

PUSH BC Corporation
EIN 81-3344974

BYLAWS
OF
PUSH BC CORPORATION

ARTICLE I – CORPORATE NAME

1. The name of the corporation shall be **PUSH BC CORPORATION**.

ARTICLE II – PURPOSE

1. The corporation is incorporated under the Pennsylvania Non-Profit Corporation Law of 1988, as amended exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code particularly to: develop wellness among the residents of Beaver County; award scholarships to Beaver County Secondary Educational facilities; support literary book fairs; raise funds for other Beaver County Charitable organizations and support free community activities.

No funds of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. Except as otherwise provided by Section 501(h) of the Code, no substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code; or (b) by a corporation contributions to which are deductible under Section 170(a) of the Code as being to an organization referred to in Section 170(c)(2) of the Code.

ARTICLE III – DISSOLUTION

“Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the exempt purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, literary, scientific, religious, and educational purposes which at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or to the Federal Government, or to a State or local government, as the Board of Directors shall determine. Any assets not so distributed by the Board of Directors shall be distributed by the Court of Common Pleas of Beaver County exclusively for the corporation’s exempt purposes. The use of any surplus funds for private inurement to any person in the event of a sale of the assets or dissolution of the corporation is expressly prohibited.”

PUSH BC Corporation
EIN 81-3344974

ARTICLE IV – OFFICES

1. The principal office of the corporation shall be located at 174 Virginia Avenue, Rochester, Beaver County, Pennsylvania.
2. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the corporation may require.

ARTICLE V – MEMBERS

1. The corporation shall have no members. All powers, obligations and rights of members provided by law shall reside in the Board of Directors.

ARTICLE VI – DIRECTORS

1. The business and affairs of this corporation shall be managed by its Board of Directors. The number of directors shall not exceed fifteen (15). The minimum qualifications of members of the Board of Directors shall be a natural person of full age who is a resident of Beaver County and expresses a willingness to cooperate in the furtherance of the purpose of this corporation.
2. The initial Board of Directors shall be selected by the incorporators to serve for a term of three (3) years. Thereafter, succeeding Directors shall be elected by the Board of Directors for a three (3) year term.
3. Directors shall be nominated by a nominating committee.
4. Directors shall receive no compensation for their services as Directors or as committee members. Subject to any policy adopted by the Board, Directors may be reimbursed for reasonable expenses paid or incurred on behalf of the Corporation.
5. The Board of Directors may declare vacant the office of a Director for proper cause as specified in these Bylaws, or if, within thirty (30) days after notice of selection, a Director does not accept such office in writing or fulfill such other requirements of qualification as these Bylaws may specify. Proper cause for removal shall include:
 - (a) Being declared of unsound mind by an order of court;
 - (b) Being convicted of a felony or crime of moral turpitude;
 - (c) Committing a fraudulent or dishonest act;
 - (d) Committing gross abuse of authority or discretion with reference to this Corporation;
 - (e) Causing or otherwise being involved in acts which are detrimental to this Corporation; or

- (f) Failing to attend at least fifty percent (50%) of the regular meetings at which one is a seated member of the Board of Directors of this Corporation during a calendar year, without justification or proper excuse.
6. Any Director may resign at any time by giving written notice to the Corporation. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of resignation.
7. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by a majority vote of the remaining Directors at a meeting of the Board of Directors. The new Director elected to fill the vacancy will serve for the unexpired term of the predecessor in office, and any new Director elected by reason of an increase in the number of Directors shall serve until the Annual Meeting of Directors for his assigned term or until his successor is elected and qualified.
8. Each Director shall be entitled to one vote.

ARTICLE VII - OFFICERS

1. The Officers of this Corporation shall be a Secretary, a President, who shall be an ex-officio member of the Board of Directors and all committees, a Vice President and a Treasurer who need not be a member of the Board of Directors.
2. The President shall preside at all meetings of the Board of Directors.
3. The Vice President shall perform the duties of the President in the absence or incapacity of the President; and in case of the resignation or death of the President, the Vice President shall perform such duties as are imposed on the President until such time as the Board of Directors shall appoint a new President.
4. The Secretary shall keep the records of this Corporation, shall act as Secretary of the meetings of the Board of Directors and record all votes, and shall keep a record of the proceedings of the Board of Directors in a journal of proceedings to be kept for such purposes, and shall perform all duties incident to his office.
5. The Treasurer shall have the care and custody of all funds of this Corporation, and shall deposit the same in the name of this Corporation in such bank or banks as the Board of Directors may select. The Treasurer shall sign all orders and checks for the payment of money, and shall pay out and disburse such monies under the direction of the Board of Directors. Except as otherwise authorized by resolution of the Board of Directors, all such orders and checks shall be countersigned by the Chairman or by such other person as this Corporation shall designate by appropriate resolution. The Treasurer shall keep regular books of accounts showing receipts and expenditures.

6. The President shall be approved by a majority of the Board of Directors. The President shall be responsible for the daily operation of this Corporation, planning and policy functions, coordination of committees, liaison responsibilities to governmental bodies, development agencies, industry, business, education bodies, transportation groups, and other such organizations, and supervision of staff and support personnel. Except as otherwise authorized by resolution of the Board of Directors, the President shall sign all contracts, deeds, and other instruments made by this Corporation.

7. The Vice President shall perform the duties of the President in the absence or incapacity of the President; and in case of the resignation or death of the President, the Vice President shall perform such duties as are imposed on the President until such time as the Board of Directors shall appoint a new President.

8. The Officers of this Corporation shall perform such other duties and functions, as may from time to time be required by the Board of Directors.

9. The Secretary, President, Vice President and Treasurer shall be elected by a majority vote of the Board of Directors at a meeting of the Board of Directors and shall hold office for one year or until their successors are elected and qualified.

10. Any Officer may resign at any time by giving written notice to the Corporation. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of resignation.

11. Should any office become vacant, the Board of Directors shall elect a successor at a meeting of the Board of Directors and such election shall be for the unexpired term of said office.

12. This Corporation may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions, as prescribed by the laws of the Commonwealth of Pennsylvania applicable thereto. The selection and compensation of such personnel shall be determined by the Board of Directors.

ARTICLE VIII - COMMITTEES

1. **Executive Committee**

An Executive Committee consisting of the President, Vice President, Secretary, Treasurer and three (3) members of the Board of Directors, appointed by the Chairman, shall have and may exercise all of the powers and authority of the Board of Directors between meetings, except that the Executive Committee shall not have any power or authority as to the following:

- A. The filling of vacancies in the Board of Directors.
- B. The adoption, amendment, or repeal of these Bylaws.

- C. The merger, consolidation, conversion, insolvency, bankruptcy, dissolution, or liquidation of this Corporation.
- D. The purchase, sale, mortgage, or lease of real property.
- E. The adoption of a budget.
- F. The incurring of debt on behalf of this Corporation greater than \$501.
- G. The implementation of personnel changes and/or changes in the salary and/or compensation.

The Executive Committee shall also have the power and authority to act on behalf of the Board of Directors as otherwise specifically directed by the Board of Directors. The Executive Committee shall be obligated to report to the Board of Directors upon all action taken by the Executive Committee at the next meeting of the Board of Directors. Three (3) members of the Executive Committee shall constitute a quorum of the Executive Committee.

2. Finance Committee

A Finance Committee consisting of the Treasurer and two (2) members of the Board of Directors shall be appointed by the Chairman to determine the financial feasibility of the corporate projects, to establish a budget for this Corporation, to determine sources of funding for this Corporation, to make recommendations to the Board of Directors concerning financial matters under consideration, and to determine the proper financial administration of corporate funds.

3. Nominating Committee

The Nominating Committee shall submit names for election of Directors and Board Officers in addition to other tasks as assigned by the Board. The recommendations of the Nominating Committee for Directors and Board Officers shall be presented to the Board at a regular meeting of the Board and may be acted upon by the Board at that meeting. The Nominating Committee shall also establish and administer a program for Director orientation and a process for evaluation of new Directors prior to their election to the Board.

4. Additional Committees

In addition, the Board of Directors, may by resolution designate and appoint additional committees to transact ministerial business of this Corporation or to advise the Board of Directors.

ARTICLE IX – MEETINGS

- 1. Regular meetings shall be held after notice of such times and places as may from time to time be determined by resolution of the Board of Directors.
- 2. The Chairman of the Board of Directors may when he deems it expedient, and shall, upon the written request of three (3) members of the Board of Directors, call a special meeting of the Board of Directors.
- 3. Notice stating the place, day, and hour of any regular or special meeting of the Board of Directors must be given not less than two (2) days before the date of the meeting.

4. Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting. Whenever any notice whatever is required to be given under the provisions of the Non-Profit Corporation Law or these Bylaws, a waiver of notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice.
5. At all meetings of the Board of Directors, a majority of the members of the Board of Directors shall constitute a quorum for the purposes of transacting business; provided, however, that a smaller number may meet and adjourn to some other time or until a quorum is obtained.
6. One (1) or more of the Board of Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all person participating in the meeting can hear each other.
7. Any action that may be taken at a meeting of the Board of Directors 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 filed with the Secretary of this Corporation.

ARTICLE X - OPERATIONS

1. This fiscal year of this Corporation shall January 1 through December 31 of each year.
2. This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings.
3. All books and records of this Corporation may be inspected by any Director, or his agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.
4. A Director shall not be personally liable as a Director for monetary damages, for any action taken, or any failure to take any action, unless the Director has breached or failed to perform the duties of his office under 15 Pa. CSA Section 5712 and Section 5713 of the Non-Profit Corporation Law of Pennsylvania, and the breach or failure to perform such duties constitutes self-dealing, willful misconduct, or recklessness. This section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute, or the liability of a Director for the payment of taxes pursuant to local, state, or federal law, nor shall this section apply to any actions filed prior to the date of the amendment adding this section to these Bylaws, nor to any breach or performance of duty or any failure of performance of duty by a Director prior to such date. No amendment to or repeal of this section shall apply to or have any effect on the liability or alleged liability of any Director for, or with respect to, any acts or omissions of such Director occurring prior to such amendment or repeal.

PUSH BC Corporation
EIN 81-3344974

5. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation or is or was serving at the request of the Corporation, whether or not the Corporation would have the power to indemnify them against that liability under the Act. The Corporation's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Corporation. To the extent that such insurance coverage provides a benefit to the insured person, the Corporation's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under Section 4958 of the Code or an act of self-dealing under Section 4941 of the Code, if applicable.

6. The Corporation shall have the authority to indemnify Directors, Officers, employees, or agents.

(a) Definition – For purposes of this Section, “Representative” means any Director, Officer, employee, or agent of the Corporation.

(b) Third-Party Actions – The Corporation shall indemnify any Representative who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that the Representative is or was a Representative of the Corporation, or is or was serving at the request of the Corporation as a director or officer 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 by the Representative in connection with the action or proceeding if the Representative acted in good faith and in a manner the Representative reasonably believed to be in, or not opposed to, the best interests of the Corporation.

ARTICLE XI - NOTICE

1. Whenever notice is required to be given to any person under the provisions of the Non-Profit Corporation Law of Pennsylvania by the Articles of Incorporation or these Bylaws, such notice may be given either personally or by sending a copy thereof by first-class or express mail, postage prepaid, or by telegram, or courier service or by facsimile transmission, or email to the address appearing on the books of this Corporation or to the address supplied to this Corporation for the purpose of notice.

ARTICLE XII - CONFLICTS OF INTEREST

1. The Corporation's conflicts of interest policy is set forth in this Article. The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a contract or transaction that might benefit the private interest of an Officer or Director of the Corporation. This policy is intended to supplement the requirements of the Act.

PUSH BC Corporation
EIN 81-3344974

The conflicts of interest policy shall apply to all contracts or transactions between the Corporation and Directors, officers, and members of committees with Board-delegated powers.

2. For purposes of this Article, the following terms shall have the meanings set forth below.

- (a) "Compensation" means direct and indirect remuneration and gifts or favors which are substantial in nature.
- (b) "Financial Interest" means, directly or indirectly, through business, investment, or family:
 - (i) An ownership or investment in any entity with which the Corporation has a contract or transaction;
 - (ii) A Compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a contract or transaction;
 - (iii) A potential ownership or investment interest, in, or Compensation arrangement with, any entity or individual with which the Corporation is negotiating a contract or transaction.

A Financial Interest is not necessarily a conflict of interest. A person who has a Financial Interest has a conflict of interest only if the Board or committee decides that a conflict of interest exists.

- (c) "Interested Person" means a Director, Officer, or member of a committee with Board-delegated powers who has a direct or indirect Financial Interest.

3. Each Director, Officer, and member of a committee with Board-delegated powers shall execute and deliver to the President an annual statement disclosing the facts relating to any actual or potential Financial Interest or stating that he or she has no reportable Financial Interest.

4. If any Director or Officer of the Corporation has a Financial Interest in any proposed contract or other transaction involving the Corporation, the Director or Officer must disclose the Financial Interest to the Board or committee authorizing the contract or transaction. The Board or committee shall determine whether the Financial Interest constitutes a conflict of interest.

5. A Director or Officer who has a conflict of interest may answer questions of the Board or committee considering the contract or transaction that involves the conflict. However, after answering questions, the Director or Officer shall not discuss the merits of the contract or transaction and shall not vote on the contract or other transaction. The interested Director or Officer shall be counted in determining the presence of a quorum.

6. The minutes of meetings of the Board and committees with Board-delegated powers shall include:

- (a) The names of all persons who disclosed or were found to have a Financial Interest in connection with an actual or potential conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest existed, and whether the Board or committee determined there was a conflict of interest;
- (b) The names of the persons who abstained from discussions and votes relating to the contract or transaction;
- (c) The content of any discussion relating to the contract or transaction, including any alternatives to the proposed contract or transaction; and
- (d) A record of the vote on the proposed contract or transaction.

ARTICLE XIII – STANDARD OF CARE

1. A Director shall stand in a fiduciary relation to the Corporation and shall perform their duties as a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director 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. In performing their duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including, without limitation, financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) One or more Officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person; or
- (c) A committee of the Board upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause their reliance to be unwarranted.

2. Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken by the Board, committees of the Board, or by individual Directors, or any failure to take any action, shall be presumed to be in the best interests of the Corporation.

3. A director who is present at a meeting of the Board, or of a committee of the Board, at which action on any corporate matter is taken shall be presumed to have asserted to the action taken unless their dissent is entered in the minutes of the meeting or unless the Director files a written dissent to the action with the Secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the Secretary or immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of the action. Nothing in this Article shall bar a Director from asserting that minutes of the meeting incorrectly omitted their dissent if, promptly upon receipt of a copy of the minutes, the Director notifies the Secretary, in writing, of the asserted omission or inaccuracy.

ARTICLE XIV – WHISTLEBLOWER POLICY

1. The Corporation expects its directors, officer, employees, and other representatives to observe high standards of business and personal ethics in the conduct of their duties and responsibilities.

2. It is the responsibility of all directors, officers, employees, and other representatives to report suspected wrongful conduct in accordance with this Whistleblower Policy.

3. Wrongful conduct is defined in this Whistleblower policy to include: a serious violation of Corporation policy; a violation of applicable state and federal law; or, use of Corporation property, resources, or authority for personal gain or other non-organization related purpose.

4. No director, officer, employee, or other representative who in good faith reports suspected wrongful conduct will suffer harassment, retaliation, or adverse employment consequence. Any director, officer, employee, or other representative who retaliates against anyone who has reported suspected wrongful conduct in good faith is subject to discipline up to and including termination of employment or removal from the Board of Directors, as applicable.

5. (Any director, officer, employee or other representative may report suspected wrongful conduct to the President. If the suspected wrongful conduct implicates the President, or if the reporting individual is not comfortable speaking with or not satisfied with the response of the President, the individual may report the suspected wrongful conduct to the Chairman of the Board of Directors). The Vice President is to immediately advise the full Board of Directors of such report of suspected wrongful conduct. The Vice President has the specific and exclusive responsibility to investigate and resolve all reports of suspected wrongful conduct and shall advise the Board of Directors accordingly. For suspected fraud, individuals should contact the Vice President directly.

6. Anyone filing a complaint of suspected wrongful conduct must be acting in good faith and have reasonable grounds for believing the information disclosed indicates wrongful conduct. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

PUSH BC Corporation
EIN 81-3344974

7. Reports of suspected wrongful conduct may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of suspected wrongful conduct will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

8. The President or a representative of the Board of Directors will notify the complainant and acknowledge receipt of the reported suspected wrongful conduct within five (5) business days, unless such report was submitted anonymously. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

9. A copy of this Whistleblower Policy shall be provided to Corporate officers, directors, employees and consultants.

ARTICLE XV - AMENDMENTS

1. Except as prohibited by the Non-Profit Corporation Law, the authority to adopt, amend, and repeal these Bylaws of this Corporation shall be vested in the Board of Directors of this Corporation.

2. Any proposed change in these Bylaws shall be submitted to the members of the Board of Directors at least five (5) days prior to the meeting at which time the proposed change is to be voted upon.