

BYLAWS
OF
DVRPC SOUTHEASTERN PENNSYLVANIA CORPORATION

ARTICLE I: NAME OF THE CORPORATION, OFFICE, RECORDS

Section 1.1 Name of the Corporation. DVRPC Southeastern Pennsylvania Corporation (the “*Corporation*”) is a nonprofit corporation that is organized under the Pennsylvania Nonprofit Corporation Law of 1988, as the same may be amended from time to time (the “*NCL*”).

Section 1.2 Registered Office. The registered office of the Corporation shall be at such place as the board of directors may determine, from time to time.

Section 1.3 Principal Office. The principal office and location of the Corporation shall be at the offices of the Delaware Valley Regional Planning Commission (“*DVRPC*”), 190 North Independence Mall West, Philadelphia, PA 19106, or at such place as may be designated from time to time by the board of directors.

Section 1.4 Records. The Corporation shall keep as permanent records minutes of all meetings of its board of directors, a record of all actions taken by the directors without a meeting, and a record of all actions taken by committees of the board of directors. The Corporation shall maintain its records in record form. Without limiting the records required to be kept pursuant to this Section 1.4, the Corporation shall keep a copy of the following records at its principal office:

- (a) its articles or restated articles of incorporation and all amendments to them currently in effect;
- (b) its bylaws or restated bylaws and all amendments to them currently in effect;
- (c) a list of the names, email addresses, and business addresses of its current directors and officers;
- (d) minutes of meetings of its directors;
- (e) its most recent annual report delivered to the Secretary of State of the Commonwealth of Pennsylvania as required by the NCL; and
- (f) appropriate financial statements of the Corporation as determined by the Corporation’s accountants.

ARTICLE II: TYPE OF CORPORATION; PURPOSES

Section 2.1 Corporation’s Charitable and Educational Purposes. The Corporation is organized as a nonprofit corporation and shall be operated exclusively for charitable and

educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the “*Code*”).

Section 2.2 Supporting Organization. The Corporation shall function as a “supporting organization” under Section 509(a)(3) of the Code and the regulations promulgated thereunder solely for the purpose of carrying out its exempt purposes by supporting the charitable activities of DVRPC or of any other organization that will permit the Corporation to be regarded as a “supporting organization.”

Section 2.3 Limitation on Corporate Activities. The Corporation shall not engage in any activity that may not be engaged in by a corporation that is exempt under Section 501(c)(3) of the Code or the corresponding provisions of any future federal internal revenue laws. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. The Corporation shall not directly or indirectly participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE III: DIRECTORS

Section 3.1 Power and Authority of Board of Directors. All corporate powers shall be exercised by and under the authority of, and the affairs of this corporation shall be managed under the direction of, the board of directors of the Corporation. The board of directors shall have, and is vested with, all powers and authorities (except as the board of directors may be limited by law, the articles of incorporation or these bylaws) to supervise, control, direct and manage the property, affairs and activities of the Corporation, to determine the policies of the Corporation, to do or cause to be done any and all lawful things for and on behalf of the Corporation, to exercise or cause to be exercised any or all of its powers, privileges and franchises, and to seek the effectuation of its objects and purposes; provided, however, that:

(a) the board of directors shall not authorize or permit the Corporation to engage in any activity not permitted to be transacted by the Articles of Incorporation, the Corporation’s bylaws or the NCL,

(b) none of the powers of the Corporation shall be exercised to carry on activities, other than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the Corporation as a nonprofit corporation and a supporting organization of the DVRPC, and

(c) all income and property of the Corporation shall be applied exclusively for its nonprofit purposes.

The Corporation shall not engage in any activity that may not be engaged in by a corporation that is exempt from federal taxation under Section 501(c)(3) of the Code or the corresponding provisions of any future internal revenue laws or regulations that may become effective. No part of the net earnings or other assets of the Corporation shall inure to the benefit of any director, officer, contributor, or other private individual having, directly or indirectly, a personal or private interest in the activities of the Corporation, except as provided in Section 3.5 of these bylaws.

Section 3.2 Directors. The Corporation will have five (5) directors who shall be the then-serving members of the Board of Commissioners of the DVRPC designated by Bucks County, Chester County, Delaware County, Montgomery County and the City of Philadelphia (collectively, the “*DVRPC Jurisdictions*”) or another person designated by the governing body or chief elected official of the applicable DVRPC Jurisdictions. Each director may also designate an alternate to act on behalf of the director at meetings of the board of directors. The authority of the designee of a director shall continue in effect following expiration of the designating director’s term until the director’s successor has been duly elected and qualified, unless the authority is sooner revoked by the designating director or by the board of directors.

Section 3.3 Composition of Board of Directors. A person serving on the Board of Commissioners of DVRPC or a designee of a DVRPC Jurisdiction shall concurrently serve on the board of directors of the Corporation, unless the designating DVRPC Jurisdiction has withdrawn from participation in the Corporation as provided in Section 3.7 and has not been reinstated.

Section 3.4 Vacancies. Vacancies on the board of directors resulting from the death, resignation, removal, incapacity or disqualification of a director shall be filled either (a) automatically by a person who has been designated to serve in place of such director on the DVRPC Board of Commissioners, or (b) by a person designated by the governing body or chief elected officer of DVRPC Jurisdiction that previously designated such director.

Section 3.5 Compensation. No director shall receive compensation from this corporation for any service such person may render to it as a director. A director may be reimbursed for expenses reasonably incurred in rendering service to the Corporation.

Section 3.6 Committees of the Board of Directors. The board of directors may create one or more committees, each of which shall consist of three or more directors and to which the board of directors may delegate the authority to act on behalf of the board of directors in managing the affairs of the Corporation to the extent provided in the designating resolution; provided, however, that any actions of a committee that would have the effect of binding the Corporation must be approved by a vote of the board of directors before such action can become effective or enforceable against the Corporation. The board of directors may also create other committees not having the authority of the board of directors by adopting resolutions designating the duties and authority delegated to such committees.

3.6.1 Committees of the board of directors and members of such committees are governed by Article IV of these bylaws with respect to meetings, action without meetings, notice and waiver of notice, quorum and voting requirements. No committee created by the board of directors shall be required to hold an annual meeting.

3.6.2 All committees of the board of directors shall keep regular minutes of their meetings, shall cause such minutes to be recorded in books kept for that purpose in the office of the Corporation and shall report the minutes to the board of directors at or prior to its next meeting. The Secretary of the Corporation may act as secretary of any such committee if the committee so requests.

3.6.3 A committee of the board may not:

- (a) authorize distributions to directors, officers, agents or employees except in exchange for value received;
- (b) approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets;
- (c) unless otherwise stated in these bylaws or the Articles of Incorporation, elect, appoint or remove directors or fill vacancies on the board or on any of its committees; or
- (d) adopt, amend or repeal the Articles of Incorporation or these bylaws.

Section 3.7 Withdrawal and Reinstatement. Any DVRPC Jurisdiction may withdraw its participation in the Corporation or, following withdrawal, may request reinstatement of its participation in the Corporation by delivering a written notice thereof to the Chair of the board of directors or to the DVRPC Executive Director. The withdrawal of any DVRPC Jurisdiction shall be effective when such notice is delivered, unless a later date is specified in the notice. Withdrawal from the Corporation does not constitute withdrawal from the DVRPC. Requests for reinstatement must be approved by the unanimous vote of the remaining members of the board of directors of the Corporation and shall be effective upon a vote of the remaining members of the board of directors.

ARTICLE IV: MEETINGS OF THE BOARD OF DIRECTORS

Section 4.1 Place of Meetings. Meetings of the board of directors shall be held at the principal office of the Corporation or at any place as may be determined by the board of directors and designated in the notice of the meeting.

Section 4.2 Annual Meetings. An annual meeting of the board of directors shall be held each year following the January meeting of the DVRPC Board of Commissioners, or at such other time as may be determined by the board of directors.

Section 4.3 Regular Meetings. In addition to the annual meeting, the board of directors may hold regular meetings at such time and place as may be determined by the board of directors. Any business may be transacted at a regular meeting.

Section 4.4 Special Meetings. Special meetings of the board of directors may be called by the DVRPC or upon the written request of at least two members of the board of directors of the Corporation. Special meetings may be held at any time, for any purpose and at any place the board of directors shall have determined.

Section 4.5 Notice of Meetings. The Secretary of the Corporation shall give notice to each director of each annual, regular or special meeting of the board of directors stating the place, day and hour of the meeting and the purpose of the meeting to each director at least five (5) days before the day on which the meeting is to be held or such longer period as may be

required by the NCL. The notice shall be given by the Secretary by first class or express mail (postage prepaid), courier service (charges prepaid), facsimile transmission, e-mail or other electronic transmission or personally delivered to the directors' addresses appearing on the books of the Corporation or personally supplied by the directors to the Corporation for the purpose of notice. Notice shall be deemed given and effective on the date determined in accordance with Article XI of these bylaws.

Section 4.6 Quorum. The presence of a majority of the directors in office immediately before a meeting begins shall constitute a quorum for discussion of business at all meetings; provided, however, that in no event shall fewer than three directors, plus a staff representative of DVRPC, constitute a quorum.

Section 4.7 Voting. Each director present at any meeting shall be entitled to cast one vote on each matter coming before the board of directors for vote. A member must abstain from voting when the director has a conflicting interest, as such term is defined in the Code of Ethics.

Section 4.8 Approval of Actions. Any action of the board of directors must be approved unanimously by all current voting members of the board of directors either present at a duly conducted meeting, or by email vote by those not in attendance at said meeting, within 10 days of said meeting. Approval by the board of directors of any action requires the affirmative vote of at least three directors, allowing only two directors to abstain from a vote for it be valid.

Section 4.9 Meetings by Conference Telephone or Other Electronic Technology. Members of the board of directors of the Corporation may participate in a meeting of the board by conference telephone or other electronic technology by means of which all persons participating in the meeting can hear each other. Participation in a meeting in such manner shall constitute presence in person at the meeting.

Section 4.10 Action Without a Meeting. Any action which is required to be or may be taken at a meeting of the board of directors may be taken without a meeting if one or more written consents describing the action so taken are submitted by each member of the board, including votes as noted in Section 4.8. The consents shall have the same force and effect as a vote at a meeting duly held and may be described as such in any document. The Secretary shall file such consents with the minutes of the meetings of the board of directors.

ARTICLE V: OFFICERS OF THE BOARD OF DIRECTORS

Section 5.1 Positions and Election. At each annual meeting of the board of directors, the board of directors shall elect from its members a Chair and a Vice Chair.

Section 5.2 Term of Office. The Chair and the Vice-Chair shall serve for a term of one (1) year or until their respective successors have been elected and qualified. Officers of the board of directors may be elected to an unlimited number of terms. Terms of office shall expire at the close of the Corporation's annual meeting.

Section 5.3 The Chair of the Board. The Chair shall preside at all meetings of the board of directors at which the chair is present and shall have such other duties, powers and authority as may be prescribed elsewhere in these bylaws or by the NCL. The board of directors

may delegate such authority and assign such duties to the Chair, in addition to those conferred by law or these bylaws, as it may from time to time determine. The position of the Chair of the board of directors shall rotate among the active members of the board of directors on an annual basis, on a schedule to be determined by the board.

Section 5.4 The Vice-Chair. The Vice-Chair shall perform such duties as the board of directors may assign. In the event of the death or during the absence, incapacity, or inability or refusal to act of the Chair, the Vice-Chair shall be vested with all the powers and perform all the duties of the office of the Chair until the board otherwise provides. The Vice Chair shall exercise and discharge the general duties, powers and responsibilities of a vice-chair of a corporation and exercise and discharge such other or further duties or authority as may be prescribed elsewhere in these bylaws or from time to time by the board of directors.

ARTICLE VI: OFFICERS OF THE CORPORATION

Section 6.1 Positions, Qualifications and Election. The Corporation shall have the following executive officers: a President/Chief Executive Officer, a Treasurer and a Secretary. The executive officers of the Corporation shall be elected at the annual meeting of the board of directors. The executive officers shall serve at the pleasure of the board of directors until the next annual meeting of the board of directors or until their earlier death, incapacity, disqualification, resignation or removal. The board of directors may also elect such other officers as it shall deem necessary who shall exercise such powers and perform such duties as the board of directors may determine from time to time. The compensation, if any, of all officers of the Corporation shall be fixed by the board of directors. Officers of the Corporation may, but need not be, members of the board of directors. Any number of offices may be held by the same person.

Section 6.2 Term of Office. The officers of the Corporation shall hold their respective offices until their successors have been elected and qualified. Officers may be reelected to an unlimited number of successive terms. Terms shall expire at the close of the Corporation's annual meeting.

Section 6.3 Removal of Officers. Any officer may be removed by the board of directors whenever the board of directors, in its sole discretion, concludes that removal is in the best interest of the Corporation.

Section 6.4 President. The President shall be the chief executive officer of the Corporation and shall have general charge of its business and supervision of its affairs. The President shall attend all meetings of the board of directors. The President shall keep the board of directors fully informed and freely consult with its members in regard to the business of the Corporation and make appropriate reports to them. In addition to the powers and duties elsewhere provided in these Bylaws, the President shall sign, when duly authorized to do so, all contracts, orders, deeds, liens, guarantees, licenses and other instruments of a special nature. Subject to the board of directors, the President shall have such other powers and duties as are incident to said office and not inconsistent with these bylaws or as may at any time be assigned by the board of directors.

Section 6.5 Secretary. The Secretary shall attend the meetings of the board of directors and shall prepare or cause to be prepared minutes of all proceedings at such meetings and shall preserve them in the minute book of the Corporation. The Secretary shall perform similar duties for any committee when requested by any such committee. In addition, the Secretary shall have the following duties:

(a) act as custodian of all the books, papers and records of the Corporation and authenticate records of the Corporation;

(b) furnish the board, upon request, a full, true and correct copy of any book, paper or record in the Secretary's possession;

(c) act as custodian of the seal of the Corporation and, when authorized to do so, affix it to any instrument requiring the seal, and when so affixed, shall attest the seal;

(d) give or cause to be given notice of the meetings of the board of directors, but this authority shall not lessen the authority of others to give such notice as provided in these bylaws;

(e) exercise and discharge the general duties, powers and responsibilities of a secretary of a corporation and exercise and discharge such other or further duties or authority as may be prescribed elsewhere in these bylaws or from time to time by the board of directors.

Section 6.6 Treasurer. The Treasurer shall be the chief financial and accounting officer of the Corporation, and shall have and perform such other duties, responsibilities and authorities as may be prescribed from time to time by the board of directors. The Treasurer shall have supervision and custody of all moneys, funds and credits of the Corporation and shall cause to be kept full and accurate accounts of the receipts and disbursements of the Corporation in its books kept for that purpose. The Treasurer shall keep or cause to be kept all other books of account and accounting records of this corporation as shall be necessary, and shall cause all moneys and credits to be deposited in the name and to the credit of the Corporation in such accounts and depositories as may be designated by the board of directors. The Treasurer shall disburse or permit the disbursement of funds of the Corporation in accordance with the authority granted by the board of directors. The Treasurer shall be relieved of all responsibility for any moneys or other valuable property or the disbursement thereof committed by the board of directors to the custody of any other person or corporation, or the supervision of which is delegated by the board to any other officer, agent or employee. The Treasurer shall render to the board of directors, whenever requested by any members of the board of directors, a report on all financial transactions of the Corporation and the financial condition of the Corporation. The Treasurer shall be bonded if the board of directors so requires.

Section 6.7 Assistant Officers. Any assistant officer authorized by the board of directors shall perform such duties as may be delegated to the assistant officer by the officer to whom the assistant officer is an assistant and in the absence or disability of such officer may perform the duties of the office of such officer.

Section 6.8 Compensation. No officer who is also a member of the board of directors shall receive any salary or compensation for serving as an officer. Each officer may be

reimbursed for actual expenses if they are reasonable and incurred in connection with the business and activities of the Corporation.

ARTICLE VII: RESIGNATIONS, REMOVAL AND VACANCIES

Section 7.1 Resignations. An officer may resign by delivering a written notice thereof to the President or the Secretary of the Corporation. Such resignation shall be effective when such notice is delivered, unless a future effective date is specified in the notice.

Section 7.2 Removal from Office. Any officer or any employee or agent of the Corporation may be removed or discharged for any lawful purpose by the board of directors at any time with or without cause.

Section 7.3 Vacancies. Vacancies caused by the death, incapacity, disqualification, resignation or removal of an officer of the board of directors or of the Corporation shall be filled by the board of directors at any annual or other regular meeting or at any special meeting called for that purpose, and such person or persons so elected to fill any such vacancy shall serve at the pleasure of the board until the next annual meeting of the board or until such person's earlier death, incapacity, disqualification, resignation or removal.

ARTICLE VIII: GENERAL PROVISIONS

Section 8.1 Annual Audit. The board of directors shall direct that an annual audit of the books of account and financial records of this corporation be performed by an independent accounting firm if required by federal internal revenue law or if the board of directors otherwise deems such audit necessary or advisable. Unless otherwise directed by the board of directors, the annual audit of the Corporation will be conducted concurrently with the annual audit of the DVRPC.

Section 8.2 Ethics and Conflicts of Interest. All members of the board of directors are subject to and must comply with the Code of Ethics as prescribed in Article IX of the By-Laws of the Delaware Valley Regional Planning Commission, as amended and adopted on April 27, 2017, and any subsequent amendments, with the understanding that when used in the definition of "conflicting interest", the terms "Delaware Valley Regional Planning Commission" or "Commission" shall be interpreted to mean the DVRPC Southeastern Pennsylvania Corporation. The Delaware Valley Regional Planning Commission Code of Ethics is appended to these By-Laws.

ARTICLE IX: DISSOLUTION

In the event the Corporation is dissolved, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation. Such assets should first go to DVRPC as a governmental unit as described in Code Section 170(c)(1) to continue the work of the Corporation. If DVRPC is unable to continue the work or accept the funds, the board of directors may direct the funds to another qualifying local governmental unit or to another 501(c)(3) organization as designated by the board of directors that is able to accept the funds and continue the work of the Corporation. Under no circumstances shall any assets be

distributed to the directors, officers, or employees of the Corporation. Any such assets not so disposed shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to one or more such organizations, as said Court shall determine.

ARTICLE X: EXCULPATION AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 10.1 General Rule. A director shall not be personally liable for monetary damages as director for any action taken, or any failure to take any action, unless

(1) the director has breached or failed to perform the duties of the director's office in accordance with Subchapter B (Fiduciary Duty) of the NCL and any amendments and successor acts thereto; and

(2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The foregoing provision shall not apply to (1) the responsibility or liability of a director pursuant to any criminal statute or (2) the liability of a director for the payment of taxes pursuant to Federal, State or local law.

Section 10.2 Indemnification. The Corporation shall indemnify any person 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, (and whether or not by, or in the right of, the Corporation) by reason of the fact that such person is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another domestic or foreign entity for profit or not for profit to the fullest extent permitted by law, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action or proceeding if such person acted in good faith and in a manner reasonably believed by such person to be in, or not opposed to, the best interests of the Corporation.

Section 10.3 Advancement of Expenses. Expenses incurred by a person entitled to indemnification pursuant to this Article in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

Section 10.4 Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer, director, employee or representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 10.5 Other Rights. This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.

Section 10.6 Limitation on Indemnity and Advancement of Expenses. Notwithstanding anything to the contrary in these bylaws or in the NCL, if the board of directors obtains a written reasoned opinion from legal counsel that the provision of indemnification or advancement of expenses by the Corporation to any person may jeopardize the Section 501(c)(3) exemption held by the Corporation or by any of the DVRPC Jurisdictions or their affiliates, the board of directors shall have the right and authority to decide not to extend any indemnification or advancement of expenses to such person.

ARTICLE XI: NOTICE

Any notice required or desired to be given under these bylaws or otherwise to any director shall be given in writing and shall be deemed given and effective at the earliest of the following:

- (a) in the case of notice sent by mail through the postal service, by electronic mail or by facsimile, when received by the director being notified;
- (b) five days after deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed;
- (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; and

Written notice is correctly addressed to a director if addressed to the director's address shown on this corporation's current records.

ARTICLE XII: FISCAL YEAR

The board of directors shall have the power to fix and from time to time change the fiscal year of this corporation. In the absence of action by the board of directors, however, the fiscal year of this corporation shall be the same as the fiscal year of DVRPC.

ARTICLE XIII: AMENDMENTS

The bylaws may be amended or new bylaws adopted upon the unanimous approval of all members of the board of directors of the Corporation. Five (5) days' notice of any meeting to amend or restate the bylaws must be given to all members of the board of directors. The notice must state that the purpose of the meeting is to consider a proposed amendment to, or restatement of, the bylaws and contain or be accompanied by a copy of the proposed amendment or restatement. The Corporation shall keep at its principal office a copy of the bylaws, as amended, which shall be open to inspection by any board member at all reasonable times during office hours.

ARTICLE XIV: DVRPC APPROVAL RIGHTS

As a supporting organization for the DVRPC, the Corporation shall obtain the approval of the Executive Director of DVRPC for the following actions or obligations:

(a) amendment to the Corporation's Articles of Incorporation and/or bylaws;

(b) becoming obligated on any loan or other funding agreement creating an obligation of the Corporation;

(c) obtaining any grant to the Corporation for more than \$50,000;

(d) adoption of a plan for liquidation or dissolution of the Corporation;
or

(e) any transaction or other event in which the Corporation becomes affiliated with another entity or which causes a material change in the nature of the Corporation's relationship with DVRPC.

CERTIFICATE

The foregoing bylaws were duly adopted as and for the bylaws of DVRPC Southeastern Pennsylvania Corporation at a meeting of the board of directors of the corporation on June 28, 2018.