

ARTICLES OF ASSOCIATION OF EXECUTIVE FORUM OF THE LEHIGH VALLEY

The undersigned, acting as Members of Executive Forum of the Lehigh Valley (the “**Association**”), do hereby adopt the following Articles of Association (the “**Articles**”) for the Association to further common purposes. The Association shall operate under the rules promulgated by the Pennsylvania Uniform Unincorporated Nonprofit Association Law (“**Unincorporated Nonprofit Association Law**”).

I. NAME OF ASSOCIATION

The name of the Association is Executive Forum of the Lehigh Valley.

II. UNINCORPORATED NONPROFIT ASSOCIATION

The Association is an unincorporated nonprofit association.

III. DURATION

The period of the Association’s duration is perpetual.

IV. PURPOSES AND POWERS

Subject to the provisions of the Unincorporated Nonprofit Association Law, the Association is organized and shall operate for business league purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, as amended and including any corresponding or related sections of any future federal tax code (the “**Code**”), specifically including, but not limited to, providing a networking organization for business professionals to foster an environment where business executives and organizational leaders choose to associate for the express purpose of developing professional relationships, freely exchanging experiences and ideas, and promoting the improvement of the community in which the Association is located. The Association membership is a dedicated group of business owners, executives, and organizational leaders who share a commitment to the quality and success of each other and the community. This Association is organized and operated exclusively for the above-stated purposes, and for other not-for-profit purposes. No part of any net earnings shall inure to the benefit of any private Member.

In furtherance of the objectives described above, but not in limitation of such objectives, the Association shall have the power, insofar as such power is conferred, or is not limited, by law, to make and perform contracts for any lawful purpose, to engage in various funding and fundraising activities and to acquire, own, hold, operate and maintain such property as to effectuate its purposes.

V. REGISTERED OFFICE; OTHER OFFICES

The street address of the initial registered office of the Association is 645 W. Hamilton Street, Suite 800, Allentown, PA 18101. The Association may establish a principal business office and may have such other offices as may from time to time be designated by its Board of Managers.

VI. BOARD OF MANAGERS

The direction and management of the affairs of the Association and the control and disposition of its properties and funds shall be vested in a Board of Managers composed of such number of persons, not less than four (4) and not more than fifteen (15), as the Bylaws may fix. Until changed by the Bylaws, the original number of Managers shall be seven (7). The Managers shall continue to serve until their successors are selected in the manner provided in the Bylaws of the Association. The qualifications, the time and manner of election, the terms and duties of office, the manner of filling vacancies and procedures for creating committees of the Board of Managers shall be set forth in the Bylaws. The names and residences of the persons who shall initially serve as Managers of the Association until their successors are duly elected and qualified are as follows:

Scott Gingold	81 Highland Avenue, Suite 210 Bethlehem, PA 18017
Denise Grothouse	219 N 27th Street Allentown, PA 18104
Jonathan Black	984 Marcon Blvd. LVIP III Allentown, PA 18109
Dawn Davis	860 N Kiowa St. Allentown, PA 18109
Kenneth T. MacKenzie	3701 Corporate Parkway, Suite 110 Center Valley, PA 18034
Rob Baker	3200 Farmersville Rd. Bethlehem, PA 18020
Kristopher Rooney	795 Roble Road Suite C Allentown, PA 18109

VII. OFFICERS

The officers of this Association shall be a President, Vice President, Secretary and Treasurer. The qualifications of, the time and manner of electing, the duties of, the terms of office of, and the manner of removing officers shall be set forth in the Bylaws.

VIII. MEMBERSHIP

The Association shall have Members. The membership of the Association shall be determined as provided in the Bylaws, and such Bylaws shall define the voting rights, powers and privileges of the Members. No Member of the Association shall have the right of cumulative voting at any election of Managers or upon any other matter. The rights and privileges of Members, their liability for dues and assessments and the termination and transfer of membership shall be as stated in the Bylaws.

IX. BYLAWS

The initial Bylaws of the Association shall be adopted by its Board of Managers. Such Bylaws may be amended or repealed, in whole or in part, in the manner they provide, and the amendments to the Bylaws shall be binding on all Members, including those who may have voted against them.

X. LIMITATION OF LIABILITY

No Manager shall be liable to the Association or its Members for monetary damages for an act or omission in the Manager's capacity as a Manager, unless:

- (a) the Manager has breached or failed to perform the Manager's duties in accordance with the relevant provisions of the Unincorporated Nonprofit Association Law; and
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Provided, however, that the foregoing provision shall not apply to (i) the responsibility or liability of a Manager under a criminal statute; or (ii) the liability of the Manager for the payment of taxes under Federal, State or local law.

Any repeal or modification of this Article by the Members of the Association shall be prospective only and shall not adversely affect any limitation on the liability of a Manager of the Association existing at the time of such repeal or modification.

XI. CONSENT ACTIONS

Any action to be taken at any annual or special meeting of the Members or Managers, or any action which may be taken at any annual or special meeting of the Members or Managers or of any committee, may be taken without a meeting if a consent in writing, setting forth the action

to be taken, is signed by a sufficient number of Members, Managers or committee members as would be necessary to take that action at a meeting at which a quorum of the Members, Managers or members of the committee were present and voted.

XII. AMENDMENTS

These Articles may be amended or repealed, in whole or in part, only by majority vote of the Association's Members at an organized meeting of the Association.

XIII. DISSOLUTION

The Association shall be dissolved and its affairs wound up upon a majority vote of the Association's members at an organized meeting of the Association. In the event of dissolution, property of the Association shall be distributed as follows:

(a) all known debts and liabilities of the Association shall be paid or adequately provided for;

(b) any property subject to a condition requiring return to the person designated by the donor shall be transferred to that person;

(c) any property subject to a trust shall be distributed in accordance with the trust agreement;

(d) any property committed to a charitable purpose shall be distributed in accordance with that purpose unless the Association obtains a court order under 20 Pa.C.S. Ch. 77 (relating to trusts) specifying the disposition of the property; and

(e) any remaining property shall be distributed as directed by the Board of Managers to and among, in the following order of preference:

(i) first, to any organization(s) providing similar services within the geographical region served by the Association and which is/are organized and operated for exempt purposes similar to those of the Association;

(ii) second, to any organization(s) providing similar services anywhere in the United States and which is/are organized and operated for exempt purposes similar to those of the Association; and

(iii) if no such organizations exist, or are not then qualified distributees, or are unwilling or unable to accept the distribution, then the property and proceeds shall be distributed to a nonprofit organization chosen by the Board of Managers of the Association; provided, however, that any such recipient or recipients under (e)(i), (ii), or (iii) hereof shall at the time qualify as an exempt organization(s) under the Code or any corresponding future provision of the Code. Any such property and proceeds not disposed of in the foregoing manner shall be distributed first, to the federal government, or to a state or local government, for public purposes,

and second, if any property or proceeds remain to be disposed of, said property or proceeds shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, that are organized and operated exclusively for exempt purposes.

XIV. COUNTERPARTS

These Articles may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which shall together constitute one and the same instrument. If executed in multiple counterparts, these Articles shall become binding when any counterpart or counterparts, individually or taken together, bear the signatures of all of the parties.

[Remainder of page intentionally left blank. Signatures appear on following page.]

EXECUTED BY THE UNDERSIGNED MEMBERS on this ____ day of _____, 2021.

Scott Gingold, Member

Denise Grothouse, Member

Jonathan Black, Member

Dawn Davis, Member

Kenneth T. MacKenzie, Member

Rob Baker, Member

Kristopher Rooney, Member