
PLEASANT RIDGE MANOR

**AMENDED AND RESTATED
CORPORATE BY-LAWS**

May 1, 2025

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AMENDED AND RESTATED BY-LAWS OF
PLEASANT RIDGE MANOR

Article I – Offices

Section 1 - The registered office of the Pleasant Ridge Manor (hereinafter “PRM”) is the office of the County Clerk, Erie County Court House, Erie, Pennsylvania, 16501.

Section 2 – PRM may have such other offices as the Board of Trustees may determine and as the affairs of PRM may require.

Article II – Restatement of Purposes

Section 1 – The purposes of PRM are as stated in its Articles of Incorporation. Trustees shall be familiar with such purposes as there stated.

Section 2 – No part of the net earnings of PRM shall inure to the benefit of any private individual, including Trustees, officers, and employees; nor shall any substantial part of the activities of PRM be devoted to carrying on of propaganda or otherwise attempting to influence legislation; nor shall PRM participate in or intervene in (including the publication or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall PRM carry on activities not permitted to be carried on by a corporation exempt from federal income taxation or by a corporation donations and contributions to which are deductible for federal tax purposes.

Section 3 – No person eligible for health and hospital care consistent with the purposes for which PRM was incorporated shall be denied such care on the basis of race, color, disability of the person, religious creed, ancestry, age, familial status, sex, gender identity, sexual orientation, national origin, criminal history or source of income.

Article III – Board of Trustees

Section 1 – The seven lawfully elected or appointed members of County Council shall serve as the Board of Trustees for PRM with the policymaking and appropriation responsibilities and voting rights as set forth in these Bylaws.

Section 2 – The Board of Trustees is the principal authority of Pleasant Ridge Manor. The Board of Trustees is responsible for the establishment of policy and the appropriation of funds within PRM.

Section 3- The Board of Trustees shall have, hold and exercise all powers of PRM as may be enumerated by governing law, its Articles of Incorporation and these Bylaws. The Board of Trustees, in furtherance of the purposes of PRM, shall:

- A. Keep itself informed on matters relating to the care and treatment of residents and upon all medical affairs.
- B. Adopt and amend Bylaws and proposed changes to the Articles of Incorporation.
- C. Appoint and remove an Executive Director as they may deem necessary for the operation of PRM.
- D. Review and approve all contracts, real estate or debt transactions.
- E. Adopt, by September 1 of each year, a comprehensive long-range plan covering at least the next three (3) years for public services, capital improvements and fiscal policy.
- F. Adopt the annual PRM budget and establish a system of appropriate policies, as deemed necessary and proper by the Board of Trustees.
- G. Establish and from time-to-time review the private pay rates for patient services offered by PRM upon review and recommendation of the President and Executive Director.

Article IV - Officers

Section 1 – The officers of the corporation shall be as follows:

- A. President – The lawfully elected or appointed County Executive shall serve as President of the Corporation. In the event of temporary absence or incapacity, or vacancy in the office of the County Executive, the Executive Director hereinafter provided for shall serve as Acting President, with all of the powers of the President, for the duration of the absence, incapacity or vacancy.
- B. Chairman of the Board – The lawfully elected and qualified Chairman of the County Council for the County of Erie shall serve as the Chairman of the Board of Trustees.
- C. Vice-Chairman of the Board – The lawfully elected and qualified Vice-Chairman of the County Council for the County of Erie shall serve as the Vice-Chairman of the Board of Trustees.
- D. Secretary – The lawfully appointed and qualified County Clerk for the County of Erie, shall serve as the Secretary of the corporation.

- E. Assistant Secretaries – Such person or persons as the Board of Trustees by resolution appoints shall serve as Assistant Secretary or Assistant Secretaries of the corporation, as the case may be, for such term or terms as shall be fixed in the authorizing resolution.
- F. Treasurer- The lawfully appointed and qualified Director of Finance for the County of Erie shall serve as the Treasurer of the corporation.

Section 2- The Chairman of the Board shall preside over all meetings of the Board of Trustees and shall perform such other duties as may be prescribed from time to time by these Bylaws or by the Board.

Section 3- The Vice-Chairman shall, in the absence of the Chairman or in event of his/her inability or refusal to act, perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions on the Chairman.

Section 4 –The President shall be the chief executive officer of the corporation. He/she shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Trustees to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the corporation.

Section 5 – The President shall exercise his/her management authority and responsibility to:

- A. Execute all instruments as the Board of Trustees shall authorize to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these Bylaws or by statute to some other officer or agent of the corporation.
- B. Shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of Center's real property, unless authorized by a vote of the Trustees in office.
- C. Be responsible for the application of policy as developed by the Board. The Executive Director is responsible for the direct implementation of policy. The President and Executive Director work cooperatively in order to guarantee the successful implementation of all policies.
- D. Together with the Executive Director, report to the Board of Trustees on a regular basis on the progress and problems related to PRM. In regard to serious management problems, it is the mutual responsibility of the President and the Executive Director to report to the Board of Trustees.
- E. In conjunction with the Executive Director, annually propose to the Board of Trustees, by July 1, a comprehensive long-range plan covering at least the next three (3) years for services, capital improvements and fiscal policy.

- F. In conjunction with the Executive Director, through the budget process, recommend adequate financing by identifying sufficient income and by enforcing business-like control of expenditures in order to maintain proper and professional standards for the care of the sick and the injured.
- G. Prior to October 1 of each year, present to the Erie County Council, in ordinance form, the proposed PRM budget for the next fiscal year. PRM budget shall be a complete financial plan for PRM presented in both line item and program budgeting form, shall consist of an operating budget and a capital budget and shall include estimates of the revenues and expenditures of all anticipated revenues.
- H. In conjunction with the Executive Director, recommend and from time-to-time review private pay rates for resident services offered by PRM, recognizing that Medicaid rates are established outside of the control of PRM.
- I. Keep informed on all matters concerning the property, including land, buildings, other structures, and equipment of PRM, and not less than annually review the insurance on the property and recommend changes where appropriate with approval of the Board of Trustees.
- J. Assist the Executive Director, the licensed Nursing Home Administrator, as able in the operation of PRM in compliance with all applicable State and Federal rules and regulations.
- K. Assist the Executive Director in the maintenance of systems for the purpose of keeping the Board of Trustees informed on matters of the provision of care at PRM.

Section 6 – The Secretary shall be responsible to:

- A. Attend all sessions of the Board and act as clerk thereof, and record all the votes of the Trustees, all acts of PRM, and the minutes of all its transactions in a book to be kept for that purpose. He/she shall perform like duties for all committees of the Board of Trustees when required.
- B. Give, or cause to be given, notice of all meeting of the Board of Trustees, and shall perform such other duties as may be prescribed by the Board of Trustees or Chairman, under whose supervision he/she shall be.
- C. Keep in safe custody the corporate seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it, thereby attesting to the validity of such instrument and the authority of the person executing on behalf of the corporation.

Section 7 – The Treasurer shall be responsible to:

- A. Keep and have custody of the corporate funds and securities.

- B. Keep full and accurate accounts of receipts and disbursements in books belonging to the corporation.
- C. Keep the monies of the corporation in separate accounts to the credit of the corporation, in such banks, trust companies, or other depositories as shall be selected by the President.
- D. Disburse the funds of the corporation as may be ordered by the President, taking proper vouchers for such disbursements.
- E. Render to the President and Trustees, at the regular meeting of the Board of Trustees and whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the corporation.
- F. Whenever the lawful activities of PRM involve among other things the charging of fees or prices for its services, receive such income for PRM and, in so doing, may make an incidental profit for PRM. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of PRM and in no case shall be divided or distributed in any manner whatsoever among the Trustees, officers, or PRM employees. All such lawful activities of PRM shall have prior approval from the Board of Trustees.

Section 8 – In addition to the duties specified in Article IV, Section 7 of these Bylaws, the Treasurer shall send annually to the Board of Trustees a report, verified by the President, showing in appropriate detail the following:

- A. The assets and liabilities of PRM as of the end of the fiscal year immediately preceding the date of the report.
- B. The principal changes in assets and liabilities during the year immediately preceding the date of the report.
- C. The revenue or receipts of the corporation, for both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report.
- D. The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report.

Article V – Executive Director

Section 1 – The Executive Director is engaged by the Board of Trustees with the assumption that he/she is a qualified professional in the care and development of care for the elderly of Erie County. The Executive Director is primarily responsible for the day-to-day operations of PRM.

Section 2 – The Executive Director shall exercise his/her management authority and responsibility to:

- A. Select and hire qualified administrative personnel and other medical nursing, technical, and other staff at PRM.
- B. Determine the equipment and facility needs of PRM and make appropriate recommendations to the President and Board of Trustees.
- C. Provide that proper professional standards are maintained in the care of the sick and injured.
- D. Coordinate professional interests with administrative, financial and community needs.
- E. Provide the resident with every reasonable protection, thereby fulfilling the moral and legal responsibility of PRM.
- F. Keep himself informed on all matters relating to nurses and nursing care in PRM.
- G. Operate the institution in compliance with all applicable County, State, and Federal rules and regulations.
- H. Be responsible for informing the Board of Trustees of the appointment of staff physicians after consultation with the Medical Director.
- I. Be responsible for providing routine and formal reports to both the Board of Trustees and the President at regularly scheduled Board meetings.
- J. Be responsible together with the President for the implementation of the annual budget.
- K. Be authorized to timely pay all expenses of PRM and to report the revenues and expenses of PRM to the Board of Trustees and the President.

Article VI- Meetings of Trustees

Section 1 – All meetings of the Board of Trustees shall be in accordance with the Sunshine Act, 65 Pa. Cons. Stat. Ann. §§701-716 or any successor legislation of similar import. The Board shall from time to time adopt such rules with respect to the participation of members of the public as may be necessary to the preservation of civility, decorum and good order.

Section 2 – Special meetings of the Board of Trustees may be called by the Chairman or any three (3) members of the Board of Trustees, each of whom shall specify in the call or other notice the business to be specially transacted.

Section 3 – Excepting special meetings, all meetings shall be held on not less than ten (10) days prior notice for a meeting that will consider a transaction under Chapter 3 (relating to entity transaction) of the Associations Code, 15 Pa.Con.Stat.Ann., Ch. 3, or a fundamental change under Chapter 59 (relating to amendments, sale of assets and dissolution) of the Nonprofit Corporation Law of 1988, 15 Pa.Con.Stat.Ann., Ch. 59; or five (5) days prior notice in any other case. Special meetings may be held on five (5) day's written notice. All meeting notices shall specify the time and place of meeting and shall be dispatched by the Secretary. Consistent with general law, notice may be waived by all Trustees.

Section 4 – A majority of the Trustees in office shall constitute a quorum for the transaction of business. The acts of a majority of the Trustees in office shall constitute action by the Board of Trustees except as otherwise provided in these Bylaws. Corporate action may otherwise be taken as provided by general law.

Section 5 – The Board of Trustees shall, by Resolution adopted, provide for a schedule of meetings. The regular order of business shall be as follows:

- A. Call to order.
- B. Roll call.
- C. Hearing of the Public
- D. Approval of meeting minutes.
- E. Executive Director's report.
- F. Old business.
- G. New business.
- H. Adjournment.

Section 6 – Voting on matters properly before the Board of Trustees shall be limited to the members of the Board of Trustees. Generally, an affirmative vote of a majority of the Board present and voting shall be required to approve a motion or resolution of the Board. An affirmative vote of a majority of the whole Board, regardless of the number present, shall be required for the following:

- A. Appointment or removal of the Executive Director.
- B. Amendment of the Articles of Incorporation or Bylaws of PRM

Section 7 – Members of the Board shall abstain from voting on any matter in which the individual or a member of his/her immediate family has a private pecuniary interest. Members of the Board shall be guided by the requirements of the Public Officials Ethics Act, 65 Pa.C.S. §1101 et seq.

Section 8 – The Board of Trustees shall have the authority to adopt rules governing the conduct of its meetings. In the absence of rules adopted hereunder, any question concerning parliamentary procedure at meetings shall be determined by the Chairman of the Board with guidance from Robert's Rules of Order.

Section 9 – Trustees shall not be compensated for services as Trustees, but may be reimbursed for direct expenses incurred for and on behalf of PRM.

Article VII- Staff Organization

Section 1 – The Board of Trustees shall have and exercise the power to appoint and to remove an Executive Director, and to be informed of appointments of all staff physicians. All actions taken will be done upon the advice of the President and/or Executive Director.

Section 2 – The Executive Director shall be appointed by the Board of Trustees and shall be the administrative representative of the Board in the daily management of PRM. He/she shall be governed in the exercise of his/her responsibilities by the policies, rules and instructions of the Board of Trustees. He/she shall be licensed by the Commonwealth of Pennsylvania, under the rules and regulations of the State Board of Licensure of Nursing Home Administrators, or as otherwise may be provided by general law.

Section 3 – The Executive Director shall, with the advice and participation of the Medical Director, the Director of Nursing, and other qualified PRM personnel, prepare and present to the Board of Trustees for their subsequent approval such rules and regulations governing activities at PRM as may be from time to time necessary and proper. Upon presentation and explanation by the President and Executive Director, the Board of Trustees shall adopt rules, regulations, and policies consistent with applicable federal and state requirements, and consistent also with the acceptable practices for facilities the same as or similar to PRM, including but not limited to rules, regulations and policies pertaining to:

- A. The creation of such advisory boards or commissions, particularly related to the healing art, as may enhance the quality of care given residents of PRM in accordance the Article VIII hereof.
- B. The admission, maintenance and discharge of residents, and the care of their persons and their property while at PRM.

- C. The Medical Staff, physicians and other practitioners with consulting and temporary privileges.
- D. The Nursing Staff.
- E. Other hospital staff.
- F. Third party visitors to PRM.
- G. Medical review by and on behalf of governmental agencies.

Section 4 – The Medical Director shall be appointed by the Executive Director and in the performance of his/her duties shall be under the administrative supervisions of the Executive Director. The Medical Director shall have general supervision of all matters involving the professional care and treatment of residents. In collaboration with the Executive Director, he/she shall be responsible for the educational program, employment and assignment of members of the Medical Staff. He/she shall prepare such reports as are required relating to professional activities of PRM and perform such other duties as the Executive Director may assign.

Section 5- The Director of Nursing shall be appointed by the Executive Director. In addition to having administrative responsibility to the Executive Director, he/she is responsible for coordinating professional activities of the Nursing Staff with those of the Medical Staff. Basic responsibilities include:

- A. Evaluation and improvements of the nursing care of residents.
- B. Keeping current the basic nursing service policies, procedures, and functional organization.
- C. Maintenance of a stable staffing pattern.
- D. Procurement, selection, orientation and assignment of nursing personnel.
- E. Maintaining effective relationships between the Nursing Department and Medical Staff and other hospital units.
- F. Maintenance of adequate nursing records for clinical and administrative use.
- G. Evaluation of nursing supplies and equipment, their preparation, distribution, and care.
- H. Preparation and adherence to the nursing service budget.

Article VIII – Books, Records and Accounts

Section 1 – PRM shall maintain a record of the proceedings of the Board of Trustees, these Bylaws, including all amendments thereto to date, certified by the Secretary of the corporation, and appropriate, complete and accurate books or records of account at the registered office of the corporation in this Commonwealth. Such records shall be open for public inspection at reasonable times and in a reasonable manner.

Section 2 – All checks or demands for money and notes of PRM shall be signed by such officer or officers as the Board of Trustees may from time to time designate.

Article IX- Auxiliary Organization

Section 1 – The Board of Trustees may authorize the formation of auxiliary organizations to assist in the fulfillment of the purposes of PRM. Each such organization shall establish its Bylaws, rules and regulations, and make amendments thereto which shall be subject to the approval of the Board of Trustees and which shall not be inconsistent with these Bylaws.

Section 2 – The Executive Director shall function as liaison with the auxiliaries.

Article X – Personal Liability of Trustees

Section 1 – Trustees of this corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- A. The Trustee has breached or failed to perform the duties of his/her office under 15 Pa. Cons. Stat. Ann. §§5712-5713 (relating to standard of care and justifiable reliance); and
- B. The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Section 2 – The provisions of Section 1 of this Article shall not apply to:

- A. The responsibility or liability of a Trustee pursuant to any criminal statute; or
- B. The liability of a Trustee for the payment of taxes pursuant to local, State, or Federal law.

Article XI- Indemnification

Section 1 – Each person who was or is a party and each party who is threatened to be or is made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he/she is or was a Trustee or officer of PRM, or is or was serving at the request of PRM as a Trustee, officer, employee, or another agent, shall be indemnified by PRM to the full extent permitted by the laws of the Commonwealth of Pennsylvania as in effect at the time of such indemnification including, but not limited to, 15 Pa. Cons. Stat. Ann. §§5741-5750. The foregoing right of Indemnification shall inure to the benefit of the heirs and personal representatives of each such person; shall not be exclusive of any other rights of indemnification to which any director, officer, Trustee, or any other person may be entitled in any capacity as a matter of law or under any bylaw, agreement, vote of directors, or otherwise; and shall continue as necessary as to each such person who has ceased to be a Trustee, officer, employee or other agent.

Section 2 – Notwithstanding Section 1 of this Article, Indemnification pursuant to this Article shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct, actual crime, fraud, or recklessness.

Section 3 – Indemnification under any bylaw, agreement, vote of Trustees or otherwise, may be granted for any action taken or any failure to take any action and may be made whether or not the corporation would have the power to indemnify the person under any other provision of law except as provided in this Article and, notwithstanding Section 1 of this Article, whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the corporation.

Section 4 – Expenses incurred by an officer, Trustee, employee or agent in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the corporation.

Section 5 – The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 6 - Pursuant to the authority conferred under 15 Pa.Cons.Stat.Ann. §§5741-5750, the indemnification and advancement of expenses provided by or pursuant to any provisions of Pennsylvania law applicable to nonprofit corporations shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under these Bylaws or any agreement, vote of the Trustees or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding that office. PRM may create a fund of any nature, which may but need not be under the control of a Trustee, or otherwise secure

or insure in any manner is indemnification obligations, whether arising under or pursuant to 15 Pa.Cons.Stat.Ann. §§5741-5750, or otherwise.

Article XII – Miscellaneous Provisions

Section 1 – PRM shall have a common corporate seal, capable of impression upon paper, and it shall set forth the full corporate name, the words “Corporate Seal – Pennsylvania,” and the year of incorporation. An impression of such seal hereby adopted, is made on the right margin of this section.

Section 2 – The fiscal year of PRM shall end December 31.

Section 3 - Words of any gender used in these Bylaws shall be held and construed to include any other gender, and words in the singular number shall be held to include the plural, and vice versa, unless the context requires otherwise.

Article XIII – Amendments

Section 1 - Except as otherwise specified in Section 2, these Bylaws may be amended in whole or in part at any meeting of the Board of Trustees upon the affirmative vote of a majority of the full number of members of the Board of Trustees, provided only the substantial text of any amendment shall have been furnished each Trustee not less than ten (10) days in advance of the meeting date.

Section 2 – Sections 2 and 3 of Article II may not be amended or repealed, except as may be authorized or required by the Internal Revenue Service or other agency of the United States.

Certificate

I, Karen Chilless, Secretary of the Pleasant Ridge Manor, a Pennsylvania non-profit corporation, hereby certify that the foregoing is a true and exact copy of Bylaws of the corporation in force and effect as of the date of this Certificate.

So certified and sealed with the seal of the corporation this 1 day of May, 2025.

Karen Chilless
Secretary