BYLAWS

SUSQUEHANNA VALLEY COUNCIL CHARITABLE GIFT PLANNERS
(revised and approved December 20, 2024)

ARTICLE I
Name

1.1 The name of the Corporation is Susquehanna Valley Council of Charitable Gift Planners.

ARTICLE II
Purposes and Powers

2.1 The Purposes of the Corporation, as stated in its Articles of Incorporation, are to receive, administer and expend funds for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws, including but not limited to the following:

(a) To serve the needs of donors, and the institutions they support, by encouraging education and the training of the planned giving community and allied professionals, including without limitation making scholarships and/or loans available for attendance at seminars and for other educational programs and training; to engage in seminar, institute, publishing, research and similar activities relating to planned giving; and to engage in such other activities as may be necessary or appropriate to accomplish the foregoing objectives and purposes regarding planned giving; and

(b) To make distributions to organizations that qualify as exempt organizations under Sections 501 (a) and 501 (c) (3) and are within the definitions in Sections 170(c) (2) (B), 2055 (a) (2), and 2552 (a) (2) of the Internal Revenue Code of 1986, as amended from time to time, and any applicable successor provisions (hereinafter the Code); and

(c) The Corporation shall have the authority and power to do anything and to take any action permitted by law for a Pennsylvania non-profit corporation consistent with the foregoing purposes.

2.2 No part of the net earnings of the Corporation shall enure to the benefit of, or be distributable to, any of its members, directors, officers or other private persons, except that the Corporation is authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the foregoing purposes. Upon dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Code, or shall be distributed to the federal government or to a state or local government, for public purposes, all as determined at such time by the Board of Directors. Any assets not so disposed of shall be distributed as directed by the Court of

Common Pleas of the county in which the principal office of the Corporation is then located, but with same distributed exclusively for such purposes and to such organizations as said court shall determine which are organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c) (3) of the Code.

2.3 In the event this Corporation shall ever be characterized as a "private foundation" within the meaning of Section 509 of the Code, or any successor or other applicable section, then the Corporation's income for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code, or any successor section, and the Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Code, nor shall it retain any excess business holdings as defined in Section 4943 (c) of the Code or make any investments which would subject it to the special tax under Section 4944 of the Code, nor shall the Corporation make any taxable expenditures as defined in Section 4945(d) of the Code.

2.4 No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall be empowered to make the election authorized under Section 501 (h) of the Code or any other applicable election. The Corporation shall not participate in, or intervene in, including but not limited to publishing or distribution, of any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not generally 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) (3) and Sections 170(c) (2), 2055(a) (2) and 2522(a) (2) of the Code.

ARTICLE III
Offices

3.1 The Corporation shall have its principal office at 100 Pine Street, Harrisburg, Pennsylvania, or such other location within the Commonwealth of Pennsylvania as the Board of Directors may from time to time determine.

3.2 The Corporation shall have and continuously maintain in this state a registered office, and may have other offices within or without the Commonwealth of Pennsylvania as the Board of Directors may from time to time determine.

ARTICLE IV
Members

4.1 The Corporation shall have members and no shareholders.

4.2 Membership shall be open to any individual who is interested in planned giving as a method of charitable giving.

4.3 Membership dues and fees shall be established by the Board of Directors from time to time and a member in good standing shall be current in the payment of all such dues and fees.

4.4 Any member may be terminated as a member by majority vote of all members of the Board of Directors for cause, as determined in the sole discretion of the Board, which shall include but not be limited to a determination that such person no longer meets the qualification requirements for membership.

4.5 The annual meeting of the Corporation's members shall be held at such time and place as may be determined by the Board of Directors from time to time. The purpose of the annual meeting shall be to receive reports of officers, committees, and the Board, to elect officers and directors, for applicable terms of service, and to conduct any other business that may properly be brought before the membership. Additional meetings of the membership may be called from time to time by the Board of Directors or by the President.

4.6 At least ten (10) days prior to each regular or special meeting of the membership, written notice of the time and place of such meeting shall be given to the members.

4.7 Each member in good standing shall be entitled to one vote at any matters voted upon by the membership. The presence (either in person or virtually by electronic means) of the lesser of one-third (1/3) of all members entitled to vote at the meeting, or a total of ten (l0) members shall constitute a quorum. Except as otherwise provided in these Bylaws or by law, the action of a majority of all members present and voting at a meeting at which a quorum is present shall constitute the actions of the membership. Each member shall have the power to vote in person or through written proxy executed in accordance with law and delivered to the Secretary or the President of the Corporation prior to the commencement of the meeting. Upon request by not fewer than ten (10) members, voting for election of officers and directors shall be by secret written ballot. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting upon the signed consent of members who would have been entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all members entitled to vote thereon were present and voting. The consents must be filed in record form with the minutes of the proceedings of the members.

ARTICLE V
Board or Directors

5.1 Except as reserved to the vote of the members, the affairs of the Corporation shall he governed by its Board of Directors.

5.2 The number of directors shall not be less than eight (8) nor more than twenty (20) as may be determined from time to time by the Board of Directors. Directors need not be residents of Pennsylvania, but they must be natural persons and members of the Corporation in good standing. The Board of Directors shall consist of the President, Vice President/President Elect, Secretary, and Treasurer by reason of their election to office, and such additional number of Directors as determined by the Board of Directors. Directors, other than the four elected officers specified in this Section shall be elected by the members, except in case of a vacancy as provided for in Section 5.8.

5.2.1 The Board of Directors shall be classified in respect to the time for which the Directors shall severally hold office by dividing the Directors into two (2) classes, which shall be as nearly equal in number as possible. Each member of each class shall be elected for a term until the second annual members meeting following the member's taking office and until his or her successor has been selected and qualified or until the member's earlier death, resignation or removal. The term of office of one class shall expire at the annual meeting of members in each year. At each annual meeting of members, the successors to the Directors of the class whose terms expire that year shall be elected to hold office. A decrease in the number of Directors shall not have the effect of shortening the term of any incumbent Director. Any Director may be re-elected for a full term of two years.

5.2.2 The membership of the Board of Directors should include representation of a variety of sectors that promote best practices in planned giving. Said sectors may include, but not be limited to, healthcare, education, community health, religious community, community aid, financial planning and/or services, law, fundraising consulting, or other professions deemed appropriate by the voting membership. In an effort to maintain diversity among sectors, board composition may consist of not more than two (2) members from any single company or organization. Exception will be made when job changes by currently sitting member(s) of the Board cause(s) a violation of the above principle. In such cases, one (or more, if necessary) member(s) of the over-represented company(ies) or organization(s) shall leave the board upon expiration of his/her/their term(s).

5.3 The annual meeting of the Board of Directors, shall be held on such date, not later than sixty (60) days after the annual membership meeting each year, and at the registered office of the Corporation, or at such other location within or without the Commonwealth of Pennsylvania, as may be determined by the Board of Directors and as shall be designated in the notice of said meeting. Notice of all meetings shall be given at least five (5) days before the meeting.

5.4 Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the Commonwealth of Pennsylvania, as the place for holding any special meeting of the Board called by them.

5.5 In the case of any meeting of the Board of Directors, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

5.6 A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the Directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

5.7 The act of a majority of the directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise required by law or by these Bylaws.

5.8 Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors, other than at the annual meeting, shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

5.9 Any director may be removed, with cause, by vote of the membership at any regular or special meeting of the membership, or by vote of two-thirds of all other directors on the Board for cause as determined at the sole discretion of the Board. Any director and/or officer may resign as such at any time upon submission of a written resignation to the Board of Directors or to the President.

5.10 Directors as such shall not receive any stated compensation for their services, but by resolution of the Board of Directors, directors may be reimbursed for costs of attendance at regular and/or special meetings of the Board; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving reasonable compensation therefor.

5.11 Meetings of the Board of Directors shall be presided over by the President or, if the President is not present, by the Vice-President/President Elect or, if neither the President nor the Vice-President/President Elect is present, by a Chair to be chosen at the meeting. The Secretary of the Corporation or, in the Secretary's absence, an Assistant Secretary, shall act as Secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present, the meeting shall choose any person present to act as Secretary of the meeting.

ARTICLE VI
Officers

6.1 The officers of the Corporation shall be a President, a Vice-President/President Elect, a Treasurer, a Secretary and such assistant officers as may

be elected from time to time. The President, Vice-President/President Elect, Treasurer and Secretary shall be elected by the members at an annual meeting to serve for two (2) years, or until their successors are duly elected and qualified in accordance with the provisions of this Article. The Board of Directors may elect or appoint such assistant officers including one or more Assistant Secretaries and one or more Assistant Treasurers, and may retain such agents and employees as it shall deem desirable, such persons to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

6.2 Vacancies in any office may be filled or new assistant offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until the officer's successor shall have been duly elected and shall have qualified.

6.3 Any officer or any other director may be removed by the Board of Directors whenever in its judgment there is cause for such and the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

6.4 A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

6.5 The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deed, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

6.6 In the absence of the President or in the event of his or refusal to act, the Vice-President/President Elect shall perform the duties of the President, and when so acting have powers of and be subject to all the restrictions upon the President. Any Vice-President/President Elect shall perform such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

6.7 [deleted 12/20/2024]

6.8 If expressly required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge

and custody of and be responsible for all funds of the Corporation; and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

6.9 The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books (or equivalent electronic methods) provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

6.10 If required by the Board of Directors, any officer or assistant officer shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall expressly require. The assistant officers shall perform such duties as shall be assigned to them by the Board of Directors.

6.11 In addition, the Board may annually select from among the members of the Board a delegate or delegates to the National Council of Charitable Gift Planners (or its successor organization) and such delegate(s) shall serve subject to the directions of the Board of Directors.

ARTICLE VII
Committees

7. 1 The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which may consist of two or more Directors, which committees, to the extent permitted by law and provided in said resolution, or any amendment of such resolution shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law. The Board may establish an executive committee consisting of at least the four (4) primary officers specified above and the Immediate Past President.

7.2 Other committees not having and exercising the authority of the Board of Directors may be designated by a resolution adopted by the Board.

7.3 Each member of a committee shall continue as such until the next election of officers or until the member’s successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee by the

Board of Directors (with cause), or unless such member shall cease to quality as a member thereof.

7.4 Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.5 Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of majority of the members present and voting at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VIII
Contracts, Checks, Deposits and Funds

8. 1 The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

8.2 All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer or the President or the Vice-President.

8.3 All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

8.4 The Board of Directors may accept or reject on behalf of the Corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the Corporation.

ARTICLE IX
Books and Records

9.1 The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, the members, and committees having any of the authority of the Board of Directors.

ARTICLE X
Fiscal Year

10.1 The fiscal year of the Corporation shall end on December 31 each year, or such other day as the board may designate from time to time.

ARTICLE XI
Indemnification

11.1 Every person who is or shall be or shall have been an officer, director, member, employee, agent or other representative of the Corporation, or a personal representative of any of the aforesaid, shall be indemnified by the Corporation to the fullest extent allowed by law, including but not limited to payment of expenses and the creation of a fund to pay indemnification.

11.2 The Corporation shall purchase and maintain liability insurance on behalf of the aforesaid persons to the extent permitted by law and as directed by the Board of Directors.

ARTICLE XII
Limitation of Liability

12.1 A director of the Corporation shall not be personally liable for monetary damages for any action taken or for any failure to take any action unless (a) the director has breached or failed to perform the duties or his office under Subchapter B of Chapter 57 of the Non-Profit Corporation Law and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. This bylaw shall not apply to the responsibility or liability of a director pursuant to any criminal statute or the liability of a director for the payment of taxes pursuant to local, state or federal law. No amendment to or repeal of this bylaw shall apply to or have any affect on the personal liability for monetary damages of any director of the Corporation for, or with respect to, any act or omission of such director occurring prior to such amendment or repeal.

ARTICLE XIII
Miscellaneous

13.1 Whenever any notice whatever is required to be given under the provisions of the Pennsylvania Nonprofit Corporation Law of 1972 or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, 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. Attendance at the meeting, except for the stated purpose of objecting to the notice, shall be a waiver of notice.

13.2 Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if prior to such action a written consent thereto to signed by all members of the Board of Directors or of the committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board of Directors or the committee.

13.3 Any notice of a meeting required hereunder shall specify the place, day and hour of the meeting. Written notice shall be required for any meeting of the Board or any committee thereof, with written notice including written notice by telefax or other telecommunications system, except that oral notice may also be given in person or by telephone to the person entitled thereto. When written notice is given it may be given personally or by sending a copy thereof by first class or express mail, postage prepaid, or by telegram or by telex or TWX or courier service, charges prepaid, or by telecopier or similar telecommunications system, sent to the address or number appearing on the books of the Corporation. If notice is sent by mail, telegraph or courier service, it shall be deemed to be given to the person when deposited with the transmitting agency, and in all other cases shall be deemed given when transmitted with confirmation or receipt. When a meeting of directors or a committee thereof is adjourned, notice need not be given of the adjourned meeting, other than by announcement at the meeting at which the adjournment is given.

13.4 Use of conference telephone and similar communications equipment shall be permitted at the discretion of the Board of Directors for any meeting of the Board and such use shall be deemed to be permitted unless and until the Board shall have taken affirmative action by majority vote of all directors to restrict such use. If permitted, any one or more directors shall participate in a meeting of the Board of Directors or of a committee thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at the meeting.

13.5 If minutes of the prior meeting are forwarded to the persons entitled thereto with notice of the meeting, whether a meeting of the Board or of the membership, or of a committee of the Board, each director or member, or committee member, shall be presumed to have assented to such minutes unless his or her objection thereto shall be made to the Secretary at or before the meeting to which the notice applies.

13.6 Reference to these Bylaws to the masculine gender shall include the feminine and neuter genders, and vice versa, and references to the singular shall include the plural and vice versa.

\ARTICLE XIV
Amendments to Bylaws

14.1 These Bylaws may be altered, amended or repealed and new bylaws may be adopted by the affirmative vote of two-thirds (2/3) of all Directors, with the vote at any

regular meeting or at any special meeting, provided that at least two days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting. The foregoing shall not apply to any matters expressly committed to the members by the applicable law or these Bylaws. In all events, the members of the Corporation shall have the power to change any actions taken by the Board pursuant to this Section 14.1 and the action of the members thereon shall be final.

14.2 These Bylaws may also be amended or repealed, in whole or in part, at any regular or special meeting of the members by majority vote of the members present and voting, provided that such proposed amendment or repeal shall have been set forth in the notice of such meeting.

ARTICLE XV
Nondiscrimination Policy

15.1 The members of the Corporation (hereinafter "the Council or "we") deeply value our community of planned giving professionals, volunteers, and the non-profit organizations, foundations, associations, businesses, educational institutions, and faith-based organizations that comprise our network of members. We are dedicated to ensuring an inclusive and hospitable environment for all volunteers, partners, sponsors, speakers, vendors, members, and potential members by striving to cultivate a Council Board, committee leadership, and membership that reflects diversity. As a professional association for individuals involved in charitable gift planning, we are dedicated to fostering an inclusive environment where every individual is respected. **As such, we will not discriminate on the basis of race, color, ethnicity, religion, creed, national origin, ancestry, gender, gender expression, age, body type, disability, marital status, sexual orientation, military status, or any other characteristic protected under applicable federal, state, or local law.**

15.2 We strive to establish connections with various partner organizations and charitable causes as we facilitate a platform for the exchange of planned giving concepts. **Therefore, the Council unequivocally prohibits discrimination in all its activities and operations.** This encompasses, but is not limited to, appointments and dismissals from the Council Board; contracting with and terminating agreements with third parties; and recruitment of volunteers, speakers, and vendors. Additionally, the Council will not knowingly refer or support individuals or organizations that engage in unlawful discriminatory practices, as determined by a court of law.