

# **Pennsylvania Federation of Injured Workers**

## **By-Laws**

Est. 1995

### **ARTICLE I – OFFICE**

1. The registered office of the Corporation shall be at 612 Elm Street, Bethlehem, PA. The mailing address is 612 Elm Street, Bethlehem, PA 18018.
2. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the Corporation may require.

### **ARTICLE II – 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 III – MEMBERS**

1. There shall be no members, as such, of the Corporation; however, the Corporation does recognize a class of individuals at the local affiliate level that will be designated as “members”.
2. These “members will have certain rights and responsibilities in the local affiliates, as referenced in *ARTICLE XI*.
3. Organization Membership: \$12 per year
  - a. Active membership – dues are paid up and the member attended at least one meeting a year. Active members will receive PFIW correspondences, newsletters and can attend all PFIW sponsored events, such as Christmas party, dinners and picnics.
  - b. Inactive membership – dues are not paid up and no meeting attendance for the current year. However, the member shall remain on the membership roster with an inactive rating.
  - c. Hardship membership – dues can be paid by the Chapter if the member cannot pay but wants to remain active and attends at least one meeting a year.
  - d. A roster of all members active or inactive shall be filed with the PFIW Board of Directors every fiscal year.

### **ARTICLE IV – DIRECTORS**

1. The business and affairs of the Corporation shall be managed by the Board of Directors, a minimum of three (3) to a maximum of twenty-one (21) in number who shall be natural persons of full age and do not need to be residents of this Commonwealth. Each shall be elected by the majority vote of the other members of

the Board of Directors at the Semi-annual Meeting of the Board of the Directors of the Corporation, and each director shall be elected for the term of two (2) years, and serve until his successor shall be elected and shall qualify.

For each election of Officers, the CEO/CED will create a Nomination Committee for the election of the Board of Directors. The committee will consist of three (3) members who will accept nominations from the membership. This committee shall submit to the Board of Directors a slate of nominees for the election and over see the proceeding. This committee will conduct the election and report the result to the Board of Directors.

2. The incorporators shall elect the initial Board of Directors of the Corporation at the organizational meeting.
3. In addition to the powers and authorities that these By-Laws expressly confer upon them, the Board of Directors may exercise all other such powers required by the Corporation to do lawful business of the Corporation.
4. The meeting of the Board of Directors may be held at such times and at such place within this Commonwealth, or elsewhere, as a majority of the Directors may from time to time appoint or as may be designated in the notice calling the meeting. A Semi-annual Meeting of the Board of Directors shall be held on the second Wednesday of December in every other year if not a legal holiday, and if a legal holiday, then on the next full business day following at 11:00 o'clock A.M. when they shall elect Officers, Directors and transact such other business as may properly be brought before the meeting. If the Semi-annual Meeting shall not be called and held within six months after the designated time, any member of the Board may call such meeting.
5. Written or personal notice of every meeting of the Board of Directors shall be given to each Director at least 14 days prior to the day named for the meeting.
6. Three (3) members of the Board shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the Directors present at a meeting, if a consent or consents in writing setting forth the action so taken is signed by all of the Directors in office and shall be filed with the Recording Secretary of the Corporation. The members of the Board of Directors present at the organization meeting at which a quorum is present can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, and those who attend the second of such meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or matter set forth in the notice of the meeting, if written notice of such a second meeting, stating that those members of the Board of Directors who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each member of the Board of Directors at least two days prior to the day named for the second meeting.
7. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish one or more committees to consist of one or more Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board of Directors or in the Bylaws, shall have and may exercise all the powers and authority of the Board of Directors, except that no such committee shall have any power or authority as to the following:

- a) The adoption, amendment, or repeal of the By-Laws.
  - b) The amendment or repeal of any resolution of the Board.
  - c) Action on matters governed by the By-Laws or resolution of the Board of Directors to another committee of the Board.
  - d) The execution of contracts binding the Corporation.
8. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he/she or they constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of any such disqualified member. Each committee of the Board shall serve at the pleasure of the Board.
  9. The Board of Directors shall have the authority to fix the compensation of Directors for their service as such, and the Director may also be a salaried officer of the Corporation.
  10. The Board of Directors, by affirmative vote of the majority of all members of the Board, may disqualify, suspend or expel a member of the Board for cause after an appropriate review.
  11. The Board of Directors may declare vacant the office of a Director if he/she is declared of unsound mind by order of court or is convicted of a felony or, if within sixty days after notice of his/her selection, he/she does not accept such office either in writing or by attending a meeting of the Board of Directors and fulfill such other requirements or qualifications as the Bylaws may specify.
  12. The Board of Directors may declare vacant the Office of Director, if he/she fails to attend at least four (4) meetings of the Board of Directors with one year (June to June).

## ARTICLE V – OFFICERS

1. The Executive Officers of the Corporation shall be chosen by the Directors and shall be Chief Executive Officer (CEO), Co-Chief Executive Officer (Co-CEO), Recording Secretary, Chief Financial Officer (CFO) and such other officers and assistant officers as the needs of the Corporation may require. The Chief Executive Officer, Co-Chief Executive Officer, Recording Secretary and Chief Financial Officer shall be natural persons of full age. They shall hold their office for a term of two (2) years and shall have such authority as shall from time to time be prescribed by resolution of the Board. The same person may hold no more than two (2) offices concurrently. The Board of Directors may secure the fidelity of its officers by bond or otherwise.
2. Any officer or agent may be removed by the Board of Directors whenever in its judgment, the best interest of the Corporation will be served thereby, by such removal shall be only for just cause, and without prejudice to the contract rights or any person so removed.
3. The **Chief Executive Officer/Director (CEO/CED)** of the Corporation shall preside at all meetings of the Directors; the CEO/CED shall have general and active management of the affairs of the Corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Directors to delegate any specific powers to any other Officer or Offices of the Corporation except as may be by statute exclusively conferred on the CEO/CED. The CEO/CED shall

execute bonds, mortgages and other documents requiring a seal, under the seal of the Corporation. The CEO/CED shall be Ex-Officio a member of all committees and shall have the general powers and duties of supervision and management usually vested in the Office of Chief Executive Officer.

4. The **Co-Chief Executive Officer/Director (Co-CEO/Co-CED)** shall act in all cases for, and, as the CEO/CED in the latter's absence or incapacity, and shall perform such other duties as he/she may be required to do from time to time.
5. The **Recording Secretary** shall attend all sessions of the Board and act as clerk thereof, and shall record all the votes of the Corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. The Recording Secretary shall give, or cause to be given, notices of all meetings of the Board of Directors, and shall perform other such duties as may be prescribed by the Board of Directors or the President. The President supervises the Secretary. The Recording Secretary shall keep in safe custody the corporate seal of the Corporation and, when authorized by the Board, affix the same to any instrument requiring it.
6. The **Chief Financial Officer/Director (CFO/CFD)** shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in a separate account to the credit of the Corporation in books belonging to the Corporation. The CFO/CFD shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the CEO/CED and the Directors, at the regular meetings of the Board, or whenever they may require it, an account of all the CFO/CED's transactions and of the financial condition of the Corporation.

#### **ARTICLE VI – VACANCIES**

1. If the office of any Officer or Agent, one or more, becomes vacant for any reason, the Board of Directors shall choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.
2. Vacancies on the Board of Directors, including vacancies resulting from an increase in the number of Directors, shall be filled by a majority of the remaining members of the Board of Directors, though less than a quorum, and each person so elected shall be a Director until his/her successor is elected by other members of the Board of Directors and the next Semi-annual Meeting of the Corporation.

#### **ARTICLE VII – BOOKS AND RECORDS**

1. The Corporation shall keep an original or duplicate record of the proceedings of the Directors, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Recording Secretary of the Corporation, and an original or a duplicate register giving the name of the members of the Board of Directors and showing their respective addresses. The Corporation shall also keep appropriate. Complete and accurate books or records of its financial accounts. The records provided herein shall be kept at either the registered office of the Corporation in this Commonwealth, or at its principle place of business wherever situated.

2. Every member of the Board of Directors shall, upon written demand under oath stating the purpose thereof, have the right to examine, in person or by Agent or Attorney, during the usual hours of business for any proper purpose, the register, books and records of the proceedings of the Directors, and to make copies or extracts there from. A purpose shall mean a purpose reasonably related to the interest of such person as a member of the Board of Directors. In every instance where an Attorney or other legal Agent shall be the person who seeks the right to inspection, a power of attorney of such other writing, which authorizes the Attorney or other Agent to so act on behalf of the member of the Board of Directors, shall accompany the demand under oath. The demand under oath shall be directed to the Corporation at its registered office in this Commonwealth or at its principle place of business wherever situated.

### **ARTICLE VIII – ANNUAL REPORT**

1. The Chief Executive Officer/Director and Chief Financial Officer/Director shall present a report annually to the Board of Directors, in appropriate detail, the following:
  - a. The assets and liabilities including the trust funds of the Corporation, as of the end of the fiscal year immediately preceding the date of the report.
  - b. The principle changes in assets and liabilities including trust funds during the year immediately preceding the date of the report.
  - c. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purpose for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
  - d. The expenses or disbursements of the Corporation for both general and restricted purposes during the year immediately preceding the dated of the report, including separate data with respect to each trust fund held by or for the Corporation. This report shall be filed with the minutes of the annual meeting of the Board of Directors.

### **ARTICLE IX – NOTICES**

1. Whenever written notice is required to be given to any person, it may be given to such a person, wither personally or by sending a copy thereof by first class mail, postage prepaid, by facsimile or telegram, charges prepaid, to his/her address appearing on the books of the Corporation, or supplied by him to the Corporation for the purpose of notice. If the notice is sent by mail, facsimile or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail; when confirmed as transmitted by transmitting facsimile machine; or when deposited with the telegraph office to such a person. A notice of meeting shall specify the place, day, and hour of the meeting and any other information required by statute or these Bylaws.
2. Whenever any written notice is required to be given under the provisions of the statute or the Articles or By-Laws of this Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated

therein, shall be deemed equivalent to giving of such notice. Also as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of that meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

## **ARTICLE X – CHAPTER AFFILIATES**

1. The Corporation shall have the power to charter, organize and or recognize local affiliates (hereinafter “Chapters”). The Chapters will carry out the business and purposes of the Corporation as a specific regional level.
2. Five or more persons may apply to the Corporation for a charter of affiliation as a Chapter. Upon approval of the Board of Directors, that charter shall be granted. Such Chapter or the Joint Board of Trustees between the existing Chapter and the prospective Chapter must endorse applications for charters from counties where a Chapter chartered by the Corporation already exists, if such Joint Board of Trustees exists.
3. The minimum requirements for chartering are these:
  - a. No less than five members whose annual dues are paid in accordance with the most recent dues requirement as set by resolution of the Board of Directors of the Corporation.
  - b. No less than three meetings within a six-month period.
  - c. The designation of the Chapter President, Vice President, Secretary, and Treasurer. In accordance with Pennsylvania law, the Treasurer may also serve in one of the other offices within the Chapter, with the exception of Trustee.
  - d. Any such other criteria as may be stated in the subsequent sections of the Article or in the By-Laws.
4. The minimum requirements for continuation of a Chapter Charter are these:
  - a. No less than five members whose annual dues are paid in accordance with the most recent dues resolution of the Board of Directors of the Corporation.
  - b. The prompt payment of the Corporation of per capita dues for each member as then established by the corporation. *This will amount to one half of all dues collected by Chapter will be sent to the Corporation BOD.*
  - c. At least six meetings within a one-year period.
  - d. Current designation within the guidelines of the Corporate Bylaws and the Charter of the Chapter for the President, Vice President, Secretary, and Treasurer.
  - e. Any other such criteria as may be stated in the subsequent sections of this Article or in the By-Laws.
5. Each Chapter shall have three trustees in accordance with the Charter of Affiliation approved by the Board of Directors of this Corporation. The trustees shall be elected for a three-year term at the annual meeting of the Chapter, in addition to the regular election of Officers. Although at the first such meeting of each Chapter, the trustees shall be elected for a three, two, and a one-year term respectively, as a startup term procedure. Thereafter, at each succeeding year, at the annual meeting, Trustees shall

- be elected for a three-year term, as appropriate. The Trustees shall have responsibility for the Chapter, as required by Pennsylvania Law and the Chapter's Charter.
6. Should the Office of any Officer or Trustee in the Chapter become vacant for any reason, the remaining Officers shall choose a successor or successors who shall hold office for the unexpired term, where such vacancy occurred, except for the office of President.
  7. The Board shall have the final authority to allocate jurisdiction among Chapters and to make the determinations in the event of jurisdiction disputes between Chapters.
  8. Election of Officers of a Chapter shall be held every year. Elections will be carried out as provided in the Charter for the Chapters. The Charter for the Chapters shall set forth the date of the annual meeting of the Chapter, during which elections for Officers and Trustees of the Chapter shall take place.
  9. Each Chapter shall forward at least once a year to the Corporation's registered office or business office the names and addresses of all Chapter members, and shall notify the Treasurer, on the first of each quarter, of the names and addresses of all new members and or withdrawn members, so that a complete record of the Chapter membership may be available to the Corporation.
  10. The Officers of each Chapter shall complete and return the annual reports forms furnished by the Treasurer of the Corporation.
  11. Should a Chapter dissolve, be suspended, withdraw, disaffiliate or forfeit its Charter, the Chapter and its Officers and Trustees shall be required to turn over all records, documents, property, and funds to the Corporation. Such records, funds and property shall be held in trust until such time as the Chapter may be reinstated or reorganized, or shall be used to organize a new Chapter. However, nothing in these Bylaws shall be construed to require the Corporation to assume the obligations of any Chapter and no Officer, Trustee, Employee, Member of the Chapter, shall have the right to take any action making the Corporation liable for any financial obligation of that Chapter, excepting any specific authorization by the Board of Directors.
  12. The Board of Directors may revoke the Charter of any Chapter that is insolvent, suspended or otherwise unable to function, as determined by the Board of Directors and or transfer the membership of such Chapter to a newly chartered Chapter or an existing Chapter. Members in good standing of a Chapter whose Charter has been suspended for any reason, shall, upon application to registered office of the Corporation, be accepted as associate members at large pending the reestablishment of the Chapter. Such members-at-large shall pay, directly to the registered office, the minimum per capita dues as then established by the Board of Directors. A Chapter suspended for any violation of any provision of the Articles or By-Laws may be reinstated by a majority vote of the Board of Directors.
  13. Subject to the provisions of the Articles and By-Laws, Chapters shall have full authority over its members when working under the Chapter agreements and towards local goals of the Corporation.
  14. Whenever a Chapter, a Trust Fund, Corporation of other entity created directly or indirectly from funds derived from the Chapter or its Members, enters into a plan for ownership, encumbrance, refurbishing, or long-term lease of real-estate, or uses of any of its own or members funds for such purposes, the entire plan including any contracts, trust agreements, Articles of Incorporation, must be approved by the Corporation Board of Directors before becoming effective. A Chapter or other entity may not establish or participate in a plan to hold real estate, which does not permit the

Corporation to audit fully the funds in the same manner the Chapter's funds and assets are audited.

15. A Chapter for the sole benefit of its membership shall hold all Chapter funds. No Chapter may make any expenditure other than for the best interest of the Chapter and the purposes of the Corporation. No loans shall be made from the treasury of a Chapter of the Corporation or to Officers or Members or business adventures in which an Officer or Member has any direct or indirect interest. All wages, salaries and expense allowances paid to Officers, Employees, Committees and Trustees and or their delegates must be determined by the recommendation of the Chapter Trustees and subject to approval at a regular meeting of the Chapter. Within 60 days of the close of the calendar year, each Chapter shall provide to the Board of Directors, an annual financial statement in the form and summary approved by the Board of Directors. The finances of each Chapter shall be conducted and kept in accordance with the general accounting principles. In the event of any question about the way or the manner in which a Chapter is conducting its financial affairs, the Board of Directors shall have the authority to take any and all steps necessary to ensure the financial integrity of the Corporation and its Chapters.
16. Only the Board of Directors of the Corporation shall issue a Charter, and that Charter or affiliation agreement is to be drafted for the use of the Chapters and to govern the relationship between the Chapters and the Corporation.

#### **ARTICLE XI – DISSOLUTION OF ORGANIZATION**

1. Upon the dissolution of the corporation, the Board of Directors or governing staff shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation in such a manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors or governing staff shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE XII – MISCELLANEOUS PROVISIONS**

1. One or more Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
2. The Corporation has decided as a matter of policy that it does not want to be involved in court litigation with any of its Officers, Agents, or Affiliates. Therefore, all contracts between the Corporation and its Chapters and any Officer, Agent, or Affiliate (or any agent of either party) of any kind, that dispute shall be settled by

arbitration in accordance with the rules in effect of the American Arbitration Association. In addition, any controversy or claim arising out of or related to these By-Laws or the breach thereof, shall be settled by arbitration administered by the American Arbitration Association under its Commercial Arbitration Rules and judgment on the award rendered by the arbitrator, may be entered in any court having jurisdiction thereof.

3. The fiscal year shall begin on the first day of January and end on the last day of December.

### **ARTICLE XIII – AMENDMENTS**

1. The By-Laws may be adopted, amended or repealed by a vote of the members of the Board of Directors at any regular or special meeting duly convened after notice of that purpose.

### **AUTHORIZATION**

I, Michael A. Kerstetter, a duly authorized Officer of the Pennsylvania Federation of Injured Workers hereby certify that the above By-Laws are a true and correct copy of the current By-Laws of the Corporation and that there have been no modifications thereto.

January 14, 2009

**Date**



**Peter De Pietro**  
**CEO/CED, P.F.I.W.**

*An Injury To One,  
Is An Injury To ALL*