

**BUILDING MATERIALS REUSE ASSOCIATION (BMRA)  
BYLAWS**

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ADOPTION OF BYLAWS

## ARTICLE 1.0 Introduction

### 1.1. Definition of Bylaws

These bylaws constitute the code of rules adopted by the Building Materials Reuse Association (referred to hereafter as the BMRA) for the regulation and management of its affairs.

### 1.2. General Definitions

- a. Bylaws shall mean the Bylaws of the BMRA as amended from time to time.
- b. Whenever used in these Bylaws,
  - i. BMRA shall mean the Building Materials Reuse Association as defined in Article 4.0.;
  - ii. Member shall mean an individual who is a Member of the BMRA as defined in Article 5.0.;
  - iii. Director shall mean a director on the BMRA Board of Directors and Board shall mean the BMRA Board of Directors as defined in Article 6.0., such that all Directors are on the Board;
  - iv. Committees shall mean a committee designated by the BMRA Board of Directors as defined in Article 7.0.;
  - v. Officer shall mean a person holding one or more offices of the BMRA as defined in Article 8.0.

### 1.3. Purposes and Powers

The BMRA will have the purposes or powers as stated in its Articles of Incorporation and whatever powers are or may be granted by the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania or any successor legislation.

## ARTICLE 2.0 General Matters

### 2.1. Name

The name of the organization is the Building Materials Reuse Association.

### 2.2. Fiscal Year

The fiscal year of the BMRA shall terminate on the 31st day of December in each and every year.

## ARTICLE 3.0 OFFICES

### 3.1. Principal Location

- a. The US Registered Office of the BMRA shall be continuously maintained in the Commonwealth of Pennsylvania.

b. Such office shall be at National Registered Agents, Inc., 116 Pine St., Harrisburg, PA 17101.

c. A Director, Officer, or BMRA Agent as designated by the Board shall have an office identical with such Registered Office.

### 3.2. Change of Address

a. The designation of the county or state of the BMRA's place of business may be changed by amendment of these Bylaws.

b. The Board of Directors may change the Principal Office from one location to another within the Commonwealth of Pennsylvania by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

Effective Address: 6222 Kentucky Ave., Pittsburgh, PA 15206 Dated: 11/01/04

Effective Address: NRAI, 116 Pine St., Harrisburg, PA 17101 Dated: 03/01/16

Effective Address: P O Box 28, Great Cranberry Isle, ME 04625 Dated: 11/01/17

### 3.3. Other Offices

The BMRA may also have offices at other such places, within or outside the Commonwealth of Pennsylvania, where it is qualified to do business, as its business and activities may require, and as its Board of Directors may, from time to time, designate.

## ARTICLE 4.0 NONPROFIT PURPOSES AND ORGANIZATIONAL MISSION/OBJECTIVES

### 4.1. IRC Section 501(c)(3) Purposes

The BMRA is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

### 4.2. Educational and Environmental Mission

The BMRA is a non-profit organization whose mission is to facilitate building deconstruction and the trade of and reuse/recycling of used building materials in such a way as to:

- Reduce the consumption of new resources
- Avoid landfill waste and pollution
- Create an added-value market and increase cost effectiveness
- Expand job opportunities and workforce development skills
- Promote the sustainability of communities and the environment through resource preservation and conservation

### 4.3. Objectives

The objectives of the BMRA are to foster communication and networking, education, and

research to further the Mission as defined in Section 4.2. herein, specifically by: Providing opportunities for Members and other interested parties to facilitate dialogue, connect with each other and network, and receive informative and educational materials all of which are designed to increase these parties' knowledge and understanding of deconstructing and re-using building materials; Educating the general public, institutional and governmental bodies about:

- benefits of deconstructing buildings for reuse and recycling,
- ways that used building materials may stimulate economic activity via new markets and job creation while also promoting environmental benefits,
- certifications and standards that may be required to participate in the used building materials industry safely and in environmentally responsible ways, including the possible administration of certification programs and awarding certification marks pursuant to rating standards;
- conducting research and creating new knowledge that enhances the BMRA's Educational and Environmental Mission.

#### 4.4. Limitations on Activities

No substantial part of the activities of the BMRA shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501 (h) of the Internal Revenue Code], and the BMRA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, the BMRA shall not carry on any activities not permitted to be carried on:

- a. by a corporation exempt from United States Federal income tax under Section 501(c)(3) of the Internal Revenue Code; or
- b. by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

## ARTICLE 5.0 MEMBERS AND MEMBERS' MEETINGS

### 5.1. Class of Members

- a. The BMRA will have one class of Members.
- b. Each Member shall have one vote.

### 5.2. Qualifications of Members

Membership in the BMRA shall be on an annual basis and shall be open to all individuals who have an interest in the used building material industry and who meet admission requirements set forth in Section 5.2.1. herein.

#### 5.2.1. Admission of Members

Members shall be admitted after the following steps are completed:

- a. Application for membership is submitted according to Section 5.2.1.1. herein; and
- b. Membership Fees are submitted according to Section 5.2.1.2. herein.

#### 5.2.1.1. Application for Membership

Application for membership includes a requirement that each applicant identify his or her employer's name and location (city, state), and abide by the ethics and bylaws of the BMRA.

#### 5.2.1.2. Assessment of Membership Fees

a. Authorization to assess Membership Fees shall be made by the Board of Directors, and assessment shall be carried out as the Board advises.

b. All Memberships and Rights of Membership (as defined in Section 5.5. herein) will terminate on midnight of the last day in which Membership expires.

c. Membership Fees shall be re-assessed every one year from date of membership approval for the following one year period with notice of assessment typically being made 11 months after the prior assessment.

d. No Membership Fees will be refunded or pro-rated.

#### 5.3. Membership Standing

All Members shall be considered active and in good standing if annual fees are current and the Member has not been proposed for termination as per Section 5.4. herein.

#### 5.4. Membership Termination

a. Membership will terminate in the BMRA on the following events:

- i. Receipt by the Board of Directors of the written resignation of a Member, executed by the Member or the Member's duly authorized attorney-in-fact.
- ii. The death of a Member.

b. Any membership may be terminated for failure to pay membership or other fees, or failure to meet other criteria for membership, such as failure to comply with the ethical and other policies adopted by the BMRA.

c. Memberships proposed for termination are submitted to the Secretary.

d. If a Secretary is not designated or vacant, then requests should be made to the President of the Board.

e. Any Membership proposed for termination shall be given advance written notice, including the reason for the proposed termination, the opportunity to contest the proposed termination and the opportunity and required deadline to correct the deficiency prior to termination.

f. On or within thirty (30) days following the deadline by which the opportunity to correct the deficiency prior to termination, the Board of Directors will assess the situation and vote as to whether the deficiency has been remedied or not.

g. A majority vote by the Board of Directors is needed to reinstate any membership proposed for termination.

h. Voting for such purpose can be done at Director Meetings, by telephone, e-mail, by letter or other means agreed to by a majority of the Directors in accordance with Sections 6.10. or 6.11. herein, or at meetings, by telephone, e-mail, by letter or other means agreed to by an Executive Committee, if such is in place.

#### 5.5. Rights of Members

All Members who have satisfied the membership admission requirements defined in Section 5.2.1. as of thirty (30) days before the date of the BMRA Annual Members' Meeting or Special Members' Meeting and who are active and in good standing (as defined by Section 5.3. herein) as of the date of the Annual Members' Meeting or the Special Members' Meeting, shall have the right to participate at the BMRA Annual Members' Meeting or any Special Members' Meeting. Each participating Member shall have one vote on each matter submitted to a vote by Members.

#### 5.6. Annual Members' Meeting

a. The Annual Members' Meeting of the BMRA shall be open to the public and will be held at such time and place as specified by the Board of Directors.

b. The purpose of the Annual Members' Meeting shall be the hearing of reports by the Officers and Committees, obtain votes from members on matters subject to Members' vote, and carry out the transaction of such other business as may arise.

c. The President of the Board presides over this meeting.

#### 5.7. Special Members' Meeting

a. A Special Members' Meeting may be called by any of the following:

i. A Director on the Board;

ii. The Office of the Executive Director

iii. Forty percent (40%) of all active Members in good standing and who are on record as of at least the prior sixty (60) days of date of call, where date of call is the date these Members call for a Special Members' Meeting.

b. A Special Members' Meeting called by at least forty percent (40%) of the active Members in good standing shall be held at least thirty (30) days after these Members' request to allow for proper notification to be sent by the Secretary to all Members in accordance with the Rights of Members (defined in Section 5.5. herein).

c. Requests for a Special Members' Meeting shall be made to the Secretary. If a Secretary is not designated or vacant, then requests should be made to the President of the Board.



d. A Special Members' Meeting cannot be held within thirty (30) days of an Annual Members' Meeting.

e. The President of the Board presides over this meeting.

#### 5.8. Quorum of Members

The Quorum for transaction of business at the Annual Members' Meeting or Special Members' Meeting shall include both:

- a. A Quorum of the Board of Directors (defined in Section 6.1 herein);
- b. And at least an equal number of BMRA Members present at the meeting who are not Directors but who have satisfied Section 5.3. herein.

#### 5.9. Voting at Membership Meetings

- a. Every act or decision submitted for Members' vote, and for which a positive majority of the votes cast by the Members present at an Annual Members' Meeting or Special Members' Meeting duly held at which a Quorum defined in Section 5.8.a. herein is present will be done or made as an act of the Membership, unless the Nonprofit Corporation Law of 1988, the Articles of Incorporation, or any other provision of these Bylaws require a greater percentage of votes for approval of a matter by the Membership.
- b. One may be present either physically at the meeting if the meeting is held at a specific location, or present by electronic means if the meeting is held via electronic means (e.g., teleconferencing).
- c. A vote can occur in the following ways:
  - i. personally, upon a show of hands, by paper ballot, or through verbal confirmation of vote; or
  - ii. by electronic means (e.g., telephone or e-mail) as approved by the Board.

#### 5.10. No Representation Allowed by Proxy for Members

Voting Members may not delegate their voting privileges to another voting Member.

#### 5.11. Notice of Annual Members' Meetings and Special Members' Meetings

- a. The Secretary shall provide written, printed, digital or direct personal notice, stating the place, date and time of the Annual Members' Meeting or Special Members' Meeting, including sufficient information to form a reasoned judgment, and in the case of a Special Members' Meeting, the purpose or purposes for which the Meeting is called.
- b. Such notice shall be delivered not less than fourteen (14) nor more than sixty (60) days before the date of the Annual Members' Meeting or Special Members' Meeting, by some method with a high likelihood positive receipt: first class mail, private carrier delivery, facsimile, e-mail, by or at the discretion of the Board or Officer or

Members calling the meeting, to each Member entitled to vote at such Meeting (as defined in Section 5.5. herein).

## ARTICLE 6.0 DIRECTORS AND BOARD OF DIRECTOR MEETINGS

### 6.1. Structure of the Board of Directors

a. The affairs of the BMRA shall be managed by a Board of Directors of not less than seven (7) and not more than sixteen (16) Directors.

b. The roster of Board of Directors will consist of up to sixteen (16) voting Directors, of which, only up to four (4) offices of President, Vice-President, Secretary, and Treasurer may be represented.

### 6.2. Qualification of Directors

Only persons satisfying all of the following criteria are eligible for nomination to perform duties as a Director:

a. Must be at least 21 years of age;

b. Must be an active Member of the BMRA in good standing (as defined in Section 5.3. herein), and nominated by an active BMRA Member in good standing;

c. Agrees to act in the best interest of the BMRA in accordance with the BMRA's mission and objectives defined in Sections 4.2. and 4.3. herein;

d. Has sufficient time and interest to prepare for and actively participate in Regular Board of Directors Meetings defined in Section 6.10. herein, Special Board of Director Meetings defined in Section 6.11. herein, Committee Meetings as defined by Section 7.1 herein, Annual Members' Meetings defined in Section 5.6. herein, and Special Members' Meetings defined in Section 5.7. herein as required;

e. Understands that the approximate time commitment of a Director is between two (2) and ten (10) hours per month, but can be significantly more, depending on the project(s) that the BMRA undertakes and the role the Director agrees to fulfill for the BMRA project, activity or Committee to which he or she committed.

### 6.3. Election of a Director

a. A person meeting the requirements of Section 6.2. herein must receive a favorable majority vote, as defined in Section 5.9. herein, at a BMRA Annual Members' Meeting or Special Members' Meeting to be elected a Director on the BMRA Board.

b. The President of the Board is elected from the Board of Directors.

i. The President of the Board may not hold two officer positions.

ii. The President is nominated and elected by the Board of Directors.

iii. The role of the President of the Board is to lead the Board and convene Board Meetings in accordance with Section 6.12. herein, and preside over the Members' Meetings defined in Sections 5.6. and 5.7. herein.

#### 6.4. Terms of Directors

a. Directors will be elected for a term of three (3) years.

b. Each Director will fulfill his or her term for which elected and until a successor has been qualified and elected according to Sections 6.2. and 6.3. herein.

#### 6.5. Powers of the Board of Directors

a. Subject to the provisions of the laws of the Commonwealth of Pennsylvania and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of the BMRA, the activities and affairs of the BMRA shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

b. The Board of Directors has the power to establish and exercise control over Committees, Contractors and Staff in order to ensure that the best interests of the BMRA are met.

c. Specifically, all Directors, under the President of the Board's leadership, will:

i. Exercise all such powers of the BMRA as are not prohibited by legislation and the Bylaws or otherwise contrary to the BMRA;

ii. Conclude any contract or agreement on behalf of the BMRA by a majority vote of the Board;

iii. Delegate by resolution to any Officer or Officers the right to employ and pay salaries to employees;

iv. Authorize expenditures on behalf of the BMRA for the purpose of furthering the objectives of the BMRA;

v. Transact banking with any chartered bank, trust company, or credit union in Canada or the United States;

vi. Prescribe such rules and regulations not inconsistent with these Bylaws relating to the management and operation of the BMRA as they may deem expedient;

vii. Take such steps as they may deem necessary to enable the BMRA to receive donations, benefits, and funding for the purpose of furthering the mission and objectives of the BMRA;

viii. Cumulate from time to time part of the fund or funds of the BMRA and any income there from subject to any statutes or laws from time to time as applicable;

ix. Invest funds of the BMRA in such manner as the Directors may determine, subject to any statutes or laws from time to time applicable;

x. Solicit and receive donations, bequests, legacies and grants on behalf of the BMRA and enter into agreements, contracts, and undertakings incidental thereto.

#### 6.6. Responsibilities and Remuneration of Directors

a. It shall be the duty of each Director to:

i. Perform any and all duties imposed on him/her collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

ii. Act in a visionary capacity and devise long-term strategies for the BMRA in accordance with the achievement of the BMRA's mission and objectives;

iii. Be responsible for the coordination of the work of the BMRA;

iv. Be responsible for ensuring that the funds of the BMRA are accounted for and that the minutes of the meetings are maintained;

v. Be responsible for ensuring that the Bylaws and any rules and regulations continue to reflect the goals and objectives of the BMRA;

vi. Be responsible for financial management of the BMRA by approving budgets, establishing budgetary priorities, and setting all criteria relating to the financial matters of the BMRA, and complete a commitment letter;

vii. Be responsible for creating and overseeing all Committees and subcommittees of the Board of Directors and for ensuring their continued relevance;

viii. Be responsible for creating any such new Committee as from time to time shall be required in order to meet the goals and objectives of the BMRA;

ix. Be responsible for ensuring the good management of its employees, including attending to substantive matters relating to personnel, hiring, firing or suspending as the case may be any Officer of the BMRA;

x. Define the rights, responsibilities and expectations of the Offices of President, Vice-President, Secretary and Treasurer;

xi. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all Officers, agents and employees of the BMRA;

xii. Supervise all Officers, agents and employees of the BMRA to assure that their duties are performed properly;

xiii. Meet at such times and places as required by these Bylaws;

xiv. Register their addresses and contact numbers (phone, fax, and any other) with the Secretary, and acknowledge that notices of meetings mailed or telegraphed to them at such addresses of record shall be valid notices thereof;

xv. Serve without compensation except they may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties;

xvi. Before expenses may be advanced or reimbursed, a budget declaring a maximum amount per Director must be approved by vote at either an Annual Members' Meeting, or at a Special Members' Meeting;

xvii. Accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of the BMRA.

b. Directors shall not be personally liable for the debts, liabilities, or other obligations of the BMRA.

c. Directors and Officers shall be indemnified by the BMRA to the fullest extent permissible under the laws of the Commonwealth of Pennsylvania.

d. Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the BMRA (including a Director, Officer, employee or other agent of the BMRA) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the BMRA would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

e. The BMRA shall indemnify a Director or an Officer, a former Director or Officer, or a person who undertakes or has undertaken any liability on behalf of the BMRA, and his or her heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect to any civil or administrative action or proceedings to which he or she is made a party by reason of being or having been a

Director or Officer of the BMRA or such body corporate, if he or she acted honestly and in good faith with a view to the best interest of the BMRA.

#### 6.7. Resignation by a Director

a. A Director who is not the President may resign from the Board of Directors of the BMRA effective upon giving written notice to the President of the Board, unless the notice specifies a later time for the effectiveness of such resignation.

b. The President of the Board may resign effective upon giving written notice to the Secretary, unless the notice specifies a later time for the effectiveness of such resignation.

- i. Upon the President's resignation, a Director currently on the Board of the BMRA must be named by the Board immediately to assume the role of Interim-President for a period not to exceed one hundred (100) days from the date of the President's resignation.
- ii. An Interim-President will act as President of the Board for the lesser of one hundred (100) consecutive days or the remaining term that would have been applicable to the resigned President if he or she had not resigned.
- iii. Within one hundred (100) days from the date of the President's resignation, a successor President must be appointed in accordance with Sections 6.3. herein.

c. The procedure to fill a vacancy arising from reason of resignation, disqualification, or death is outlined in Section 6.9 herein.

#### 6.8. Removal of Director

a. The Board of Directors may remove a Director for one or more of the following reasons:

- i. A breach of the Bylaws
- ii. Failure to uphold Membership in active and good standing as defined in Sections 5.2. and 5.3. herein;
- iii. A fraudulent act;
- iv. Failing to maintain qualifications defined in Section 6.2. herein;
- v. Failing to uphold duties prescribed and to which committed as defined in Section 6.6. herein;
- vi. Missing more than three (3) of the Regular Board of Directors Meetings

defined in Section 6.10. herein, Special Board of Director Meetings defined in Section 6.11. herein, Committee Meetings as defined by Section 7.1 herein, Annual Members' Meetings defined in Section 5.6. herein, and/or Special Members' Meetings defined in Section 5.7. herein that are all held within any consecutive six (6) month period;

vii. For any reason that the Board of Directors believes is adequate to constitute a threat to the financial solvency or general welfare of the BMRA to carry out its mission.

b. Removal of any Director shall not be arbitrary and capricious, and reasons must be documented in the minutes.

c. Decision regarding removal of a Director shall be made at a Regular Board Meeting or Special Board Meeting. A Director will be removed and disallowed from any future position on the Board or from holding a future position as an Officer if he or she receives a majority Board vote given a Quorum exists in favor of his or her removal.

d. A Director slated for removal shall have a minimum of ten (10) days notice prior to a Regular Board Meeting as defined in Section 6.10. herein, or a Special Board Meeting defined in Section 6.11. herein at which such special resolution to expel will be examined.

e. The Director slated for removal has the right to appear in person at such meeting defined in Section 6.8.d. herein to give full response to such special resolution.

f. If such resolution is approved by the requisite vote as outlined in Section 6.8.c. herein, the expelled Director shall be notified within ten (10) days after the meeting defined in Section 6.8.c. herein.

g. The vacancy existing by reason of the expulsions of a Director shall be filled in accordance with Section 6.9. herein.

#### 6.9. Procedure to Fill Vacancy of a Director's Position

a. A vacancy shall be deemed to exist at the completion of a term of a Director, at the death of a Director, at the resignation of a Director, or following the removal of a Director, and whenever the number of authorized Directors is increased by vote of the members.

b. The Board of Directors shall fill the vacancy in accordance with Section 6.3. herein. For vacancies created by reason other than completion of a term of a Director, the new Director elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

c. In the event of a vacancy occurring between annual Members' Meetings, the remaining Directors may appoint an Interim Director by majority vote to fill the vacancy until the next annual Members' Meeting.

6.10. Regular Board of Director Meetings

a. A Regular Board Meeting of the Board of Directors shall be held at least quarterly during each year, preferably at least once each month.

b. Regular Board of Director Meetings will be held as designated by the Board at a place and time as designated by the Board.

c. In lieu of physically meeting at a place, a Regular Board Meeting may be held in person, or via telephone conference-call or other teleconference means as deemed acceptable by the Board.

6.11. Special Board of Director Meetings

A Special Board Meeting of the Board of Directors may be called either:

a. By the President of the Board;

b. By the Executive Committee if enacted as defined in Section 7.1. herein;

c. By a written petition of at least three (3) Directors made to the President of the Board;

d. Or, when the President of the Board resigns.

6.12. Convening Regular Board Meetings or Special Board Meetings

a. The President of the Board shall convene all meetings as outlined in Sections 6.10. or 6.11. herein, and shall be responsible for notifying all Directors of the meeting.

b. Seven (7) days notice of such meeting shall be given to all Directors and such notice shall contain the place, phone number to call for the conference call or other vital teleconference address, date, time and agenda of the meeting including sufficient information to form a reasoned judgment.

c. Forty-eight (48) hours notice of a Special Board Meeting shall be given to all Directors and such notice shall contain the place, phone number to call for the conference call or other vital teleconference address, date, time and agenda of the meeting including sufficient information to form a reasoned judgment.

d. Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of that meeting, except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.



### 6.13. Quorum of Directors

- a. A Quorum shall consist of a Simple Majority of Directors on the Board.
- b. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required Quorum is not present, and the only motion which the President or highest level of Officer present shall entertain at such meeting is a motion to adjourn.
- c. When a Quorum exists, at least a simple majority of votes must be positive to pass a resolution.

### 6.14. Board Meeting Conduct and Voting

- a. The President of the Board shall act as the meeting chair.
- b. The President of the Board directs discussions and alone decides questions of procedure.
- c. A procedural decision undertaken by the President of the Board is subject to appeal of that decision by a Director.
- d. A majority vote of the Directors participating at a meeting is required to suspend or cancel such procedural decision undertaken by the meeting.
- e. Each of the Directors shall have one (1) vote on each issue put before the Board for a vote.
- f. A simple majority vote shall be required, unless otherwise specified herein, to pass any resolution.
- g. Director representation and participation at Board Meetings (defined in Sections 6.10. or 6.11. herein) shall be either made personally, or by telephone or other electronic means approved by the Board.
- h. No Director is allowed a proxy as a substitute for representation or participation at any Board Meeting defined in Sections 6.10. or 6.11. herein.
- i. Decisions of the Board are undertaken as long as a Quorum, as per Section 6.13. herein exists.
- j. A vote can occur in the following ways;
  - i. upon a show of hands; or
  - ii. through verbal confirmation of vote by such Directors as are participating by telephone, electronic communication or other means as deemed acceptable by the Board.

k. A vote as outlined in Section 6.14.j. herein shall occur unless a poll is demanded. If a poll is demanded such decision shall be undertaken by the Directors by ballot other than those participating by telephone or other means as allowed by the Board, who shall be entitled to vote through verbal confirmation of vote.

l. Every act or decision done or made by positive majority vote at a Regular Board Meeting or Special Board Meeting duly held at which a Quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

## ARTICLE 7.0 COMMITTEES

### 7.1. Establishment of Committees

- a. The BMRA shall have such other Committees as may from time to time be designated by resolution of the Board of Directors.
- b. These Committees must be led by a Director on the Board, but may consist of persons who are not Directors on the Board and shall act in an advisory capacity to the Board.
- c. The leader of a Committee other than the Executive Committee is referred to as a Committee Chairperson.
- d. The Board may abolish any standing or ad hoc Committee in order to best serve the needs of the BMRA.

## ARTICLE 8.0 OFFICERS

### 8.1. Designation of Officers

- a. The Offices of the BMRA shall include that of the President, Vice-President, Secretary, and Treasurer and shall be nominated and elected by the board. In the circumstance where any of the Officer positions are unoccupied, for whatever reason, the organization remains compliant with the Bylaws as long as a least three of the positions, including Secretary and Treasurer are occupied, in keeping with Pennsylvania law. In the situation where the positions of neither the President nor Vice-President are filled, the Secretary shall serve as the Executive Officer of the board, in keeping with Pennsylvania law.
- b. Any person responsible for filling the office duties of President, Vice-President, Secretary, and/or Treasurer is considered an Officer of the BMRA.

### 8.2. Qualification of Officers

Any individual may serve as Officer of the BMRA provided he or she:

- a. Is at least 21 years of age.
- b. Holds the requisite certifications and/or qualifications for the duties of the Office described in Section 8.5. herein;

c. Agrees to act in the best interest of the BMRA as a whole.

### 8.3. Election of an Officer

An Officer shall be elected to the position by a favorable vote of the Board of Directors in accordance with Article 6.0 herein.

### 8.4. Terms of Officers

a. Officers will be elected to serve one year terms.

b. An Officer of the Board of Directors in accordance with Section 8.3 herein may be re-elected an Officer for another one (1) year term.

c. An Officer's term ends when he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

### 8.5. Powers, Responsibilities and Remuneration of Officers

a. The Board of Directors may specify duties of and delegate to the BMRA Offices of President, Vice-President, Secretary, and Treasurer the powers to manage the business and affairs of the BMRA.

b. All Officers are subject to the authority of the Board.

c. Overall Office and Board Responsibilities:

i. The Board develops the BMRA's strategy in alignment with its Mission and Objectives, in addition to advising and monitoring the Offices.

ii. The President of the Board oversees the organization's administration and recommends and oversees tactics for achieving the Board's strategy.

iii. The Officers hold the direct tasks of carrying out administration for the BMRA.

iv. Tactics are carried out by Officers and Committee Chairpersons as deemed by the President and Board.

#### 8.5.1. President

a. The President shall be the chief executive officer of the BMRA, unless an Executive Director (or designated title) of a paid staff member role is assumed, and as such shall be the BMRA's primary spokesperson.

b. The President shall carry out duties operational in nature, which include leading, coordinating, and managing the Office of Vice-President, Secretary and Treasurer in fulfilment of an overall strategy recommended by the Board to achieve the Mission and Objectives of the BMRA.

c. In particular, the President shall:

i. Engage in leadership, managerial and coordination activities as deemed necessary by the Board to carry out the long-term strategic plan of the Board;

ii. Plan and organize operational tactics in alignment with the Board's strategy;

iii. Guide the implementation of such tactics via delegating to others and motivating others to meet the mission and objectives of the BMRA.

d. The person filling the office of President shall have other powers and perform other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors or Executive Committee.

e. The President has the power to hire or appoint one or more assistants and to specify the terms of their engagements, given such position(s) have been approved by the Board, for the purpose of helping the President fulfill administrative tasks.

#### 8.5.2. Vice-President

The person filling the office of Vice-President shall:

a. In the absence of the President, or in the event of his or her inability or refusal to act, the person filling the office of Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.

b. The office of Vice-President shall have other powers and perform other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors or Executive Committee.

c. The Vice-President has the power to hire or appoint one or more assistants and to specify the terms of their engagements, given such position(s) have been approved by the Board, for the purpose of helping the President fulfill administrative tasks.

#### 8.5.3. Secretary

The person filling the office of Secretary shall:

a. Certify and keep at the principal office of the BMRA the original, or a copy, of these Bylaws as amended or otherwise altered to date.

b. Be custodian of the records of the BMRA, and keep at its principal office or at such other place as the Board may determine, a book of minutes of all meetings of Members, Directors, and, if applicable, meetings of all Committees, making sure that record therein for each meeting are the time and place of holding, whether special or not, how called, how notice thereof was given, the names of those present or

represented at the meeting, and the proceedings thereof.

c. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

d. Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws and the minutes of the proceedings of the all meetings of the BMRA.

e. Attend and be the Secretary of all Regular Board of Directors Meetings defined in Section 6.10. herein, Special Board of Director Meetings defined in Section 6.11. herein, Committee Meetings as defined by Section 7.1 herein, Annual Members' Meetings defined in Section 5.6. herein, and/or Special Members' Meetings defined in Section 5.7. herein;

f. Shall make available the Minutes of the Annual Members' Meeting to Members, and other interested parties within thirty (30) days following the Annual Members' Meeting.

g. Request and prepare or obtain copies of all records and meeting minutes of the BMRA including those pertaining to all Members' Meetings (defined in Sections 5.6. and 5.7. herein), Board Meetings (defined in Sections 6.10. and 6.11. herein), and Committee meetings (defined in Section 7.1. herein);

h. Give or cause to be given as and when instructed, all notices to Members, Directors, Officers, auditors, and members of Committees;

i. Be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the organization and of all books, papers, records, documents, and instruments belonging to the BMRA, except when some other office or agent has been appointed for the purpose;

j. Make available for reference purposes at all Regular Board of Directors Meetings defined in Section 6.10. herein, Special Board of Director Meetings defined in Section 6.11. herein, Committee Meetings as defined by Section 7.1 herein, Annual Members' Meetings defined in Section 5.6. herein, and/or Special Members' Meetings defined in Section 5.7. herein copies of the Bylaws, policy and procedure manuals, and resolutions;

k. Keep track of all Member's, Director's and person's filling the Offices of President, Vice-President, Secretary and Treasurer for the purpose of notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof;

l. Accept, if the President of the Board is not designated or vacant, any request made by at least forty percent (40%) of all Members for a Special Members' Meeting (in accordance with Section 5.7), and call such meeting;

m. Have such other powers and duties as the Board or Executive Committee may specify.

n. The Secretary has the power to hire or appoint one or more assistants and to specify the terms of their engagements, given such position(s) have been approved by the Board, for the purpose of helping the President fulfill administrative tasks.

#### 8.5.4. Treasurer

The person filling the office of Treasurer shall:

a. Have charge and custody of, and be responsible for, all funds and securities of the BMRA, and deposit all such funds in the name of the BMRA in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;

b. Receive, and give receipt for, monies due and payable to the BMRA from any source whatsoever;

c. Disburse, or cause to be disbursed, the funds of the BMRA as may be directed by the Board of Directors, taking proper vouchers for such disbursements;

d. Keep and maintain adequate and correct accounts of the BMRA's properties and business transactions, including accounts for its assets, liabilities, receipts, disbursements, gains and losses;

e. Exhibit at all reasonable times the books of account and financial records to any Director of the BMRA, or to his or her agent or attorney, on request therefore;

f. Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the BMRA;

g. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;

h. File or oversee that filing is made for appropriate tax or notice filings as required by local, state, and federal law;

i. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors or Executive Committee.

j. The Treasurer has the power to hire or appoint one or more assistants and to specify the terms of their engagements, given such position(s) have been approved by the Board, for the purpose of helping the President fulfill administrative tasks.

#### 8.6. Variation of Powers and Duties

The Board may from time to time and subject to the provisions of the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania or any successor legislation, vary, add or limit the powers and duties of any Officer.

#### 8.7. Compensation of Officers

a. The salaries of the Officers, if any, shall be fixed from time to time by resolution of the Board of Directors.

b. In all cases, any salaries received by Officers of the BMRA shall be reasonable and given in return for services actually rendered to or on the behalf of the BMRA.

#### 8.8. Resignation by an Officer

a. An Officer may resign from the BMRA effective upon giving written notice to the President of the Board, unless the notice specifies a later time for the effectiveness of such resignation.

b. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

c. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any Officer of the BMRA.

#### 8.9. Removal of an Officer

a. The Board of Directors may remove an Officer for one or more of the following reasons:

i. A breach of the Bylaws

ii. Failure to uphold membership as defined in Section 5.2. herein;

iii. A fraudulent act;

iv. Failing to maintain qualifications defined in Section 8.2. herein;

v. For any reason that the Board of Directors believes is adequate to constitute a threat to the financial solvency or ability of the BMRA to carry out its mission.

b. Removal of any Officer shall not be arbitrary and capricious, and reasons must be documented in the minutes.

c. The vacancy existing by reason of the expulsions of an Officer shall be filled in accordance with Section 8.10 herein.

#### 8.10. Procedure to Fill Vacancy of an Officer's Position

- a. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board of Directors in accordance with Section 8.3 herein.
- b. In the event of a vacancy in the office of President, Vice-President, Secretary or Treasurer, such vacancy may be filled temporarily by another Officer as designated by the Board until such time as the Board shall fill the vacancy.
- c. Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

#### 8.11. Executive Director

The Executive Director shall be the Chief Executive Officer of the Corporation, but is not a member of the Board of Directors. The Executive Director will execute on behalf of the Corporation all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board of Directors for the proper and necessary transaction of business of the Corporation. The Executive Director shall be hired or appointed by the Board of Directors by a vote of two-thirds of the Directors then serving, with the terms of hire or appointment specified in a contract with the Board. The Executive Director may be dismissed for good cause shown by a vote of two-thirds of the Directors then serving. The remuneration of the Executive Director shall be determined by the Directors on an annual basis, upon a review of performance.

### ARTICLE 9.0 OPERATIONAL MATTERS

#### 9.1. Books and Financial Records Audit

- a. Books and financial records shall be audited when designated by the Board of Directors or, as a minimum, as may be required by applicable law.
- b. An audit of the records of the BMRA shall be conducted by a certified public accountant, or qualified professional, appointed within three (3) months following the fiscal year end (by March 31st) by the Board of Directors.
- c. The auditor's report shall be filed with the records of the BMRA, with all applicable tax documents, and filed with all legal entities as required by law.
- d. A summary of the audit report shall be presented at the Annual Members' Meeting.

#### 9.2. Execution of Documents

- a. Contracts, leases, or other instruments executed in the name of and on behalf of the BMRA will be signed by the Executive Director or President of the Board.
- b. Routine expenses for carrying out BMRA activities and projects, including checks, drafts, promissory notes, orders for the payment of money and other evidences of



indebtedness of the BMRA shall be signed by the Executive Director or the President of the Board.

### 9.3. Books and Records

a. The BMRA will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Members, Board of Directors, and Committees, a membership register giving the names, addresses, and other details of the membership of each Member, and the original or a copy of its Bylaws, including amendments to date, certified by the Secretary of the Corporation.

b. These records will be kept in at the BMRA's principal place of business.

### 9.4. Inspection of Books and Records

All books and records of the BMRA may be inspected by any Member, or the Member's agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating the purpose of inspection.

### 9.5. Nonprofit Operations

a. The BMRA will not have or issue shares of stock.

b. The BMRA will not pay dividends.

c. No part of the income of the BMRA will be distributed to its Members, Directors, or Officers.

d. However, the BMRA may pay compensation in a reasonable amount, or reimburse expenses incurred for the purpose of carrying out duties prescribed in these Bylaws to Members, Officers, or Directors for services rendered.

### 9.6. Liability

No Member, Officer, or Committee of the BMRA or other person shall contract or incur debt on behalf of the BMRA or in any way render it liable, unless authorized by the Board of Directors. Nor is anyone authorized to promise moral or financial support of any charitable or other objective without approval of the Board of Directors.

### 9.7. Immunity

No Member or Director of the BMRA shall be personally responsible or liable for the acts of the BMRA, its Board, Officers, Committees, agents, or employees. The provisions of this Section shall not apply to:

a. The responsibility or liability of a Director pursuant to any criminal statute.

b. The liability of a Director for the payment of taxes pursuant to local, state, and federal law.

### 9.8. Prohibition Against Private Inurement

No part of the net earnings of the BMRA shall inure to the benefit of, or be distributable to, its Directors or trustees, Officers, or other private persons, except that the BMRA shall be

authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the BMRA's mission as stated in Section 4.2 herein.

**ARTICLE 10.0 AMENDMENT OF THE BYLAWS**

**10.1. Amendments of Bylaws**

a. These Bylaws may be amended at an Annual Members' Meeting or at a Special Members' Meeting, as defined in Section 5.6 or 5.7 herein, and as long as notice defined in Section 10.2, herein has been served.

b. The amendment must be passed by a two-thirds majority of the BMRA Members present in accordance with Section 10.3. herein.

**10.2. Notice for Bylaw Amendments**

Notice of the time and place of the meeting of the members shall be given in writing to each Member not less than thirty (30) days before the date proposed for the meeting. This notice must include wording of the proposed Bylaw amendment as well as sufficient information to form a reasoned judgment.

**10.3. Quorum for Bylaw Amendments**

The quorum for Bylaw amendments shall be consistent with Section 5.8. herein.

**ARTICLE 11.0 DISSOLUTION**

11.1. Dissolution It is an irrevocable provision of this Bylaw that BMRA Members shall have no pecuniary interest in the property or assets of the BMRA, and that upon dissolution or winding-down of the BMRA, any funds and assets of the BMRA remaining after satisfaction of its debts and liabilities shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the United States Federal government, or to a state or local government organization within the United States of America, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the Commonwealth of Pennsylvania.

**ADOPTION OF BYLAWS**

I, the undersigned, as Secretary of this corporation, consent to, and hereby do, affix my signature to the foregoing Bylaws, consisting of 26 pages, as the Bylaws of this corporation. Enacted this 8th day of January, 2019.

Ruthie Mundell

DocuSigned by:

*Ruthie Mundell*

(signature)

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