



Bylaws

*A Pennsylvania Nonprofit
Corporation (v2023.03.28)*

Mar 28, 2023

Article 1: Offices

1.1 Principal Office

The corporation's principal office shall be at such location in Pennsylvania as the Directors may from time to time determine.

1.2 Other Offices

The Corporation may also have offices at such other places as the Directors may select and the business of the Corporation shall require.

Article 2: Purposes

2.1 IRC Section 501(c)(3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

2.2. Specific Objectives and Purposes

The specific objectives and purposes of this corporation shall be: To increase equity, representation, and participation of people of the Black diaspora in the field of geographic information systems (GIS) and related fields and promote the use of geography and GIS to advance racial equity.

Article 3: Members

3.1 Number

The Corporation shall have one class of Members consisting of the Initial Incorporator and such other persons as the Members admit to Membership.

3.2 Requirements for Membership

The Members may establish any additional criteria for Membership. No person shall become a Member unless approved by a majority of the Members. Such approval may be denied for any reason deemed sufficient by the Members even though the applicant may meet the stated criteria for Membership.

3.3 Regular Member Meetings

Member Meetings shall be held as determined by the Members.

3.4 Annual Member Meetings

The annual meeting of the Members shall be held in the last two weeks of December of each year at the principal office of the Corporation or virtually or upon ten days' notice to the Members at such other time or place as the Members shall determine.

3.5 Special Member Meetings

Special meetings of the entire Membership may be called by the President, the Board, or at the written request of 10% of the Membership. At least five days'

written notice stating the time, place, and purpose of any special meeting shall be given to the Members entitled to participate.

3.6 Quorum

A majority of all Members shall constitute a quorum for the transaction of business at meetings.

3.7 Voting

Each Member shall be entitled to one vote, in person, by ballot, by mail, or by proxy in accordance with Section 3.8. Unless otherwise required by these Bylaws, the manner of voting on any matter, including changes in the articles or bylaws, may be by voice vote, a show of hands, by automated poll, or by ballot, as determined by the Members present, or by mail, or electronic mail if determined by the Members and a means of voting is sent with notice of the question to be voted upon. At any time that there shall be a sole Member of the Corporation, the sole Member shall act by a written statement of the action, which shall be filed with the Secretary. The acts of a majority of the Members voting shall be deemed the acts of the Members.

3.8 Voting By Proxy

Any absent Member eligible to vote at any meeting of the Members may be represented as present and may vote at such meeting by a proxy authorized in writing by the Member or by his or her duly authorized attorney in fact. Such written authorization must specify the matter concerning which the proxy is granted and the person entitled to vote must be signed and dated by the Member granting the proxy and must be filed with the Secretary of the Corporation. A proxy shall be revocable at will, but the revocation shall only be effective once notice of the revocation has been given to the Secretary of the Corporation. A proxy shall not be revoked by the death or incapacity of the maker unless, before

the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the Secretary of the Corporation.

3.9 Unanimous Consent of Members in Lieu of a Meeting

Any action which may be taken at a meeting of Members may be taken without a meeting if a consent or consents in writing setting forth the action to be taken shall be signed by all of the Members and shall be filed with the Secretary of the Corporation.

3.10 Expulsion from Membership

Any Member may be expelled from Membership, except an Initial Incorporator who may not be expelled, with or without the assignment of any cause, upon a majority vote of all Members present at a duly convened meeting of the Members, provided that written notice of the intention to expel and reasons therefor have been provided in the notice of the meeting. No Member shall be expelled without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

3.11 Honorary Titles

The Board may create such additional classes of “membership,” such as contributing members or honorary members, as they see fit, but such person shall not have the right of Members under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the “Act”).

Article 4: Directors

4.1 Number, Election, and Term of Directors

The corporation shall have one to ten directors, and collectively, they shall be known as the board of directors, as may be determined from time to time by the Members and Directors. Directors shall be chosen annually by ballot of the Members and Directors at the annual meeting of the Directors and shall serve for terms of between one and three years, as determined by Members and Directors, and until their successors are elected and qualified. As nearly as possible, an equal number of terms shall expire each year.

4.2 Qualifications

Directors shall be of at least 18 years of age, who need not be a resident of Pennsylvania. Other qualifications for directors of this corporation shall be as follows:

- Lived or professional experience addressing racial bias, systemic or structural racism;
- Ability to identify and center the perspectives, experiences, and challenges of under-represented or otherwise marginalized groups;
- Leadership or management experience; and
- Strong communication skills.

4.3 Powers

The business and affairs of the Corporation shall be managed by the Board of Directors, except as otherwise required by the Act, the laws of this state, these Bylaws, any limitations in the articles of incorporation, or a resolution duly adopted by the Board.

4.4 Duties

It shall be the duty of the directors to:

- a. **Perform Legal Duties** - Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- b. **Prescribe Duties & Compensation** - Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- c. **Supervise the Corporation** - Supervise all officers, agents, and employees of the corporation to ensure that their duties are performed properly;
- d. **Meet** - Meet at such times and places as required by these bylaws;
- e. **Register with the Secretary** - Register their addresses with the secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

4.5 Compensation

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors

shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 10 of these bylaws.

4.6 Quorum

A majority of all Directors shall constitute a quorum for the transaction of business at any meeting, and the acts of a majority of the Directors present at a duly convened meeting at which a quorum is present shall be the acts of the Board, unless the Act or these Bylaws require a greater number.

4.7 Vote

Every Director shall be entitled to one vote.

4.8 Unanimous Consent of Directors in Lieu of Meeting

Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the Corporation.

4.9 Annual Board Meeting

The annual meeting of the Board shall be held promptly after the annual meeting of the Members.

4.10 Regular Meetings

Regular meetings of the Board shall be held as determined by the Board.

4.11 Special Meetings

Special meetings of the Board may be called by the Members, the President, or by Officers of the Board at any time. At least five days notice stating the time, place, and purpose of any special meeting shall be given to the members of the Board.

4.12 Teleconference Meetings

Any Director may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other.

4.13 Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

4.14 Evaluation

The Directors shall at least every other year evaluate their own performance and the composition of the Board in terms of the skills, experience, diversity, and contributions of its members to identify ways it may improve its effectiveness by selection of new Directors and otherwise.

4.15 Vacancies and Removal

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Any Director may be removed from office, except an Initial Incorporator who may not be removed, with or without the assignment of any cause, by a vote of a majority of Directors in office, or of Members present, at a duly convened meeting of the Board or Members, as the case may be, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be attended at such meeting (unless the action is taken by the Members), but no formal hearing procedure need be followed.

Article 5: Officers

5.1 Positions, Election, and Term

The officers of the Corporation shall include a President, one or more Vice-Presidents, a Secretary, and a Treasurer, who shall be elected by the Directors from among themselves at the annual meeting of the Directors and shall serve for a term of one year and until their successors are elected and qualified. The Directors may elect such other officers or assistant officers, who need not be members of the Board, as they deem appropriate from time to time.

5.2 Consecutive Terms

Officers may be elected for consecutive terms.

5.3 Duties

The duties of the officers shall include the following:

- (a) **The President** shall preside at all meetings of the Directors and Executive Committee; shall generally supervise the business of the Corporation; and shall execute documents on behalf of the Corporation. The President shall be an ex-officio member of every Corporation committee.
- (b) **A Vice-President** shall have such powers and perform such duties as the Board of Directors may prescribe or as the President may delegate.
- (c) **The Secretary** shall assure that minutes are prepared and maintained for all meetings of the Board and the Members; shall assure that appropriate notice is given for all meetings of the Board and Members; and shall perform such other duties as may be prescribed by the Board or by the President.
- (d) **The Treasurer** shall assure that accurate accounts of the receipts and disbursements of the Corporation are maintained; shall cause financial reports to be provided to the Board and the Members as requested, but not less than one year; and shall perform such other duties as may be prescribed by the Board or by the President.

5.4 Removal of Officers

Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

Article 6: Committees

6.1 Establishment

The Board may establish one or more committees to consist of one or more Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board forming the committee, shall have and may exercise any of the powers and authority of the Board, except that no committee shall have any power or authority as to the following:

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

If any person who is not a Director is appointed to any committee of the Board, such non-Director shall have no right to vote on any question that would create a binding obligation of the Corporation.

6.2 Appointment to Committees

Unless otherwise determined by the Board or set out in these Bylaws, the President shall have the power to appoint and remove members and chairs of all committees.

6.3 Creation and Composition of Advisory Boards

The Corporation may, at its discretion, establish Advisory Boards that may include persons who are not Directors. Such Advisory Boards shall have no power to bind the Corporation and shall have only such other responsibilities and duties as may be delegated to them by the Board or the President.

Article 7: Resignations and Vacancies

7.1 Resignations

Any Member, Director, or officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.

7.2 Filling Vacancies

- (a) If a vacancy exists among the positions available for Directors, by virtue of a desire to fill unfilled positions, or by reason of death, resignation, disqualification, or otherwise, the Members may choose a person or persons who may serve as a Director for the remainder of the applicable term.

- (b) If the position of any officer becomes vacant, by an increase in the number of officers, or by reason of death, resignation, disqualification, or otherwise, the Directors may choose a person or persons who shall hold office for the remaining term.
- (c) If at any time there shall be no Members, the Directors may select a person or persons who shall become the Members of the Corporation or may amend the Bylaws to eliminate Membership.

Article 8: Meetings And Notice

8.1 Place of Meetings

Meetings may be held at such place or places within or without Pennsylvania as the Board may from time to time determine.

8.2 Notice

Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class mail or express mail, postage prepaid, or courier service, charges prepaid, or by facsimile transmission or electronic mail, to that person's address (or facsimile number or e-mail address) appearing on the books of the Corporation, or in the case of Directors, supplied by that person to the Corporation for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with the courier service for delivery to such person or, in the case of facsimile or electronic mail when dispatched. Such notice shall specify the place, day, and hour of the meeting and any other information which may be required by the Act or these

Bylaws, including, in the case of a special meeting of Members, the general nature of the business to be transacted.

8.3 Waiver of Notice

Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

8.4 Electronic Mail

Any action which may be done, or is required to be done, in writing under these Bylaws or the Act, including an agreement to a unanimous written consent, shall be valid if sent and received by electronic mail.

Article 9: Liability and Indemnification

9.1 General Rule

A Director shall not be personally liable for monetary damages as a Director for any action taken, or any failure to act, unless:

- (a) the director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 5712 of the Act and any amendments and successor acts thereto; and
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness;

Provided, however, that 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.

9.2 Indemnification

The Corporation shall 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, the Corporation) (a “Proceeding”) by reason of the fact that such person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for-profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such 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 the Corporation, 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 the Corporation, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation

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 the Corporation 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 the 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.

9.3 Procedure

Unless ordered by a court, any indemnification under Section 9.2 or otherwise permitted by law shall be made by the Corporation 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:

- (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding;
- (2) if such a 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 by the Members.

9.4 Advancement of Expenses

The Corporation shall advance expenses incurred by an officer or Director who may be eligible for indemnification pursuant to this Article in defending a Proceeding unless such Proceeding is brought against the person by or in the right of the Corporation, and may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

9.5 Continuing Right to Indemnification

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

9.6 Other Rights

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

Article 10: Amendments

10.1 Articles of Incorporation

The Articles of Incorporation of the Corporation may be amended only by a majority of all Members at a duly convened meeting of Members after not less than 10 days' notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby, provided that no such amendment shall be effective without the approval of the Initial Incorporator so long as the Initial Incorporator is a Member of the Corporation.

10.2 Bylaws

The Bylaws may be amended by a majority of all Members at any duly convened meeting of Members or, to the extent not prohibited by law, by a vote of the majority of all Directors in office at a duly convened meeting of Directors, after notice of such purpose has been given, including a copy of the proposed

amendment or a summary of the changes to be effected thereby, provided that no such amendment shall be effective without the approval of the Initial Incorporator so long as the Initial Incorporator is a Member of the Corporation.

Article 11: Miscellaneous

11.1 Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

11.2 Policies

The Board shall adopt policies dealing with conflicts of interest, whistleblower protection, and document retention and destruction.

11.3 Headings

In interpreting these Bylaws, the headings of articles shall not be controlling.

11.4 Bond

If required by the Board, any person shall give bond for the faithful discharge of his or her duty in such sums and with such sureties as the Board shall determine.

11.5 Subventions

The Corporation shall be authorized, by resolution of the Directors, to accept subventions on terms and conditions not inconsistent with the Pennsylvania Nonprofit Corporation Law and to issue certificates therefor.

11.6 Corporate Seal

The corporate seal of the Corporation shall be in circular form and shall bear the name of the Corporation and the words “Corporate Seal, Pennsylvania 2021.”