

AIDSNET
BYLAWS

ARTICLE I - NAME

1.1 The name of this organization shall be AIDSNET.

ARTICLE II - ORGANIZATION

2.1 The organization shall be a voluntary, not for profit corporation incorporated under the laws of the Commonwealth of Pennsylvania and dedicated to HIV/AIDS related services and activities in Berks, Carbon, Lehigh, Monroe, Northampton and Schuylkill Counties.

ARTICLE III - PURPOSE
MISSION

3.1 AIDSNET builds healthier communities by planning and funding HIV/AIDS care and prevention services.

ARTICLE IV - LEADERSHIP

A Board of Directors shall govern this organization. All shall serve without compensation. The Board shall insure that the corporation does not engage in any activity that will jeopardize the corporation's federal tax exemption and will not attempt to influence legislation except as permitted in Section 501 or any succeeding or related section of the Internal Revenue Code. The Board assumes full responsibility and authority for the overall management of the organization. The Board is responsible for providing overall guidance, direction and monitoring for the completion of regional goals as well as review and approval of the organization's budget and fiscal management.

4.1 Number, Election, Eligibility and Terms of Membership

(a) The Board of Directors shall consist of no less than three or more than twenty-five voting members.

(b) Each Director shall hold office for a term of four (4) years, and may succeed himself/herself for one additional consecutive term of four years. Any Director who has served two consecutive full four-year terms shall be ineligible for re-election for at least one year. However, the Board of Directors reserves the right to extend the second consecutive four-year term of a Director on a case-by-case basis. Persons who are employed by the Corporation are not eligible for membership on the Board of Directors until their association in that capacity has been terminated for three months.

(c) Any vacancy or vacancies in the Board because of death, resignation, removal in any manner, disqualification, an increase in the number of Directors, the expiration of a prior Director's eligibility or any other reason may be filled by a majority of the remaining members of the Board, though less than a quorum, at any regular or special meeting; and each person so elected shall be a

Director to serve for a full term of four years from the date of appointment.

(d) All members of the Board shall serve without compensation other than reasonable reimbursement for occasional out-of-pocket expenses as determined by the Board. Members of the Board can request reimbursement for mileage at the current approved rate for travel to Board and Committee meetings.

(e) No person shall be eligible to serve as a Director if such person is also employed by or serves on the Board of Directors of any organization funded by AIDSNET.

(f) AIDSNET will endeavor to constitute the Board of Directors in such a way as to assure reasonable representation consistent with the current regional demographics of the disease while addressing concerns of all those affected in a culturally competent manner.

4.2 Powers

(a) The Board shall have full power to conduct, manage and direct the business and affairs of the Corporation; and all powers of the Corporation are hereby granted to and vested in the Board.

4.3 Meetings

(a) Meetings of the Board may be held at such place within or without Pennsylvania as the Board may from time to time appoint or as may be designated in the notice of the meeting. The Board may meet through telephone or other electronic devices as long as all members can communicate with one another.

(b) Regular Meetings. Regular meetings of the Board shall be held at such time and place as shall be designated from time to time by resolution of the Board. If the date fixed for any such regular meeting be a legal holiday under the laws of the State where such meeting is to be held, then the same shall be held on the next succeeding business day, not a Saturday, or at such other time as may be determined by resolution of the Board. At such meetings, the Board shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given unless otherwise required by law or these By-Laws.

(c) Special Meetings. Special meetings of the Board shall be held whenever called by the Chair or by a majority of the Directors then in office. Notice of such meeting shall be given to each Director by telephone or in writing via email at least three days immediately preceding the date of such meeting. However, if an issue arises that must be addressed immediately, the three days' prior notice requirement is waived.

(d) A quorum shall consist of no fewer than three voting members who are in attendance. However, in lieu of a third voting member, the Executive Director's attendance shall constitute a quorum. In the absence of the Executive Director, the Program Manager's attendance shall constitute a quorum.

(e) The fiscal year shall be from July 1 to June 30. The annual meeting of the Board shall be held no later than October 31 of each fiscal year.

4.4 Removal of Directors

A Director may be removed from office upon an affirmative vote of two-thirds of the remaining Directors for any reason including, but not limited to, said Director having three unexcused absences in one fiscal year.

ARTICLE V - OFFICERS

5.1 Number and Qualifications

The officers of the Corporation shall be a Chair (President), Vice Chair (Vice President), and Secretary/Treasurer. An officer shall be required to co-sign checks in excess of \$2,000, unless otherwise approved by the Executive Committee.

5.2 Election and Terms of Office

The officers shall be elected by the Board of Directors and shall hold office for a term of two years from the date of election.

5.3 Chair and Vice Chair

The Chair, or in his or her absence, the Vice Chair, shall preside at all meetings of the Board and of the Executive Committee, and shall perform such duties as may from time to time be requested by the Board.

5.4 Secretary/Treasurer

The Secretary/Treasurer shall be the Secretary of the Board of Directors and the Executive Committee. The Secretary/Treasurer shall insure that minutes are kept and distributed, that general correspondence of the board is prepared and distributed, and shall perform all such duties as are incident to the office.

The Secretary-Treasurer shall insure that all functions of fiscal oversight are adequately performed and shall perform such other duties as may be authorized and directed by the Board.

ARTICLE VI - COMMITTEES

There shall be four standing committees of the organization. A Director shall chair each committee. The committee chair shall meet regularly with the committee and shall report committee activity to the Board of Directors. With the exception of the Executive Committee, all committees shall consist of directors and volunteers recruited by the committee and appointed by the Board of Directors striving toward adherence with membership in accordance with AIDSNET principles of inclusiveness. The Executive Director, or his or her designee, is expected to attend and participate in all committee meetings except Executive Committee meetings dealing with personnel issues.

6.1 Executive Committee

Shall consist of the officers of AIDSNET and of the Chairs of all standing committees; staffed by the Executive Director. This committee shall be responsible for:

- formulating the organization's positions on issues;
- hearing grievances from subgrantees;
- supervising the Executive Director;
- monitoring the operation of the organization between Board meetings;
- updating the organization's Personnel Policies;
- hearing grievances from staff;
- recommending changes in staff compensation (salary and/or benefits);
- recommending the formation of task forces and special committees;
- overseeing the agenda for Board and staff retreats and
- hiring the independent auditor

The Executive Director shall keep the Executive Committee informed, in a general nature, of all employee evaluations.

6.2 Finance Committee

Shall consist of Board Directors and community representation; staffed by the Fiscal Officer and Executive Director. This committee shall be responsible for:

- reviewing the annual operating budget(s) to be included in the contract with the PA Department of Health;
- reviewing monthly financial statements;
- reviewing the annual audit;
- reviewing, in a general manner, the financial monitoring of subgrantees;
- reviewing modifications to the organization's budget in cases where the scope of the services to be provided is changing;
- reviewing year-end spending reports; and
- providing technical assistance to staff on an as-needed basis.

6.3 Planning Committee

Shall consist of the Executive Committee members, staffed by the Program Manager, Fiscal Officer and Executive Director. This committee shall be responsible for:

- overseeing the preparation of the annual programmatic and fiscal plans;
- overseeing the selection of an Allocations Committee;
- overseeing the development and the updating of the organization's long-range plan;
- overseeing the development of annual goals and objectives that are consistent with the long-range plan;
- overseeing the reporting of annual outcomes that are in response to the annual objectives;
- reviewing proposals for the expansion of the organization's services; and
- reviewing changes in services proposed by subgrantees.

6.4 Allocations Committee

Shall consist of Board Directors and community representation; staffed by the Program Manager,

Fiscal Officer and Executive Director. This committee shall be responsible for:

- overseeing the preparation of the Request for Proposal;
- reviewing, in a general manner, the fiscal and programmatic monitoring reports of subgrantees;
- reading and scoring of proposals;
- developing a proposed budget for the provision of services;
- formulating policy recommendations regarding the allocation of funds;
- formulating recommendations for the use of amendment funds; and
- visiting subgrantees to learn more about their services and operations, as time permits.

6.5 Other Committees

The Board may create and disband ad hoc committees from time to time.

ARTICLE VII - STAFF

7.1 The Board of Directors shall employ an Executive Director to oversee the day-to-day operations of AIDSNET. The Executive Director shall submit bimonthly written reports to the Board prior to each Board meeting and report regularly to each standing committee those issues governed by that committee. The Executive Director will supervise all other AIDSNET staff according to the personnel policy of the organization. The Executive Director position will be counted in the establishment of a quorum for each Board meeting. The Executive Director shall be responsible for the hiring of such additional staff within approved salary guidelines as established by the Board.

ARTICLE VIII - CONFLICT OF INTEREST

8.1 Upon joining the Board, the Board member shall execute a statement setting forth any possible conflicts of interest relative to the corporation or stating that no such conflicts exist. Thereafter, each Board member shall execute the aforesaid statement at the beginning of each fiscal year. Additionally, as part of every Board meeting the agenda will include a query to the attending members if any circumstance has changed that might constitute a conflict of interest or might be construed by someone outside of AIDSNET as a conflict of interest. Any director, officer, employee, or committee member having an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval or ratification shall give prompt, full and frank disclosure of her/his interest to the Board or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use her/his personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, and, where applicable, the abstention from voting and participation.

ARTICLE IX - PARLIAMENTARY AUTHORITY

9.1 Robert's Rules of Order, the most recent revised edition, shall constitute the ruling authority in all

cases wherein such rules do not conflict with the rules of this organization or any statute of the state.

ARTICLE X - AMENDMENTS

10.1 These By-Laws may be amended by the affirmative vote of two-thirds (2/3) of the Board present at any regular meeting of the Board of Directors or at any meeting of the Board called for the express purpose of amending these By-Laws, providing that those present constitute a quorum, and provided that the general purpose of the amendment(s) shall have been stated in the notice of the meeting and that such notice shall have been sent to all members of the Board at least seven (7) days prior to the meeting.

ARTICLE XI - FINAL DISPOSITION

11.1 In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property, assets or the proceeds of the same. In the event of liquidation or dissolution, the Board shall, after paying or making due provision for the payment of all liabilities of the Corporation, dispose of all remaining properties or assets or properties solely to an organization(s) or entity(ies) which organized exclusively for charitable, educational or scientific purposes and which is set at that time fully and duly qualified as an exempt organization(s).

ARTICLE XII - INDEMNIFICATION

12.1 The organization shall indemnify each person who is or was a Board member, officer, or employee of the organization, against any liability and reasonable expense that may be incurred by her/him in connection with or resulting from any claim, action, suit, or proceeding (whether brought by or in the right of the organization or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which she/he may become involved, as a party or otherwise, by reason of his/her being or having been a Board member, officer, or employee, whether or not she/he continues to be such at the time of the liability or expense is incurred, provide such person acted, in good faith, in what she/he reasonably believed to be the best interests of the organization and, in addition, in any criminal action or proceeding, had no reasonable cause to believe that his/her conduct was unlawful. As used in this Article, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in to the organization itself.

12.2 The termination of any claim, action, suit or proceeding, civil or criminal by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a Board member, officer, or employee, did not meet the standard set forth in the first sentence of the Article, except where there shall have been a judgment rendered specifically finding that the action or conduct of such Board member, officer, or employee constituted willful negligence or misconduct. Any such Board member, officer, or employee referred to in this Article shall be entitled to indemnification as of right, unless the Board, acting by a quorum consisting of members who are not parties to (or who have been wholly successful with respect to) such claim, action, suit, or proceeding, shall find that the Board member, officer, or employee has not met the standards of conduct set forth in the first sentence of this Article, or two (2) independent legal counsel (who may be the regular counsel of the organization) shall deliver to the Board counsel's written advice that, in counsel's opinion, such Board member, officer, or employee has not met such standards. Expenses incurred with respect to any such claim, action, suit, or proceeding may be advanced by the organization prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount in the event that it shall ultimately be determined that she/he is not entitled to indemnification under this Article. The

Rights of Indemnification provided in this Article shall be in addition to any rights to which any person concerned may otherwise be entitled by contract or as a matter of law, and shall insure to the benefit of the heirs, executors, and administrators of any such person.

12.3. The organization shall purchase and maintain General Liability and Directors' and Officers' insurance on behalf of any person who 1) is or was a Director, officer, employee or agent of the Corporation; or 2) is or was serving at the request of the Corporation; or 3) is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Corporation would otherwise have the power to indemnify such person against such liability.

ARTICLE XIII - AUDIT

13.1 The books of the organization shall be audited annually by an independent certified public accountant appointed by the Board. The Auditor's Report shall be filed with the records of the organization. A summary of this report shall be presented to the Board of Directors.

ARTICLE XIV – CONTRACTS AND OTHER WRITINGS

14.1 Except as otherwise provided by resolution of the Board, all contracts, leases, grants and other agreements of the corporation shall be executed on its behalf by the Chair and Secretary/Treasurer, or in the absence of the Chair, the Vice Chair and Secretary/Treasurer.