

AMENDED BYLAWS OF
JUVENILE DETENTION CENTERS and ALTERNATIVE PROGRAMS

formerly
JUVENILE DETENTION CENTERS ASSOCIATION OF PENNSYLVANIA

ADOPTED OCTOBER 3, 2007
APPROVED SEPTEMBER 23, 2014
REVISED JULY....2016

ARTICLE I

Name

Section 1. Name. The name of the Corporation shall be Juvenile Detention Centers and Alternative Programs (the “Corporation”).

ARTICLE II

Purposes and Operation

Section 1. Purposes. The Corporation was incorporated under the Pennsylvania Nonprofit Corporation Law of 1972. The affairs of the Corporation are governed by the Pennsylvania Nonprofit Corporation Law of 1988, as amended. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. The Corporation shall be operated exclusively for the promotion of social welfare within the meaning of Section 501(c) (4) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent tax laws of the United States (the “Code”). Without limiting the generality of the foregoing, the purposes of the Corporation shall be:

- (a) To recommend and promote juvenile justice facility and alternative program policies and standards.
- (b) To educate and communicate information on juvenile justice facility and alternative program policy and practice to professionals in the field.
- (c) To conduct and promote related research, training and education.

- (d) To educate and inform the public, administrative, legislative and regulatory bodies, decision makers, and the media about juvenile justice facility and alternative services.
- (e) To effect the achievement of favorable state and federal legislation, programs and policies impacting the youth served through the operations of member agencies.
- (e) To do all things which may be necessary, appropriate or convenient to the achievement of the foregoing purposes and which may lawfully be done by a nonprofit corporation under and pursuant to the laws of the Commonwealth of Pennsylvania and which are not otherwise prohibited by its Articles of Incorporation or Bylaws.

Section 2. Restrictions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, 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 the purposes set forth in Article II, Section 1 hereof. The net earnings of the Corporation shall be devoted exclusively to the promotion of social welfare within the meaning of Section 501(c) (4) of the Code. The Corporation shall not, directly or indirectly, participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office, nor shall it take a position on any issue raised in a political campaign for the purpose of aiding or opposing any candidate. The Corporation shall not operate a social club for the benefit, pleasure or recreation of its members or carry on a business with the general public in a manner similar to organizations which are operated for profit. Any other provision of these Bylaws to the contrary notwithstanding, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Sections 501(a) and 501(c)(4) of the Code. Upon the sale of substantially all of the assets or the dissolution of the Corporation, surplus shall not be utilized for the private interest of any person. These Bylaws shall not be altered or amended in derogation of the provisions of this Section.

Section 3. Termination. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (4) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes. Upon the sale of substantially all of the assets or the dissolution of the Corporation, surplus shall not be utilized for the private interest of any person.

Section 4. Offices. The registered office of the Corporation shall be: 2789 Old Post Road, Harrisburg, PA 17110. The Corporation may also have offices at such other places as the Members may from time to time determine.

Section 5. CCAP Affiliation. The organization of the Juvenile Detention Centers and Alternative Programs (JDCAP) is an affiliate of the County Commissioners Association of Pennsylvania (CCAP). The relationship between JDCAP and CCAP is defined within the Affiliate Agreement signed into effect by the President of JDCAP and the Executive Director of CCAP. CCAP Affiliation dues will be increased on an annual basis by a percentage determined by the executive director of CCAP.

ARTICLE III

Members

Section 1. Classes of Members. There shall be four classes of members which shall consist of the following (“Members”):

(a) Full Membership. Eligible members include agencies that provide secure detention programs, juvenile justice programs as well as alternative programs designed to provide balance and restorative justice. Eligible member programs provide a range of helpful services that include, at a minimum, education, recreation, counseling, nutrition, health care, reading, visitation, communication, and continuous supervision. Member facilities also provide for a system of clinical observation and assessment. The membership benefits are extended to all facilities/programs and staff under the authority of the agency. Agencies are defined as the local, corporate, or nonprofit authority, with direct responsibility for the operation of any facility that confines justice involved youth. Each (agency) member is entitled to one (1) vote.

(b) Professional Membership. Professional members support the mission, vision and code of ethics of the Corporation. Professional members shall have no voting rights and cannot hold office.

(c) Affiliate Membership. Affiliate members may be nonprofit or for profit organizations, corporations, foundations and educational institutions that support the mission, vision and code of ethics of the Corporation. Affiliate members shall have no voting rights and cannot hold office.

(d) Honorary Membership. Candidates for Honorary Membership include any individuals not employed in detention who supports the mission, vision and code of ethics of the Corporation. Honorary members must be nominated by a corporation member and one-third (1/3) of the Members entitled to vote and present in person, shall be necessary at the meetings of the Members to endorse the candidate. Honorary members shall have no voting rights and cannot hold office.

Section 2. Dues. The Executive Committees of the Juvenile Detention Centers and Alternative Programs (JDCAP) and the County Commissioners Association of Pennsylvania have determined the mechanism to compute dues. For members who joined prior to June 2014,

dues are based upon licensed bed capacity. New member dues shall be set at a flat rate established annually by the Board. New members shall be eligible for a 50% discount for the first year, a 25% discount the second year and shall pay the flat rate thereafter. Professional and Affiliate membership dues are set by the Executive Committee and presented at the Annual Meeting. Dues will be billed by the Association staff at times agreed upon by the Board of Directors. Any change in the dues structure must be approved by membership.

Voting members are facilities who have paid dues within one year of the initial invoice date. Those facilities in arrears by more than one year will forfeit membership privileges including voting rights.

Section 3. Management by Members. The business and affairs of the Corporation shall be managed by and under the direction of the Members in lieu of a board of directors. Meetings of Members need not be called to elect directors. The Members of the Corporation shall be deemed to be directors for purposes of applying the provisions of the PaNPCL applicable to directors. The Members of the Corporation shall be subject to all liabilities imposed and shall enjoy all rights and immunities conferred by law on directors.

Section 4. Liability of Members.

(a) No person who is or was a Member of this Corporation shall be personally liable for monetary damages for any action taken, or any failure to take any action, in the capacity of a director, unless:

(i) the Member has breached or failed to perform the duties of a director as set forth in the PaNPCL; and

(ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(b) This provision of the Bylaws shall not apply to:

(i) the responsibility or liability of a Member pursuant to any criminal statute; or

(ii) the liability of a Member for the payment of taxes pursuant to local, state or federal law.

(c) If Pennsylvania law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a Member of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Pennsylvania law.

ARTICLE IV

Meetings of Members

Section 1. Place of Meetings. All meetings of the Members shall be held at the registered office or such other places, either within or without the Commonwealth of Pennsylvania, as the Members may from time to time determine.

Section 2. Annual Meetings. A meeting of Members shall be held for the election of the officers in each calendar year on such date and at such time and place as the Members shall determine. If the annual meeting shall not be called and held within a calendar year, a special meeting for the election of officers may be called at any time thereafter. Elections for officers shall be by written ballot and may be conducted by mail in accordance with Section 10 of this Article. The Secretary shall give written notice of the annual meeting of Members, specifying the place, date and hour, to each Member at least ten (10) days prior to the meeting. The slate of nominees for officers shall be provided to all Members prior to the Annual Meeting.

Section 3. Regular Meetings. Regular meetings of the Members shall be held at such time and place as shall be determined from time to time, by resolution of the Members. The Secretary shall give written notice of each regular meeting of Members, specifying the place, date and hour, to each Member at least ten (10) days prior to the meeting.

Section 4. Special Meetings. Special meetings of the Members, for any purpose or purposes, other than those regulated by statute or by the Articles of Incorporation, may be called at any time by the President, Executive Director or ten (10%) percent of the Members, upon written request delivered to the Secretary of the Corporation. Upon receipt of any such request, it shall be the duty of the Secretary in conjunction with the Director to fix the time of the meeting, which shall be held not more than thirty days thereafter. Written notice of any special meeting of the Members, stating the place, the date and hour and the general nature of the business to be transacted thereat, shall be given to each Member of record entitled to vote thereat at such address as appears on the books of the Corporation, at least ten (10) days before such meeting, unless a greater period of notice is required by statute in a particular case. Business transacted at all special meetings shall be confined to the business stated in the written notice.

Section 5. Quorum. One-third (1/3) of the Members entitled to vote and present in person, shall be necessary to constitute a quorum at all meetings of the Members for the transaction of business, except as otherwise provided by statute or by the Articles of Incorporation or by these Bylaws. A member may be present by proxy.

Section 6. Members List. The Secretary of the Corporation shall make a complete list of the Members entitled to vote at the meeting, arranged in alphabetical order, with the address of each, which list shall be kept on file at the registered office of the Corporation.

Section 7. Judges of Election. In advance of any meeting of Members, the Members may appoint judges of election, who need not be Members, to act at such meeting or any adjournment thereof. If judges of election be not so appointed, the presiding officer of any such meeting may, and on the request of any Member shall, make such appointment at the meeting. The number of judges shall be one or three. If appointed at a meeting on the request of one or more Members, a majority of the Members present and entitled to vote shall determine whether one or three judges are to be appointed. No person who is a candidate for office shall

act as a judge. The judges of election shall do all acts required by Section 5762 of the PaNPCL and such acts as may be proper to conduct the election or vote with fairness to all Members, and shall make a written report of any challenge or question or matter determined by them and execute a certificate of any fact found by them, if requested by the presiding officer of the meeting or any Member. Any report or certificate made by them shall be prima facie evidence of the facts stated therein. If there be three judges of election, the decision, act or certificate of a majority shall be effective in all respects as the decision, act or certificate of all.

Section 8. Nominations for Officer. The Members may provide a fair and reasonable procedure for the nomination of candidates for officers of the Corporation. In such event, only candidates nominated in accordance therewith shall be eligible for election as an officer.

Section 9. Informal Action by Members. Except as otherwise provided in the Articles of Incorporation, any action required to be taken at a meeting of the Members 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 Members who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the Corporation.

Section 10. Voting by Mail. Any action required or permitted, under the PaNPCL or these Bylaws, to be taken by the Members at any annual or special meeting may be submitted to a vote of the Members conducted by mail or through e-mail. The Secretary of the Corporation shall mail or email a ballot for such purpose, accompanied by written information (not to exceed five (5) pages in length) offered by the proponent of the matter to be voted upon, to each Member entitled to vote on the matter, at such address as appears on the books of the Corporation, at least fifteen (15) days before the date established by the Members for the close of voting. The ballot shall state that, to be counted, it must be returned to the Secretary, by mail or personal delivery or by such other reasonable means as the Members may direct, at the registered office of the Corporation or at such other place, either within or without the Commonwealth of Pennsylvania, as the Members may direct, at or before 5:00 p.m. (prevailing time at Harrisburg, Pennsylvania) on the date established by the Members for the close of voting. Timely received ballots of one-third (1/3) of the Members entitled to vote on the matter shall be necessary to constitute a quorum for the purpose of taking any action by mail, except as otherwise provided by statute or by the articles of incorporation or by these bylaws. When a quorum of ballots is timely received, the vote of a majority of the Members entitled to vote on the matter shall decide any question submitted to voting by mail, except as otherwise provided by statute or by the Articles of Incorporation or by these Bylaws. The Secretary of the Corporation shall tally the votes recorded on all timely received ballots and shall mail a report of the results of the vote to each member entitled to vote on the matter within five (5) days after the close of voting.

Section 11. Facility Member Representative. Each Facility Member shall act, in all matters relating to the Corporation, by its administrator or managing director, or by another employee of the Facility Member authorized by the administrator or managing director, in writing or email, to act in his or her stead (its "Representative"). Where the context requires,

references to a “Member” herein mean and refer to a Facility Member’s Representative. Each writing by the administrator or managing director of a Facility Member, authorizing another employee of the Facility Member to act in his or her stead, shall be limited to the purposes therein stated, and shall be filed at the registered office of the Corporation..

ARTICLE V

Committees

Section 1. Executive Committee.

(a) There shall be an Executive Committee consisting of the President, Vice President, Secretary, Treasurer of the Corporation, chairman of the Training Committee and Immediate Past President, who serves in a nonvoting advisory capacity which shall meet at least four (4) times per year. Additional meetings of the Executive Committee shall be held as needed. The President shall preside as chair at all meetings of the Executive Committee.

(b) The Executive Committee shall have and exercise the powers of the Members on all matters within the budget, except that the Executive Committee shall not have any power or authority as to the following: (i) the adoption, amendment or repeal of these Bylaws; (ii) the amendment or repeal of any resolution of the Members, or (iii) action on matters committed by these Bylaws or resolution of the Members to another committee of the Members. Two members of the Executive Committee must approve and sign all expenses above and beyond the approved budget.

Section 2. Legislative Committee. There shall be a Legislative Committee consisting of not fewer than three nor more than nine individuals. The President shall chair the Legislative Committee. The Executive Director may call a meeting of the Legislative Committee needed during the State legislative session.

Section 3. Nominating Committee. There shall be a Nominating Committee consisting of three Members selected by the Executive Committee. If the selected Member becomes a candidate for office, another Member will be selected by the Executive Committee. The Nominating Committee shall monitor policies and procedures pertaining to nominations and elections and shall prepare a slate of potential candidates for officers. The Nominating Committee shall disband after the election.

Section 4. Training Committee. There shall be a Training Committee consisting of an elected chair and employees responsible for training of each Facility Member. The Training Chair will make recommendations to the Members regarding the statewide training needs of detention facilities as well as submit goals and objectives for the strategic plan. The chairman of the Training Committee shall be elected every two years in the odd numbered years.

Section 5. Other Committees. The Members may, by resolution adopted by a majority vote of the Members, designate one or more other committees. The Members may designate one or more members as alternate members of any Committee, who may replace any absent or disqualified member at any meeting of the Committee. Any such Committee to the extent provided in such resolution or in the Bylaws, shall have and exercise the authority of the Members in the management of the business and affairs of the Corporation. In the absence or disqualification of any member of such Committee or Committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member to act at the meeting in the place of any such absent or disqualified member.

Section 6. Committee Meetings.

(a) The Executive Committee, Legislative Committee, Nominating Committee, Training Committee and any other committees (the “Committees”) shall hold meetings as necessary or desirable for the purpose of transacting such business as may properly come before the meeting. The Recording Secretary of each Committee shall keep minutes at all meetings of the Committees and report to the Members at its next regular meeting or when required.

(b) Regular Committee meetings shall be held at such time and place as shall be determined from time to time, by resolution of the Committees. Notices of regular meetings of the Committees shall specify the date, place and hour of the meetings and shall be given to each member at least ten (10) days before the meetings either personally, by mail, facsimile transmission, electronic mail.

(c) At least a majority of the persons entitled to vote at meetings of the Committees shall constitute a quorum for the transaction of business, and the acts of a majority of the members present at meetings at which a quorum is present shall be the acts of the Committees.

Section 7. Meetings Involving Telephone. One or more members of a Committee may participate in a meeting of the Committee by means of conference telephone or similar communications equipment, whereby all persons participating in the call can hear each other. Providing all notice requirements for holding the meeting involved have been met, action may be taken at such a telephone meeting to the same extent and in the same manner as if all persons participating were physically present at the same location.

Section 8. Adjournment. If any meeting of a Committee cannot be organized because less than a quorum of the persons involved is in attendance, those persons in attendance may adjourn the meeting to such time and place as they may determine and it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted, other than the announcement to the meeting at which such adjournment is taken.

Section 9. Voting by Proxy. Members of Committees may not participate in meetings by proxy.

Section 10. Informal Action by Committees. Any action which may be taken at a meeting of the Executive Committee or any other committee may be taken without a meeting if consent or consents in writing setting forth the action so taken shall be signed by all of the members of the committee and shall be filed at the registered office of the Corporation..

Section 11. Statewide Representation. In committee selection, attention shall be paid to ensuring statewide representation.

ARTICLE VI

Officers

Section 1. Qualification and Election. The officers of the Corporation shall be elected at the Annual Meeting of the Members and shall include a President, a Vice President, a Secretary, Treasurer and Training Chair each of whom shall be a Member of the Corporation. The President and Vice President shall be elected in the even numbered years and the Secretary, Treasurer and Training Chair shall be elected in the odd numbered years. The President, Vice President, Treasurer, Training Chair, and the Secretary shall be natural persons of full age and members of the Corporation. At no time shall two officers of the Corporation from the same agency/entity serve on the Board.

Section 2. Term. The officers of the Corporation shall hold office for a term of two (2) years and until their successors are chosen and qualified. There shall be no limit to the number of terms the Vice President, Secretary and Treasurer may serve. The President shall serve no more than two consecutive terms. Any officer elected or appointed by the Members may be removed by the Members in accordance with Section 3 of this Article whenever, in their judgment, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If the office of any officer becomes vacant for any reason, the vacancy shall be filled in accordance with Section 4 of this Article.

Section 3. Removal. An officer may be removed with cause by two-thirds (2/3) vote of the Members. An officer shall submit his written resignation to the Members upon leaving full time employment.

Section 4. Vacancies. In the event the office of President becomes vacant, the Vice President shall assume the duties and responsibilities of the President for remainder of the unexpired term. In the event a vacancy occurs in the office of Vice President, Secretary, Treasurer or Chair of the Training Committee, the Executive Committee shall appoint a temporary successor, who shall also be a Member who will serve until the next annual meeting. At the next annual meeting, a special election will be held to elect a successor who shall serve the remainder of the term.

Section 5. President. The President shall have general and active management of the Corporation, shall preside as the Chair at all meetings of the Members, the Executive Committee and Legislative Committee, shall see that all orders and resolutions of the Members

are carried into effect, and shall perform such other duties as the Members may from time to time assign to her or him. The President shall have sufficiently broad authority to enable her or him to carry out her or his responsibilities and she or he shall act as the duly authorized representative of the Corporation whenever appropriate.

The President or a member designee of the JDCAP will serve in a non-voting capacity on the Executive Committee of the CCAP. Additionally, the JDCAP will be entitled to have one non-voting member on the Human Services Committee of the CCAP.

Authority to hire will rest with the Executive Committee of the CCAP, but job applicants must be screened by the President of the JDCAP and the Executive Director of the CCAP. Supervision and performance evaluations and subsequent salary decisions will be made by the CCAP in consultation with the JDCAP President.

Section 6. Vice President. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Members may prescribe or the President may delegate. The Vice President shall chair Committees and work groups developed by the Members.

Section 7. Secretary. The Secretary shall attend all meetings of the Members and shall record and maintain all the votes and the minutes thereof. She or he shall give, or cause to be given, notice of all meetings of the Members and the Committees and shall perform such other duties as may be prescribed by the Members, the Committees or by the President under whose supervision she or he shall be.

Section 8. Treasurer. The Treasurer, along with the Executive Director, shall be responsible for preparing and submitting quarterly and annual reports to the Members on the financial state of the Corporation.

Section 9. Immediate Past President. Upon the expiration of her or his term, the President shall assume the role of immediate past president and act in an advisory capacity to the Executive Committee for a period of two years.

Section 10. Compensation. The officers of the Corporation shall serve without compensation.

ARTICLE VII

Administration

Section 1. Executive Director. An Executive Director shall be employed through and within the parameters of the Corporation's affiliation agreement with the CCAP. The Executive Director shall have the custody of the corporate funds and shall keep full and accurate

accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as shall be designated by the Members. The Executive Director shall maintain the financial records in accord with accepted accounting principles and will submit those records for independent audit on an annual basis. The Executive Director and Treasurer shall prepare the annual budget and present it to the Members for review and approval. The Executive Director shall be responsible for carrying out short and long-range goals and strategies for the Corporation and will represent the Corporation in negotiations and discussions with key policy makers. In addition, the Executive Director shall be charged with providing oversight to committees and task forces established by the Corporation for the purpose of analyzing and reviewing proposed and existing state and federal requirements and communicating with members in this regard. The Executive Director shall also be responsible for managing the internal administration of the Corporation, and for such other duties as necessary to promote and maintain the Corporation. The Executive Director shall serve as staff to the Executive Committee.

Section 2. Staff. Additional staff support shall be employed through and within the parameters of the Corporation's affiliation agreement with the CCAP. The JDCAP staff will have the responsibility to: provide support and technical assistance to JDCAP on issues regarding juvenile detention programs, services, personnel issues and fiscal matters; to assist centers' and counties, as necessary, to improve the quality of juvenile detention services; and to provide support to general CCAP operation. The staff position responsibilities and title shall be developed by the Executive Director in consultation with CCAP and the Executive Committee with a formal job description available to membership upon request.

Section 3. Other Officers. The Members may provide for and designate such other officers and assistant officers, including vice presidents, assistant secretaries and assistant treasurers as the needs of the Corporation may require. These officers shall hold their offices for such terms and shall have such authority and perform such duties as, from time to time, shall be specified by the Members.

Section 4. Employees. The Corporation may retain or employ and compensate such employees and independent contractors, professional or otherwise, as may be deemed necessary to carry out the purposes of the Corporation through and within the parameters of the Corporation's affiliation agreement with the CCAP.

ARTICLE VIII

Indemnification

Section 1. Terms. The Corporation shall indemnify, to the extent permitted under the PaNPCL, any person who was or is a party (other than a party plaintiff suing on her or his own behalf or in the right of the Corporation), or who is threatened to be made such a party, to

any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (including, but not limited to, an action by or in the right of the Corporation) by reason of the fact that she or he is or was a Member, officer or employee of the Corporation, or is or was serving at the request of the Corporation as a Member, officer or employee of another domestic or foreign corporation, for-profit or not-for-profit, partnership, joint venture, trust or other enterprise (such person being herein called an “Indemnified Person”), against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by her or him in connection with such action or proceeding (herein called collectively the “Indemnified Liabilities”), unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct or recklessness of the Indemnified Person.

In addition, the Corporation shall indemnify any Indemnified Person against the Indemnified Liabilities to the full extent otherwise authorized by Pennsylvania law, including, without limitation, the indemnification permitted by Section 5741 et seq. of the PaNPCL.

Section 2. Powers. The Corporation shall have the power to indemnify any person who is or was an agent of the Corporation, or is or was serving at the request of the Corporation as an agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by her or him by reason of her or his services on behalf of the Corporation, except as prohibited by law.

Section 3. Ability to Advance Expenses. Expenses incurred by a Member, officer, employee or agent in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such action or proceeding, as authorized in the manner provided in Section 4 of this Article, upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that she or he is not entitled to be indemnified by the Corporation as authorized in this Article.

Section 4. Determination of Indemnification and Advancement of Expenses.

(a) Any indemnification under Section 1 of this Article (unless ordered by a court) shall be made by the Corporation unless a determination is reasonably and promptly made that indemnification of the Member, officer or employee is not proper in the circumstances because she or he has not satisfied the terms set forth in Section 1.

(b) Expenses shall be advanced by the Corporation to a Member, officer or employee upon a determination that such person is an Indemnified Person as defined in Section 1 of this Article and has satisfied the terms set forth in Section 3 of this Article.

(c) Any indemnification under Section 2 of this Article or advancement of expenses to an agent under Section 3 of this Article (unless ordered by a court) may be made upon a determination that the agent has satisfied the terms of Section 2 or 3, as applicable, and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity or advancement of expenses.

(d) All determinations under this Section 4 shall be made:

(i) By the Members by a majority vote of a quorum consisting of Members who were not parties to such action or proceeding; or

(ii) If such a quorum is not obtainable, or, even if obtainable, if a majority vote of a quorum of disinterested Members so directs, by independent legal counsel in written opinion; or

(iii) By such other body as may be provided in these Bylaws.

Section 5. Other Rights of Indemnified Person. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of disinterested Members or otherwise, both as to action in her or his official capacity and as to action in another capacity while holding such office.

Section 6. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Member, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Member, officer, employee or agent of another domestic or foreign corporation, for-profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against her or him and incurred by her or him in any such capacity, or arising out of her or his status as such, whether or not the Corporation would have the power to indemnify her or him against such liability under the provisions of this Article.

ARTICLE IX

Miscellaneous

Section 1. Contracts. The President or Executive Director shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Members to some other officer or agent of the Corporation.

Section 2. Depository for Corporate Funds. The funds of the Corporation shall be deposited in its name in a depository or depositories designated by the Members. All checks, demands for money and notes for the Corporation shall be signed by such officer or officers or the Executive Director as the Members may, from time to time, designate.

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin on January 1st and end on December 31st.

Section 4. Gifts. The Corporation may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 5. Waiver of Notice. Whenever any notice of any meeting is required as aforesaid, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 6. Subventions. The Corporation shall be authorized by resolution of the Members to accept subventions from Members or nonmembers on terms and conditions not inconsistent with statute, and to issue certificates therefor.

Section 7. Amendment of Bylaws. Except as provided in Section 5504(b) of the PaNPCL, these Bylaws may be altered, amended or repealed by a two-thirds (2/3) vote of the Members at any Regular or Special Meeting, duly convened after at least thirty (30) days written notice to the Members of that purpose.

ARTICLE X

Ethics

The following principles and practices shall guide the conduct of all Members of the Corporation:

Section 1: Financial Interests. Members will not use their official position in the Corporation to secure special privileges or advantages when entering into, or are making financial plans, contracting, servicing, or otherwise on behalf of the Corporation unless approved and determined to be in the best interest of the Corporation by the Members and Executive Committee. Members will not accept any free or preferred services, benefits, or concessions from any person or entity as a result of being a member of the Corporation. Members will always take care, with diligence, to maintain the integrity of the Corporation.

Section 2. Solicitation. Members will not solicit or accept directly or indirectly any gift, gratuity, favor, loan, or any other item of value to imply an obligation that is inconsistent with the free and objective exercise of professional responsibility for the Corporation.

Section 3. Communication. Any Member communicating, either written or verbal on behalf of the Corporation, will first seek the approval and consent of the President and/or the Executive Director of the Corporation to ensure that any communication representing the Corporation is done so in its best interest. Members will clearly distinguish between those that are personal views and those that are statements and positions on behalf of the Corporation prior to submitting a public statement.

Section 4. Conduct. Members will respect the importance of all the components of the juvenile and criminal justice system or human service system and cultivate a professional cooperation with each component and their respective employees. Members acting in an official capacity on behalf of the Corporation will not allow personal interest to impair objectivity in the performance of his or her duty or responsibility to the Corporation. The Corporation will strive to sponsor activities that encourage and promote positive interactions among colleagues.

Section 5. Misrepresentation. Members will not misrepresent the Corporation on any matters. Members will take care with diligence to maintain the integrity of the Corporation.

Section 6. Violation. Any Member who is knowledgeable of any violation of the code of ethics by another Member shall notify an Executive Committee member immediately upon such knowledge. In the event that the Executive Committee is subject of such knowledge the information should be conveyed at the next meeting of Members. A Member who is found in violation of the Code of Ethics is subject to review by the Members for disposition by the Executive Committee. The Executive Committee will implement the recommended remedial measures to ensure all parties subject to the violation receive appropriate facts, dispensation, or other resolutions determined by the Executive Committee, in concert with the Members.