

**By-Laws**  
**The Community Foundation for the Twin Tiers, Inc.**

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**The Community Foundation for the Twin Tiers, Inc.**  
**A Pennsylvania Nonprofit Corporation**  
**By-Laws (Non-Membership)**

**Article I Purposes**

The purposes of the Corporation are exclusively charitable purposes as set forth in the Articles of Incorporation. In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (□Code□).

**Article II Offices**

Section 1. **Registered Office**

The registered office shall be located within the Commonwealth of Pennsylvania in one of the member counties served by the corporation as determined by the Board of Directors.

Section 2. **Other Offices**

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

**Article III Membership**

The corporation shall have no members.

**Article IV Board of Directors**

Section 1. **Number of Directors**

The business and affairs of the corporation shall be governed and managed by a Board, including its officers (see Article VI, Section 1), of not less than twelve (12) or more than twenty-four Directors and officers. There shall be an equal number of board members from each of the participating counties.

Section 2. **Terms of Office**

Each Director shall serve a four year term of service, commencing at the annual meeting. Board members' terms are established so a quarter of the Board members will be up for election/appointment each year once the initial Board has been chosen. Elections to fill expiring terms shall be held immediately following the annual meeting of the corporation.

Directors shall serve no more than two full consecutive four-year terms, but such persons may be re-elected to the Board after at least one year's absence from the Board. Under no circumstance may any Director serve more than a total of three full four-year terms.

The Board of Directors has the power to remove members for non-attendance at meetings per the adopted policies of the corporation.

Section 3. **Powers**

- a.) The Directors shall have all powers and duties for the conduct of the activities of the Corporation.
- b.) The Board of Directors shall administer the Corporation in accordance with the terms of its governing instruments and accepted standards of fiduciary conduct to produce a reasonable return of net income (or appreciation where not inconsistent with the Corporation's need for current income), with due regard to safety of principal, in furtherance of the exempt purposes of the Corporation (except for assets held for the active conduct of the Corporation's exempt activities).

Section 4. **Quorum for Board Meetings**

Five members of the Board shall constitute a quorum necessary for the official conduct of Board business. If a quorum is present and a Director leaves, the acts of the majority of the Directors remaining at a meeting shall be the acts of the Board of Directors, unless a greater number is required by these bylaws for a specific issue.

Section 5. **Vote**

Each Director, including elected officers, shall be entitled to one (1) vote in person. When a special circumstance merits, the Directors may, by a majority vote of the Board of Directors, authorize voting on that issue by proxy.

Section 6. **Unanimous Consent of Directors in Lieu of Meetings**

Any action which 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 members of the Board of Directors and filed with the Secretary. Signatures by fax will be acceptable.

Section 7. **Annual Meeting**

The annual meeting of the Directors shall be held at such time and place as the Directors shall determine.

Section 8. **Regular Meetings**

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

Section 9. **Special Meetings**

Special meetings of the Directors may be called by the Executive Director of the Corporation or by one-quarter of the Directors at any time. At least five (5) days' notice stating the time, place, and purpose of any special meeting shall be given to all members of the Board.

Section 10. **Adjourned Meetings**

When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 11. **Teleconference Meetings**

One or more Directors may participate in a meeting of the Board or any committee thereof by means of a telephone or video conference call or similar communications procedure by which all persons participating in the meeting can, at a minimum, at least hear each other.

Section 12. **Compensation of Directors**

No Director shall be compensated for serving as a Director. The prohibition against compensation shall not prohibit the Foundation from reimbursing Directors for their expenses. If a Director performs services for the Foundation other than serving as a Director or member of a committee, s/he may be reasonably compensated for such services.

Section 13. **Removal of Directors**

Any director or agent may be removed by the Board whenever in its judgment the best interests of the Corporation may be served thereby, but such removal shall be without prejudice to the contract rights, if any, of any person so removed. Missing four consecutive meetings of the Board will be considered a resignation from the Board.

**Article V** **Advisory Boards**

Section 1. **Establishment and Number of Advisory Boards**

The Board of Directors will establish a County Advisory Board for each county served by the foundation and a Regional Advisory Board. All the members of these advisory boards will be appointed by the Board of Directors and the Chair of each advisory board shall usually be a Director from their respective county.

County Advisory Board members will be drawn from residents residing in that particular county. In addition, the other county directors serving on the Board of Directors are considered ex-officio, non-voting members of their respective county advisory boards.

Regional Advisory Board membership shall include at least one member from each of the county advisory boards plus additional members appointed by the Board of Directors.

Section 2. **Number of Advisory Board Members**

All Advisory boards shall consist of not less than three members who are not CFTT Board members.

Section 3. **Terms of Office**

Each Advisory Board member will serve a three year term of service, commencing at the annual meeting. Advisory Board members' terms are established so a third of the Advisory Board member's terms will be up for appointment each year once the initial Advisory Board has been chosen. Appointments to fill expiring terms shall be made at the annual meeting of the corporation.

Advisory Board members shall serve no more than three full consecutive three-year terms, but such persons may be re-appointed to the Advisory Board after at least one year's absence from the Advisory Board. Under no circumstances may any Advisory Board member serve more than a total of four full three-year terms.

The Board of Directors has the power to remove Advisory Board members for non-attendance at meetings per the adopted policies of the corporation.

Section 4. **Powers**

- a.) County Advisory Board members will review their county specific funding requests and make recommendations to the Board of Directors on allocation of the funds available for distribution.
- b.) Regional Advisory Board members will review all funding requests involving more than one county and make recommendations to the Board of Directors on allocation of the funds available for distribution to regional projects/programs.
- c.) Shall serve as the communication link to the general public about the work of the foundation and helping identify community needs and potential projects.
- d.) Assist with fundraising for the community foundation.
- e.) Assist with initiating projects by providing services needed to make a project viable.
- f.) Perform such other duties as assigned by the Board of Directors.

Section 5. **Quorum**

A quorum shall consist of at least two Advisory Board members. If a quorum is present and an Advisory Board member leaves, the acts of the majority of the Advisory Board members remaining at a meeting shall be the acts of the Advisory Board, unless a greater number is required by these bylaws for a specific issue.

Section 6. **Regular Meetings**

Advisory Boards shall meet a minimum of four times a year.

**Article VI Officers**

Section 1. **Positions**

The officers shall consist of the Chair, Vice Chair, Secretary, Treasurer, Executive Director, and such other officers whose positions shall be created from time to time by the Directors. All officers, except the Executive Director, shall be active Directors.

Section 2. **Election and Term**

The officers of the corporation, except for the Executive Director, shall be elected by the Board of Directors at the end of the annual Director's meeting. Any vacancy may be filled by the Board of Directors for the unexpired portion of the term. Those persons elected to officer positions created by these bylaws shall be elected from among the Directors or from among the employees of the Foundation.

Each officer shall be elected for a term of one (1) year or until a successor shall have been elected and qualified or until their earlier death, resignation or removal. Officers may be elected for consecutive terms.

Section 3. **Duties**

- a.) The **Chair** shall preside at all meetings of the Directors, shall perform all other duties and exercise all other powers usually appertaining to the office of Chair, and also perform such other duties and exercise such other powers as shall be determined from time to time by the Board of Directors.
- b.) The **Vice Chair** shall perform the duties of the Chair in the absence of the Chair and also perform such other duties and exercise such other powers as shall be determined from time to time by the Board of Directors.
- c.) The **Secretary** shall be Secretary of the Board; shall attend all meetings of the Board; shall record all votes of the board; shall take or cause to be taken the minutes of all proceedings of the Board; shall give or cause to be given notice of all meetings of the Directors; and shall perform such other duties as may be prescribed by the Directors.
- d.) The **Treasurer** shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Foundation; shall assure that all funds due the Foundation are collected, kept, and disbursed as required to meet the obligations and purposes of the Foundation. The Treasurer shall keep such records and make such reports as may be required by the Board of Directors, shall cause the annual statement to be furnished to

each Director, and shall perform such duties and exercise such other powers as shall be determined from time to time by the Board of Directors.

- e.) The **Executive Director** shall be the Chief Executive Officer (CEO) of the Foundation; shall have general and active management of the business of the Foundation; shall see that all orders, contracts, and resolutions of the Board are carried into effect subject to the right of the Board to delegate any specific powers as allowed by law; and when authorized by the Board, affix the seal to any instrument requiring the same. The Executive Director shall be a non-voting, ex-officio member of the Board. The Executive Director shall be appointed by the Board for such term as the Board deems appropriate.

#### Section 4. **Removal of Officers**

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

### **Article VII. Committees**

#### Section 1. **Establishment**

The Board may establish one or more committees to consist of one or more Directors of the Foundation and such other persons as are deemed appropriate by the Chair of the Board of Directors except the Audit Committee shall consist of three independent persons. Any committee, to the extent provided in the resolution of the Board, shall have and exercise all of the powers of that committee and authority of the Board, except that no committee shall have any power or authority as to the following:

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

#### Section 2. **Appointment of Members**

Unless otherwise determined by the Board or set out in these by-laws, the Chair of the Board shall appoint the members of all committees.

### **Article VIII Resignation and Vacancies**

#### Section 1. **Resignations**

Any elected or appointed 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 Foundation unless both parties agreed to a later date. The acceptance of the resignation shall not be required to make

it effective.

Section 2. **Filling Vacancies**

If the position of any officer becomes vacant, by an increase in the number of officers, or by reason of death, resignation, and disqualification or otherwise, the Directors may choose a person or persons who shall hold office for the remainder of the unexpired term.

**Article IX Meetings and Notice**

Section 1. **Place of Meetings**

Meetings may be held at such place within or outside Pennsylvania or New York State as the Board may from time to time determine.

Section 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 or express mail, postage prepaid, or by e-mail, or courier service, charges prepaid, or by facsimile transmission to that person's street address, e-mail address, or facsimile number appearing on the books of the Foundation, or in the case of Directors supplied by those persons to the Foundation for the purpose of notification. If the notice is sent by mail, electronically, or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, or courier service for delivery to such person or, in the case of e-mail or facsimile, when dispatched.

Such notice shall be given not less than seven days prior to the meeting date for all meetings that are not special meetings. Article IV, Section 9, governs special meetings. Such notice shall specify the place, day and hour of the meeting and any other information that may be required by the Act of these by-laws

Section 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; attendance of a person at a meeting shall constitute a waiver of notice, except when 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.

**Article X Liability and Indemnification**

Section 1. **General Rule**

A member of the Board of Directors or an Advisory Board of The Community Foundation for the Twin Tiers shall not be personally liable for monetary damages, as a Director, for any action taken or any failure to take any action 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 Pennsylvania Nonprofit Corporation Law of 1988 (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, 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 payment of taxes pursuant to local, state, or federal law.

## Section 2. **Indemnification**

The Community Foundation for the Twin Tiers shall indemnify any officer, Director, Advisory Board member, employee, or representative of the Foundation 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, legislative, or investigative, (and whether or not by, or in the right of, the Foundation) by reason of the fact that such person is or was a representative of the Foundation, against expenses (including attorneys’ fees), judgments, fines, and amounts, paid in settlement actually and reasonably incurred by such person in connection with such action or proceeding, if such person acted in good faith and in a manner/he reasonably believed to be in the best interests of the Foundation; and with respect to any criminal proceeding, had no reason to believe such conduct was illegal; provided, however, that no persons 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; provided further, in instances of a claim by or in the right of the Foundation, 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 Foundation 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 Foundation 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.

## Section 3. **Procedure**

Unless ordered by a court, any indemnification under Section 2 or otherwise permitted by law shall be made by the Foundation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the Board member, officer, employee or representative of the Foundation has met the applicable standard of conduct set forth under that Section. Such determination shall be made:

- a.) By the Board of Directors, by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; or,
- b.) 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.

Section 4. **Advancement of Expenses**

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, in any case, be paid by The Community Foundation for the Twin Tiers in advance of the final disposition of such action, suit, or proceeding, by or on behalf of such person, provided such person agrees in writing, to repay the amount so advanced if it shall be ultimately determined that the person is not entitled to be indemnified by The Community Foundation for the Twin Tiers.

Section 5. **Continuing Right to Indemnification**

The indemnification and advancement of expenses provided, pursuant to this Article, shall continue for any person who has ceased to be an officer, Director, advisory board member, employee, or representative of the Foundation, and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 6. **Other Rights**

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

**Article XI Amendments**

The Articles of Incorporation of the Foundation and the By-laws may be amended by a majority vote of those Directors present at any duly convened meeting of Directors after notice of such purpose has been given, including a copy of the proposed amendments or a summary of the changes to be effected thereby; provided, however, that such amendment shall not take effect until approved by the Board of Directors of the Foundation.

**Article XII Severance**

In the event any section of these by-laws are found to be in violation of any laws or regulations it shall not affect the validity of the remaining articles and or sections of articles.

**Article XIII Miscellaneous**

Section 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 of each calendar year.

Section 2. **Headings**

In interpreting these by-laws, the headings of articles shall not be controlling.

Section 3. **Bond**

If required by the Board, any person may be required to provide a bond at the Board's expense, for the faithful discharges of their duties in such sums and with such surety as the Board shall determine.

Section 4. **Grants**

The Foundation shall be authorized, by resolution of the Board of Directors, to accept gifts and/or grants on terms and conditions not inconsistent with the Act, and to issue certificates therefore.

Section 5. **Corporate Seal**

The Corporate Seal of the Foundation shall be in circular form and shall bear the name of the Foundation and the words, "Corporate Seal, Pennsylvania 2001."

Section 6. **Annual Audit**

An annual audit of the financial and business affairs of the corporation shall be made by an auditor designated by the Board of Directors.

Section 7. **Variance Power**

If any gifts to the Foundation are received and accepted subject to a Donor's conditions or restrictions as to the use of the gift or income wherefrom, these conditions or restrictions will be honored, subject, however, to the authority of the Foundation's Board of Directors to vary the terms of any gift if continued adherence to any condition or restriction is in the judgment of the Foundation's Board of Directors unnecessary, incapable of fulfillment or inconsistent with the charitable needs of the community served by the Foundation. No distribution will in the judgment of the Foundation endanger the Foundation's Code section 501 (c)(3) status.

**Article XIV Dissolution of the Foundation**

In the event the Foundation is dissolved and liquidated, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the Foundation, distribute the Foundation property and assets to such organization or organizations as in their judgment have purposes most closely allied to those of the Foundation, provided, however, that the transferee organization or organizations shall then be qualified tax-exempt charitable organization(s) within the meaning of Section 501 (c)(3) and Section 170 (b)(1)(A) other

than in clauses (vii) and viii) of the Internal Revenue Code or their successor provisions, shall have been in existence and so described for a continuous period of at least sixty calendar months, and shall also be an organization contributions to which are deductible under Section 170, 2055, and 2522 of the Internal Revenue Code or successor provisions. Any of the property or assets not so distributed shall be disposed of by the Court having jurisdiction of the dissolution and liquidation of a Pennsylvania non-project corporation exclusively to such charitable organization or organizations as are then qualified tax-exempt organizations as defined above.

**Article XV Non-Discrimination Clause**

The Community Foundation for the Twin Tiers, its Board, affiliates, committees, or task groups will not discriminate against any employee, applicant for employment, independent contractor or any other person in any of its activities in regard to race, ethnicity, national origin, gender, sexual orientation, religion, marital status, age, or disability. Such actions shall include, but not be limited to: employment, upgrading, demotion or transfer, recruitment or recruitment advertising; layoff or termination; rates of pay or other forms of compensation; and selection for training. The Foundation will post in conspicuous places a notice setting forth the provisions of this non-discrimination clause which shall be available to employees, agents, applicants for employment, and other person.

**Article XVI Conflict of Interest**

No Director, officer, advisory board member, or member of a committee of the Foundation shall maintain substantial personal or business interests which conflict with those of the Foundation. In addition, any Director, officer, advisory board member, employee or committee members having an interest in a contract or other transaction presented to the Directors or a committee for authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority, 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 his or her 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. Such person may not be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

Adopted by the Board of Directors of the Community Foundation for the Twin Tiers, Inc. on the 6<sup>th</sup> day of February 2003, amended on March 4, 2004, August 2, 2007 and June 12, 2008.

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Chair

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Vice Chair

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Secretary

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Treasurer

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Director

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Director

**CERTIFIED AS THE TRUE AND CORRECT ORIGINAL COPY OF THE BY-LAWS OF THE CORPORATION THIS 12<sup>TH</sup> DAY OF JUNE, 2008.**

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Secretary

