

**EVERECO LANDWORKS, INC.**  
P.O. Box 340, Macungie, PA 18062

**BYLAWS**

**Article I - Name**

1. This organization is a non-profit Corporation and is and shall be known as “Evereco Landworks, Inc.”
2. Hereafter in this document, Evereco Landworks, Inc. may be referred to as Evereco Landworks, Evereco, or the Corporation.

**Article II - Purpose**

1. Evereco Landworks is organized for relief of the poor under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
2. More specifically, Evereco shall seek to sponsor specific projects in the creation of sustainable communities comprised of energy-efficient homes for mixed-income families, and to associate with other groups functioning with purposes consistent with those listed below, namely:
  - a) To cooperate with other charitable organizations, faith-based organizations, businesses, governments and individuals, through grants, joint ventures, and loans in order to provide affordable housing for mixed-income families.
  - b) To enable an expanding number of persons from all walks of life to participate in the Evereco mission.
  - c) To conduct all aspects of the Evereco mission with utmost integrity in partnership with all socio-economic groups for the creation of sustainable communities in which to live.

**Article III - Offices**

1. The principal offices of the Corporation shall be located in the Lehigh Valley and the State of Pennsylvania. The Corporation may also have such offices at such other places within or without the State as the Board of Directors may from time to time determine as necessary.

#### **Article IV - Seal**

1. The Corporation seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Pennsylvania."

#### **Article V - Board of Directors**

1. The policies governing the business and affairs of the Corporation shall be determined by the Board of Directors.
2. The Board of Directors shall be 8 to 12 in number. It is desired that at least one-fourth of the Directors shall be persons who are representatives of the low-income community (residents of low-income neighborhoods in the community, low-income residents of the community, or appointed representatives of low-income neighborhood organizations). No more than one-fourth of the Directors may be representatives of the public sector.
3. A Director is elected for an initial term of three (3) years or the balance of an unexpired term of a Director who has resigned or is removed as provided herein, and shall be eligible for re-election to two (2) consecutive terms provided that the third term, if any, shall be limited in duration so that any Director's consecutive service shall not exceed (8) years. After having served for three consecutive terms, a Director may be re-elected to the Board only after a minimum of one year of leave. The Nominating Committee, and in the absence of an active Nominating Committee, an ad hoc committee of the Board, can make recommendation for an exception to this term restriction. The recommendation must be approved by the majority of the members of the Board.
4. a. The terms of Directors shall be the calendar year with expired terms ending on December 31.  
b. Director nominees shall be elected at the annual meeting by a majority vote of all Directors.
5. a. A Director may resign at any time.  
b. Upon the death, removal, resignation or incapacity of any member of the Board of Directors, the vacancy shall be filled for the balance of the unexpired term with a director elected by majority vote of the remaining Directors. Such election may be held at any time after the vacancy occurs or at the next annual election.
6. Regular Meetings - The Directors shall meet at least six times during each calendar year at a time and place designated by the Executive Committee.
7. Annual Meeting - The Directors shall meet annually during the month of November at a place, time and date which shall be fixed by the Executive Committee.

8. Special Meetings - The Board of Directors shall hold such other meetings as may be necessary from time to time upon call of the Chair of the Board, the President, by Chair of the Board's designee, or by a majority of the Directors then in office. Notice of such special meetings shall specify the purpose of the meeting and the place, time, and date of the meeting and may be called by oral, written, or electronic notice.
9. A quorum for the transaction of business at any regular or special meeting of the Board of Directors shall consist of a majority of the Directors then in office, and a simple majority of such quorum shall decide any question or motion that may properly come before the meeting.
10. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
11. The Directors shall serve without compensation.
12. In addition to the officers provided hereinafter, the Board of Directors may create other offices and employ such personnel as in its discretion it deems necessary to accomplish the purposes for which the Corporation was created and to authorize the payment of such salaries as it deems necessary to the personnel and agents effectuating the said corporate purposes.
13. Removal - Any Director may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served. Removal shall be by two-thirds vote of all the Board of Directors.
14. When a Director is absent from four (4) consecutive regular meetings, or is absent from six (6) regular meetings in a calendar year, the Board of Directors shall take official action to either dismiss that Director from the Board or retain that Director on the Board. A majority vote of all Directors is required for either action.
15. Conflict of Interest - Any possible conflict of interest on the part of any Director or Officer shall be disclosed, in writing, to the Board annually, and, except for a continuing disclosed conflict, whenever any contract or transaction involving a conflict becomes a matter of Board action. A conflict of interest arises when the Corporation enters a transaction with another organization in which a director has a direct or indirect interest. A director has such an interest in another organization if: (a) the director has an ownership position or a material interest in the success of the organization entering the transaction, or (b) the director is also a director, officer, or trustee of the organization entering the transaction. A conflict of interest transaction is not voidable, nor is there any basis for imposing liability on the conflicted director, if the transaction was fair at the time it was entered into, or if the potential conflict was

known yet approved in advance by a vote of the Board of Directors or a committee of the Board to enter the transaction. It is the responsibility of any director with a potential conflict of interest to disclose that condition prior to the corporation entering a transaction.

Any Director having a possible conflict of interest in any contract, transaction or proceeding being considered at a meeting of the Board or one of its Committees, shall not be counted in determining the quorum for the meeting and shall not vote or use his/her influence in the meeting, even where such actions are otherwise permitted by law. The minutes of the meeting shall record compliance with these requirements. This section shall not be considered as to prevent the interested Director from briefly stating his/her position regarding the contract or transaction, nor from answering pertinent questions of other Directors.

16. Voting and related board communications by electronic emails may be utilized on special occasions at the request of the Executive Committee. Accordingly, motions by email may only initiated by a member of the Executive Committee.

#### **Article VI - Officers**

1. The officers of the Corporation shall consist of a President, Chairperson of the Board (Chair), Vice-Chair(s), Treasurer, Secretary, and other such officers as may be elected by the Directors.
2. The Chair of the Board shall preside at all meetings of the Directors, and shall provide leadership in the affairs of the Corporation, and shall perform such other duties as may be assigned by the Board of Directors and by mutual consent of the President.
3. The President shall by virtue of office, serve as the Chief Executive Officer/Executive Director of the corporation and, subject to the direction of the Board of Directors, shall in general supervise and control all of the business affairs of the corporation. He or she shall be an ex officio member of the Board of Directors. He or she may sign with advice, consent, and approval of the Board of Directors or Executive Committee, checks, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors or Executive Committee shall authorize, or shall be required by law to be otherwise signed or executed, and in general shall perform all duties incident to the office of President and as such other duties as may be prescribed by the Board of Directors or Executive Committee from time to time. The President shall be the foremost person to contact in general matters of the organization. He or she shall represent Evereco Landworks at all times.
4. The Vice Chair, in the absence of the Chair of the Board, shall perform the duties of that office, and shall perform such other duties as may be assigned by the Board of Directors and by mutual consent of the Vice Chair.

5. The Secretary shall be the custodian of the minutes of the Corporation and shall be responsible for the accurate keeping of the minutes of the meetings of the Directors, shall sign all legal documents as witness for the organization and shall apply the Seal of the Corporation upon such documents as required, and shall perform such other duties as may be assigned by the Board of Directors and by the mutual consent of the Secretary. In the absence of the Secretary, any other officer of the Corporation or the attorney appointed by the Board of Directors to represent the Corporation shall be authorized to perform the duties of Acting Secretary for the purposes of attesting legal documents for the Corporation.
6. The Treasurer shall have the authority and responsibility for the safekeeping of the funds and securities of the Corporation. The Treasurer or designee shall maintain accurate records of the financial affairs of the Corporation according to generally accepted accounting principles and shall perform such other duties as may be assigned by the Board of Directors and by mutual consent of the Treasurer.
7. The officers shall be elected at the annual meeting by the Board of Directors. All officers shall serve for one-year terms beginning January 1 and ending December 31 of each year. Officers may only be re-elected for up to a total of four additional one-year terms as an officer.

#### **Article VII - Committees**

1. The Chair of the Board or the President may appoint a Director to serve on one or more of the Board's standing committees, and may appoint such other adhoc committees as he/she may deem advisable to assist in the discharge of the Board's duties and operations of the organization.
2. There shall be six (6) standing committees and they shall be as follows: Executive Committee, Finance Committee, Marketing and Development Committee, Nominating Committee, Construction Committee, and Public and Volunteer Relations Committee. The Board may at its option constitute a Personnel Committee and/or a Land Development and Site Selection Committee as standing committees. The function or charter of the standing committees shall be as follows:

#### **Standing Board Committees:**

- a) Executive Committee

The Executive Committee shall consist of the current officers of the Corporation, the immediate past Chair of the Board and the chairpersons of the Finance and Construction Committees. The Executive Committee may, at the directive of the Board of Directors, act on behalf of the Board of Directors on matters requiring action prior to the next regular meeting.

The Executive Committee shall maintain surveillance of the business and affairs of the Corporation, including strategic planning, The Executive Committee shall

pursue or process any and all business not falling under the purview of a standing committee, and shall make recommendations as necessary to the Board of Directors for action on such matters. With regard to personnel oversight, the Executive Committee shall hire, train, supervise, evaluate and if necessary, terminate the Corporation's Chief Executive Officer.

b) Finance Committee

The Finance Committee shall have the general oversight of all financial matters including budget, audits, and financial policies. The Treasurer shall serve on the Finance Committee but shall not chair the committee. A Board member shall chair the Finance Committee.

c) Marketing and Development Committee

The Marketing and Development Committee shall be responsible for defining and implementing a cohesive strategy to disseminate brand information, promote the goals of the Corporation, and solicit donations/assets in support of Evereco's mission and its operations. All activities of the Public and Volunteer Relations Committee, if present, shall be coordinated with the Marketing and Development Committee. A Board member shall chair the Marketing and Development Committee.

d) Nominating Committee

The Nominating Committee shall nominate persons for the Board of Directors and a slate of officers to be elected at the annual meeting. The immediate past Chairperson or a Board member shall serve chair Nominating Committee.

**Standing Organizational Committees:**

e) Construction Committee

The Construction Committee shall be responsible for the oversight of the actual plans and construction of developments and their homes, including coordinating labor, materials and working with prospective homeowners on the home's design.

f) Public and Volunteer Relations Committee

The Public and Volunteer Relations Committee shall be responsible for regular communication with Evereco's partners and supporters and the general public regarding notable events and opportunities for involvement. The Public and Volunteer Relations Committee shall work closely with the Marketing and Development Committee to ensure a coordinated and consistent message.

g) The Personnel Committee

The Personnel Committee shall be responsible for providing recommendations to the Board of Directors on personnel policies and procedures, and for assuring that appropriate personnel performance review and grievance procedures are established. The Personnel Committee shall review and recommend to the

Executive Committee compensation and benefit changes, in consultation with the President, with regard to the organization's staff. The Executive Committee shall then review and present the Personnel Committee proposals to the Board of Directors for action on such matters.

h) Land Development and Site Selection Committee

If the Board opts to constitute a Land Development and Site Selection Committee, this committee shall be responsible for making recommendations on the development of site locations for Evereco projects. The President shall serve on this committee.

3. Each of the standing committees and every member thereof serve at the pleasure of the Board of Directors and shall meet as often as necessary to accomplish the functions and responsibilities of the committee. With the exception of the Executive Committee, each committee shall regularly report to the President and keep minutes of proceedings for review by the Board of Directors.

### **Article VIII – Advisory Board**

1. There may be an Advisory Board composed of selected community representatives and former Board directors who are supportive of the mission of Evereco and who are experienced in special areas that would benefit Evereco. The Advisory Board shall give guidance to the Board on such matters as requested. Annually, the Board of Directors will share the strategic plan of Evereco Landworks.

### **Article IX – Chief Executive Officer**

1. The Board of Directors shall select a competent and able President to serve as Chief Executive Officer/Executive Director. He or she shall be paid such salary and/or compensation as agreed upon by said appointee and the Executive Committee. He or she shall be under the direction of the Board through its Chair and shall be responsible for executing and administering the policies, programs and perform all other duties required of an executive office by the Board of Directors and/or Executive Committee.

### **Article X - Financial Administration**

1. Persons authorized to sign checks for the corporation (hereinafter referred to as “authorized check signers”) shall include the President, Chair of the Board, Vice Chair, Secretary, and Treasurer.

2. The funds of the Corporation shall be deposited in such banks or trust companies as the Directors shall designate. Funds of the Corporation may be withdrawn only upon the check or order of one authorized check signer when the amount of such withdrawal (check) is less than \$1500 and is issued in payment of an item of general operating expense incurred in the normal course of Corporation's business. The signatures of two (2) authorized check signers will be required for any withdrawal/check which is equal to or greater than \$1500 and/or which is issued in payment of an expense other than one which is for general operations incurred in the normal course of Corporation's business.
  3. A commitment for the purchase of real estate for the Corporation's business shall be authorized as follows:
    - (i) By two authorized checks signer if the purchase price is \$50,000 or less, provided the agreement of sale is contingent upon financing and provided the purchase will be in furtherance of the Corporation's goals as stated in its strategic plan;
    - (ii) By prior approval of the Executive Committee including an affirmative vote of the Finance Committee Chair (and with the concurrence of the Construction Committee Chair or Co-Chair) if the purchase price is greater than \$50,000 but not more than \$100,000, provided the purchase will be in furtherance of the Corporation's goals as stated in its strategic plan;
    - (iii) By the Board of Directors if the purchase price is greater than \$100,000 or if the purchase will be a deviation from the goals of the Corporation as stated in its strategic plan.
  - b) Purchases of personal property for use in the ordinary course of Corporation's business, up to a purchase price of \$1,500, may be authorized by one authorized check signer. Purchases for more than \$1,500 or not made in the ordinary course of Corporation's business shall require the authorization of the Executive Committee.
  - c) Sales of real estate by the Corporation shall require the signatures of two authorized check signers.
  - d) The President or the Construction Manager with the approval of the President is authorized to enter into contracts with subcontractors and suppliers of materials for construction of houses for the Corporation up to a maximum contract amount of \$25,000. Contracts for amounts greater than \$25,000 must be approved by the Executive Committee.
2. The Board of Directors shall arrange for a surety bond covering all officers, members of the Board of Directors and staff members handling funds.

3. The fiscal year of the Corporation shall be July 1 to June 30th.
4. The financial records of the Corporation shall be audited annually by an independent Certified Public Accountant. The audit shall be completed within one hundred twenty (120) days of the close of the fiscal year. The audit shall be presented to the Board of Directors at its first meeting following the audit's completion.

#### **Article XI - Miscellaneous**

1. The Corporation shall keep and maintain at its principal office complete and correct records and books of accounts, and shall keep minutes of the proceedings of the members, the Board of Directors, and any committee appointed by the Chair of the Board or the President, as well as a list or record containing the names of all members.
2. In the event of a dissolution of the Corporation for any cause, all monies, securities and property shall be disposed of, by a vote of three-fourths of the members of the Board of Directors, by transfer to any other organizations operating for similar charitable purposes.
3. Roberts's Rules of Order, Revised, shall be used as the parliamentary authority for all procedures not specifically covered in the Bylaws.

#### **Article XII - Indemnification of Directors**

1. Limitation of Directors' Liability. No Director of the Corporation shall 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 under Section 8363 of the Pennsylvania Directors' Liability Act (relating to standard of care and justifiable reliance), and
  - b) the breach or failure to perform constitutes self dealing, willful misconduct or recklessness; provided, however, that the provisions of this Section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute, or to the liability of a Director for the payment of taxes pursuant to local, State or Federal law. This Section shall be applicable to any action taken and any failure to take any action on or after January 27, 1987.
2. Indemnification and Insurance.

- a) Indemnification of Directors and Officers
- i. Each Indemnitee (as defined below) shall be indemnified and held harmless by the Corporation for all actions taken by him or her and for all failures to take action (regardless of the date of any such action or failure to take action) to the fullest extent permitted by Pennsylvania law against all expense, liability and loss (including without limitation attorneys' fees, judgments, fines, taxes, penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by the Indemnitee in connection with any Proceeding (as defined below). No indemnification pursuant to this Section shall be made, however, in any case where the act or failure to act giving rise to the claim for indemnifications is determined by a court to have constituted willful misconduct or recklessness.
  - ii. The right to indemnification provided in this Section shall include the right to have the expenses incurred by the Indemnitee in defending any Proceeding paid by the Corporation in advance of the final disposition of the Proceeding to the fullest extent permitted by Pennsylvania law; provided that if Pennsylvania law continues so to require, the payment of such expenses incurred by the Indemnitee in advance of the final disposition of a Proceeding shall be made only upon delivery to the Corporation of an undertaking, or on behalf of the Indemnitee, to repay all amounts so advanced without interest if it shall ultimately be determined that the Indemnitee is not entitled to be indemnified under this Section or otherwise.
  - iii. Indemnification pursuant to this Section shall continue as to an Indemnitee who has ceased to be a Director or officer and shall inure to the benefit of his or her heirs, executors and administrators.
  - iv. For purposes of this Article,
    - A. "Indemnitee" shall mean each Director or officer of the Corporation who was or is a party to, or is threatened to be made a party to, or is otherwise involved in, any Proceeding by reason of the fact that he or she is or was serving in any capacity at the request or for the benefit of the Corporation as a Director, officer, employee, agent, partner, or fiduciary of, or in any other capacity for, another Corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise; and
    - B. "Proceeding" shall mean any threatened, pending or completed action, suit or proceeding (including without limitation an action, suit or proceeding by or in the right of the Corporation), whether civil, criminal, administrative or investigative.

- b) Indemnification of Employees and other Persons. The Corporation may, by action of its Board of Directors and to the extent provided in such action, indemnify employees and other persons as though they were Indemnitees.
  - c) Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses provided in this Article shall not be exclusive of any other rights that any person may have or hereafter acquire under any statute, provision of the Corporation's Article of Incorporation or Bylaws, agreement, vote of Directors, or otherwise.
  - d) Insurance. The Corporation may purchase and maintain insurance, at its expense, for the benefit of any person on behalf of whom insurance is permitted to be purchased by Pennsylvania law against any expense, liability or loss, whether or not the Corporation would have the power to Indemnify such person under Pennsylvania or other law. The Corporation may also purchase and maintain insurance to insure its indemnification obligations whether arising hereunder or otherwise.
  - e) Fund for Payment of Expenses. The Corporation may create a fund of any nature, which may, but need not be, under the control of a Director, or otherwise may secure in any manner its indemnification obligations, whether arising hereunder, under the Articles of Incorporation, or otherwise.
3. Amendment. The provisions of this Article relating to the limitation of Directors' liability by indemnification and to the advancement of expenses shall constitute a contract between the Corporation and each of its Directors and officers which may be modified as to any Director or officer only with that person's consent or as specifically provided in this Section. Notwithstanding any other provision of these Bylaws relating to their amendment generally, any repeal or amendment of this Article which is adverse to any Director or officer shall apply to such Director or officer only on a prospective basis, and shall not reduce any limitation on the personal liability of a Director of the Corporation, or limit the rights of an Indemnitee to indemnification or to the advancement of expenses with respect to any action or failure to act occurring prior to the time of such repeal or amendment.
4. Changes in Pennsylvania Law. References in the Article to Pennsylvania Law or to any provision thereof shall be to such law (including without limitation the Directors' Liability Act) as it existed on the date this Article was adopted or as such law thereafter may be changed; provided that
- a) in the case of any change which expands the liability of Directors or limits the indemnification rights or the rights to advancement of expenses which the Corporation may provide, the rights to limited liability, to indemnification and to the advancement of expenses provided in this Article shall continue as theretofore to the extent permitted by law; and

- b) if such change permits the Corporation without the requirements of any further action by Directors to limit further their liability of Directors (or limit the liability of officers) or to provide broader indemnification rights or rights to the advancement of expenses than the Corporation was permitted to provide prior to such change, then the liability thereupon shall be so limited and the rights to indemnification and the advancement of expenses shall be so broadened to the extent permitted by law.

**Article XIII - Amendments**

1. The Board of Directors, by a majority vote of the entire Board of Directors, shall have the power to alter, amend or appeal the Bylaws or adopt new Bylaws, provided that the Bylaws at no time shall incorporate any provision inconsistent with law or the Articles of Incorporation. All proposed modifications to the Bylaws shall be mailed to each Director at least ten (10) days prior to the date of the meeting at which such modification is to be voted upon.

Signed and Sealed this 20<sup>th</sup> day of June, 2009

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Chad Stuckey  
Chair of the Board

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Todd Lutte  
Secretary of the Board