

# **The Bylaws of Make Lehigh Valley**

## **Preamble**

For the better accomplishment of the mission and objectives of Make Lehigh Valley, a hackerspace founded by B. Mansfield, S. Piccotti, J. Ritchie, T. Rumpf, D. Smith, M. Tuerk, and T. Worman in the city of Allentown with the help of of Allentown Economic Development Corporation in November, 2010 and organized as a club under the laws of the State of Pennsylvania in 2011, and in order to provide for effective management and legislation in the operation of the hackerspace, the following Bylaws are adopted.

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## **ARTICLE I. NAME AND PURPOSE**

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### **SECTION 1. NAME**

- A. The name of this organization shall be "Make Lehigh Valley".

### **SECTION 2. GENERAL PURPOSES**

- A. Make Lehigh Valley is organized exclusively for charitable, educational, and scientific purposes to promote technical, scientific, and artistic skills through individual projects, social collaboration, and education within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **SECTION 3. SPECIFIC PURPOSES**

- A. Subject to and within the limits of Article I. Section 2. General Purposes, Make Lehigh Valley shall:
  - i. Promote science, education, and the do-it-yourself spirit in our greater community to enable people to make things awesome and make awesome things.
  - ii. Build and maintain spaces suitable for technical and social collaboration.
  - iii. Collaborate on all forms of technology, culture, and craft in new and interesting ways.
  - iv. Apply the results of its work to specific cultural, charitable, and scientific causes.
  - v. Freely share its research and discoveries, using what is learned to teach others.
  - vi. Recruit and develop talented people dedicated to these purposes.
  - vii. Through talks, classes, workshops, collaborative projects, and other activities, to encourage research, knowledge exchange, learning, and mentoring.
  - viii. Provide educational space for teaching practical skills and theory of technology, science, and art.

- ix. Provide work space, storage, and other resources for projects related to art, science, and technology that will benefit the individual members' personal growth in their fields of interest, encouraging the individual members to share their projects and knowledge for the betterment of society through art, science and technology.
- x. To create, learn, and teach, individually and as a group, inviting members of the community in the Lehigh Valley area and the world.
- xi. To develop, support the development of, and provide resources for the development of free and open source software, hardware, and designs for the benefit of society.
- xii. Collaboration across disciplines for the benefit of cultural, charitable, and scientific causes.
- xiii. To foster, by all legal means, the common purposes of its participants.
- xiv. To conduct or engage in all lawful activities in furtherance of the stated purposes or those incidental to them.

#### **SECTION 4. LIMITATION ON ACTIVITIES**

- A. The activities of Make Lehigh Valley shall be performed in service to and with guidance of the community of participants. Notwithstanding any other provisions of these Bylaws, Make Lehigh Valley shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

## **ARTICLE II. FACILITIES**

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#### **SECTION 1. OFFICES**

- A. The principal office for the transaction of the activities and affairs of Make Lehigh Valley shall be the "Space" located at 905 Harrison Street, Suite 101, Allentown, PA 18103.
  - i. The Board of Directors may prescribe the location of the principal office.
  - ii. This section shall be amended to state the new location.
- B. Make Lehigh Valley may also have branch or subordinate offices at such other places as the Board may select and the business of Make Lehigh Valley may require and Make Lehigh Valley is qualified to conduct its activities.

#### **SECTION 2. FINANCES**

- A. Make Lehigh Valley may acquire real and intangible property, including equipment, literature, and other materials for use by and on behalf of the membership.
- B. Accounting practices to meet 501(c)(3) requirements shall be used to account for all assets.
- C. Make Lehigh Valley may maintain a Store for the convenience of members, friends, and associates which will be limited to having related goods appropriate to the policies and goals of Make Lehigh Valley.

## **ARTICLE III. MEMBERSHIP**

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#### **SECTION 1. MEMBERSHIP CLASSES**

- A. Make Lehigh Valley shall have four (4) classes of Members: Provisional, Friend, Core, and Keyholder.
  - i. Provisional members are those who are applying to become a Friend or Core member.
  - ii. Friends are those who want to occasionally use the space and/or wish to support Make Lehigh Valley.
  - iii. Core members are members who want to use the Space often and/or help run Make Lehigh Valley.
  - iv. Keyholder members shall have all the rights and responsibilities of Core members and have 24/7 access to the Space.
- B. In any matter affecting a Member's rights or membership in Make Lehigh Valley, the Member may make a written appeal to the Board.

**SECTION 2. ELIGIBILITY**

- A. Be a natural person of at least 18 years of age.
- B. Attend at least two general gatherings open to the entire membership.
- C. After becoming a Provisional Member, a period of no less than thirty (30) days must pass before they may become a Friend or Core Member.
- D. ~~Provisional Members are not Voting Members.~~
- E. Those not eligible may be elected by the Board of Directors to be an Associate or Honorary Member for fund raising or honorary purposes and whose rights and responsibilities will be prescribed by the Board.

**SECTION 3. BECOMING A MEMBER**

- A. Complete and submit to a ~~Board member~~Director a Membership Application & Waiver of Liability as prescribed by the Board of Directors.
- B. Upon accepting or denying receipt of the application a Director shall notify all other Directors and the applicant in writing. If the application was accepted, the applicant will be considered a Provisional Member.
- C. Election to Friend or Core membership shall be by a secret ballot vote by the Board of Directors as prescribed by the Membership Application & Waiver of Liability.
  - i. If there are any negative votes, a closed door discussion and a second secret ballot vote shall be held immediately.
- D. Election to Keyholder membership shall be by a unanimous secret ballot vote of the Board of Directors at the next Board Meeting after the Keyholder application is fully processed.
  - i. If any votes are negative, a closed door discussion of the Board of Directors and others whom they may invite followed by a second secret ballot vote shall be held immediately.
- E. Upon successful election to membership, the Member shall submit to the Board of Directors the appropriate dues and or fees.
- F. Upon successful or unsuccessful election to membership, written notice shall be given to the applicant.
- G. A Core member may then choose to fulfill the requirements to be elected to Keyholder membership.
- H. When anyone becomes a Provisional, Friend, or Keyholder member written notice shall be given to all members via the Mailing List of their full name and membership class.

**SECTION 4. RESPONSIBILITIES**

- A. Each Member is responsible for continuing to support the purposes of Make Lehigh Valley.
- B. Capital Contributions of Members<sup>1</sup>
  - i. Each Member shall be responsible for timely payment of Dues to maintain membership.
    - a. Friend, Core, and Keyholder member shall pay Dues of which amounts and schedule of payment shall be as prescribed by the Board of Directors.
    - b. Member Dues may be waived for a three month period due to financial hardship or relocation by resolution of the Board of Directors.
    - c. Payment of Member Dues may be waived for any other reason only by a Vote of the Membership.
- C. Each Member shall be responsible for providing their current address, standard and emergency contact information, email address, and preferred email for personal electronic receipt of “written” communications from the Board.
- D. Members are expected to know and abide by all pertinent local, state, and federal laws (esp. in reference to drugs and alcohol). Also see Article XIII.Section 7. Severability.

**SECTION 5. ACTIVE MEMBER STATUS**

- A. A point system shall be used to clearly identify whether or not Core and Keyholder members shall be considered an Active member.

<sup>1</sup> Non-Profit Corporation Law (NPCL) — [Title 15, §5541](#). Capital contributions of members.

- i. Members shall accumulate 2 points for each event they are in attendance.
- ii. For each week that there is more than 1 event and a Member is not in attendance at any of the events, they shall lose 1 point at midnight on Saturday at the end of the week.
- iii. A minimum of 10 points is required to be considered an Active Member.
- iv. A Member may accumulate a maximum of 20 points.
- v. It shall be the responsibility of the Member to assure they are recorded as in attendance.

#### **SECTION 6. ASSESSMENTS AND GIFTS**

- A. No special assessments may be made against members of Make Lehigh Valley.
- B. Voluntary contributions may be solicited by the Board for specific purposes.
- C. Fees may be collected for use of Make Lehigh Valley's property as approved by the Board.
- D. Gifts and bequests may be made to Make Lehigh Valley in any form or amount and for any use compatible with the purpose of Make Lehigh Valley.
- E. A charge may be made to persons for: attendance at Make Lehigh Valley-sponsored activities; use of Make Lehigh Valley's equipment and library; copies of publications and other data.

#### **SECTION 7. MEMBERSHIP RESIGNATION**

- A. Any member may resign their membership at any time by written notice to the Board of Directors.
  - i. Such resignation shall take effect from the time of its receipt by the Board, unless some later time may be fixed in the resignation.
  - ii. Acceptance by the Board of Directors shall not be required to make a resignation effective.
  - iii. Resignation shall not relieve the member of unpaid Dues or other monies owed.
  - iv. No refund for Dues paid will be given due to resignation.

#### **SECTION 8. MEMBERSHIP TERMINATION**

- A. Non-payment of Dues shall be grounds for termination of Membership.
  - i. The Treasurer shall notify persons delinquent of thirty (30) days. After which, membership shall be terminated by resolution of the Board at the next monthly Board Meeting.
  - ii. A member terminated solely for non-payment of Dues or fees may be reinstated automatically, at any time, up to ninety (90) days after suspension upon payment of Dues owed and payable through one (1) month beyond the end of the suspension period, or upon the granting of a dues waiver as outlined in Article III.Section 4.B.i.c.
- B. Members may be admonished, suspended from certain privileges, or expelled from membership by a ~~Board Member~~Director for any of the following reasons:
  - i. Willful misuse of property or facilities
  - ii. Willful disregard of the safety of themselves and/or of others while participating in an activity.
  - iii. Conduct detrimental to Make Lehigh Valley, AEDC, Hive4A, or other person or group.
    - a. Disciplinary action under this provision shall be taken only upon a vote of the Board of Directors.
    - b. Disciplinary action shall be initiated only upon presentation to the Board of a written petition for disciplinary action, submitted by at least two members of Make Lehigh Valley, not in the same household.
    - c. Upon acting on such a petition, the Board shall take reasonable actions to notify the member or members who shall have the right to speak to and appeal to the Board at the Board meeting such action is taken or a following Board Meeting within six (6) months.
    - d. Upon receiving such a petition, the Board shall take such actions that are deemed necessary to prevent further misconduct.
- C. A person's membership may also be terminated for any lawful reason by a Vote of the Membership.
- D. The Board shall give written notice to any Member, whose membership has been terminated, the reasons for, and the effective date of termination.
- E. Termination shall not relieve the member of unpaid Dues or other monies owed.
- F. No refund for Dues paid will be given due to termination.

**SECTION 9. VOTE OF THE MEMBERSHIP**

- A. Make Lehigh Valley is organized upon a nonstock basis.
- B. All issues shall be decided by majority ~~vote~~ of the votes cast~~voting members participating in the vote~~, except when otherwise specified in these Bylaws.
  - i. Abstentions count as properly submitted votes, but do not count towards the number of votes cast.
- C. A Vote of the Membership shall have the power and authority of Make Lehigh Valley.
  - i. A vote of the Membership may override items or terms prescribed by the Board of Directors.
  - ii. Items or terms prescribed by the Board of Directors that have been overridden by a Vote of the Membership may not be changed by the Board for a period of 1 year or as specified by the Vote of the Membership.
- D. In-Person Vote
  - i. An In-Person Vote may occur at any properly announced membership meeting where business of Make Lehigh Valley can be conducted.
  - ii. Provisions shall be made for absentee voting.
  - iii. Properly submitted absentee votes by ~~Active~~Voting Members shall count as participation in the vote, but not towards quorum.
- E. Electronic Voting
  - i. An Electronic Vote may be called for in writing by the President, at least one-quarter (1/4) of the Directors in office, or at least ten percent (10%) of the ~~Active~~Voting Members.
  - ii. At least 1 week, or longer if specified by length or deadline by the vote announcement, shall have passed since the vote was opened, but no more than 3 months.
    - a. ~~A vote shall automatically pass and close if a majority of the Active Members vote positively.~~
  - iii. At least two-thirds (2/3) of the ~~Active~~Voting Members shall have properly submitted their votes<sup>2</sup>.
  - iv. A vote shall automatically pass and close if a majority of the Voting Members vote positively.
  - v. ~~An abstention shall count as having properly submitted a vote, but not as participation<sup>3</sup> in the vote.~~

**SECTION 10. MEMBER VOTING RIGHTS**

- A. All members shall have an equal right to voice their opinion.
- B. Only Core and Keyholder members are Voting Members.
- C. A member must be considered an Active Member to be considered a Voting Member.
- D. ~~Only Active Members shall be considered~~ Only Voting Members ~~and~~ may vote their preference or abstain from voting in the affairs of Make Lehigh Valley.
- E. Each Voting Member shall exercise only one vote for each decision before Make Lehigh Valley.

**SECTION 11. MEMBER PROXY RIGHTS**

- A. Each Active Member entitled to vote at an Annual or Special Membership Meeting shall have the right to do so in person or by one or more agents authorized by signed hard copy or email sent to both the agent(s) and the Secretary.
- B. Any proxy for a Vote of the Membership shall not be valid unless the proxy sets forth the general nature of the matter to be voted on.
- C. The proxy shall be valid until any of the following:
  - i. No proxy shall be valid after expiration of three (3) months.
  - ii. The maker of the proxy is no longer a Member due to non-payment of Dues at the time of the vote.
  - iii. It is revoked by the Member executing it, before the vote is cast under that proxy by
    - a. a writing delivered to the Board stating that the proxy is revoked, or
    - b. a subsequent proxy executed by that member and presented at the meeting, or

<sup>2</sup> Refer to Article III.Section 9.B.i

<sup>3</sup> ~~Refer to Article III.Section 9.B-~~



- c. that member's personal attendance and voting at the meeting
- D. Death or incapacity of the maker of the proxy shall not cause the proxy to be invalid.
- E. A proxy may not be irrevocable.

## **SECTION 12. KEYHOLDER ACCESS**

- A. Eligibility
  - i. Be a natural person at least eighteen (18) years of age.
  - ii. Be an active and supportive member for at least six (6) months.
- B. Gaining Keyholder Access
  - i. Complete and submit a Keyholder Access Application, as prescribed by the Board of Directors, accompanied by appropriate dues and or fees to the Board of Directors.
  - ii. Election for a Member to gain Keyholder Access shall be by a unanimous secret ballot vote of the Board of Directors at the next Board Meeting after application is fully processed.
    - a. If any votes are negative, a closed door discussion of the Board of Directors with others whom they may invite and a second secret ballot vote shall be held immediately.
  - iii. Upon successful or unsuccessful election of Keyholder Access, written notice shall be given to the member.
- C. Responsibilities
  - i. The responsibilities are outlined in the Keyholder Access Application as prescribed by the Board of Directors.
  - ii. Failure to meet responsibilities is cause for the Board of Directors to revoke Keyholder Access.

## **SECTION 13. NON TRANSFERABILITY OF MEMBERSHIP**

- A. No membership or right arising from membership shall be transferred.
- B. All membership rights cease on the member's death or incapacitation.

# **ARTICLE IV. BOARD OF DIRECTORS**

## **SECTION 1. BOARD**

- A. Subject to the provisions and limitations of the Pennsylvania Nonprofit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or Bylaws regarding actions that require approval of the membership, Make Lehigh Valley's activities, business, and affairs shall be managed and all powers<sup>4</sup> shall be exercised by or under the authority of the Board of Directors.
- B. The powers of Make Lehigh Valley shall be exercised by the Board of Directors by a majority vote of the total number of Directors in office except as otherwise authorized by statute, these Bylaws, or a resolution duly adopted by the Board.
  - i. Each Director shall have only one (1) vote<sup>5</sup> even if they hold more than one (1) Director office.
  - ii. A Director, when present for a vote of the Board of Directors, shall be presumed to have assented to the action taken unless his dissent is recorded.<sup>6</sup>
- C. The Board shall determine the budget for Make Lehigh Valley.
  - i. Directors and Officers shall submit proposed budgets to the Board at least 2 weeks before the last monthly Board Meeting of the Fiscal year.
  - ii. The budget shall be presented to and made available to the membership of Make Lehigh Valley.

## **SECTION 2. DIRECTORS<sup>7</sup>**

- A. The five (5) Directors of the Board of Directors shall hold the offices of President, Quartermaster, Treasurer, Secretary, and the Allentown Economic Development Corporation (AEDC) Representative.

<sup>4</sup> NPCL — [Title 15, §5502](#). General Powers.

<sup>5</sup> NPCL — [Title 15, §5729](#).(a) Voting rights of directors. General Rule.

<sup>6</sup> NPCL — [Title 15, §514](#). Notation of dissent.

<sup>7</sup> NPCL — [Title 15, §5732](#). Officers.

- i. Elected directors shall be granted Keyholder Access upon election for the duration of their service at no cost to the Director.
  - ii. In their areas of responsibility, Directors are expected to build consensus and work toward the goals of Make Lehigh Valley and its members.
  - iii. Except as stated in these Bylaws, a Director alone shall have no more power than a non-Director~~Board Member~~.
- B. President's Duties
- i. Be responsible for general supervision of the membership.
  - ii. Be ever watchful of its interests and its internal and external social and business relations.
  - iii. Enforce these Bylaws, state and federal laws, and regulations set by AEDC.
  - iv. Oversee all Directors, Officers, and Committees and see that they function properly and fulfill their functions.
  - v. Periodically review responsibilities, goals, actions, and plans of Directors and Officers and report to the Board of Directors.
  - vi. If confronted with an extraordinary situation, or a situation where action must be taken before contacting the Board or before a Board Meeting can be called, the President shall make policies or take action that is in the best interest of Make Lehigh Valley and to meet the objectives of Make Lehigh Valley. He must present in writing the actions taken at the earliest Board or Annual Meeting.
  - vii. Preside<sup>8</sup> at every Board, Special, and Annual meeting.
- C. Quartermaster's Duties
- i. In absence of the Secretary, assume the responsibilities and duties of the Secretary and shall act in that capacity.
  - ii. The Quartermaster is responsible for managing the safety, security and tidiness of the Space.
  - iii. The Quartermaster is responsible for the ordering of parts as supplies on a monthly basis.
  - iv. The Quartermaster is responsible for organizing regular cleanups.
  - v. The Quartermaster sets rules on how the Space is used and makes sure they are followed for safety and sanity.
  - vi. The Quartermaster shall keep an inventory of parts, tools, and equipment.
- D. Treasurer's Duties
- i. In absence of the President, assume the responsibilities and duties of the President and shall act in that capacity.
  - ii. The Treasurer is responsible for monitoring all financial assets of Make Lehigh Valley. This includes but is not restricted to:
    - a. keeping record of the organization's budget,
    - b. keep accurate records of all financial transactions in the books of account of Make Lehigh Valley,
    - c. draft the budget and keep on record a copy of the originally passed budget, the final budget at the end of term, and the total amounts spent.
    - d. make certain that all financial obligations of Make Lehigh Valley are met on time including but not limited to purchasing supplies, insurance, rent, utilities, and taxes.
    - e. preparing a financial report for each Board Meeting to keep the Board of Directors informed on the financial status of Make Lehigh Valley and present such to the Board.
    - f. send an itemized bill to persons, organizations, or companies as needed.
    - g. collect or see that the amount owed to Make Lehigh Valley is collected and to report delinquencies to the Board of Directors.
  - iii. make sure each Member and persons applying for membership understands the financial requirements and obligations required of them by Make Lehigh Valley.
- E. Secretary's Duties

<sup>8</sup> NPCL — Title 15, [§5709](#).(a) Conduct of members meeting, Presiding officer. See §5709 for authority.

- i. In absence of the Treasurer, the Secretary shall assume the responsibilities and duties of the Treasurer and shall act in that capacity.
  - ii. Shall keep records up to date and submit an annual report to the membership.
  - iii. Keep accurate notes and attendance of all Board and Annual Meetings.
  - iv. Publish and post the minutes and attendance of said meetings within 10 days after the meeting.
  - v. Post a calendar of events including but not limited to Make Lehigh Valley events.
  - vi. Assist the other Directors and Officers with all chapter correspondence.
  - vii. Maintain Membership Applications and member records.
  - viii. Maintain and update complete address, contact number, e-mail, and emergency contact records of Members.
- F. AEDC Representative's Duties
- i. Represent AEDC's interests.
  - ii. Communicate AEDC's requirements and requests to the Board of Directors.

### **SECTION 3. QUALIFICATIONS OF DIRECTORS**

- A. Must be a Basic or Keyholder Member.
- B. Be a natural person of full age.<sup>9</sup>
- C. No persons may be elected as a Director if they do not qualify.
- D. A single Director may hold more than one (1) Director office at a time.<sup>10</sup>

### **SECTION 4. ELECTION OF DIRECTORS**

- A. The AEDC Representative shall be the only director who is not elected to office by the Voting Members, but instead be selected by the Allentown Economic Development Corporation (AEDC).
- B. Term
  - i. Each Director shall serve from the end of the meeting at which they are elected and having accepted the office until the end of the meeting at which their successor is elected and accepts the office.
- C. Nomination
  - i. Nominations shall be opened two (2) Board meetings before the election is scheduled to occur.
  - ii. A Member may only nominate one person per position, but may second any number of people.
    - a. The Member may make another nomination for that position if the nominee declines.
  - iii. A nomination must be seconded by another member to be valid.
  - iv. Accepting the nomination before the election is acceptance of the position if elected.
  - v. A Member may be nominated to more than one position.
  - vi. If nomination of a position is declined, it may not be un-declined. However, the Member may be nominated for that position again.
  - vii. The Secretary shall accept electronic votes and shall also count the votes at the election.
    - a. If the Secretary is incapable a current Director or Officer who is capable shall be selected by the Board when Nominations are opened.
- D. Election
  - i. Final Nominations are called for, speeches heard (if requested), Voting conducted, and Vote Counting will be conducted for individual positions in the order as listed in Article IV.Section 2.A.
  - ii. Voting will be done by secret ballot.
  - iii. Votes will only be counted for properly nominated individuals.
  - iv. If a member is nominated and runs unopposed, they will be automatically elected without speeches, voting, nor counting.
  - v. Votes will be counted by the selected Director and one other Member who will assist the vote count who will be chosen at random from members present, not in the running, and able.
  - vi. Votes sent by email shall be:

<sup>9</sup> NPCL — [Title 15, §5722](#). Qualifications of Directors.

<sup>10</sup> NPCL — [Title 15, §5732](#). Officers. (a)...Any number of offices may be held by the same person...



- a. Sent to the selected Director via email.
- b. Written with the subject "MakeLV – [Position]" and have the full name of yourself and the Member you are voting for in the body.
- c. Read by both the Director and the Member assisting the count.
- d. A reply email shall be sent to confirm the vote was counted.
- vii. The result will be announced directly after counting. The count (number of votes for) will not be announced.
- viii. A majority is required to be elected. If no member receives a majority, voting will occur again, but the member with the least number of votes shall be removed from the ballot.
- ix. MLV has no duplicate positions at this time so cumulative voting will not be used.

## ARTICLE V. OFFICERS

### SECTION 1. OFFICERS

- A. The Officers shall be Chief Technology Officer, Publicist, Event Coordinator, and Parliamentarian or as prescribed by the Board of Directors.
- B. Chief Technology Officer's Duties
  - i. The Chief Technical Officer is responsible for ensuring the maintenance and consistency of the technological infrastructure as needed by make Lehigh Valley. This includes, but is not limited to, the website and internal network of the physical space.
  - ii. Maintain computers for general use and access
  - iii. Maintain computer equipment such as printers, scanners, servers, etc.
  - iv. Provide members with instructions and or assistance in using Make Lehigh Valley's equipment
- C. Marketing's Duties
  - i. Ensures that Make Lehigh Valley maintains a positive presence on and off line.
  - ii. New member outreach
  - iii. Assist with the coordination of Make Lehigh Valley's community relations
  - iv. Assist with the coordination of Make Lehigh Valley's participation in events
  - v. Assist in the management of Make Lehigh Valley's social internet properties
  - vi. Communicates with newspapers, blogs, and other publications
  - vii. Posts related links to various link aggregation and social networking sites
  - viii. Gives tours of the space, and can direct questions to an appropriate individual, including management
  - ix. Probe members about projects, photos, and videos to post.
  - x. Help members and teachers create events.
  - xi. Conduct periodic planning meetings to delegate individual events to responsible members.
  - xii. Establish best-practices for holding events and inform members on where to find this information.
  - xiii. Be responsible for ensuring the quality of events being held.
- D. Parliamentarian's Duties
  - i. Ensure compliance with these Bylaws and parliamentary proceedings at all meetings.
  - ii. Take charge of the revision and maintenance of these Bylaws.
  - iii. Examine all proposed amendments before they may be voted upon by the membership in order to determine their probable effects.
- E. Safety Officer
  - i. Ensure safety equipment is available and in good working order.
  - ii. Develop and maintain a member safety training regimen.

### SECTION 2. QUALIFICATIONS OF OFFICERS

- A. Must be a Member or Voting Member.
- B. Any Officer may be, but is not required to be, a Director.
- C. Any Officer may hold more than 1 Officer office.

**SECTION 3. OFFICERS**

- A. Shall attend Board Meetings and give monthly reports.
- B. An Officer must not be remunerated for being or acting as an Officer but
  - i. An Officer must be reimbursed for all expenses necessarily and reasonably incurred by the Officer while engaged in the affairs of Make Lehigh Valley.
  - ii. Make Lehigh Valley may provide insurance and indemnity as permitted by law.

**SECTION 4. ELECTION OF OFFICERS**

- A. Officers shall be nominated by the President and elected by the Board of Directors at the first Board Meeting following the election of the Board of Directors.
- B. Each Officer shall serve from the end of the meeting at which they are elected and accept the office until the end of the meeting at which their successor is elected and accept the office.

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**ARTICLE VI. VACANCIES**

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**SECTION 1. VACANCIES**

- A. A vacancy or vacancies on the Board of Directors or Officer office shall occur in the event of
  - i. the death, removal, or resignation of any Director or Officer;
  - ii. the declaration by resolution of the Board of Directors to remove a Director or Officer who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached or failed to perform the duties of an officer in accordance with the standard of conduct contained in Section §5712<sup>11</sup> of the Act and any amendments and successors acts thereto;<sup>12</sup>
  - iii. a Vote of the Membership or a vote of two-thirds of all other directors to remove a Director;
  - iv. a Vote of the Membership or a vote of the Board of Directors to remove an Officer;
  - v. the increase of the number of directors by a Vote of the Membership; or
  - vi. the failure of the members at the Annual Meeting to elect the Directors.

**SECTION 2. RESIGNATION**

- A. Any Officer or Director may resign such position at any time by written notice to the Board.
- B. Such resignation shall take effect from the time of its receipt by the Board, unless some later time may be fixed in the resignation.
- C. Acceptance by the Board shall not be required to make a resignation effective.

**SECTION 3. FILLING VACANCIES**

- A. If the position of any Officer becomes vacant the Board of Directors may elect a successor who shall hold office for the unexpired term.
- B. If the position of any Director becomes vacant, by an increase in the number of Directors, or by reason of Death, resignation, disqualification, or otherwise, the successor shall be elected by Article III. Section 9. Vote of the Membership.

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**ARTICLE VII. COMMITTEES**

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**SECTION 1. FORMATION AND DISSOLUTION OF COMMITTEES**

- A. The Board of Directors may, by adoption of a resolution, establish one (1) or more committees to consist of one (1) or more members of Make Lehigh Valley.

**SECTION 2. POWERS AND RESPONSIBILITIES**

- A. Committees shall have such functions and may exercise such power of the Board of Directors as can lawfully be delegated, and to the extent provided in the resolution or resolutions creating such committee or committees.

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<sup>11</sup> NPCL — [Title 15, §5712](#). Standard of care and justifiable reliance.

<sup>12</sup> NPCL — [Title 15, §1726](#). Removal of directors

- B. The committees of Make Lehigh Valley shall keep regular minutes of their proceedings, and report these minutes to the Board of Directors when required.

### SECTION 3. AUDIT COMMITTEE

- A. The Board of Directors or outside professional service designated by the Board of Directors shall review the books (receipts, hours, IRS form 950, etc.). All reviews required for non-profit status shall be also completed.

## ARTICLE VIII. MEETINGS

### SECTION 1. BOARD MEETING

- A. Shall be held at least monthly and as otherwise determined by the Board.
- B. Meetings may be called by the President or by one-third (1/3) of the Board.
- C. Prior Notice
  - i. At least fourteen (14) days notice shall be given for a meeting excepting:
    - a. At least five (5) days notice shall be given for a rescheduled meeting due to a lack of quorum.
    - b. At least twenty (20) hours notice shall be given for a meeting to deal with extraordinary matters and where only those matters listed in the announcement may be addressed.
- D. Board votes may not be made by proxy. Directors must attend the Board Meeting, either in person or remotely by Article VIII. Section 6. Remote Attendance.
- E. Quorum for the Board Meeting shall be a majority of the current Directors.<sup>13</sup>
  - i. Every action taken or decision made at a duly held meeting at which a quorum is present shall be an act of the Board if by a majority of the total number of Directors in office, except when otherwise specified in these Bylaws.
  - ii. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors from that meeting, if any action taken or decision made is approved by at least a majority of the total number of Directors in office.
  - iii. In absence of a quorum, no formal action or business shall take place except to adjourn the meeting to a subsequent date, time, and place by a majority of the Directors present.
- F. The President shall preside over Board Meetings.

### SECTION 2. ANNUAL MEETING

- A. An annual meeting of Members shall be held in the month of May at the Space.
- B. The Board of Directors shall fix the date and time which shall be announced no later than the February Board Meeting.
  - i. The date, time, and location can be changed by the procedures for a Vote of the Membership, as defined in these bylaws.
- C. Annual Meetings of the Members exist in order to:
  - i. comply with (*expected future*) legal requirements<sup>14</sup>
  - ii. elect the Directors,
  - iii. review and vote on the standing Rules and Policies of Make Lehigh Valley,
  - iv. receive reports on the budget and activities of Make Lehigh Valley,
  - v. approve the budget and determine the direction of Make Lehigh Valley in the coming year,
  - vi. review and vote on the amount, payment period, due date and acceptable methods for collection of Dues as outlined in Article III. Section 4.B.i.
  - vii. update these Bylaws, and
  - viii. any other issues that a Member has placed before the membership to be discussed at the annual meeting, pursuant to the proposal and voting rules stated in these Bylaws for Votes of the Membership.
- D. Quorum for the Annual Meeting shall be ~~one-half (1/2)~~ a majority of the Voting Members.

<sup>13</sup> NPCL — [Title 15, §1727](#). Quorum of and action by directors.

<sup>14</sup> NPCL — [Title 15, §5110](#). Annual report.

- i. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
- E. The President shall preside over the Annual Meeting.

### **SECTION 3. COMMITTEE MEETING**

- A. Meetings of committees should be held once a month at a regularly scheduled time.
- B. Meetings of committees may be held without notice at such time and place as prescribed by the committees.
- C. A member of the committee shall take minutes at each meeting and submit a copy to the Secretary to be posted for the membership.

### **SECTION 4. SPECIAL MEMBERSHIP MEETING**

- A. The President, Board of Directors, or 10% or more of the Active Members, may call for a special meeting by written notice of the Membership for any lawful purpose.
  - i. The Special membership Meeting shall be announced via the Mailing List specifying the general nature of the business proposed to be transacted.
  - ii. The meeting date shall be at least twenty (20) but no more than ninety (90) days after announcement.
  - iii. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a Special Membership Meeting may be held when the meeting is called by the Board.
  - iv. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.
  - v. The meeting shall be held at the Space or other location approved by at least a majority of the Active members.
- B. A member must be designated to take minutes which must be typed and posted to the Mailing List.
- C. A Special Meeting may be conducted at any time or place there are two thirds (2/3) of the Voting Members Present without giving any advance notice.
  - i. To pass motions at an unannounced meeting, a majority of all Voting Members is required.

### **SECTION 5. ALL MEMBER MEETINGS**

- A. The chairman may vote, as appropriate, in any vote at a meeting they are chair of.

### **SECTION 6. REMOTE ATTENDANCE**

- A. One or more Members may participate in a meeting by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other.<sup>15</sup>
- B. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

### **SECTION 7. NOTICE OF MEETINGS**

- A. Additional requirements for the Notice of Meeting are prescribed above per the type of meeting.
- B. Notice of meetings may be given personally, by email, or any other means reasonably calculated to provide actual notice to all Members.
  - i. Notice sent to the membership via the Mailing List shall be considered a reasonable method to provide actual notice to all members and shall be deemed to be written notice to every member of record entitled to all Voting Members and to every person otherwise entitled to notice.
- C. The notice shall specify the place, day, hour and nature of the business to be transacted by the members at the meeting.
- D. When any meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which the adjournment is taken<sup>16</sup> and public announcement via the Mailing List.

<sup>15</sup> NPCL — Title 15, [§5708](#). Use of conference telephone and similar equipment.

<sup>16</sup> NPCL — [Title 15, §5702](#).(b) Manner of giving notice, Adjourned meetings of members.

- i. At the adjourned meeting any business may be transacted that might have been transacted at the original meeting.
- E. If no email Mailing List is established for more than thirty (30) days, notice may be given to all members via their respective individual email addresses via BCC.
- F. Whenever any written notice is required to be given a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice.<sup>17</sup>
  - i. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.
  - ii. Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

## SECTION 8. UNANIMOUS CONSENT IN LIEU OF BOARD MEETING

- A. Any action, which may be taken at a Board Meeting, may be taken without a meeting, if a consent or consents in writing setting forth the action so taken is conducted as follows.<sup>18</sup>
  - i. Each individual Director shall consent by replying to all other Directors via email indicating consent with “yay” with copy of the action to be taken.
  - ii. To pass said action: ~~the vote must be unanimously consenting and all Directors must have properly submitted their vote.~~
    - a. All Directors were properly notified by the same email stating the action to be taken AND
    - b. All votes must be positive and at least 4/5 of the total number of Directors must have voted AND
    - c. Either all Directors must have voted or 36 hours have passed since the vote was opened.
- B. Any action so taken shall be clearly stated, filed with the Secretary, and announced on the Mailing List.

## ARTICLE IX. BOOKS, RECORDS, AND REPORTS

### SECTION 1. ANNUAL REPORT

- A. The Board shall annually present a report to the members<sup>19</sup> not later than 3 months after the close of each fiscal year.
  - i. The report shall be verified by an independent accountant's report or, if none, the certificate of the President and Treasurer or by a majority of the Directors that such statements were prepared without audit from Make Lehigh Valley's books and records.
- B. The report shall show the following in appropriate detail<sup>20</sup> for the fiscal year or as of the end of the fiscal year immediately preceding the date of the report:
  - i. The assets and liabilities, including any trust funds;
  - ii. The principal changes in assets and liabilities, including any trust funds;
  - iii. The revenue or receipts, both unrestricted and restricted to particular purposes, including separate data with respect to each trust fund held by or for Make Lehigh Valley;
  - iv. The expenses or disbursements of Make Lehigh Valley, for both general and restricted purposes, including separate data with respect to each trust fund held by or for Make Lehigh Valley;
  - v. The number of members as of the date of the report, together with a statement of increase or decrease in such number and a statement of the place where the names and addresses may be found;
  - vi. An Annual Statement of Certain Transactions and Indemnifications

<sup>17</sup> NPCL — [Title 15, §5705](#). Waiver of notice

<sup>18</sup> NPCL — [Title 15, §1727](#). (b) Quorum of and action by directors. Action by consent.

<sup>19</sup> NPCL — [Title 15, §5553](#). (a) Annual report of directors, Contents.

<sup>20</sup> NPCL — [Title 15, §5553](#). (a)(1-5) Annual report of directors, Contents.



- a. As part of the annual report to all members, or as a separate document if no annual report is issued, Make Lehigh Valley shall, within 120 days after the end of the fiscal year, annually prepare and mail, deliver, or send by electronic transmission to each Member and furnish to each Director a statement of any transaction or indemnification of the following kind:
  - 1. Any transaction
    - A. in which the corporation, or its parent or subsidiary, was a party,
    - B. in which an "interested person" had a direct or indirect material financial interest, and
    - C. which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either
      - 1. any Director or Officer of Make Lehigh Valley, its parent or subsidiary (but mere common directorship shall not be considered such an interest); or
      - 2. any holder of more than 10 percent of the voting power of Make Lehigh Valley, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.
  - 2. Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director of Make Lehigh Valley under Article X Indemnification of these bylaws, unless that indemnification has already been approved by the members.
- vii. A copy of these Bylaws;
- C. The included financial statements shall be prepared from and in accordance with the books of Make Lehigh Valley, and in conformity with the requirements of a 501(c)(3) corporation and applied on a consistent basis.
- D. If the Board approves, the Annual Report and any accompanying material sent pursuant to this section may be done so by electronic transmission.
- E. The report shall be filed with the minutes of the meetings of the members.<sup>21</sup>

## **SECTION 2. PERMANENT RECORDS**

- A. Make Lehigh Valley shall keep the following required records secured at the Space:
  - i. Minutes of proceedings of the members, Directors, and any other body.
  - ii. A membership register, giving the names and addresses of all members and their class and other details of the membership of each.
  - iii. Appropriate, complete, and accurate books or records of account
- B. Any such records shall be in hard copy form or in a form capable of being converted into hard copy.

## **SECTION 3. INSPECTION OF RECORDS**

- A. Member's Right to Inspect<sup>22</sup>
  - i. Every member shall, upon written verified demand stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the Permanent Records listed in Article IX. Section 2. and to make copies or extracts therefrom.
  - ii. A proper purpose shall mean a purpose reasonably related to the interest of the person as a member.
  - iii. In every instance where an attorney or other agent is the person who seeks the right of inspection, the demand shall be accompanied by a verified power of attorney or other writing that authorizes the attorney or other agent to so act on behalf of the member.

<sup>21</sup> NPCL — [Title 15, §5553](#). (b) Annual report of directors, Place of filing.

<sup>22</sup> NPCL — [Title 15, §5508](#). Corporate records; inspection by members.

- iv. The demand shall be directed to the Secretary who shall copy the request to all Directors and reply to the demand within five business days after the demand has been made.
- v. The Secretary may refuse if he believes the inspection sought is not for a proper purpose
- B. Director's Right to Inspect<sup>23</sup>
  - i. Every Director, in person or by any attorney or other agent, at any reasonable time, shall have the right to inspect and copy corporate books, records and documents and, in addition, to inspect, and receive information regarding, the assets, liabilities and operations of Make Lehigh Valley and any subsidiaries incorporated or otherwise organized or created under the laws of this Commonwealth that are controlled directly or indirectly by Make Lehigh Valley.
  - ii. Every Director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.
- C. If any member's information, except their name, is released to any person or entity, except a Director, as required by law or these Bylaws, the member will be notified in writing of what information was released, to whom, and for what reason.

## ARTICLE X. INDEMNIFICATION

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### SECTION 1. GENERAL RULE

- A. A Director shall not be personally liable for monetary damages as Director for any action taken, or any failure to take action, unless<sup>24</sup>:
  - i. the Director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in [Title 15](#) Section [§5712](#) of the Act and any amendments and successors acts thereto; and
  - ii. the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness; provided, however, the foregoing provision shall not apply to:
    - a. the responsibility or liability of a Director pursuant to any criminal statute or
    - b. the liability of a Director for the payment of taxes pursuant to local, state, or federal law.

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<sup>23</sup> NPCL — [Title 15, §5512](#).(a)(1) Informational rights of a director, General Rule.

<sup>24</sup> NPCL — [Title 15, §513](#). Personal liability of directors.

**SECTION 2. INDEMNIFICATIONS**

- A. Make Lehigh Valley shall<sup>25</sup> indemnify any officer or Director 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, Make Lehigh Valley) by reason of the fact that such person is or was a representative of Make Lehigh Valley, against expense (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of Make Lehigh Valley, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of Make Lehigh Valley, indemnification shall not be made under this section in respect to any claim, issue or matter as to which the person has been adjudged to be liable to Make Lehigh Valley unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of Make Lehigh Valley is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

**SECTION 3. PROCEDURES<sup>26</sup>**

- A. Unless ordered by a court, any indemnification under Article X. Section 2. Indemnifications or otherwise permitted by law shall be made by Make Lehigh Valley only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:
- i. by the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the action or proceeding;
  - ii. if such quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or
  - iii. by the Members.

**SECTION 4. ADVANCEMENT OF EXPENSES<sup>27</sup>**

- A. Expenses incurred by a person entitled to indemnification pursuant to this Article or otherwise permitted by law in defending a civil or criminal action, suit or proceeding, may be paid by Make Lehigh Valley 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 be ultimately be determined that such person is not entitled to be indemnified by Make Lehigh Valley.

**SECTION 5. CONTINUING RIGHT TO INDEMNIFICATION**

- A. The indemnification and advancement of expenses provided pursuant to the Article shall continue as to any person who has ceased to be an officer or Director of Make Lehigh Valley and shall inure to the benefit of the heirs, executors and administrators of such person.

**SECTION 6. OTHER RIGHTS**

- A. This Article shall not be exclusive of any other right which Make Lehigh Valley may have to indemnify any person as a matter of law.

<sup>25</sup> NPCL — [Title 15, §5743](#). Mandatory indemnification

<sup>26</sup> NPCL — [Title 15, §5744](#). Procedure for effecting indemnification.

<sup>27</sup> NPCL — [Title 15, §5745](#). Advancing expenses.

## ARTICLE XI. CONFLICT OF INTEREST

### SECTION 1. MATTER PENDING BEFORE THE BOARD

- A. Any member of the Board who has a financial, personal, official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse their self and will vacate their seat in regards to the matter and refrain from discussion and voting on said item.

## ARTICLE XII. AMENDMENTS

### SECTION 1. ADOPTION, AMENDMENT, AND REPEAL OF BYLAWS

- A. These Bylaws shall only be adopted, amended, and repealed by a Vote of the Membership except where these Bylaws state otherwise.<sup>28</sup>

### SECTION 2. PROPOSING CHANGES TO THESE BYLAWS

- A. Any member may propose changes to these Bylaws.
- B. Proposed changes must be submitted to the Board and a copy made available to the membership with notice via the Mailing List at least twenty (20) days prior to the ~~meeting~~ Annual, Board, or Special Membership Meeting at which they will be presented, ~~and discussed, and revised as appropriate.~~
- C. Only after ~~discussion at an Annual, Board, or Special Membership Meeting~~ said discussion may a Vote of the Membership be called to adopt, amend, or repeal these Bylaws.

## ARTICLE XIII. MISC

### SECTION 1. FISCAL YEAR

- A. The fiscal year of Make Lehigh Valley shall be the period selected by the Board of Directors as the tax year of Make Lehigh Valley for federal income tax purposes.

### SECTION 2. REMUNERATION

- A. A Director nor Officer must not be paid for being or acting as a Director or Officer but
  - i. A Director or Officer must be reimbursed for all expenses necessarily and reasonably incurred by the Director or Officer while engaged in the affairs of Make Lehigh Valley.
  - ii. Make Lehigh Valley may provide insurance and indemnity as permitted by law.
  - iii. Make Lehigh Valley may advance money to a Director or Officer for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or officer would be entitled to reimbursement for such expenses.

### SECTION 3. CORPORATE SEAL

- A. The Board of Directors may adopt, use, and modify a corporate seal. Failure to affix the seal to corporate documents shall not affect the validity of such documents.
- B. The corporate seal may be affixed and attested, but the affixation or attestation of Make Lehigh Valley's seal shall not be necessary for the due execution of any filing under Title 15.<sup>29</sup>

### SECTION 4. INSURANCE

- A. Make Lehigh Valley shall have the right, and shall use its best efforts, to purchase and maintain to the full extent permitted by law on behalf of its Directors, Officers, employees, and other agents, to cover any liability asserted or incurred in such a capacity arising from their status as such.

<sup>28</sup> NPCL — [Title 15, §5504](#). Adoption, amendment and contents of bylaws.

<sup>29</sup> NPCL — [Title 15, §5109](#). Execution of documents.

**SECTION 5. DEDICATION OF ASSETS**

- A. Make Lehigh Valley's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of Make Lehigh Valley, on dissolution or otherwise, shall benefit any private person or individual, or any Director or Officer. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of Make Lehigh Valley shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3) and has similar purpose and goals as Make Lehigh Valley.

**SECTION 6. CONSTRUCTION AND DEFINITIONS**

- A. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Pennsylvania Nonprofit Corporation Law<sup>30</sup> shall govern the construction of these Bylaws.
- B. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

**SECTION 7. SEVERABILITY**

- A. State and Federal laws supersede these Bylaws of Make Lehigh Valley.
- B. If there is a conflict between any provision of these Bylaws and the applicable legislation of the Federal Government or Commonwealth of Pennsylvania (the 'Act'), the Act will prevail and such provisions of these Bylaws will be amended or deleted as necessary in order to comply with the Act. Further, any provisions that are required by the Act are incorporated into these Bylaws.
- C. In the event that any of the provisions of these Bylaws will be held to be invalid or unenforceable in whole or in part, those provisions to the extent enforceable and all other provisions will nevertheless continue to be valid and enforceable as though the invalid or unenforceable parts had not been included in these Bylaws and the remaining provisions had been executed by Make Lehigh Valley subsequent to the expungement of the invalid provision(s).

**SECTION 8. CERTIFICATION**

- A. This shall certify that the attached is a true and correct copy of the Bylaws of Make Lehigh Valley, and that such Bylaws were duly adopted by Make Lehigh Valley and approved by the Voting Members. Note: This recital of the means of adoption may vary depending on the circumstances

\_\_\_\_\_  
President      signature

\_\_\_\_\_  
print name

\_\_\_\_\_  
date

\_\_\_\_\_  
Secretary      signature

\_\_\_\_\_  
print name

\_\_\_\_\_  
date

<sup>30</sup> NPCL — [Title 15](#) of the Pennsylvania Consolidated Statutes [§5101—§6162](#) (the Nonprofit Corporation Law of 1988)