

**BYLAWS
OF
THE ERIE COMMUNITY FOUNDATION**

**a Pennsylvania nonprofit corporation
(the “Corporation”)**

as amended and restated on September 15, 2023

ARTICLE 1.
PURPOSES

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

ARTICLE 2.
OFFICES

2.1 Registered Office. The registered office of the Corporation shall be at such location in Pennsylvania as its board of directors, known as the Board of Trustees (the “Board”), may from time to time determine.

2.2 Other Offices. The Corporation may also have offices at such other places as the Board may select.

ARTICLE 3.
NO MEMBERS

3.1 No Members. The Corporation shall have no members.

3.2 Titles. The Corporation may create “membership” designations or similar titles for participants in affinity groups, giving societies, and other bodies within or related to the Corporation, and for other purposes, but such “members” shall not have the rights of members under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the “Act”).

ARTICLE 4.
TRUSTEES

4.1 Powers. The business and affairs of the Corporation shall be managed under the direction of the Board.

4.2 Qualifications of Trustees. Each member of the Board (a "Trustee") shall be an individual of at least eighteen (18) years of age, who need not be a resident of Pennsylvania.

4.3 Number, Election and Term of Trustees. The Board shall consist of no less than eleven (11) nor more than fifteen (15) Trustees, who shall be elected at the annual meeting of the Board and shall serve for terms of three (3) years commencing upon election and until their successors are elected and qualified, or until earlier death, resignation, or removal. As nearly as feasible, an equal number of terms shall expire each year. After a person has served three (3) full three (3) year terms as a Trustee, such person shall not be eligible for re-election to the Board; provided, however, that a person who has served as Chair of the Board during such person's last year of eligibility for service as a Trustee and who is elected as Chair for an additional year may continue to serve as a Trustee during such additional year without regard to this restriction; and provided, further, that the immediate Past Chair of the Board may continue to serve as a Trustee for one (1) additional year even if not otherwise eligible to serve because of this restriction.

4.4 Removal of Trustees. Any Trustee may be removed from office, with or without cause, at any duly convened meeting of the Board, by a vote of a majority of all Trustees in office (excluding the affected Trustee), provided that written notice of the intention to consider removal of such Trustee has been included in the notice of the meeting. No Trustee may be removed without being afforded the opportunity to be heard at such meeting; provided, however, that: no formal hearing procedure need be followed; no legal representative of the Trustee shall be permitted to attend the meeting; the Trustee shall not be present for the subsequent discussion or vote; and the determination of the Board shall be final and binding.

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

4.6 Vote. Every Trustee shall be entitled to one (1) vote.

4.7 Unanimous Consent of Trustees 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 to the action in record form are signed, before, on or after the effective date of the action, by all Trustees in office on the date the last consent is signed. The consent or consents shall be filed with the Secretary of the Corporation. "Record form" and "signed" are defined in Section 11.1.

4.8 Annual Meeting. The annual meeting of the Board shall typically be its last regular meeting prior to the close of its fiscal year, unless otherwise determined by the Board. At least ten (10) days' written notice of the meeting shall be given to the Trustees.

4.9 Regular Meetings. Regular meetings of the Board shall be held as determined by the Chair in consultation with the President, typically no less frequently than quarterly. At least ten (10) days' written notice of each regular meeting shall be given to the Trustees.

4.10 Special Meetings. Special meetings of the Board may be called by the Chair or by at least three (3) of the Trustees at any time. At least five (5) days' written notice of the special meeting, including the general nature of the business to be transacted, shall be given to the Trustees.

4.11 Use of Conference Telephone or Other Electronic Technology. Any Trustee may participate in a meeting of the Board or any committee thereof by means of conference telephone or other electronic technology by means of which all persons participating in the meeting can hear each other. Participation in a meeting in such manner shall constitute presence in person at the meeting.

4.12 No Compensation. No Trustee shall receive compensation for services as a Trustee or officer, but may be reimbursed for reasonable expenses incurred in connection with such service.

ARTICLE 5. OFFICERS

5.1 Positions, Election, Term. The officers of the Corporation shall include a Chair, a Vice Chair, a Secretary, a President, and a Treasurer. No person may hold more than one (1) of these offices concurrently. The Chair, Vice Chair, and Secretary shall be elected by the Board from among the Trustees at the annual meeting of the Board and shall serve for terms of one (1) year commencing upon election and until their successors are elected and qualified, or until earlier death, resignation, or removal. The Board shall appoint the President, who: shall be an employee of the Corporation; may be designated by other or alternative title(s), including the title "Chief Executive Officer," as the Board may from time to time determine; shall not be a Trustee, but shall attend meetings of the Board and its committees except executive sessions thereof; and shall serve in such office coterminously with employment by the Board in such office. The President shall appoint the Treasurer, who: shall be an employee of the Corporation; may be designated by other or alternative title(s), including the title "Chief Financial Officer," as the President may from time to time determine; shall not be a Trustee, but shall attend meetings of the Board and appropriate committees, or portions of such meetings, upon invitation of the President or the Board; and shall serve in such office coterminously with employment by the Corporation in such office. The President may appoint other officers or assistant officers from among employees of the Corporation, and may terminate such appointments, as the President deems appropriate, but no such officer shall have any authority to bind the Corporation except as specifically prescribed by the Board. Election or appointment as an officer by the Board or the President shall not of itself create any contract rights for the person elected or appointed.

5.2 Consecutive Terms. The Chair, Vice Chair, and Secretary shall not be elected for more than two (2) consecutive terms. The terms of employed officers shall be coterminous with their employment by the Corporation, unless they are sooner removed from office pursuant to Section 5.4.

5.3 Duties. The duties of the officers shall include the following:

(a) The Chair shall preside at all meetings of the Board and of the Executive Committee and shall be an ex-officio member of every committee of the Board.

(b) The Vice Chair shall exercise the duties of the Chair in the absence or disability of the Chair and shall have such powers and perform such other duties as the Board may prescribe or the Chair may delegate.

(c) The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board; shall assure that appropriate notice is given for all meetings of the Board; and shall perform such other duties as may be prescribed by the Board.

(d) The President shall serve as the chief executive officer of the Corporation; shall exercise general supervision over the operations of the Corporation, subject to the oversight of the Board; shall hire and terminate employees of the Corporation; shall execute and acknowledge, in the name of the Corporation, contracts and other instruments and documents within the parameters of authority established by the Board, except in cases where the signing thereof has been delegated by the Board to some other officer or agent of the Corporation; and shall carry out such other responsibilities as may be directed from time to time by the Board.

(e) 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 as requested, but not less than once a year; and shall perform such other duties as may be prescribed by the President or the Board.

5.4 Removal of Officers. The Chair, Vice Chair, or Secretary may be removed from office, with or without cause, at any duly convened meeting of the Board, by vote of a majority of all Trustees in office (excluding the affected officer), provided that written notice of the intention to consider removal of such officer has been included in the notice of the meeting. No such officer may be removed without being afforded the opportunity to be heard at such meeting; provided, however, that: no formal hearing procedure need be followed; no legal representative of the officer shall be permitted to attend the meeting; the officer shall not be present for the subsequent discussion or vote; and the determination of the Board shall be final and binding. Removal of the President by the Board or of any employed officer by the President shall be in accordance with applicable law governing termination of employment, as modified by the terms of any applicable employment contract then in force.

ARTICLE 6.
COMMITTEES

6.1 Establishment. The Board may establish committees to include two (2) or more Trustees. Any such committee, to the extent provided in the resolution of the Board forming the committee or a subsequent charter adopted by the Board, 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.
- (e) The hiring or termination of the President.

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

6.2 Executive Committee. There shall be an Executive Committee consisting of the Chair, Vice Chair, Secretary, Immediate Past Chair, and up to three (3) additional Trustees. The Executive Committee shall, subject to Section 6.1, have and may exercise any of the powers and authority of the Board between meetings of the Board, and the Secretary shall assure that any such actions are reported promptly to the Board. Meetings of the Executive Committee may be called by the Chair, the Vice Chair, or any two (2) members of the Executive Committee, upon forty-eight (48) hours' notice. In the absence of a separate Compensation Committee, the Executive Committee or a subcommittee thereof shall review and make recommendations to the Board with respect to the compensation of the President and other actions required by law with respect to the compensation of key employees. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business, and the acts of a majority of the members present at a duly convened meeting at which a quorum is present shall be the acts of the Executive Committee.

6.3 Governance Committee. There shall be a Governance Committee to oversee recruitment, nomination, orientation, training, and evaluation of Trustees and volunteer officers. The Committee shall monitor the composition of the Board in terms of the skills, experience, diversity, and contributions of the Trustees in order to identify ways in which the Board may improve its effectiveness, by selection of new Trustees and otherwise.

6.4 Finance and Audit Committee. There shall be a Finance and Audit Committee, including members with appropriate expertise, which shall oversee and make recommendations to the Board regarding financial policies, practices, processes, and compliance. The Committee shall recommend to the Board the designation of an independent auditor, meet privately with the auditor, receive and review any management letter submitted by the auditor, recommend any follow-up measures to the Board, and assure that the audit report is timely prepared and submitted to the Board.

6.5 Investment Committee. There shall be an Investment Committee, including members with appropriate expertise, which shall supervise all endowment funds and other invested funds of the Corporation; recommend to the Board investment policies and goals, and implement such policies; retain investment managers and advisors and fund depositories and delegate such investment management powers to such managers as it shall deem necessary and appropriate; and regularly report to the Board on compliance with the investment policies and goals and the status and performance of all such funds.

6.6 Appointment to Committees. Unless otherwise determined by the Board, the Chair shall have the power to appoint and remove members and chairs of all committees.

6.7 Creation and Composition of Advisory Groups. The Board may establish advisory bodies, task forces, affinity groups, or other similar bodies (“Advisory Groups”) which may include persons who are not Trustees. Such Advisory Groups shall have no power to bind the Corporation and shall have only such responsibilities and duties as may be delegated to them by the Board. Unless otherwise determined by the Board, the Chair shall have the power to appoint and remove members of such Advisory Groups.

ARTICLE 7. RESIGNATIONS AND VACANCIES

7.1 Resignations. Any Trustee or officer may resign such position(s) at any time in writing, such resignation to take effect from the time of its receipt by the Corporation, unless some later time is agreed upon by the Trustee or officer and the Board. 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 seats available for Trustees, by reason of death, disability, resignation, disqualification, or otherwise, the Board may choose a person who shall serve as a Trustee for the remainder of the applicable or available term.

(b) If the position of Chair, Vice Chair, or Secretary becomes vacant, by reason of death, resignation, disability, disqualification, or otherwise, the Board may choose a person who shall hold office for the remaining term. Vacancies in the positions of President and Treasurer shall be filled as provided in Section 5.1.

ARTICLE 8.
MEETINGS AND NOTICE

8.1 Place of Meetings. Meetings may be held at such places, within or without Pennsylvania, as the Chair, in consultation with the President, may from time to time determine.

8.2 Notice. Whenever notice is required to be given to any person, it shall be given to such person in writing either personally or by sending a copy thereof by first class or express mail, postage prepaid, or courier service, charges prepaid, to the address supplied by that person to the Corporation for the purpose of notice, or by facsimile transmission, e-mail or other electronic communication to the person's facsimile number or address for e-mail or other electronic communications supplied by the person to the Corporation for the purposes of notice. Notice by mail or courier shall be deemed to have been given when deposited in the United States mail or with a courier service for delivery. Notice by facsimile, email or other electronic communication shall be deemed to have been given when sent. Such notice shall specify the day, hour and geographic location, if any, of the meeting and shall contain any other information which may be required by the Act or these Bylaws, including, in the case of a special meeting, the general nature of the business to be transacted.

8.3 Waiver of Notice. Any required notice may be waived by 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 the meeting for the express purpose of objecting to the transaction of any business at the meeting because the meeting was not lawfully called or convened.

ARTICLE 9.
LIABILITY AND INDEMNIFICATION

9.1 General Rule. A Trustee shall not be personally liable for monetary damages as a Trustee for any action taken, or any failure to take any action, unless:

(a) the Trustee has breached or failed to perform the duties of Trustee 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 Trustee pursuant to any criminal statute or (b) the liability of a Trustee for the payment of taxes pursuant to federal, state or local law.

9.2 Indemnification. The Corporation shall indemnify any Trustee or officer of the Corporation 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 such person 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, that 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 the person has met the applicable standard of conduct set forth under that section. Such determination shall be made:

- (a) by the Board of Trustees by a majority vote of a quorum consisting of Trustees 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 Trustees so directs, by independent legal counsel in a written opinion.

9.4 Advancing of Expenses. The Corporation shall advance expenses incurred by an officer or Trustee 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 Trustee 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, whether or not a Trustee, or officer of the Corporation, as a matter of law.

9.7 Trust Property. This Article shall not affect the liability of any person with respect to the administration of assets held by the Corporation pursuant to Section 5547 of the Act.

ARTICLE 10. AMENDMENTS

10.1 Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended only by a majority of all Trustees in office, at any duly convened meeting of the Board, after not less than ten (10) days' written notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

10.2 Bylaws. The Bylaws may be amended only by a majority of all Trustees in office, at a duly convened meeting of the Board, after not less than ten (10) days' written notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

ARTICLE 11. MISCELLANEOUS

11.1 Definitions.

(a) Written. Whenever a written document or written action is required by these Bylaws, it shall be sufficient if such document is provided or action is taken in Record Form.

(b) Record Form. "Record Form" means inscribed on a tangible medium or stored in an electronic or other medium and retrievable in perceivable form.

(c) Sign or Signature. Whenever these Bylaws require a signature or a signed document, it shall be sufficient if the person signing acts with present intent to authenticate or adopt information in Record Form and (1) manually signs or adopts a tangible symbol or (2) attaches to, or logically associates with, information in Record Form an electronic sound, symbol or process.

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

11.3 Powers of Modification or Removal. The Board shall have the power:

(a) to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if, in its sole judgment (without the necessity of the approval of any participating trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the community;

(b) to replace any participating trustee, custodian, or agent for breach of fiduciary duty under state law; and

(c) to replace any participating trustee, custodian, or agent for failure to produce a reasonable (as determined by the Board) return of net income (within the meaning of Treasury Regulation 1.170A-9(f)(11)(v)(F) or successor regulation) over a reasonable period of time (as determined by the Board).

11.4 Policies. The Board shall adopt policies dealing with conflicts of interest, whistleblower protection, document retention and destruction, gift acceptance, fund administration, grantmaking, the exercise of variance power, and such other matters as it deems appropriate.

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

11.6 Bond. If required by the Board, any person shall give bond for the faithful discharge of such person's duty in such sums and with such sureties as the Board shall determine.

Certified by the Secretary as adopted by the Board of Trustees of the Corporation on the date first noted above and as in full force and effect on the date noted below.

Dated: _____

Secretary