

**BY-LAWS
OF THE
URBAN LEAGUE OF PHILADELPHIA
As Amended and Adopted
By the Board of Directors
On September 30, 2009 ("Effective Date")**

ARTICLE 1 - NAME

The name of this Corporation is the Urban League of Philadelphia, Inc. ("Corporation"). A Pennsylvania non-profit Corporation with its registered office located at 121 South Broad Street 9thFL, Philadelphia, PA 19107.

ARTICLE 2 - PURPOSE

Section 2.1

The Urban League of Philadelphia, affiliated with the National Urban League, Inc., advocates for policies and programs that advance the social and economic growth, development and strengthening of African Americans and disadvantaged communities in the Philadelphia region. The Urban League of Philadelphia advances the values of diversity and parity in the workplace, leadership development, economic justice, housing counseling, homeownership and self-sufficiency. In doing so, the Urban League of Philadelphia supports community planning, initiates constructive activity in the communities, and develops cooperative relationships among institutions, groups, and individuals that share a common concern for these communities and their general welfare.

ARTICLE 3 - MEMBERS

Section 3.1

The members of the Corporation shall be those persons, firms, and organizations who are Members of the Corporation on the Effective Date hereof, and thereafter those persons, firms, and organizations, that qualify for membership in the manner provided in these By-Laws.

Section 3.2

There shall be four (4) classes of Members:

- (a) Individual Members. Any person at least eighteen (18) years old and desires to become a Member, provided such person:
 - i. Subscribes to the purposes of the Corporation; and
 - ii. Pays a membership fee in an amount fixed by the Board of Directors for the fiscal year of the Corporation in which such a person would be admitted to membership.
- (b) Organization Members. Any firm, business, or organization ("Organization") subscribing to the purposes and goals of the Corporation provided:

- i. The Organization Member pays a membership fee in amount fixed by the Board of Directors for the fiscal year in which the Organization Member would be admitted to membership.
- (c) Honorary Members. Any person who has demonstrated outstanding achievement or made a significant contribution to further the goals and purposes of the Urban League movement shall be elected to honorary membership in the Corporation by a two-thirds (2/3) vote of the Board of Directors present at a meeting of the Board.

Section 3.3

The qualifications for continued membership in the Corporation shall be:

- (a) Compliance with these By-Laws and such rules or policies as the Board of Directors may from time to time promulgate; and
- (b) Timely payment of the membership fees, dues, and other assessments, from time to time, specified or assessed by the Board of Directors in the amounts, at the times, and manner so specified or assessed.

Section 3.4

The Members shall meet annually on a date in the fiscal year of the Corporation, which the Board of Directors may from time to time fix ("Annual Meeting"). The Annual Meeting may be held at any location within the Commonwealth of Pennsylvania as the Board of Directors may from time to time determine. A majority of the Individual Members present at the Annual Meeting shall constitute a quorum.

Section 3.5

Each Individual Member in good standing and present at the Annual Meeting shall have one (1) vote for the election of persons to the Board of Directors and on all other matters on which Individual Members may vote.

ARTICLE 4 - AFFILIATION

The Corporation shall continue to maintain an affiliation with the National Urban League, Inc. pursuant to the Terms of Affiliation between the Corporation and National Urban League, Inc.

ARTICLE 5 - BOARD OF DIRECTORS

Section 5.1

The entire business and affairs of the Corporation shall be managed solely by a Board of Directors ("Board").

Section 5.2

The Board shall consist of not less than twenty-one (21) persons and not more than 30 persons who shall be Individual Members in good standing. Each Director may be re-elected for three (3) 2-year terms. A Director will serve no more than six (6) consecutive years. After a lapse of one year, any Director having so served six (6) consecutive years may be elected to a new one (1) year term.

Section 5.3

The Individual members shall elect the Board each year at an Annual Meeting.

Section 5.4

As of the Effective Date hereof, the Board of Directors of the Corporation are those persons serving in that capacity on the day immediately prior to said Effective Date as certified by the Secretary of the Corporation. Each such Director shall serve until his or her then current term expires and until his or her successor shall have been elected and qualified or until his or her death, incapacity, resignation, or removal. Except for Section 5.8, a Director may be removed only for due cause by the vote of two-thirds (2/3) of the Board of Directors present at a meeting of the Board at which a quorum is present and that the Director shall have received at least five (5) days written notice, specifying the general nature of such due cause, and that Director shall have the right to be present and be heard.

Section 5.5

No Individual Member shall receive any compensation for acting as a Director.

Section 5.6

The Board of Directors shall meet quarterly. Regular meetings of the Board of Directors shall be held at the registered office of the Corporation, 1818 Market Street, 20th FL, Philadelphia 19103, or at any other designated place chosen by the Board. Special meetings may be held at such place or places as may be designated in the notice calling the meeting.

Section 5.7

Special meetings of the Board may be called by the Chairperson or on the written request of any three (3) Directors. Written or personal notice of any special meetings, including an agenda, shall be given to each Director at least three (3) days prior to the day named for the meeting.

Section 5.8

The presence, in person or in accordance with Section 5.12, of at least leasteleven (11), one-half of the Directors of the Board plus one then in office shall constitute a quorum at any meeting of the Board and acts of a majority of the Directors present, at a meeting at which a quorum is present, shall be the acts of the Board unless otherwise provided herein or by law.

Section 5.9

The office of any Director who fails to attend three (3) of the regular meetings of the Board during any fiscal year or satisfy the Board accepted policies and procedures of the Nominating Committee, without a reason acceptable to the Board, will automatically be declared vacant at the next regular meeting of the Board unless at that time the Board deems it appropriate to extend, for a designated period, the time before which automatic removal will occur.

Section 5.10

- (a) The Board may elect as an Honorary Director any person who shall have made a substantial contribution to the Corporation in the furtherance of its goals. Any such election by the Board shall be by a two-thirds (2/3) vote of the Directors present at a meeting of the Board.
- (b) Any person elected as an Honorary Director shall serve in such capacity at the pleasure of the Board.
- (c) No person elected as an Honorary Director of the Board and present at any meeting of the Board, whether regular or special, shall be counted for the purposes of meeting the requirements herein for a quorum, nor shall any Honorary Director of the Board be entitled to vote on any matter coming before the Board, nor hold any office of the Corporation.

Section 5.11

The Board shall from time to time authorize various member volunteer interest groups, known as Affinity Groups or Auxiliaries. Each group's President will be a non-voting member of the Board of Directors.

Section 5.12

Any Director may participate in a meeting of the Board of Directors or of a Committee of Directors by means of a conference telephone or similar communications equipment enabling all Directors participating in the meeting to hear one another, and participation in a meeting pursuant to this section shall constitute presence in person at such a meeting. Any Director that participates in a meeting and satisfies the requirements of this section shall be counted towards any quorum requirements as provided in these By-Laws.

Section 5.13

As long as all Directors or all Members of the Board or Committee, Committee unanimously consent in writing or by electronic voting to the action before the action is taken, any Corporate action that would be authorized at a meeting of the Board of Directors or of a Committee of Directors may be taken without a meeting. The Secretary shall file these consents with the minutes of the meeting of the Board of Directors.

ARTICLE 6 - OFFICERS

Section 6.1

The Officers of the Corporation shall consist of a Chairperson, one or more Vice Chairpersons, a President, a Secretary, a Treasurer, and a Legal Counsel. The Legal Counsel shall be a member of the Bar of the Supreme Court of Pennsylvania. Also, there may be one or more Vice Presidents and such other Officers as the Board may from time to time appoint. All Officers shall be members of the Board of Directors; provided however, the President and any Vice Presidents shall be ex-officio, non-voting member(s) of the Board.

Section 6.2

The present Officers of the Corporation (except the President and any Vice President) shall serve until the next Annual Meeting and until their respective successors are elected and qualified, or until any such Officer's earlier death, incapacity, resignation, or removal.

Section 6.3

Officers, other than the President and any Vice President, shall be elected by the Directors at a meeting of the Board to be held immediately prior to the Annual Meeting for the term of one (1) year and until successors are elected and qualified or until earlier death, incapacity, resignation, or removal. The Board officers with the consent of the Board shall fill any vacancy occurring in any office (whether before or after the Annual Meeting) by appointment. Each appointee shall serve until the next Annual Meeting and until his or her successor are elected and qualified or until earlier death, incapacity, resignation, or removal.

Section 6.4

Except for the President and any Vice President, the Officers of the Corporation shall not receive any compensation for acting as Officers. The Board from time to time in its sole discretion shall fix the compensation of the President.

Section 6.5

The Chairperson shall preside at all meetings of the Board and the Executive Committee and shall be, be ex-officio, a member of all Committees. The Chairperson shall have general supervision over the affairs of the Corporation.

Section 6.6

The Vice Chairperson shall perform such duties as may from time to time be assigned by the Chairperson or by the Board. In the absence of the Chairperson, the Vice Chairperson shall perform the Chairperson's duties and such duties shall devolve to the next level Officer in the absence of both the Chairperson and the Vice Chairperson.

Section 6.7

The President shall be the Chief Executive Officer of the Corporation and shall be ex-officio, a member of all Standing Committees.

As directed by the Board, the President's duties shall include but is not limited to:

- (a) Carrying out the plans, programs, policies, mandates and directives of the Board;
- (b) Preparation of an Annual Report at the close of each fiscal year, which shall include an analysis of the program of the Corporation, the accomplishments of the prior year, an evaluation of the efficiency of the staff, a statement regarding the relationship of the Corporation to the community and government, and a delineation of the issues confronting the Corporation and other pertinent matters;
- (c) Presenting to the Board written quarterly reports of the affairs, conditions and transactions of the Corporation, and its property, together with such recommendations as deemed in the best interests of the Corporation;
- (d) Selection, employment, direction and discharging of employees, and to develop and maintain personnel policies and practices for the Corporation, as approved by the Board;
- (e) Providing of staff development;
- (f) Except as otherwise directed by the Board, represents the Corporation at conventions and to serve as the chief liaison and channel of communications between the Corporation and National Urban League, Inc. and its affiliates, other appropriate organizations and community and/or faith based groups;
- (g) In consultation with the Board and Human Resources Committee to determine the duties of any Vice President and to supervise any Vice President; and
- (h) Performance of such other duties as may be incident to the office of President and as may be from time to time assigned to the President by the Board.
- (i) Shall act as Chairperson of all Affinity Groups/Auxiliaries

Section 6.8

Any Vice President or Vice Presidents shall assist the President. In the absence of the President, the Vice President, whom the Board by standing resolution designates to perform the President's duties during the President's absence, shall perform the duties of the President.

Section 6.9

The Secretary shall insure that accurate minutes of the meetings of the Board and of the Executive Committee are kept. These documents, along with the seal of the Corporation are maintained in the Corporation's fiscal office. The Secretary shall also give, or cause to be given, such notices as may be necessary or requires by these By-Laws and shall attend to such correspondence as pertains to the office of Secretary.

Section 6.10

The Treasurer shall:

- (a) Provide oversight over the custody of Corporate funds;
- (b) Review trust funds administered by the Corporation of Corporation related fiduciaries;
- (c) Ensure the maintenance of full and accurate accounts of receipts and disbursements and books belonging to the Corporation;
- (d) Ensure that the money of the Corporation is maintained in such accounts to be credited to the Corporation in such banks, trust companies, or other depositories acceptable to the Board;
- (e) Monitor the disbursement of funds of the Corporation;
- (f) Render to the Board, at its regular meetings, and whenever the Board, or the auditors appointed by the Board may require it, an account of all transactions as Treasurer and of the financial conditions of the Corporation; and
- (g) If required by the Board, furnish a bond to be paid by the Corporation in such amount as shall be approved by the Board.

Section 6.11

The Chairperson or the President and the Secretary or Treasurer shall be a proper Officer to issue and sign Corporate checks and to execute under seal of the Corporation such deeds, mortgages, leases, subleases, contracts, and other instruments authorized by the Board. In reference to the issuance and signing of Corporate checks, the Treasurer may assign, as an additional signer, a Board Director or an Officer of the Corporation.

ARTICLE 7 - COMMITTEES

Section 7.1

There shall be an Executive Committee consisting of all Officers of the Corporation (except the President and any Vice President who shall be ex-officio members) and the Chairpersons of all Standing Committees. The Executive Committee shall meet quarterly in the month preceding the Board meeting and shall have and may exercise all of the powers and authority of the Board as may be necessary between meetings of the Board, except for the filing of vacancies on the Board; the adoption, amendment or repeal of the By-Laws; the sale, purchase, or mortgaging of real estate of the Corporation; or amendment or repeal of any action of the Board.

Section 7.2

(a) There shall be the following Standing Committees of the Board

Audit Committee;

Development/Membership Committee

Executive Committee;

Finance Committee;

Human Resources Committee;

Nominating Committee;

Public Relations and Marketing Committee;

Strategic Programs Committees

(b) In Addition to the Chairperson, General Counsel, and President (who shall be ex-officio members of each Standing Committee), each Standing Committee shall consist of at least two (2) Directors who shall be appointed by the Chairperson with the approval of the Executive Committee and, may include additional non-Directors, Individual Members as may be appointed by the Chairperson with the approval of the Executive Committee. However, the majority of Standing Committee members must be Directors. With the approval of the Executive Committee, Standing Committee members shall serve for such time, as the Chairperson deems desirable.

(c) Except for the Finance Committee that is chaired by the Treasurer, the Chairperson shall designate annually a Chairperson of each Standing Committee. Committee Chairpersons must be Directors of the Corporation. Each Standing Committee may elect a Secretary and may formulate its rules of procedure in a manner acceptable to the Executive Committee.

(d) Each Standing Committee shall submit a written summary report of its yearly activities to the Board prior to the Annual Meeting with such recommendations as the Committee may deem desirable. Interim reports may be submitted at any meeting of the Board.

Section 7.3

Except as expressly provided in this Article, all Standing Committees shall have such duties and responsibilities as may be from time to time determined by the Board; provided however, the following Standing Committees shall have the duties, in addition to any other duties and responsibilities, designated herein:

(a) The Development/Membership Committee shall identify and secure the human and financial resources required to underwrite the Corporation's long-term strategic initiatives. The Development /Membership Committee shall work with Corporation staff to identify public and private resource opportunities; recommend new fundraising initiatives; maximize the fundraising potential of all Urban League events, functions and membership.

(b) The Public Relations and Marketing Committee shall, from time to time, advise the President and assist in the regular dissemination of information regarding the Corporation and its Members, the news media, and the African American and urban communities.

(c) The Finance Committee shall:

- i. Determine and recommend ways and means for increasing the revenues of the Corporation;
- ii. Present to the Board, prior to end of fiscal year a budget for the upcoming fiscal year;
- iii. Examine the income and expenditures of the Corporation and make recommendations regarding the same;
- iv. Recommend depositories to the Board;
- v. Arrange for the safekeeping, preservation and detention of records of the Corporation pertaining to its finances and securities; and
- vi. Develop and monitor the Corporation's financial contingency plan.

The Treasurer shall be the Chairperson of this Committee.

(d) The Human Resources Committee shall:

- i. Assist the President in developing and maintaining a sound, comprehensive personnel program (including but not limited to staff performance, salary structure, pension and benefit plan, and grievance procedures) for the Corporation;
- ii. Develop and update, from time to time, a manual or handbook which sets forth the personnel policies and procedures as approved by the Board and distribute such manual or handbook to all employees;
- iii. Report to the Board, from time to time, regarding personnel developments within the Corporation; and
- iv. Recommend to the Board advisable or necessary changes in the Corporation's personnel policies

(e) The Audit Committee shall:

- i. Recommend to the Board the independent auditor for the annual audit of books of the Corporation;
- ii. Coordinate the personnel of the Corporation and the independent auditor;
- iii. Report to the Board on the findings of the independent auditor and recommend such changes as are necessary to insure the efficient operation of the Corporation; REVIEW THE IRS FORM 990 and recommend it to Director of the Board for approval.

- iv. Propose changes in operations of the Corporation consistent with the report of the independent auditor; and
 - v. Monitor and review, from time to time, the books and records of the Corporation to insure proper record keeping.
- (f) The Nominating Committee shall be responsible for providing candidates for the Board who represent a balanced cross-section of industry, labor, religious, racial, age and gender. It shall recommend by written report to the Board, individual members to (1) fill vacancies on the Board and among any of the Officers of the Corporation as such vacancies arise and (2) nominate Officers and Directors at the Annual Meeting.
- (g) Strategic Programs Committees shall be responsible for the monitoring and evaluation of the Corporation's strategic programmatic areas and ensure their consistency with strategic direction. There may be one or more Sub-Committees depending on Corporation's strategic focus.

Section 7.4

Upon resolution of the Board, the Chairperson shall appoint such special committees as may, from time to time, be necessary with such membership and such power and duties as the Board deems appropriate.

ARTICLE 8 – LIABILITY OF DIRECTORS

Section 8.1

A Director of the Corporation shall stand in a fiduciary relationship to the Corporation and shall perform his or her duties as a Director, including his or her duties as a member of any Committee of the Board of Directors upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be the best interests of the Corporation, and with such care, including reasonable inquiry, skills and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, as a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following: (a) one or more Officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, public accountants or other persons as to matter which the Director reasonably believes to be within the professional or expert competence of such persons; or (c) a Committee of the Board of Directors upon which he or she does not serve, duly designated in accordance with the By-Laws or the laws, as to matters within its designated authority, which Committee the Director reasonably believes to merit confidence. A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to unwarranted.

Section 8.2

In discharging the duties of their respective positions, the Board of Directors, Committees of the Board of Directors and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, suppliers and constituents of the Corporation and communities in which services are provided or offices or other establishments of the Corporation are located. The consideration of these factors shall not constitute a violation of Section 8.1 hereof.

Section 8.3

Absent a breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take action shall be presumed to be in the best interest of the Corporation.

Section 8.4

A Director of the Corporation shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take action, unless: (a) the Director has breached or failed to perform the duties of his or her office under Section 8.1 through 8.3 hereof; and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 8.5

Absent a breach of fiduciary duty, lack of good faith or self-dealing, the Corporation agrees to indemnify and hold Directors harmless from any liability, loss or damage suffered by Corporation as a result of claims, demands, costs or judgments against them arising out of the activities of the Corporation.

Article 9 – MANNER OF GIVING WRITTEN NOTICE; WAIVERS OF NOTICE

Section 9.1

Whenever written notice is required to be given to any Director under the provisions of these By-Laws, it may be given to the Director either personally or by first class mail (postage prepaid), successful e-mail or facsimile, to his or her postal address, e-mail address, or facsimile number appearing on the books of the Corporation. If the notice is sent by mail, facsimile, or e-mail, it shall be deemed to have been given to the Director entitled hereto when deposited in the United States mail for delivery to that Director, or upon confirmation receipt of a successful facsimile or e-mail.

Section 9.2

Any written notice required to be given to any Director under the provisions of the laws of the Commonwealth of Pennsylvania, the Corporation's Articles of Incorporation or these By-Laws may be waived in writing signed by the Director entitled to such notice whether before or after the time stated therein. Except as otherwise required by statute or in the case of a special meeting, neither the business to be transacted nor the purposes of a meeting. Needmeeting need be specified in the waiver of notice. In the case of a special meeting of the Board of Directors, the waiver of notice shall specify the general nature of the business to be transacted. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director 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 10 – AFFINITY GROUPS/AUXILIARIES

The Board may authorize Member Volunteer interest groups of the Corporation made up of individual members of the Corporation. The purpose of these groups is to support and align with the Corporation's mission and goals in fulfilling its vision. The President & CEO of the Corporation shall act as Chairperson of all Affinity Groups.

ARTICLE 11 – CONFLICT OF INTEREST

Section 11.1

Any material conflict of interest based on a financial interest of benefit, on the part of any Director, Officer, Employee, or Committee Member shall be disclosed, in writing annually, to the Board of Directors, and except for a continuing disclosed conflict, whenever any Corporation contract or transaction in which a Director, Officer, Employee, or Committee Member has a financial interest or benefit becomes a matter of Board, Committee, or Corporate action.

Section 11.2

Any Director having a financial interest or benefit in any contract or transaction being considered at a Committee meeting or meeting of the Board of Directors shall not vote or use his or her personal 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 construed as to prevent the interested Director or Committee Member from briefly stating his or her position regarding the contract and transaction, nor from answering pertinent questions of other Directors or Committee Members, since his or her knowledge may be of great assistance.

Section 11.3

All new Officers, Employees, Committee Members and Directors shall be immediately advised of the requirements of this Article.

ARTICLE 12 – DISSOLUTION

In the event of the Corporation's entire or partial dissolution in any manner or for any reason whatever, the assets of the Corporation which remain after paying or making provisions for all liabilities of the Corporation shall be distributed to an organization exempt from federal income tax under Section 501©(3) of the Internal Revenue Code or corresponding provisions of any future federal tax laws, to be applied to the extent possible, to similar purposes for which the Corporation was formed.

ARTICLE 13 – INDEMNIFICATION OF OFFICERS, DIRECTORS AND EMPLOYEES

Section 13.1

This Corporation shall indemnify any Director or Officer and may indemnify any Employee, Agent or Volunteer who was or is a party to, or is threatened to be made a party to or who is called as a witness in connection with any threatened, pending, or completed action, suit or proceeding whether civil or criminal, administrative or investigative, including any action by or in the right of this Corporation, by reason of the fact that he or she is or was a Director, Officer, Employee, Agent or Volunteer of this Corporation against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually, rightfully, and reasonably incurred by him or her in connection with such action, suit or proceeding unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted an act which is a violation of Article 8.

Section 13.2

The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 13 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled to under any By-Law, agreement, contract, vote of members of disinterested Directors or pursuant to the direction, howsoever embodied, of any court of competent jurisdiction or otherwise, as to action in his or her official capacity. It is the policy of this Corporation, as aforementioned, that the indemnification of and advancement of expenses to, Directors and Officers of this Corporation shall be made to the fullest extent permitted by law. To this end, the provisions of this Article 13 shall be deemed to have been amended for the benefit of Directors, Officers, Employees, Agents and Volunteers of this Corporation effective immediately upon any modification of the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania (the "NCL") or the Directors' Liability Act of the Commonwealth of Pennsylvania (the "DLA") which expands or enlarges the power or obligation of corporations organized under the laws of the Commonwealth of Pennsylvania to indemnify, or advance expenses to, Directors and Officers of this Corporation.

Section 13.3

Except for a violation of Article 8, this Corporation shall pay expenses incurred by an Officer or Director, and may pay expenses incurred by any Employee, Agent, or Volunteer, in defending a civil or criminal action, suit or proceeding in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to pay such expenses.

Section 13.4

The indemnification and advancement of expenses, provided by, or granted pursuant to, this Article 13, shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director, Officer, Employee, Agent or Volunteer and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 13.5

The provisions of this Article 13 shall not be deemed to preclude the indemnification of, or advancement of expenses to, any person who is not specified in Section 13.1 of this Article 13 but whom this Corporation has the power to indemnify, or to advance expenses for, under the provisions of the NCL or DLA or otherwise. The Board of Directors of this Corporation shall administer and execute the authority granted by this Section 13.5.

ARTICLE 14 – PROCEDURE

The most recent edition of "Roberts Rules of Order" shall govern any course of procedure not otherwise provided for in these By-Laws.

ARTICLE 15 – RECORDS AND REPORTS

Section 15.1

The Corporation shall at all times keep in its registered office in Pennsylvania an original or duplicate: (a) record of the proceedings of the Board and of the Executive Committee; (b) copy of its Articles of Incorporation and By-Laws, both as amended to date, with such By-Laws to be certified by the Secretary; (c) registry (giving the name and address of the Members and Directors); and (d) appropriate, complete and accurate books or records of account. For at least seven (7) years, the Corporation will keep a record of all Board and Executive Committee proceedings as well as any books or records of account.

Section 15.2

The President and Treasurer shall prepare, verify and present to the Members at each Annual Meeting, an Annual Report, a copy of which shall be recorded with the minutes of the meeting, showing in appropriate detail:

- (a) The assets and liabilities, including any trust funds of the Corporation, as of the end of the fiscal year immediately preceding the date of the report;
- (b) The principal changes in assets and liabilities, including any trust funds, during the year immediately preceding the report;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, 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; and
- (d) The expenses and disbursements of the Corporation, for both general and restricted purposes, 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.

ARTICLE 16 – GENERAL PROVISIONS

Section 16.1

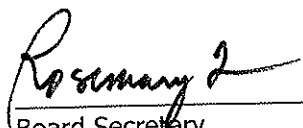
The Corporation's fiscal year shall end on June 30.

Section 16.2

Unless otherwise provided in these By-Laws or required by law, a simple majority vote of the Directors present at any meeting, at which a quorum is present, shall be required to pass any motion, adopt any resolution, take or withhold any action or otherwise conduct the proper business and affairs of the Corporation.

ARTICLE 17 – AMENDMENTS

Amendments to these By-Laws may be adopted by a two-thirds (2/3) vote of the Directors present at any meeting of the Board, at which a quorum is present, provided at least ten (10) days written notice is given of such proposed amendments.



Board Secretary

Urban League of Philadelphia, Inc.

10-30-09

Date