

BY-LAWS
ASSOCIATION FOR THE HABILITATION AND EMPLOYMENT
OF THE DEVELOPMENTALLY DISABLED

Article I

General

Section 1. Corporate Name - The name of this corporation shall be the AHEDD

Section 2. Purposes - The purposes of AHEDD are:

- a) To upgrade the vocational training programs and employment opportunities for persons with disabilities in a cooperative effort with public and private habilitation agencies, business and/or labor.
- b) To promote a better understanding by the public, business, and general community of the employment potentials of persons with disabilities.
- c) To improve the skills of professionals engaged in the training and/or job placement of persons with disabilities.
- d) To aid and encourage the utilization of community resources in the development and improvement of community Integrated employment opportunities for persons with disabilities.
- e) To ensure that persons with disabilities maximize their opportunities under federal/state affirmative action/non-discrimination laws.
- f) To serve as a clearinghouse for the gathering, development and dissemination of information regarding employment opportunities for persons with disabilities and to serve as a resource to agencies/individuals who are also seeking to make further advancements in this field.
- g) To solicit, receive, invest and expend funds for the accomplishment of the above purposes.

Section 3. Political Action - AHEDD shall not support any political party or candidate for public office and shall take no position on matters of governmental policy other than those relevant to its purposes.

Section 4. Address - The official address of AHEDD shall be within the greater Harrisburg area.

Section 5. Non Profit Status - AHEDD shall be a non profit 501(c)(3) corporation.

Section 6. Recruitment & Services - AHEDD will not discriminate in its hiring practices or in the provision of services based on race, color, religion, ancestry creed, sex, age or disability.

Article II

Directors

Section 1. Authority - The Board of Directors of AHEDD shall manage its affairs. The Board shall have all authority which is reasonably necessary or proper in order to carry out its responsibilities.

Section 2. Members of the Board - The Board of Directors shall consist of a maximum of 15 voting members.

Section 3. Selection of Board Members - New members of the Board of Directors will be selected by the then existing Board upon a majority vote of those members of the Board present and voting.

Section 4. Vacancies - The Board of Directors will have the authority to fill any vacancy(cies) on the Board by a majority vote of the remaining Board members. The new Director so elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

Section 5. Terms of Board Members - All Board members will serve a three-year term and will hold office for the term for which elected and until a successor has been selected and qualified.

Section 6. Meetings - The Board of Directors shall meet no less than two (2) times per year, one of these to be known as its annual meeting. The day and place of the meeting will be designated by the Chairman.

Section 7 Special meetings - Special meetings of the Board will be held at the call of the Chairman at the time and place designated by the Chairman. It shall be the duty of the Chairman to call special meetings upon the request of one-third of the Directors.

Section 8. Quorum - The presence of a majority of the Board of Directors shall constitute a quorum for the transaction of business. Each member of the Board of Directors shall have one vote.

Section 9. Notice of Meetings - Notice of regular and special meetings of the Board of Directors shall be given to each Director by written notice at least five (5) days prior to the meeting. Written notice may be provided by 1st class mail, fax, or personal delivery.

Section 10. Liability - 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:

- 1) the Director has breached or failed to perform the duties of his office in good faith, in a manner he reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances; and
- 2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 11. Removal of Officer(s) - Any officer elected or appointed to office may be removed by a majority of the Directors in Office whenever in their judgment the best interests of this Corporation will be served. However, such removal will be without prejudice to any contract rights of the Officer so removed.

Section 12. Election of Officers - Officers of the Corporation shall be elected at the Annual meeting of the Board of Directors and shall take office officially at the beginning of the Corporation's fiscal year.

Article III

Officers

Section 1. Designation - The officers of the corporation shall consist of a Chairman, Vice Chairman, Secretary, Treasurer, and President.

Section 2. Election of Officers - The Chairman, Vice Chairman, Secretary, Treasurer and President shall be elected by the Board of Directors for a term of one year. If the office of any officer becomes vacant for any reason(s), the vacancy(ies) shall be filled by the Board of Directors by a majority vote of those members present and voting at any regular or special meeting.

Section 3. Duties - The Chairman shall preside at all meetings of the Board of Directors, and shall perform such other duties as may from time to time be requested by the Board of Directors.

The Vice-Chairman of the Board of Directors shall preside at meetings of the Board of Directors in the absence of the Chairman and shall perform such other duties as may from time to time be requested by the Board of Directors.

The Secretary shall attend all meetings of the Board of Directors and shall record all votes of the Directors and minutes of the meetings of the Board of Directors and of the Committees of the Board of Directors in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the corporation as required by law; and in general, shall perform all duties incident to the office of secretary, and such other duties as may from time to time be assigned by the Board of Directors.

The Treasurer shall have or provide for the custody of the funds or the other property of the corporation; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the corporation; shall deposit all funds in his or her custody treasurer in such banks or other places of deposit as the Board of Directors may from time to time designate; shall, whenever so required by the Board of Directors, render an account showing all transactions as treasurer and the financial condition of the corporation; and, in general, shall discharge such other duties as may from time to time be assigned by the Board of Directors.

The President shall be the Chief Executive Officer of the Corporation and shall have general supervision over the business and operations of the corporation, subject however, to the control of the Board of Directors. The President shall sign, execute, and

acknowledge, in the name of the corporation, deeds, mortgages, contracts, or other instruments authorized by the Board of Directors, excepting cases where the signing and execution thereof shall be expressly delegated by the President and/or the Board of Directors or by these by-laws, to some other officer or agent of the corporation; and, in general, shall perform all duties incident to the Office of President and such other duties as from time to time may be assigned by the Board of Directors.

Article IV

Financial Matters

Section 1. Fiscal Year - The fiscal year of the Corporation shall begin July 1 and end on June 30th.

Section 2. Bonding - Each officer or employee of AHEDD whose work involves handling of money shall be bonded in such amounts as may from time to time be determined by the Board of Directors.

Section 3. Audit - The financial records of the Corporation shall be audited as required by public and private organizations and/or agencies with whom AHEDD contracts. Upon the completion of the fiscal year, the Corporations entire financial records will be audited and at such times as may be requested by formal action of the Board of Directors. All audits of the Corporations financial records will be performed by a Certified Public Accountant.

Section 4. Disbursement of Funds - The disbursement of funds of AHEDD shall be made on the basis of checks which shall be countersigned by such officers or employees as the Board may from time to time appoint.

Article V

Executive Committee

Section 1. Authority - The Executive Committee shall have the same responsibilities and authority as the Board of Directors between meeting of the Board, provided the Executive Committee shall take no action which is inconsistent with any action previously taken by the current Board of Directors.

Section 2. Members - The Executive Committee shall consist of the officers of AHEDD.

Section 3. Voting - At meetings of the Executive Committee, each member of the Committee shall have one vote. A quorum for meetings of the Executive Committee shall consist of at least four (4) of the members of the Executive Committee.

Article VI

Committees

There shall be such committees as may from time to time be determined by the Chairman with the advice and consent of the Board of Directors. All committee members shall be appointed by the Chairman and he or she shall determine the chairperson of each committee.

Article VII

Dissolution

In the event of the dissolution of this corporation, all of its assets of every nature whatsoever remaining after payment of its liabilities and of necessary costs and expenses and dissolution proceedings shall be distributed and paid out by this corporation to such other corporation or corporations engaged in charitable, educational or scientific work consistent with the purposes of this corporation as determined by the Board of Directors holding office immediately prior to the commencement of dissolution proceedings.

None of the said assets shall ever inure to the benefit of any employee, director, or officer of this corporation.

Article VIII

Miscellaneous

Section 1. Conflicts of Interest - No employee of AHEDD with the exception of the President shall serve as an officer and/or board member. All officers, board members, or committee members shall fully disclose all conditions which may create a

conflict of interest. A conflict of interest shall exist whenever an individual has an interest in a decision which actually does or presumably might create a bias or prejudice or inure to the benefit of the individual. The restrictions contained herein relating to officers, board members, committee members and employees shall be equally applicable to their spouses, children, and parents. The President shall not participate in a vote relating to his/her appointment, dismissal, salary, or benefits.

Section 2. Amendments - These bylaws may be amended, revised or repealed at any regular or special meeting of the Board of Directors provided written notice of such proposed amendment, repeal, or change shall be given as required in Article II, Section 9. An affirmative vote by two-thirds of the members present and voting, shall be necessary to amend, repeal or change the bylaws.

Article IX

Indemnification

Section 1.

a) Subject to the limitations hereinafter set forth, the Corporation shall indemnify each director, officer, employee or agent of the Corporation and his heirs, executors or administrators, to the fullest extent permitted by law, against all judgments, fines, liabilities, and reasonable expenses (including, but not limited to, court costs, attorneys' fees and any amount paid in any settlement), which were incurred or expended in connection with any claim, suit, action or proceeding, whether civil, criminal, administrative or investigative in which he was involved because of anything he may have done or omitted to do as a director, officer, employee or agent of the Corporation-- but as to employees and agents, such Indemnification shall be made only if a Determination is made as hereinafter provided. Such indemnification shall not impair any other right any such person may have.

b) Said indemnification as to employees and agents may be made only if a Determination has been made, with the advice of Counsel for the Corporation, by members of the Board of Directors not involved in the claim or proceeding, or by a disinterested person or persons named by said members of the Board of Directors not involved in the claim or proceeding, or by independent legal counsel in a written opinion:

- 1) that the employee or agent acted or failed to act in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, and

- 2) that the amount of the proposed indemnification is reasonable, and
 - 3) that the proposed indemnification is just and proper and can be legally made by the indemnification shall be made by the Corporation in an amount stated in the Determination.
- c) The Indemnification provided for herein shall be available so long as the act or failure to act giving rise to the claim for indemnification is not determined by a court to have constituted willful misconduct, recklessness or self dealing.

Section 2. INSURANCE OR INDEMNIFICATION FUND. The Corporation shall have the power to buy and maintain insurance and to establish and fund a self-insurance indemnification reserve fund on behalf of the directors, officers, employees and agents of the Corporation and a person serving at the request of the Corporation as a director, officer, employee or agent of another organization, against liability incurred in any such capacity, or arising out of his status as such.

Section 3. VALIDITY. The invalidity of any portion of this Article IX shall not affect the validity of the remainder hereof.

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¹Last Amended January 20, 1995