

**ARTICLES OF INCORPORATION  
OF  
AGING OUT INSTITUTE**

In compliance with the requirements of Domestic Nonprofit Corporation (15 Pa. C.S. § 5306), the undersigned, desiring to incorporate a nonprofit corporation, hereby state(s) that:

1. The name of the corporation is Aging Out Institute.
2. The address of this corporation's current registered office in this Commonwealth is: Barbara Lynn Tonini, 4717 Holly Circle, Harrisburg, PA 17110.
3. The corporation is incorporated under the Nonprofit Corporation Law of 1988 for the following purpose or purposes: The corporation is organized exclusively for charitable, scientific, literary, and educational purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions hereafter in effect (the "Code"). The corporation shall be operated exclusively for such purposes, and no part of the corporation's net earnings shall inure to the benefit of, or be distributable to, any director, officer or other private person, 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 such purposes. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.
4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
5. The corporation is organized on a nonstock basis.
6. The corporation shall have no members.
7. The name and address of each incorporator is:



TCO210211DD0656

Barbara Lynn Tonini  
4717 Holly Circle  
Harrisburg, PA 17110

Signed: *Barbara Lynn Tonini*

**PA DEPT OF STATE**

**FEB 11 2021**

8. The initial bylaws of the corporation shall be adopted by the Board of Directors, and the power to alter, amend or repeal such bylaws or adopt new bylaws shall be vested in the Board of Directors.
9. Notwithstanding any other provision of this certificate, the corporation shall not engage, participate or intervene in any activity or transaction which would result in the loss by the corporation of its status as an organization exempt from Federal income taxation under section 501(a) of the Code, or corresponding provisions hereafter in effect, as an organization described in section 501(c)(3) of the Code, or corresponding provisions hereafter in effect, and the use, directly or indirectly, of any part of the assets of the corporation in any such activity or transaction is expressly prohibited.
10. Anything to the contrary herein notwithstanding, the corporation shall:
  - (a) make distributions at such time and in such manner as not to subject the corporation to tax under section 4942 of the Code, or corresponding provisions hereafter in effect;
  - (b) not engage in any act of self-dealing as defined in section 4941(d) of the Code, or corresponding provisions hereafter in effect, which would be subject to tax under section 4941 of the Code, or corresponding provisions hereafter in effect;
  - (c) not retain any excess business holdings as defined in section 4943(c) of the Code, or corresponding provisions hereafter in effect, which would subject the corporation to tax under section 4943 of the Code, or corresponding provisions hereafter in effect;
  - (d) not make any investments which would subject the corporation to tax under section 4944 of the Code, or corresponding provisions hereafter in effect, and
  - (e) not make any taxable expenditures as defined in section 4945(d) of the Code, or corresponding provisions hereafter in effect, which would subject the corporation to tax under section 4945 of the Code, or corresponding provisions hereafter in effect.
11. In the event of the dissolution of the corporation, by lapse of time or otherwise, when it has, or is entitled to, any interest in any funds or property of any kind, real, personal or mixed, such funds or property or rights thereto shall not be transferred to private ownership, but upon such dissolution, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, transfer and set over such funds or property or rights thereto in such manner to such organization (or organizations) which shall at such time of dissolution qualify as an organization (or

organizations) exempt from Federal income taxation under section 501(a) of the Code, or corresponding provisions hereafter in effect, as an organization (or organizations) described in section 501(c)(3) of the Code, or corresponding provisions hereafter in effect, as the Board of Directors in its absolute discretion shall determine.

12. A director of the corporation shall not be liable to the corporation for monetary damages for an act or omission in the director's capacity as a director, except that this ARTICLE TWELVE does not eliminate or limit the liability of a director of the corporation to the extent the director is found liable for:
  - (a) a breach of the director's duty of loyalty to the corporation;
  - (b) an act or omission not in good faith that constitutes a breach of duty of the director to the corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
  - (c) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
  - (d) an act or omission for which the liability of a director is expressly provided by an applicable statute.
13. This document becomes effective when the document is filed with the Pennsylvania Department of State.

IN TESTIMONY WHEREOF, the incorporator has signed these Articles of Incorporation this 9th day of February, 2021.



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Barbara Lynn Tonini

**BYLAWS OF  
AGING OUT INSTITUTE**

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**BYLAWS OF  
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**ARTICLE I**

**NAME AND PURPOSE**

Section 1. Name. The name of the corporation is Aging Out Institute (the "Corporation").

Section 2. Purposes. The Corporation is organized exclusively for charitable, artistic, medical, scientific, literary, religious and educational purposes as set forth in the Articles of Incorporation of the Corporation. The Corporation shall be operated exclusively for such purposes, and the Corporation pledges all of its assets for use in performing such purposes. No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, any Director, officer or other private person, 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 such purposes. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Further, all funds and money received from the operation of the Corporation shall be used solely for the furtherance of the aims and purposes of the Corporation.

Section 3. Offices. The Corporation may have, in addition to its registered office, offices at such places, both within and without the Commonwealth of Pennsylvania, as the Board of Directors may from time to time determine or as the activities of the Corporation may require.

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**ARTICLE II**

**BOARD OF DIRECTORS**

Section 1. Number, Tenure, Resignation, Removal, and Vacancies

(a) Number. The direction and management of the affairs of the Corporation and the control and disposition of its assets shall be vested in a board of Directors ("Board of Directors") composed of such number of persons (not less than three (3) nor more than nine (9)) as may be fixed by the bylaws of the corporation. The number of Directors constituting the initial Board of Directors shall be three (3). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Barbara Lynn Tonini	4717 Holly Circle Harrisburg, PA 17110
Dr. Richard A. Pierce	949 Carter Cove Hummelstown, PA 17036
Franco Vega	The Right Way Foundation 3650 W. Martin Luther King Jr. Blvd, Suite 195 Los Angeles, CA 90008

(b) Tenure.

(1) Each Director shall serve for his or her term of office and until his or her successor shall have been duly elected and qualified unless such Director is sooner removed in the manner specified in subparagraph (d) of this Article II, Section 1 of these bylaws or until such Director resigns. A Director may serve for more than one term.

(2) Each successor to a Director whose term has expired shall be elected in the manner specified in this Article II, Section 2 of these bylaws and each such successor shall hold office for a term commencing upon the date of his or her election and ending upon the date of the second annual meeting of the Board of Directors following the date of his or her election, except that, in the case of an election to fill a vacancy in a seat on the Board of Directors, the term of the successor shall be for the unexpired term of the former occupant thereof or until the next annual meeting of the Board of Directors, whichever is longer.

(3) Resignation. Each Director shall have the right to resign at any time upon written notice thereof to the President or Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

(4) Removal. The Board of Directors may remove at any time a Director from office when such removal is determined by the Board of Directors to be in the best interest of the Corporation. Such determination shall be made by an affirmative vote of a majority of the members of the Board of Directors (other than the Director to be removed) at any meeting of the Board of Directors.

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(5) Vacancies. A vacancy shall be declared in any seat on the Board of Directors upon the death, resignation, or removal of the occupant thereof or upon the disability of the occupant rendering him or her permanently incapacitated as defined in Article IX, Section 4 of these bylaws.

Section 2. Election of Directors. Directors constituting the Board of Directors are listed in Article II, Section 1 of these bylaws. Thereafter, each successor to a Director whose term shall have expired or will expire before the second annual meeting of the Board of Directors following the director's election shall be elected by the affirmative vote of a majority of the Board of Directors at the annual meeting of the Board of Directors for the year in which the term of such Director expired or will expire or at a special meeting called for that purpose. Any Director whose term of office shall have expired or will expire before the next annual meeting of the Board of Directors may be elected to succeed himself or herself. Any vacancy occurring in the Board of Directors shall be filled as described below in this Section of these bylaws. In the event that the number of Directors constituting the Board of Directors is increased by amendment to these bylaws, any Directorship to be filled by reason of said increase shall be filled as described in this Section of these bylaws.

Section 3. Annual Meeting. The annual meeting of the Board of Directors shall be held at such time and place as the Board of Directors shall from time to time determine, for the election of officers, and the transaction of such other business as may lawfully come before the meeting. It shall be the duty of the Secretary of the Corporation to give ten (10) days' notice of the time, place and date of the annual meeting to each Director.

Section 4. Regular Meetings. Regular meetings of the Board of Directors may be held on such dates and at such times and places as the Board of Directors shall from time to time determine, for the transaction of such business that may lawfully come before each meeting. It shall be the duty of the Secretary of the Corporation to give five (5) days' notice of the time, place and date of each regular meeting to each Director.

Section 5. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by or upon the request of the President of the Corporation or upon request of any two (2) Directors. It shall be the duty of the Secretary to give sufficient notice of the date, time and place of each special meeting to each Director to enable each Director to attend the special meeting.

Section 6. Quorum for Meetings. The presence of a majority of the number of Directors fixed by these bylaws as constituting the Board of Directors shall be a quorum for the transaction of business at all meetings convened according to these bylaws.

Section 7. Voting. The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or these bylaws.

Section 8. Proxies. A Director may vote at a meeting of the Board of Directors by proxy executed in writing by the Director and delivered to the Secretary of the Corporation at or prior to such meeting; however, a Director present by proxy at any meeting of the Board of Directors may not be counted to determine whether a quorum is present at such meeting. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

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Section 9. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or committee may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of Directors or committee members necessary to take that action at a meeting at which all of the Directors or committee members are present and voting, and such consent shall have the same force and effect as a vote at a meeting. Any such consent must state the date of each Director's or committee member's signature. An electronic mail or similar transmission sent by a Director or a member of a committee, or a photographic, photostatic, facsimile, or similar electronic reproduction of a writing signed by a Director or member of a committee shall be regarded as signed by the Director or member of a committee for purposes of this section. The Secretary shall give notice of the taking of an action by Directors or a committee without a meeting by less than unanimous written consent to each Director or committee member who did not consent in writing to the action.

Section 10. Alternative Forms of Meetings. Members of the Board of Directors may participate in and hold a meeting of the Board of Directors by means of conference telephone or similar communications equipment or another suitable electronic communications system, by means of which all persons participating in the meeting can hear each other, and participation in such meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 11. Conduct of Meetings. The President, and in his or her absence the Vice President, shall call meetings of the Board of Directors to order, and shall act as chairperson of such meetings, and the Secretary of the Corporation shall act as secretary of all such meetings, but in the absence of the Secretary, the President may appoint any person present to act as secretary of the meetings.

Section 12. Compensation. Directors shall not be entitled to compensation for their services as a Director, but, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors or any meeting of a committee of Directors.



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**ARTICLE III**

**NOTICES**

Section 1. Form of Notice. Whenever, under the provisions of these bylaws, notice is required to be given to any Director or committee member, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given or sent by mail, facsimile, or electronic message to each Director at his or her address as appears on the books of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed with postage thereon prepaid. If notice is given by facsimile or electronic message, such notice is considered to be given when the facsimile or electronic message is transmitted to a facsimile number or electronic message address provided by the person, or to which the person consents, for the purpose of receiving notice.

Section 2. Waiver. Whenever any notice is required to be given to any Director or committee member under the provisions of these bylaws, 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 equivalent to the giving of such notice.

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**ARTICLE IV**

**GENERAL OFFICERS**

Section 1.     Election and Term.

(a)     The officers of the Corporation shall be a President and Secretary, and may include a Vice President, a Treasurer, and such other officers as may be determined and selected by the vote of the Board of Directors. The Corporation's Executive Director may serve on the Board of Directors in one of the officer positions in addition to serving as Executive Director, but may not vote on compensation for the Executive Director position.

(b)     At the organizational meeting, and thereafter at each annual meeting, the Board of Directors shall elect the officers. Each officer so elected shall take office on the date of his or her election and shall hold such office until the earlier of the date of the second annual meeting of the Board of Directors following the date of his or her election, and thereafter, until his or her successor shall have been duly elected and qualified, or the date such officer resigns or is removed. Any officer whose term of office shall have expired may be elected to succeed himself or herself. Any two or more offices may be held by the same person, except that the offices of President and Secretary may not be held by the same person.

(c)     Any officer may resign at any time by giving written notice thereof to the President or Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.

(d)     Any officer elected by the Board of Directors may be removed at any time by a majority of the Board of Directors with reasonable cause; provided that such cause shall not prejudice the contract rights, if any, of such officer.

Section 2.     Duties. The principal duties of the several officers are as follows:

(a)     President. The President shall preside at all meetings of the Board of Directors at which she or he is present and is the chief executive officer of the Corporation, and subject to the control of the Board of Directors, shall have general charge and supervision of the administration of the activities and affairs of the Corporation. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall sign and execute all legal documents and instruments in the name of the Corporation when authorized to do so by the Board of Directors, shall prepare an annual budget showing expected receipts and expenditures for consideration by the Board of Directors, and shall perform such other duties as may be prescribed from time to time by the Board of Directors. The President shall also have the power to appoint and remove subordinate employees. The President shall submit to the Board of Directors plans and suggestions for the activities of the Corporation, shall direct its general correspondence and shall present recommendations in each case to the Board of Directors for decision. The President shall also submit a report of the activities and affairs of the Corporation at each annual meeting of the Board of Directors and at other times when called upon so to do by the Board of Directors.

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(b) Vice President. A Vice President, if elected, will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President shall assume such powers and duties as may be delegated to him or her from time to time by the Board of Directors or the President. If both the President and Vice President are absent, disabled, or if their offices are vacant, the Secretary shall serve as President.

(c) Secretary. The Secretary shall have charge of the records and correspondence of the Corporation under the direction of the President, and shall be the custodian of the seal of the Corporation, if any. The Secretary shall give notice of and attend all meetings of the Board of Directors. The Secretary shall take and keep true minutes of all meetings of the Board of Directors of which, ex officio, without vote (unless he or she is also a Director), the Secretary shall be the secretary. The Secretary shall discharge such other duties as shall be prescribed from time to time by the President or the Board of Directors. In case of the absence or disability of the Secretary, the Board of Directors may appoint an assistant secretary to perform the duties of the Secretary during such absence or disability.

(d) Treasurer. The Treasurer will have oversight of all funds of this Corporation, and will regularly review all financial accounts of the Corporation's properties and business transactions, render reports and accountings to the Directors as required by the Board of Directors or by law. The Treasurer will perform in general all duties incident to the office of Treasurer and any other duties as may be required by the Articles of Incorporation, or by these Bylaws, or that may be assigned by the Board of Directors, which are incident to the office of Treasurer, subject to the Board of Directors, and shall perform such additional duties as may be prescribed from time to time by the Board of Directors.

(e) Vacancies. Whenever a vacancy shall occur in any general office of the Corporation, such vacancy shall be filled by the Board of Directors by the election of a new officer who shall take office on the date of his or her election and shall hold such office until the earlier of the date of the next annual meeting of the Board of Directors following the date of his or her election, and thereafter, until his or her successor shall have been duly elected and qualified, or the date such officer resigns or is removed.

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**ARTICLE V**

**APPOINTIVE OFFICERS AND AGENTS**

Section 1. Appointive Officers and Agents. The Board of Directors may appoint such other officers and agents (such as an Executive Director) in addition to those provided for in Article 4 of these bylaws, as the Board of Directors may deem necessary. Such persons shall have such authority and perform such duties as shall from time to time be prescribed by the Board of Directors. All appointive officers and agents shall hold their respective offices or positions at the pleasure of the Board of Directors, and may be removed from office or discharged at any time with reasonable cause, provided that such cause shall not prejudice the contract rights, if any, of such officers and agents.

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**ARTICLE VI**

**SPECIAL COMMITTEES**

Section 1. Special Committees. The Board of Directors may designate one or more special committees as are necessary and which are not in conflict with other provisions of these bylaws, and the duties of any such special committees shall be prescribed by the Board of Directors upon their designation. Each such special committee shall consist of two or more persons, who may, but need not be, limited to Directors of the Corporation. A special committee shall limit its activities to the accomplishment of the tasks for which it is designated and shall have no power to act except as specifically conferred by action of the Board of Directors. Upon the completion of the task for which designated, such special committee shall stand dissolved.

Section 2. Quorum and Voting. A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting of such committee and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 3. Meetings and Notices. Meetings of a committee may be called by the President or the chairman of the committee. Each committee shall meet as often as is necessary to perform its duties. Notice may be given at any time and in any manner reasonably designated to inform the members of the time and place of the meeting. Each committee shall keep minutes of its proceedings.

Section 4. Resignations and Removals. Any member of a committee may resign at any time by giving notice to the chairman of the committee or the Secretary of the Corporation. Unless otherwise specified in the notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. The Board of Directors may remove at any time with reasonable cause any member of any committee who was originally appointed thereto by the Board of Directors as provided in these bylaws.

Section 5. Vacancies. A vacancy on a committee shall be filled for the unexpired portion of the term of the former occupant in the same manner in which an original appointment to such committee is made.

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**ARTICLE VII**

**AMENDMENT**

Section 1. Amendment. These bylaws may be amended by the Board of Directors at any meeting of the Board of Directors at which a quorum is present by the affirmative vote of a majority of the Directors; provided that notice of the proposed amendment shall have been given to each Director in writing at least five (5) days prior to such meeting; provided further that amendment of Article II, Section 1(b)(4) requires unanimous vote of the Board of Directors.

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**ARTICLE VIII**

**INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 1. Limitations of Liability. A Director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

(a) the Director has breached or failed to perform the duties of his or her office as defined below; and

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

The provisions of this section shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute; or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

Section 2. Standard of Care and Justifiable Reliance. A Director of the corporation shall stand in a fiduciary relationship to the corporation, and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the board upon which he or she may serve in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(a) One or more officers or employees of the corporation whom the Director reasonably believes to be reliable and competent in matters presented;

(b) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person;

(c) A committee of the board upon which he or she does not serve duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted. In discharging the duties of their respective positions, the board, committees of the board, and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon persons with whom the Corporation has business and other relations and upon communities which the offices or other establishments of or related to the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this Article. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

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Section 3. Indemnification in Third Party Proceedings. The Corporation shall indemnify any officer, Director, employee, or representative who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Corporation (a "Proceeding") by reason of the fact that such person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Corporation, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

Section 4. Advancement of Expenses. The Corporation shall advance expenses incurred by an officer or Director who may be eligible for indemnification pursuant to this Article in defending a Proceeding unless such Proceeding is brought against the person by or in the right of the Corporation, and may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.



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**ARTICLE IX**

**GENERAL PROVISIONS**

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of January (or with respect to its year of incorporation, the date of incorporation if different) and end on December 31 of each year.

Section 2. Books and Records. The Corporation shall keep correct and complete books and records of account on the cash basis method of accounting and shall also keep minutes of the proceedings of the meetings of the Board of Directors, and committees, standing or special.


Section 3. Seal. The Board of Directors may adopt a corporate seal to be in such form and to be used in such manner as the Board of Directors shall direct.

Section 4. Permanent Incapacity. Any member of the Board of Directors who shall be incapable of participating (or unwilling to participate) in the management and affairs of the Corporation for a continuous period of six months shall be deemed to be "permanently incapacitated" within the meaning of that term as used in these bylaws.

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**CERTIFICATE**

I, the undersigned, Secretary of Aging Out Institute, a Pennsylvania nonprofit corporation, do hereby certify that the foregoing bylaws were duly adopted as the bylaws of the corporation on March 26<sup>th</sup>, 2021, by Unanimous Consent of Directors in Lieu of Organization Meeting.

  
\_\_\_\_\_  
Secretary

# **AGING OUT INSTITUTE CONFLICT OF INTEREST POLICY**

## **ARTICLE I PURPOSE**

The purpose of the conflict of interest policy is to protect the interest of Aging Out Institute, a Pennsylvania nonprofit corporation (the "Corporation"), when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## **ARTICLE II DEFINITIONS**

1. Interested Person. Any Director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

(b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**AGING OUT INSTITUTE  
CONFLICT OF INTEREST POLICY**

**ARTICLE III  
PROCEDURES**

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

(a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

(a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**AGING OUT INSTITUTE  
CONFLICT OF INTEREST POLICY**

**ARTICLE IV  
RECORDS OF PROCEEDINGS**

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**ARTICLE V  
COMPENSATION**

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**AGING OUT INSTITUTE  
CONFLICT OF INTEREST POLICY**

**ARTICLE VI  
ANNUAL STATEMENTS**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement that affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**ARTICLE VII  
PERIODIC REVIEWS**

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. At a minimum, the periodic reviews shall include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**ARTICLE VIII  
USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.