
Bucknell Crew Association

(a Pennsylvania Nonprofit Corporation)

BYLAWS

ARTICLE I

OFFICES AND UNITS

Section I.1 Registered Office. The location and post office address of the registered office of the Corporation in Pennsylvania shall be as specified in the Articles of Incorporation or by the Board of Directors.

Section I.2 Other Offices. The Corporation shall also have offices at such other places within or without the Commonwealth as the Board of Directors may from time to time appoint and the business of the Corporation may require.

ARTICLE II

PURPOSE

Section II.1 Purpose. The Corporation's activities, as authorized in its Articles of Incorporation, are as follows:

(a) The corporation is formed exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") (or the corresponding provision of any future United States Internal Revenue Law), and particularly to 1) to accept contributions and grants to provide educational services to the public about breast cancer; and; 2) make contributions to or otherwise support charitable organizations in pursuit of charitable, educational and scientific purposes (within the meaning of Section 501(c)(3) of the Code) to which the organization shall be devoted; and 3) subject to the limitations set forth in paragraphs (b), (c), (d), and (e) of this Article 3, to perform all other things and acts and exercise all other powers, rights and privileges which a nonprofit corporation may now or hereafter be organized or authorized to do or to exercise under the Pennsylvania Nonprofit Corporation Law of 1988, as amended from time to time.

(b) The corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, officer or other private person, except that the corporation shall

be authorized and empowered to pay reasonable compensation for services rendered and to make payments, contributions and distributions in furtherance of the purposes of the corporation set forth in the foregoing paragraph (a) of this Section II.1.

(c) 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 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. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

(d) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the 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 or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any remaining assets not so disposed of shall be disposed of by a court of competent jurisdiction 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. The use of any surplus funds for private inurement to any person in the event of a sale or dissolution of the corporation is prohibited.

(e) Notwithstanding any other provisions of these Articles to the contrary, if the organization is subject to the provisions of Sections 4941 through 4945 of the Code (or the corresponding provision of any future United States Internal Revenue Law), the Directors are prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code which would subject the corporation to tax under Section 4943 of the Code, from making any investments which would subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code. In addition, the corporation shall make distributions at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code.

ARTICLE III

NON-MEMBER CORPORATION

Section III.1 No Members. The Corporation shall have no members. The Corporation shall be governed in all respects by the Board of Directors or such other governing body as the Board of Directors shall appoint, pursuant to the provisions of these By-Laws as hereinafter provided. Any provision of the Nonprofit Corporation Law of 1988 or any other provision of law requiring notice to, the presence of, or the vote, consent or other action by members of the Corporation in connection with such matter shall be satisfied by notice to, the presence of, or the vote, consent or other action by the Board of Directors.

ARTICLE IV

DIRECTORS

Section IV.1 Number of Directors. The Board of Directors shall consist of up to ten (10) directors. The Board of Directors shall include the President; Vice-President; Secretary; Treasurer. Such Directors shall be elected in accordance with Section IV.2.

~~**Section IV.2 Election.** Directors shall be elected annually. At the meeting of the Board of Directors at which a new Board is to be elected, or at such prior meeting as the Board may designate for acceptance of nominations, each member of the Board present at such meeting shall be entitled to nominate candidates for Directors up to the number of Directors to be elected. Neither nominations nor voting shall be by ballot unless a motion requesting a ballot is made and approved by a majority of those present. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Announcement at any duly convened Board of Directors meeting that nominations for candidates, or election of Directors, or both nominations and elections, shall be had at the next Board of Directors meeting shall constitute sufficient notice of such action, provided notice is given to those Directors not present at such duly convened meeting as provided in Section IV.8 and IV.9, and further provided that if the time and place of the Directors' meeting or meetings at which candidates are to be nominated and Directors are to be elected is designated by standing resolution, no notice other than such resolution shall be required. Directors shall not receive a salary.~~

Section IV.3 Succession. A Director may serve more than one term in office. A Director may serve successive terms.

Section IV.4 Vacancies. Vacancies and newly created Directorships resulting from any increase in the authorized number of Directors shall be filled by a majority of the

remaining members of the Board, though less than a quorum, and each person so elected shall be a Director until his successor is elected and qualified.

Section IV.5 Powers. The business of the Corporation shall be managed by its Board of Directors which may exercise all powers of the Corporation.

Section IV.6 Meetings. The Board of Directors may hold meetings both regular and special, either within or without the Commonwealth of Pennsylvania.

Section IV.7 First Meeting. The first meeting of each newly elected Board of Directors shall be held immediately following the annual meeting at which such Directors are elected and no notice of such meeting shall be necessary or the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver signed by all of the Directors. At such regular annual meeting the Board of Directors shall organize itself and elect the officers of the Corporation for the ensuing year and may transact any other business.

Section IV.8 Regular Meetings. Regular meetings of the Board of Directors may be held at such time and at such place as shall from time to time be designated by the Directors. If such designation is by standing resolution of the Board no notice other than such resolution shall be required. ~~If such designation is by resolution or consensus adopted at a duly convened meeting of the Board with respect to the next meeting of the Board, further notice need be given only to those Directors not present at such duly convened meeting, in person or by telephone, telegram or mail, at least two days prior to such next meeting. In all other cases, notice shall be given to all Directors in person, or by telephone, telegram or mail, at least two days prior to any regular meeting.~~

Section IV.9 Special Meetings. Special meetings of the Board of Directors may be called by the President on twenty-four hours' notice to each Director, given either personally, by mail, by telegram or by telephone; special meetings shall be called by the President or the Secretary in like manner and on like notice on the written request of two Directors.

Section IV.10 Purpose of Meetings. Notice of a Directors' meeting shall specify the general purpose of the meeting if (a) the purpose of such meeting is to amend the Bylaws, (b) notice is required under Section IV.2 of a meeting to nominate or elect Directors, or (c) the meeting is a special meeting of the Directors.

Section IV.11 Quorum and Action. Except as otherwise provided in Section IV.4, at all meetings of the Board of Directors, a majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Each Director shall be entitled to one vote. No Director shall have the right to

cumulate his votes for any purpose. If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting for no more than ten days, without notice other than by announcement at the meeting, until a quorum shall be present.

Section IV.12 Conference Telephone. One or more Directors may participate in a meeting of the Board of Directors, or a committee thereof, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section IV.13 Compensation. Directors may receive such reasonable compensation for their services and expenses as the Board of Directors shall fix. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section IV.14 Informal Action. Any action which may be taken at a meeting of the Directors or the members of any committee of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all the Directors or the members of the committee, as the case may be, and shall be filed with the minutes of the proceedings of the Board or committee.

ARTICLE V

COMMITTEES

Section V.1 Committees. The Board of Directors may, by resolution adopted by a majority of Directors in office, establish one or more committees, each committee to consist of one or more Directors or other natural persons. Any such committee shall have and exercise the authority of the Board of Directors, to the extent provided by resolution of the Board of Directors or in the Bylaws except that no such committee shall have any power or authority as to the following:

- (a) The filling of vacancies in the Board of Directors;
- (b) The adoption, amendment or repeal of the Bylaws;
- (c) The amendment or repeal of any resolution of the Board;
- (d) Action on matters committed by the Bylaws or resolution of the Board of Directors to another committee of the Board;

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- (e) The purchase, mortgage, leasing or disposal of real estate;
 - (f) The removal of any officer or Director.

No such committee of Directors and other persons shall designate itself as a committee of the Board of Directors.

Section V.2 Committee Members. Except as otherwise provided in these Bylaws or in the resolution creating the committee, all committee members and the chairperson of each committee shall be designated by the President with the approval of the Board. The President may, with the approval of the Board, designate one or more alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The President shall be an ex officio member of all committees, with vote.

Section V.3 Terms. Members of committees shall serve for one year terms or for such terms as are set forth in the resolution establishing the committee. Vacancies in any committee shall be filled by the President and reported to the Board at its next regular meeting.

Section V.4 Minutes; Reports. Minutes of the meetings of the committees shall be recorded and sent to the Board of Directors if required by resolution of the Board. Chairpersons of committees shall report regularly to the Board of Directors on the activities of their respective committees.

ARTICLE VI

OFFICERS AND AGENTS

Section VI.1 Titles. The officers of the Corporation shall be chosen by the Board of Directors at its annual meeting and shall be a President, Vice-President, Secretary and Treasurer, or persons who shall act as such regardless of the name or title by which they may be designated. The Corporation may also have such other officers and agents as the Board shall from time to time authorize who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. The President and Secretary shall be natural persons of full age; the Treasurer may be a corporation but, if a natural person, shall be of full age. Any number of the aforesaid offices may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity if the instrument is required by law to be executed, acknowledged or verified by two or more officers. The officers may, but need not be, members of the Board of Directors.

Section VI.2 Salaries. Any salaries of the officers of the Corporation shall be fixed by the Board of Directors.

Section VI.3 Terms of Office. The officers of the Corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the Board of Directors may be removed, with or without cause, at any time by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors.

Section VI.4 President. Unless provided otherwise by the Board of Directors, the President shall be the chief executive officer of the Corporation; shall preside at all meetings of the Board of Directors; shall have general and active management of the business of the Corporation; and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required by law to be otherwise signed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

Section VI.5 Vice-President. One Vice-President may be elected and, in the absence or disability of the President of the Corporation, the Vice-President shall perform the duties and have all the powers and functions of the President. The Vice-President shall perform such duties as may be prescribed by the Board of Directors from time to time.

Section VI.6 Secretary. The Secretary shall attend all meetings of the Board of Directors and record all the proceedings in a book to be kept for that purpose and shall perform like duties for any duly authorized committee when required. The Secretary shall give, or cause to be given, all required notices of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision he or she shall be. The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his or her signature.

Section VI.7 Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of all receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requests, an account of all the transactions as Treasurer and of the financial condition of the Corporation.

Section VI.8 *Treasurer's Bond.* If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors, conditioned upon the faithful performance of the duties of the Treasurer's office, and for the restoration to the Corporation in the event of the Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind, belonging to the Corporation, that may come into the Treasurer's possession or under the Treasurer's control at any time whatsoever.

ARTICLE VII

FINANCE

Section VII.1 *Fees and Profits.* The Corporation may charge fees or prices for services or products it renders within its lawful authority, and may receive such income and make an incidental profit thereon. All such incidental profits shall be applied to the maintenance and operation of the charitable activities of the Corporation, and in no case shall be divided or distributed in any manner whatsoever among the Directors or officers of the Corporation.

Section VII.2 *Financial Reports.* The President and Treasurer shall present at the annual meeting of the Board a report, verified by the President and Treasurer, which report shall indicate in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report;
- (b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

Such report shall be filed with the minutes of the annual meeting of the Board.

ARTICLE VIII

REAL ESTATE

Section VIII.1 Authorization for Transactions. The Corporation shall not purchase, sell, mortgage, lease away, or otherwise dispose of its real estate unless authorized by the vote of a majority of the members in office of the Board of Directors.

ARTICLE IX

LIMITATION OF LIABILITY, INDEMNIFICATION AND INSURANCE

Section IX.1 Limitation of Liability. To the fullest extent permitted by Pennsylvania law now in effect and as amended from time to time, a Director of this Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless the Director has breached or failed to perform the duties of his or her office under Chapter 57, Subchapter B of the Pennsylvania Nonprofit Corporation Law, or any successor provisions thereto, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. This provision shall not apply to the responsibility or liability of a Director for payment of taxes pursuant to local, state or federal law.

Section IX.2 Scope of Indemnification. The Corporation shall indemnify any Director or officer, and may indemnify any other employee or agent, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including action by or in the right of the Corporation, by reason of the fact that the person is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding. Directors, officers, employees or agents of the Corporation shall be deemed to be persons acting as Directors, officers, employees or agents of another corporation at the request of the Corporation. No indemnification shall 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.

Section IX.3 Expenses. The Corporation shall pay expenses incurred by a Director or officer, and may pay expenses incurred by any other employee or agent, in defending a civil or criminal action, suit or proceeding, who may be indemnified under Section IX.2 in advance of the final disposition of any action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation.

Section IX.4 Successor Rights to Indemnification. The indemnification and advancement of expenses provided by or granted pursuant to these Bylaws shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

Section IX.5 Insurance. The Corporation shall have the authority to create a fund of any nature, which may, but need not be, under the control of an independent Director, or otherwise secure or insure in any manner any indemnification obligations undertaken by the Corporation. The authority granted by this Section IX.5 shall be exercised by the Board of Directors of the Corporation.

Section IX.6 Effective Date. The indemnification provisions of this Article IX, Sections IX.2 through IX.5, shall apply to any actual or alleged breach of performance of duty, failure of performance of duty, action, or inaction of any person who is indemnified hereunder occurring on or after the adoption of these Bylaws.

ARTICLE X

CONFLICTS OF INTEREST

Section X.1 Policy. It is recognized that occasions may arise when a member of the Board of Directors or an officer of the Corporation 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 Corporation and of its Board of Directors that:

(a) Any material facts as to such financial interest shall be disclosed by such Director or officer to the members of the Board or committee.

(b) The Director or officer having such financial interest on 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 Director 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 Director or officer abstained from voting.

(c) No contract or transaction in which a Director or officer has a financial interest shall be knowingly entered into by the Corporation unless it has been authorized in good faith by the Board of Directors in accordance with the Pennsylvania Nonprofit Corporation Law.

ARTICLE XI

GENERAL PROVISIONS

Section XI.1 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.

Section XI.2 Corporate Seal. The Board of Directors shall prescribe the form of a suitable corporate seal, which shall contain the full name of the Corporation and the year and state of incorporation.

Section XI.3 Fiscal Year. The fiscal year of the Corporation shall end on the 30th day of June of each year.

Section XI.4 Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section XI.5 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Pennsylvania Nonprofit Corporation Law 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. Attendance of a person, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting.

Section XI.6 Records. An original or duplicate record of the proceedings of the Directors 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 XI.7 Disposition of Income and Assets. No part of the income or profits of the Corporation shall be paid, distributed or otherwise inure to the benefit of any Directors or officers or other private persons except that the Corporation shall be authorized to pay compensation in reasonable amounts to its Directors or officers for services rendered and to make payments and distributions in furtherance of its general corporate purposes including

contributions and donations for charitable purposes. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the 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 or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any remaining assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 XII

AMENDMENTS

Section XII.1 Amendment of Bylaws. These Bylaws may be altered, amended, or repealed by a majority vote of the Directors then in office and present at any regular or special meeting duly convened after notice to the Directors of the purpose of such meeting.
