

The undersigned incorporator(s), (a) natural person(s) 21 years of age or older, acting as incorporator(s) of a corporation under the Pennsylvania Department of State, adopt the following By-Laws.

ARTICLE I IDENTIFICATION

The corporation shall be identified as:

1. The name of this corporation shall be the Northeastern Pennsylvania APICS Chapter, Inc, herein referred to as Chapter. It is organized under the “Non-Profit Corporation Laws” approved on May 5, 1933, as amended, of the Commonwealth of Pennsylvania. The Chapter has been designated Chapter #197 by APICS, The Association for Operations Management, herein referred to as APICS.
2. The geographic area to be covered by the Chapter shall include the northeastern counties of Pennsylvania, including the major municipalities of Scranton, Wilkes-Barre, Hazleton, Williamsport and Stroudsburg and their surroundings, or as otherwise interpreted by the Board of Directors, herein referred to as the Board.

ARTICLE II PURPOSE

The purpose of the corporation shall be:

1. To promote as a professional occupation Production and Inventory Control, Operations Management, Integrated Resource Management, Supply Chain Management, and other areas advanced by APICS.
2. To sustain and advance professional standards and Code of Ethics within the vocation of Production and Inventory Control, Operations Management, Integrated Resource Management, Supply Chain Management, and other areas advanced by APICS.
3. To assist in keeping member’s and non-member’s occupational knowledge current in the latest techniques and advances in the profession of Production and Inventory Control, Operations Management, Integrated Resource Management, Supply Chain Management, and other areas advanced by APICS.
4. To provide professional development opportunities by promoting and presenting local educational programs and by promoting regional and national programs.
5. To advocate members in their research, writing, and submission of articles, papers, and “letters to the editor” for local, regional and national publication.
6. To encourage members to develop and deliver presentations that explain or advance the APICS “Body of Knowledge”.
7. To cultivate membership fellowship.
8. To require the Board to continuously review and modify the Purpose to meet the needs of the membership and to report the Purpose to the membership at least annually or as often as determined necessary by the Board.

ARTICLE III LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the Chapter.

1. No part of the net earnings of the Chapter shall inure to any member of the Chapter not qualifying as exempt under Section 501(c)(6) of the Internal Revenue Code, nor to any director or officer of the Chapter, nor to any other private persons, excepting solely such reasonable compensation that the Chapter shall pay for services actually rendered to the Chapter, or allowed by the Chapter as a reasonable allowance for authorized expenditures incurred on behalf of the Chapter.

ARTICLE IV MEMBERS

The Chapter shall have a voting membership.

1. Classes of Membership: Classes of membership shall be such as defined in the bylaws for APICS.
2. Admission: Membership of an eligible applicant becomes effective upon payment of dues AND acceptance of the application by APICS.
3. Termination of Membership
 - a. Membership shall be terminated when a member
 - i. Resigns, or
 - ii. Is in arrears in the payment of dues in excess of 30 days, or
 - iii. Fails to comply with APICS or Chapter Bylaws.
 - b. Any elected Board officer may recommend a member for dismissal for cause. The Board will consider all facts and circumstances surrounding this recommendation and may approve the recommendation, thereby dismissing the member, by a 75% majority of the elected Board officers.
 - i. This shall not be done until after the member has been given an opportunity to explain the offending action.
 - ii. A suspended member shall have inactive status until reinstated by APICS.
 - iii. The name of the expelled member shall be stricken from the Chapter membership database and shall not be considered eligible for reinstatement.
 - iv. The Chapter President or Vice President - Education shall forward full documentation of such expulsion to APICS.
 - v. The expelled member may appeal to APICS.
4. Dues
 - a. Annual dues shall consist of two parts: (1) the dues for Chapter membership, and (2) the dues for APICS membership. Both amounts shall be established by APICS.

- b. Dues are payable with an application for membership and thereafter on the anniversary date of the member as billed by APICS. Such billing shall include both Chapter and APICS dues. Member renewal payments are due in accordance with APICS billing terms and conditions.

ARTICLE V FINANCE

- 1. FISCAL YEAR
 - a. The Chapter fiscal year is defined as the period beginning January 1 and ending December 31.
- 2. RESPONSIBILITY
 - a. Unless otherwise specified herein, all Chapter financial activities are the responsibility of the Vice President – Finance.
- 3. CHAPTER BUDGET
 - a. A Chapter Budget, herein after referred to as the Budget, shall be prepared defining all planned Chapter expenditures for the fiscal year.
 - i. DRAFT Budget
 - 1. Budget inputs for the upcoming fiscal year shall be provided to the Vice President - Finance no later than 3 months (90 days) prior to the start of the fiscal year.
 - a. Budget inputs may only be submitted by members of the Board in accordance with Article VI.
 - 2. A DRAFT Budget shall be prepared and informally provided to the board for consideration no later than 2 months (60 days) prior to the start of the fiscal year.
 - b. RESPONSIBILITY
 - i. The Budget shall be prepared and managed by the Vice President – Finance.
 - ii. The Budget shall be approved by the Board
 - 1. The Board shall meet approximately 1 month prior to the start of the fiscal year to pass a motion to APPROVE the reviewed Budget.
 - 2. Approval should occur no later than 1 month (30 days) prior to the start of the fiscal year. And shall occur no later than 15 days prior to the start of the fiscal year.
 - iii. The Board shall provide oversight of the approved Budget and all associated spending.
 - c. Amendments and/or alterations to the approved Budget shall be made through a motion made to the Board and subsequently voted on by the Board.
- 4. SPEND AUTHORITY
 - a. The Board has the authority to spend Chapter assets in accordance with approved Budget without individual motions for each expenditure.
 - b. All proposed unplanned spending (not defined in the Budget) shall be subject to a vote by the Board prior to incurring the expense.

5. COMMITMENT OF FUNDS

a. Contracts, Letters of Intent

- i. All contracts, releases, agreements, letters of intent, or commitments made in the name of, or on behalf of, the Chapter shall be submitted to the Board in writing. If appropriate, the Board will submit the documents to a consensus review, before signature by duly authorized person(s).
- ii. No contract shall be made that will bind the Chapter for amounts in excess of the projected funds of the Chapter.

6. NONCOMPENSATION

a. No voting member of the Board shall receive compensation for leadership services rendered. Out of pocket expenses for budgeted items will be reimbursed upon Vice President - Finance receipt of a written Expense Report with original receipts attached.

- i. All reimbursed expenses shall be in accordance with the approved Budget. All unplanned expenses shall be subject to pre-approval by the Board. Once preapproved by the Board, the Vice President – Finance is authorized to reimburse for these specific expenses.
- ii. Travel expenses incurred by the Board shall be based on travel by Auto. Air Travel is discouraged and SHALL be preapproved by the Board or be specifically indentified in the Budget.

7. CHECKING ACCOUNT

- a. A checking account for the Chapter shall be maintained by Vice President – Finance for the purpose of funding Chapter business.
- b. A balance sufficient to supply funds in accordance with the Budget shall be maintained.
- c. Check approval. Every check must be signed by two Board members as listed on the bank records.

8. CONTINGENCY FUND

a. A contingency fund shall be established by the Board and managed by the Vice President – Finance.

- i. Timing. The Vice President - Finance shall deposit to the Contingency Fund, in timing and amounts, as agreed to during the budget proces, if there are sufficient available funds to do so.
 1. The Board may choose to update deposit timing and amount to the contingency fund at board meetings.
- ii. Investment of funds. Contingency funds shall be invested as determined during budget process (e.g, money markets, certificates of deposit, savings account).
 1. The Board may choose to update investment vehicles of the contingency fund at board meetings.
- iii. Withdrawals/disbursements. All withdrawals or disbursements shall be approved by a simple majority vote by the Board prior to withdrawing the funds. Withdrawal approvals by the Board shall be recorded in the Board meeting minutes. Special Board meetings may be called in the case of emergency or extreme urgency.

- iv. Dissolution of the fund. The Contingency fund may only be dissolved by a vote of the entire Board. The fund will be dissolved if 75% of the board members serving at the time vote in favor of dissolution. Board members shall also vote as to how funds are to be dispersed.

ARTICLE VI BOARD OF DIRECTORS

The Chapter Board shall be assembled as follows:

1. The (8) officers of the Chapter shall be as follows: Chairman, President, Executive Vice President, Vice President - Finance, Vice-President - Administration, Vice-President - Education, Vice-President – Membership and Vice-President – Communication.
2. All members of the Board must remain a member in good standing of the Chapter at all times during his or her tenancy.
3. All members of the Board shall have one (1) vote in all matters voted upon by the Board. Except as noted in the duties of the Chairman elsewhere in this Article.
4. Voting on official Chapter business shall be done during scheduled Board Meetings or through formal correspondence in accordance with Pennsylvania state laws.
 - a. Most activities of the board shall be conducted virtually via email, telephone or other informal means of communication with formal voting on issues conducted during scheduled Board Meetings.
5. Duties of Elected Officers
 - a. Chairman
 - i. Shall provide guidance to the President and assure a smooth transition of leadership for the Chapter.
 - ii. Shall be the deciding vote in a situation where the board is locked in a tie.
 - iii. Shall provide Chapter Budget inputs to the Vice President – Finance in accordance with Article V - FINANCE.
 - b. President
 - i. Shall preside at all meetings of the Chapter and its Board of Directors and shall call such meetings.
 - ii. Shall be responsible for the on-going fiscal health and longevity of the Chapter through short- and long-range planning.
 - iii. Shall be responsible for communicating to the Board all pertinent information relevant to APICS, the District and the Chapter.
 - iv. Shall serve as District and APICS representative. The Executive Vice-President will serve as the alternate representative in the absence of the President.
 - v. Shall be an ex-officio member of all committees.
 - vi. Shall provide Chapter Budget inputs to the Vice President – Finance in accordance with Article V - FINANCE.
 - c. Executive Vice-President

- i. Shall shadow the President in all associated tasks and activities in preparation for his/her Presidency.
 - ii. Shall assume all responsibilities and duties of the President in the absence of the President.
 - iii. Shall be responsible for the coordination and submission of the CMS (Chapter Minimum Standards) Awards Worksheet to the District.
 - iv. Shall provide Chapter Budget inputs to the Vice President – Finance in accordance with Article V - FINANCE.
 - d. Vice-President – Finance
 - i. Shall be responsible for all financial activities of the Chapter in accordance with Article V – FINANCE..
 - ii. Shall prepare a Budget for approval by the Board.
 - iii. Shall maintain a Chapter Checking Account.
 - iv. Shall provide written, quarterly statements of the financial condition of the Chapter and at any other times as requested by the Board.
 - v. Shall receive and disburse the funds in accordance with the approved Budget of the Chapter and keep and preserve proper documentation for these receipts and disbursements.
 - vi. Shall submit proper tax reports as required (either prepared by the Vice-President - Finance or by an outside tax consultant).
 - vii. Shall update any necessary bank signatures immediately following transition to a new President and Executive Vice-President. Up to four signatures may be allowed on the bank account but two are required; one is always the Vice-President – Finance and the other(s) shall be the President and either the Chairman or the Executive Vice-President.
 - viii. Shall ensure that the Chapter is operating in compliance with all the legal requirements for not-for-profit organizations.
 - e. Vice-President – Administration
 - i. Shall keep an accurate record of the Board Meetings and be responsible for the distribution of these minutes in a timely manner.
 - ii. Shall be responsible for preservation of these minutes, particularly for submission as part of CMS.
 - iii. Shall be responsible for planning, scheduling and coordinating the Regular Membership Meetings, sometimes called Professional Development Meeting's or PDM's.
 - iv. Shall be responsible for planning other events as deemed necessary by the Board; for example, plant tours.
 - v. Shall provide Chapter Budget inputs to the Vice President – Finance in accordance with Article V - FINANCE.
 - f. Vice-President – Education
 - i. Shall be responsible for all Chapter seminars, education programs, workshops and classes related to APICS Certification
 - ii. Shall be the contact for all such activities.
 - iii. Shall provide Chapter Budget inputs to the Vice President – Finance in accordance with Article V - FINANCE.

- g. Vice-President – Membership
 - i. Shall be responsible for arranging meeting locations and any other necessary arrangements, including meal selection, for the regularly scheduled PDM's.
 - ii. Shall encourage growth in the Chapter membership and participation in Chapter activities.
 - iii. Shall maintain member attendance records at all PDM's and other Chapter events.
 - iv. Shall be responsible for maintaining a record of all Speakers and Topics for submissions as part of CMS.
 - v. Shall provide Chapter Budget inputs to the Vice President – Finance in accordance with Article V - FINANCE.
 - h. Vice-President – Communication
 - i. Shall be responsible for notifying all Chapter members of these meetings and any other events arranged by the Board.
 - ii. Shall be responsible for maintaining the Chapter website.
 - iii. Shall be responsible for making updates to the Chapter website as deemed necessary by the Board.
 - iv. Shall provide Chapter Budget inputs to the Vice President – Finance in accordance with Article V - FINANCE.
6. TERMS OF OFFICE, TERM LIMITS and ASCENDANCY:
- a. The term of office for the President and Executive Vice-President shall be approximately two (2) years, beginning and ending with the annual Installation of Board Members meeting. In the unlikely event that no candidate step forward for the position of Executive Vice President, the terms of the existing President and Executive Vice-President may be extended until such time that a candidate steps forward.
 - b. The outgoing President is invited and expected to become the Chairman for a period of at least one (1) year, beginning with the annual Installation of Board Members meeting following their vacancy of the position of President and for no longer than the successive President remains in office.
 - c. The position of President is filled through ascendancy from the Executive Vice-President position. The position of President is not directly voted on by the Chapter membership.
 - d. The positions of all remaining Board members shall have a term of office of approximately one (1) year, beginning and ending with the annual Installation of Board Members meeting.
 - e. Term Limits are predefined through ascendancy for Chairman, President and Executive Vice President. All other officers may be re-elected indefinitely.
7. The Board of Directors shall meet to conduct the regular business of the Chapter. Any meeting other than those listed below may be cancelled with the agreement of a simple majority of the Board.
- a. Required Board meetings
 - i. Sessions supporting the Budget process described in Article V
 - ii. Election of Board Members in accordance with Article VI (May)

- iii. Installation of Board Members in accordance with Article VI (June)
- iv. Annual planning meeting for Regular Membership Meetings (August)
- 8. Elections will be held annually at the May General Membership Meeting. A slate of nominees will be presented at this meeting in accordance with Article VII. Nominations will also be accepted from the floor.
- 9. In case of a vacancy in the office of the President between normal elections, the Executive Vice-President will assume the office and the Chapter Board of Directors shall meet and elect a new Executive Vice-President from the current Board to serve the un-expired term.
- 10. If a vacancy occurs in any position other than the President or Executive Vice-President, that vacancy can be filled by any member of the Chapter in good standing and approved by the Chapter Board of Directors. This appointment shall be for the balance of the un-expired term. This candidate is then eligible for re-election.
- 11. An Installation Meeting of the Board shall be held annually in June. The members of the Board shall transition at this meeting and the newly elected board members shall review the Chapter By-Laws. If changes to the By-Laws are identified, changes shall be initiated in accordance with Article XI. Proposed changes shall be presented to the General Membership for a vote no later than the start of the Chapter Fiscal Year.
- 12. Committees to support Chapter and Board initiatives shall be identified, developed and extinguished as deemed necessary by the Board.
- 13. An officer may be removed from the Board for failing to attend 80% of the Board meetings.

ARTICLE VII ELECTIONS

The Chapter shall hold elections for members of the Board as described below and in accordance with Article VI.

- 1. Nominations
 - a. A committee shall be formed no later than 60 days prior to the annual elections to collect nominations from the Membership.
 - i. The nominating committee shall publish a list of members eligible for Board membership and solicit nominations from members eligible to vote no later than thirty (30) days prior to the election.
 - b. Nominations for open positions on the Board may be made by mail, e-mail, telephone or from the floor.
 - c. Nominations may be made by Members of the Chapter as defined in Article IV.
 - d. To be eligible for nomination, a Chapter Member shall have been a member for a minimum of thirty (30) days prior to the election.
- 2. ELECTIONS, GENERAL
 - a. A General Membership Meeting shall be scheduled each May. This meeting shall include the elections of members of the Board and may be in conjunction with a PDM and any other official Chapter business. The elections fall under the category of “new business”.

- b. The privilege of voting shall be limited to Chapter Members in good standing, who are present, and who have been members of the Chapter for a minimum of thirty (30) days prior to the election.
- c. Advance notice of the meeting shall be provided to the membership in accordance with Article X.
- d. The President shall preside over the meeting and shall follow the “script” below for the elections process.
- e. Officers are elected by a simple majority vote of those eligible member present.
- f. To verify eligibility to vote, the membership list must be checked before any ballots are distributed.
- g. The Vice President - Membership maintains the official membership list. If a membership list is not available, all present will be allowed to vote.

3. ELECTIONS, SCRIPT

- a. The President calls upon the chairman of the nominating committee to read the report of the committee. This report shall advise the membership of those who have been nominated.
- b. The President thanks the nominating committee for its report, restates the slate of nominees and asks each one to stand, if present. Additionally, the President shall call for any further nominees.

“<NAME1> has been nominated for the position of <BOARD POSITION>.”

“<NAME2> has been nominated for the position of <BOARD POSITION>.”

Are there any further nominations for <BOARD POSITION>?” (Pause)
(Repeat for each office.)

“Are there any further nominations for any of these offices?” (Pause)

“Hearing none, I declare the nominations closed.”

- c. Where there is but one nominee for an office, the ballot may be dispensed with and the election held by voice

“Our By-Laws state that when there is but one nominee for one or more offices, the ballot for those offices may be dispensed with and the election held by voice. Is there any objection to this procedure?” (Pause)

“Hearing none, the following are presented for election...”

<NAME> for <BOARD POSITION>...” (LIST ALL)

“All those in favor say AYE, those opposed say NO.”

“The AYES have it. You have elected the following officers:”

(The President restates all names and offices.)

- d. If there are offices where there are two (2) or more nominees, a paper ballot shall be held.

“The following offices have two (2) or more nominees for office and a vote shall be held.”

“<NAME1> and <NAME2> are nominated for <BOARD POSITION>

(Repeat for each office.)

4. ELECTIONS, BALLOT VOTE

- a. When there are two or more nominees for an office, the election is held by ballot. If it is known prior to the election meeting that there will be two or more nominees for any office, ballots may be distributed at a registration table as members arrive for the meeting and present their membership cards.
- b. The president appoints a tellers committee, including a chairman and at least two (2) tellers, whose duties are to distribute, collect, and count the ballots. Ballots may also be collected in a ballot box.
- c. The president requests all members eligible to vote to rise and be counted. This count will determine the number of ballots to be tallied.
- d. A nominee for an office cannot be involved in the election procedure as a teller who collects ballots and counts votes.
- e. Blank ballots are not counted.
- f. Illegal ballots are counted to determine the number of votes cast, but are not applied as a vote for or against any nominee. Ballots are considered illegal if:
 - i. They are unintelligible;
 - ii. They contain the name of a nominee who is not a member;
 - iii. or Two or more filled out ballots are folded together. These are recorded as one illegal vote.
- g. In a contested election each nominee may designate a person as an observer at the time the ballots are counted.
- h. If another vote is necessary, the voting members must be recounted to establish the number of ballots to be tallied. If a member eligible to vote was not present when the original ballot was cast but arrives in time for another vote, the member is entitled to vote.
- i. The results of the voting are reported by the chairman of the tellers, in writing to the president, as follows:

Number of members eligible to vote _____

Number of votes cast _____

Number needed to elect _____

(Nominee1)_____ Received _____

(Nominee2)_____ Received _____
- j. This procedure is repeated for each contested office. The president announces who has been elected to office. Unless requested, the president does not have to announce the number of votes cast for each nominee, but the complete Tellers Report must be recorded in the minutes. Following the announcement of the vote, the chairman of the tellers moves that the ballots be destroyed.

- k. It is permissible to use these two procedures in one election by using voice vote for uncontested offices and a ballot for those that have two or more nominees.
- l. A challenge to the election procedure or outcome must be made during the election meeting.
 - i. The President asks is there is a challenge to any of the election procedure or outcome.
 - ii. If so, the challenge is noted and will go through a review by the chairman of the nominating committee. If no challenge, The president can declare the elections closed.
- m. Conclusion
- n. “Congratulation to the newly elected officers. An Installation of Board Members (or Transition) Meeting will be held on the <Day> of <Month>.”

ARTICLE VIII DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or director of this Chapter shall be personally liable for the debts or obligations of this Chapter of any nature whatsoever, nor shall any of the property of the members, offices, or directors be subject to the payment of the debts or obligations of this Chapter.

ARTICLE IX INDEMNIFICATION

The Chapter shall purchase and maintain insurance in an amount agreed upon and approved by the Board on an annual basis, on behalf of any person on the Board against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Chapter or APICS would have the power to indemnify him or her against such liability hereunder.

1. RESPONSIBILITY

- a. The purchase of the insurance as described in this Article is the responsibility of the Vice President - Finance.

ARTICLE X MEETINGS

Meetings of the Chapter shall be held as follows:

- 1. Regular Membership Meetings shall be held on the second Tuesday of each month, excluding summer months, or at such other times as determined applicable by the Board. Regular Membership Meetings might include monthly dinner meetings, periodic

- plant tours, or any other general membership gathering advanced as such by the Board. Notice stating the date, time, place, and purpose shall be communicated to the general membership at least one week in advance of the meeting.
2. Regular Board Meetings shall be held as a separate meeting and may be held prior to or immediately following a regular membership meeting at a time and place designated by the President and convenient to the Board members. Notice stating the date, time, and place shall be communicated to each Board member at least one week in advance of the meeting date.
 3. Special meetings of the general membership, Board, or Committees may be called by the President or on written request to the President and Vice President Administration by any three Board members. Notice stating the date, time, place, and purpose must be communicated to the general membership, each Board member, or each Committee member at least one week in advance of the meeting date.
 4. To constitute a quorum at regular or special Chapter meeting, there must be at least 5% of the membership present. To constitute a quorum at any Board or Committee meeting, there must be at least 50% of the Board or Committee members present.
 5. A simple majority will rule Chapter business requiring Committee, Board, or membership approval providing a quorum is present at the time a vote is taken.
 6. At all meetings, Chapter business requiring Committee, Board, or membership approval shall be decided by a voice vote of members present, except that any member may request and obtain a vote by secret ballot.
 7. Prior to September of each year, the Vice President - Administration shall develop and publish to the Membership a schedule for Regular Membership Meetings for the period October of the current year thru May of the subsequent year. This schedule shall be considered tentative and may be changed or modified through communication with the membership.

ARTICLE XI AMENDMENTS TO THE CHAPTER BY-LAWS

Changes to the Chapter By-Laws shall be made as follows:

1. Changes to the Chapter By-Laws must be submitted in writing to the Board for review.
2. After initial approval by the Board, the entire membership will be notified via e-mail at least two weeks prior to the meeting at which the changes are to be voted upon. Proposed modifications to the Chapter By-Laws shall be included in the e-mail notification AND/OR concurrently posted to the Chapter web-site for consideration prior to the meeting.
3. At this meeting, an affirmative response from two-thirds of the members present is required for the adoption of these changes.
4. Members not able to attend this meeting may also e-mail their proxy vote to the sender of the notification e-mail.
 - a. Proxy votes must be received by the sender of the notification email PRIOR to the meeting at which the vote is held.

ARTICLE XII
USE OF ELECTRONIC COMMUNICATION FOR OFFICIAL CHAPTER BUSINESS

The Chapter shall utilize electronic communication to provide information to the public as well as Chapter Membership.

1. Chapter Web-Site
 - a. Responsibility: The Vice-President – Communication shall manage and maintain, directly or through a 3rd party, a Chapter web-site at www.apics-nepa.org.
 - b. Purpose: The web-site shall provide timely information about the Chapter, its activities (Professional Development Meetings, BOD Meetings, Educational Sessions, etc...) and promote Chapter educational opportunities.
 - c. Non-Profit Entity Declarations: The web-site shall include electronic versions of the Chapters Proof of Incorporation, the Articles of Incorporation, the Chapter By-Laws and a listing of current the Chapter Board of Directors.
2. Use of e-mail to support official chapter business
 - a. Chapter members are responsible for maintaining a preferred/official e-mail address in their member profile on the APICS website.
 - b. Use of email for official Chapter correspondence shall utilize ONLY email addresses provided by the APICS website. (Currently provided through the APICS Partner Connect portal.)
 - c. Unofficial or duplicate distribution of Chapter correspondence may be made to non-members and/or members alternate email addresses.

ARTICLE XIII
DISSOLUTION

Upon dissolution, the balance of any assets or property of the Chapter that remains after all debts, obligations, and liabilities are paid, shall be distributed to another organization with similar purposes and activities that is exempt from federal income taxation under section 501(c)(6) or 501(c)(3) as determined by the Internal Revenue Service.

**ARTICLE XIV
INCORPORATOR(S)**

The incorporator(s) of this Chapter is(are):

Michael P Auriemma
4370 DAWN ACRES DR
MADISON TOWNSHIP PA 18444-7321

Edwin J Daveski
12 OLD MILL RD
WILKES BARRE, PA 18702-7336

Paul J Schneider
127 KEENE ST
MOSCOW, PA 18444-9018

Robert P Lange
110 EMERSON CLOSE
MOOSIC PA 18507-1905

The undersigned incorporator(s) certify(ies) both that she/he/they execute(s) these Articles for the purposes herein stated, and that by such execution, she/he/they affirm(s) the understanding that should any of the information in these Articles be intentionally or knowingly misstated, she/he/they is/are subject to criminal penalties for perjury.

Mike Auriemma 11/16/12
Michael P Auriemma

Edwin J Daveski
Edwin J Daveski

Paul J Schneider 20 NOV 12
Paul J Schneider

Robert P Lange
Robert P Lange