

# ***AMENDED AND RESTATED BYLAWS***

A Nonmembership Pennsylvania Nonprofit Corporation

## **ARTICLE 1**

### **Purposes**

- 1.1 The purposes of the Corporation are exclusively charitable as set forth in the Articles of Incorporation. In pursuing such purposes, the corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

## **ARTICLE 2**

### **Offices**

- 2.1 Registered Office. The registered office of the Corporation shall be at such a location in Pennsylvania as the Directors may from time to time determine.
- 2.2 Other Offices. The Corporation may also have offices at such other places as the Directors may select, and the business of the Corporation shall require.

## **ARTICLE 3**

### **Members**

- 3.1 Membership Corporation. The Corporation shall have no members.
- 3.2 Honorary Titles. The Directors may create such classes of “membership” such as contributing members of honorary members, as the Directors see fit, but such persons shall not have the rights of members under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the “Act”).

## **ARTICLE 4**

### **Directors**

- 4.1 Powers. The Directors shall have all powers and duties for the conduct of the activities of the Corporation except as otherwise required by these Bylaws or a resolution duly adopted by the Board.
- 4.2 Qualifications of Directors. Each Director shall be an individual of full age, who need not be a resident of Pennsylvania.
- 4.3 Number; Election; Term. The Board of Directors shall consist of not less than five (5) nor more than fifteen (15) persons. Directors shall be chosen annually by the Directors at the annual meeting of the Directors and shall serve for terms of three (3) year(s) and until their successors are elected and qualified. As nearly as possible, an equal number of terms shall expire each year.

## *AMENDED AND RESTATED BYLAWS*

- 4.4 Removal. Any Director may be removed from office, without the assignment of any cause, by a vote of a two-thirds majority of the Directors in office at any duly convened meeting of the Board, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting, but no formal hearing procedure need be followed.
- 4.5 Quorum. Two-fifths of all Directors, present in person at any duly convened meeting, shall constitute a quorum of the Board. The acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, unless a greater number is required by the Act or these Bylaws.
- 4.6 Vote. Each Director shall be entitled to one (1) vote.
- 4.7 Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by a majority of the Directors in office and shall be filed with the Secretary of the Corporation. A consent transmitted by electronic mail shall be deemed a consent in writing pursuant to this section.
- 4.8 Annual Meeting. The annual meeting of the Directors shall be held as determined by the board.
- 4.9 Regular Meetings. Regular meetings of the Directors shall be held as determined by the Board.
- 4.10 Special Meetings. Special meetings of the directors may be called by the President or by one-quarter of the Directors at any time. At least five (5) days' notice stating the time, place and purpose of any special meeting shall be given to the members of the Board.
- 4.11 Adjourned Meetings. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at any adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.
- 4.12 Teleconference Meetings. One or more Directors may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other.
- 4.13 Evaluation. The Board shall at least every other year evaluate its own performance and the composition of the Board in terms of the skills, experience and contributions of its members to identify ways it may improve its effectiveness by selection of new Directors and otherwise.

### ARTICLE 5

## ***AMENDED AND RESTATED BYLAWS***

### **Officers**

- 5.1 Positions; Election; Term. The officers of the Corporation shall include a President, one or more Vice-Presidents, Secretary and Treasurer and such other officers whose positions shall be created from time to time by the directors. A person may hold more than one office except that the same person may not be President and Secretary. The officers shall be elected by the Directors at the annual meeting of Directors and shall serve for a term of one year and until their successors are elected and qualified.
- 5.2 Consecutive Terms. Officers may be elected for consecutive terms.
- 5.3 Duties. The duties of the officers shall include the following:
- (a) The President shall preside at all meetings of the Directors and Executive Committee; shall generally supervise of the business of the Corporation; and shall execute documents on behalf of the Corporation. The President shall be an ex-officio member of every Corporation committee.
  - (b) A Vice President shall have such powers and perform such duties as the Board of Directors may prescribe or as the President may delegate.
  - (c) The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board; shall assure that appropriate notice is given for all meeting of the Board; and shall perform such other duties as may be prescribed by the Board or by the President.
  - (d) The Treasurer shall assure that accurate accounts of the receipts and disbursements of the Corporation are maintained; shall cause financial reports to be provided to the Board as requested, but not less than once a year; and shall perform such other duties as may be prescribed by the Board or by the President.
- 5.4 Removal of Officers. Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Corporation may be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

### **ARTICLE 6 Committees**

- 6.1 Establishment. The Board may establish one or more committees to consist of one or more Directors of the Corporation. Persons who are not Directors are eligible to serve as committee members at the discretion of the committee chairperson. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no committee shall have any power or authority as to the following.
- (a) The filling of vacancies on the Board.
  - (b) The adoption, amendment or repeal of the Bylaws.
  - (c) The amendment or repeal of any resolution of the Board.
  - (d) Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

## ***AMENDED AND RESTATED BYLAWS***

- 6.2 Appointment of Members. Unless otherwise determined by the Board or set out in these Bylaws, the President shall appoint members of all committees.
- 6.3 Creation and Composition of Advisory Boards. The Corporation may, in its discretion, establish Advisory Boards which may include as members persons who are not members of the Board. Such Advisory Boards shall have no power to bind the corporation and shall have only such responsibilities and duties as delegated to it by the Board or the President.

### **ARTICLE 7**

#### **Resignation and Vacancies**

- 7.1 Resignations. Any Director or officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation shall not be required to make it effective.
- 7.2 Filling Vacancies.
- (a) If the position of any Director becomes vacant, by an increase in the number of Directors, or by reason of death, resignation, disqualification or otherwise, the Directors in office may choose a person or persons who shall hold office for the remaining term.
  - (b) If the position of any officer becomes vacant, by an increase in the number of officers, or by reason of death, resignation, disqualification or otherwise, the Directors in office may choose a person or persons who shall hold office for the remaining term.

### **ARTICLE 8**

#### **Meetings and Notice**

- 8.1 Place of Meetings. Meetings may be held at such a place within or without Pennsylvania as the Board may from time to time determine.
- 8.2 Notice. Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or by telegram (with messenger service specified), telex or TWX (with answer back received) or courier service, charges prepaid, or by facsimile transmission or electronic mail, to that person's address (or telex, TWX, facsimile number or e-mail address) appearing on the books of the Corporation, or in the case of Directors or members of another body, supplied by that person to the Corporation for the purpose of notice. If the notice is sent by mail, telegraph or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or deposited with a telegraph office or courier service for delivery to such person or, in the case of telex, TWX, facsimile or electronic mail, when dispatched. Such notice shall

## ***AMENDED AND RESTATED BYLAWS***

specify the place, day and hour of the meeting and any other information which may be required by the Act or these Bylaws.

- 8.3 Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at a meeting shall constitute a waiver of notice, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.
- 8.4 Electronic Mail. Any written communication or signature required or permitted by these Bylaws or the Act, including written consent in lieu of meeting, shall be valid if sent and received by electronic mail.

### **ARTICLE 9**

#### **Liability and Indemnification**

- 9.1 General Rule. A director shall not be personally liable for monetary damages as Director for any action taken or any failure to take any action unless:
- (a) the Director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 5712 of the Act and any amendments and successor acts thereto; and
  - (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
- Provided, however. The foregoing provision shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.
- 9.2 Indemnification. The Corporation shall indemnify and defend (if requested) any officer or Director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right or, the Corporation) by reason of the fact that such person is or was a representative of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person acted in a good faith and in a manner he or she reasonably believed to be in, or not opposed, the best interests of the Corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Corporation, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought



## ***AMENDED AND RESTATED BYLAWS***

determines upon application that, despite the adjudication of liability but in view of all the circumstance of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas of or other court shall deem proper.

- 9.3 Procedure. Unless ordered by a court, any indemnification under Section 9.2 or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:
- (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; or
  - (2) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.
- 9.4 Advancement of Expenses. Expenses incurred by a person entitled to indemnification pursuant to this Article or otherwise permitted by law in defending a civil or criminal action, suit or proceeding shall, in any case required by Section 9.2, and may, in any other case, 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 the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.
- 9.5 Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Director of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.
- 9.6 Other Rights. This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law

### **ARTICLE 10 Amendments**

- 10.1 The Articles of Incorporation of the Corporation and the Bylaws may be amended by a majority of all Directors at any duly convened meeting of Directors after notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be affected thereby.

### **ARTICLE 11 Miscellaneous**

- 11.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end the last day of December.

## *AMENDED AND RESTATED BYLAWS*

11.2 Conflicts of Interest. The Board shall adopt a policy on dealing with conflicts of interest.

11.3 Headings. In interpreting these Bylaws, the headings of articles shall not be controlled.

Adopted: \_\_\_\_\_

Date: October 5, 2004