at the discretion of the Chair, by means of conference telephone or similar communications equipment, provided that all persons participating in the meeting can hear each other. Trustees not physically present at any annual or regular meeting will not be counted toward a quorum but may vote.

Section 3.6.0 Action Without Meeting. Any action which may be taken at a meeting of the Board or any committee of the Board may be taken without a meeting if written consent setting

forth the action so taken shall be signed by all Trustees or the members of the committee, as the case may be. The written consent shall be filed with Secretary of the Foundation.

ARTICLE IV BOARD COMMITTEES

Section 4.1.0 Executive Committee.

- 4.1.1 Composition. There shall be an Executive Committee chaired by the Chair and composed of the six Officers of the Foundation.
- 4.1.2 Powers and Duties. The Executive Committee shall have the power to act on behalf of the Board between meetings of the Board when such action is necessary or appropriate. Such action shall constitute the action of the Board, subject to the Board's power to rescind such action at its next meeting. Under no circumstances may the Executive Committee fill vacancies on the Board or among the Officers, amend the Bylaws or the Articles of Incorporation, amend or repeal any Board resolution, or act on matters not previously approved by the Board which would involve an expenditure in excess of \$2,500.
- 4.1.3 Meetings. The Executive Committee shall meet regularly but in any event prior to every regular meeting of the Board, and may hold other meetings as called by its Chair, or any two other members of the Executive Committee. The Executive Committee may also take action without a meeting as described in Section 3.7.0.
- 4.1.4 Notice of Meetings; Quorum. Notice of Executive Committee meetings shall be as described in Section 3.5.0. A quorum shall be at least half of the committee members.

Section 4.2.0 Other Committees. The Board may create and delegate authority to other standing or ad hoc committees to facilitate the work of the Foundation.

ARTICLE V LIMITATION OF LIABILITY, INDEMNIFICATION AND INSURANCE

Section 5.1.0 Limitation of Liability. A Trustee shall not be personally liable for monetary damages for any action taken, or any failure to take action, unless the Trustee has breached or failed to perform the duties of his or her office under Section 5713 of the Nonprofit Corporation Law of 1988, as amended, 15 Pa.C.S. §5713 (relating to standard of care and justifiable reliance) or any successor provision, and the breach or failure constitutes self-dealing, willful misconduct or recklessness. This provision shall not apply to the responsibility or liability of a Trustee pursuant to any criminal statute or the liability of a Trustee for payment of taxes pursuant to local, state or federal law.

Section 5.2.0 Indemnification. The Foundation shall indemnify any Officer or Trustee (or employee or agent designated by majority vote of the Board of Trustees to the extent provided in such vote) who was or is a party or is threatened to be made a party to any threatened, pending or

completed action, suit or proceedings, whether civil, criminal, administrative or investigative (including action by or in the right of the Foundation) by reason of the fact that he or she is or was a Trustee, Officer, employee, or agent of the Foundation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding. Indemnification pursuant to this Section 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 self-dealing, willful misconduct or recklessness. Expenses incurred by an Officer, Trustee, employee, or agent purportedly indemnified by this Section in defending a civil or criminal action, suit or proceeding may be paid by the Foundation. The indemnification and advancement of expenses provided by, or granted pursuant to, this Section 5.2.0 shall continue as to a person who has ceased to be a Trustee, Officer, employee, or agent of the Foundation and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5.3.0 Insurance. The Board of Trustees may authorize, by a vote of a majority of the entire Board of Trustees, the Foundation to purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, employee, or agent of the Foundation, or is or was serving at the request of the Foundation as a Trustee, Officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Foundation would have the power to indemnify him or her against such liability under the provisions of this Article V. Furthermore, the Foundation may create a fund of any nature, which may, but need not be, under the control of a Trustee, or otherwise secure or insure in any manner its indemnification obligations referred to in Section 5.2.0 of this Article.

ARTICLE VI STAFF

There will be a single Executive Director, shared with the ACLU-PA, who will be responsible for the hiring, retention or termination and the supervision of any other Foundation employee. The Executive Director shall exercise the duties of Executive Director subject to the authority of the Board of the Foundation.

ARTICLE VII FINANCE

Section 7.1.0 Fiscal Year. The fiscal year of the Foundation shall be from April 1 through March 31, or such other fiscal year as may be required by the national ACLU.

Section 7.2.0 Bank Accounts. All checks or demands for money and notes of the Foundation in the amount of \$2,500 or more shall be signed by two persons, one of whom is an Officer or other person designated by the Board and one of whom is a staff member designated by the Executive Director.

Section 7.3.0 Audit. The accounts of the Foundation shall be audited at least once a year as part of the audit or other financial review conducted by a Certified Public Accountant and a copy of such audit shall be submitted to the Board of Directors.

Section 7.4.0 Budget. The Executive Director will prepare a budget covering the proposed expenses for the coming fiscal year, as determined by the Board. That budget will be presented to the Board, which will adopt a budget for the coming fiscal year, subject to such modification during the year as may be necessary or desirable.

ARTICLE VIII GENERAL PROVISIONS

Section 8.1.0 Construction of Powers. Unless these Bylaws expressly or by clear construction or implication so provide, nothing contained in these Bylaws is intended to or shall limit, qualify, or restrict any powers or authority granted or permitted to nonprofit corporations by the Pennsylvania Nonprofit Corporation Law of 1988, as amended.

Section 8.2.0 Conflicts of Interest. It is recognized that occasions may arise when a member of the Board of Trustees or an Officer of the Foundation has a financial interest in a contract or transaction upon which action is to be taken or withheld by the board or a committee thereof. It is the policy of the Foundation and of its Board of Trustees that:

- 8.2.1 Any material facts as to such financial interest shall be disclosed by such Trustees or Officer to the members of the Board or committee.
- 8.2.2 The Trustee or Officer having such financial interest in any matter shall not vote or use any personal influence in regard to the matter (except that he or she may state a position on the matter and respond to questions about it); however, such Trustee or Officer may be counted in determining the quorum for the meeting at which the matter is voted upon. The minutes of the meeting shall reflect that the disclosure was made and that such Trustee or Officer abstained from voting.
- 8.2.3 No contract or transaction in which a Trustee or Officer has a financial interest shall be knowingly entered into by the Foundation unless it has been authorized in good faith by the Board of Trustees pursuant to Section 5728 of the Pennsylvania Nonprofit Corporation Law of 1988, as amended, 15 Pa.C.S. §5728.

Section 8.3.0 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, as amended, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the nature of the business to be transacted or the purpose of the meeting need be specified in the waiver, except that a waiver for a special meeting shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting.

Section 8.4.0 Records. An original or duplicate record of the proceedings of the Board of Trustees and other bodies, the books or records of account, and the Bylaws, shall be kept at the registered office or principal place of business.

Section 8.5.0 Amendments. These Bylaws may be amended or repealed by the vote of two-thirds of the Trustees present at any regular or special meeting of the Board if the notice of meeting specified the action to be taken and was given at least thirty calendar days before the meeting.

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