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CORPORATE BYLAWS
of
FRIENDS OF ST. HUBERT

ARTICLE I
GENERAL

1.1 Name. The name of the Organization is "Friends of St. Hubert (the "Organization").

1.2 State of Incorporation. The Organization is a Pennsylvania nonprofit corporation, organized under the Pennsylvania Nonprofit Corporation Law of 1988.

1.3 Registered Office. The registered office of the Organization in Pennsylvania shall be at the place designed in the Articles of Incorporation, or at such place within the Commonwealth of Pennsylvania as the Board of Directors may from time to time determine.

1.4 Other Offices. The Organization may also have offices at such other places within and without the Commonwealth of Pennsylvania as the Board of Directors may from time to time determine, or as the activities of the Organization may require.

1.5 Corporate Seal. The Organization shall not use a corporate seal and all documents, instruments, and agreements executed and delivered by the Organization shall have the same efficacy as if a corporate seal had been affixed thereto.

1.6 Purposes. The purposes of the Organization are as provided in the Articles of Incorporation.

ARTICLE II
MEMBERSHIP

2.1 Membership. The Organization shall have not have members. The Directors shall have all the powers, and duties for the conduct of the activities of the Organization.

2.2 Honorary Titles. The Organization may create such classes of “membership” such as contributing members or honorary members, as the Directors see fit, but such persons shall not have the rights of members under the Pennsylvania Nonprofit Corporate Law of 1988, as amended.

ARTICLE III **BOARD OF DIRECTORS**

3.1 General Powers. The business and affairs of the Organization shall be managed by a Board of Directors and all powers to act for the Organization are hereby granted to and vested in the Board of Directors, except as otherwise provided in these Bylaws, the Articles of Incorporation, or by law. The Directors shall exercise due diligence consistent with a duty of care that requires them to act in good faith, with the care an ordinarily prudent person in like position would exercise under similar circumstances and in a manner that they believe is in the best interests of the Organization.

3.2 Number. The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) Directors who shall be natural persons of full age (collectively, the "Board, “Board of Directors,” and individually a “Director). Both the President and the Principal of St Hubert’s Catholic High School for Girls shall be directors. The number of Directors may be increased or decreased by a vote of a simple majority of the members of the Board.

3.3 Qualifications. Directors must have an ability to participate effectively in fulfilling the responsibilities of the Board of Directors. Directors need not be residents of the Commonwealth of Pennsylvania.

3.4 Election. The Directors shall be elected by a vote of simple majority of the members of the Board at the annual meeting of the Directors, or as needed in the case of vacancies, Each Director may nominate himself or herself as a successor Director and vote for himself or herself as a

successor Director.

3.5 Term of Office. Directors shall serve for no longer than two three year terms and until their successors are duly elected and qualify. After serving two three year terms a Director may be eligible to be reelected to the Board for two additional three year terms after leaving the Board for one year. There is no limit on the number of two three year terms that a Director may be eligible to serve. The terms of the Directors may be staggered. The term of office for each Director shall end (I) on the date specified and his/her successor is elected and qualifies; (ii) when he/she was appointed and his/her successor is elected and qualifies; or (iii) upon his/her earlier death, resignation, or removal.

3.6 Vacancies. Vacancies in the Board of Directors including vacancies resulting from an increase in the authorized number of Directors shall be filled by election by the remaining Directors, even if the number remaining on the Board is less than a quorum. Any Director so elected shall serve for the balance of the unexpired term to which he or she is elected. Upon completion of the term to which the Director was appointed, the Director is eligible to serve his/her regular two three-year terms.

3.7 Place of Meetings. The meetings of the Board of Directors may be held at such place within or without the Commonwealth of Pennsylvania as a majority of the Directors may from time to time by resolution determine or as may be designated in the notice or waiver of notice of a particular meeting. In the absence of specification, such meetings shall be held at St. Hubert's Catholic High School for Girls.

3.8 Annual Meeting. An annual meeting of the Board of Directors shall be held each year in the last quarter of the Organizations fiscal year to review operations during the immediately preceding year, elect officers, and transact such other business as may properly be brought before

the meeting; or such meeting may convene at such other time and place as may be fixed by resolution of the Directors adopted at the meeting at which the Directors were elected, or by the consent in writing of all the Directors.

3.9 Regular Meetings. Regular meetings of the Board of Directors may be held at such times as the Board may by resolution determine but at least once year. If any day fixed for a regular meeting shall be a legal holiday, then the meeting shall be held at the same hour and place on the next succeeding business day.

3.10 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President, or upon the written request of at least one third of the Directors delivered to the Secretary. Any such request by the Directors shall state the time and place of the proposed meeting and upon receipt of such request it shall be the duty of the Secretary to issue the call for such meeting promptly. If the Secretary shall neglect to issue such call, the Directors making the request may issue the call.

3.11 Quorum. At all meetings of the Board, a majority of the total number of the Directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present (including participants by telephone or similar communication as provided in these Bylaws) at a meeting at which a quorum is present shall be the acts of the Board of Directors, unless a higher threshold is specifically required by statute, by the Articles of Incorporation, or by these Bylaws. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice, other than an announcement at the meeting, until a quorum shall be present.

3.12 Adjournment. Adjournment or adjournments of any meeting of the Directors may be taken, and it shall not be necessary to give any notice of the adjourned meeting or of the business

to be transacted at the meeting other than by an announcement at the meeting at which such adjournment is taken. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting originally called.

3.13 Liability. To the fullest extent permitted by Pennsylvania law, now in effect and as may be amended from time to time, a Director shall not be personally liable for monetary damages for any action taken or any failure to take an action.

3.14 Compensation of Directors. No Director shall be compensated for services unless so authorized by a duly adopted resolution of the Board of Directors, requiring that: (a) such Director may only receive reasonable compensation for services rendered for the Organization in carrying out its exempt purposes as established by the Board of Directors; and (b) such compensation (i) is consistent with the Organization's financial policies, (ii) does not adversely affect the Organization's qualification as an organization exempt under Section 501(a) and described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or give rise to immediate sanctions under the Code, and (iii) shall be set by a committee composed of persons who have no financial interest in such determination. Directors may be reimbursed for reasonable expenses in performance of their duties as Board members and for attendance at each meeting of Board or committees as provided in these Bylaws.

3.15 Loans to Directors. No loans shall be made by the Organization to any of its Directors.

3.16 Executive Committee. The Executive Committee shall be comprised of the officers of the Organization, all of whom shall be Directors. The Executive Committee shall have and exercise the powers and authority of the Board of Directors in the management and business of the Organization, except that neither the Executive Committee, nor any other committee established by the Board shall have the power or authority as to: (a) the filling of vacancies of the Board of

Directors; (b) the adoption, amendment or repeal of these Bylaws; (c) the amendment or repeal of any resolution of the Board of Directors; (d) action on matters committed by these Bylaws or resolution of the Board of Directors to another committee of the Board; or (e) action on matters pertaining to the acquisition, sale, mortgage, or pledge of real property, Action of the Executive Committee shall be ratified by the Board to the extent possible at its next regular or special meeting. Vacancies in the membership of the Executive Committee shall be filled by the Board of Directors. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting of the Board.

3.17 Other Committees and Advisory Boards. The Board of Directors may from time to time establish one or more standing or special committees, or advisory boards, and designate their function and responsibility, as it may deem appropriate and desirable. Members appointed to committees need not be Directors, but any committee member who is not a Director may not be a voting member of the committee. Except as otherwise provided in these Bylaws, the Articles of Incorporation or applicable law, any committee may exercise such powers and functions as the Board of Directors may from time to time determine. See Section 3.16 above for limitations on the power and authority of committees. Except as the Board may otherwise determine, the President shall appoint all committee members and committee chairpersons and may appoint alternates for any member of chairperson of any committee.

3.18 Committee Reports. The Chairperson of each committee shall deliver a report of the activities of the committee to the Board of Directors at each regularly scheduled Board meeting, or otherwise as requested by the President. If the Chairperson of the committee is- unable to be present for the committee report, the Chairperson may designate another member of the committee to deliver its report. The Board of Directors shall adopt rules of procedure as it deems necessary

for the conduct of the affairs of each committee.

3.19 Resignation of Directors. A Director may resign at any time by giving written notice to the President or to the Secretary of the Organization. Such resignation shall take effect on the date of receipt or at any later time which the notice specifies.

3.20 Removal of Directors. A Director may be removed for proper cause by a majority vote of the members entitled to vote for the election of Directors. Proper cause may include but is not limited to (a) a violation of the Conflicts of Interest Policy, (b) failure to attend any three (3) consecutive regular meetings of the Board of Directors in any twelve (12) consecutive months. A Director may also be removed if within sixty (60) days after notice of his/election, he/she does not accept such office either in writing or by attending a meeting of the Board, and fulfill such other requirements of qualification as these Bylaws may specify.

ARTICLE IV **OFFICERS, AGENTS, AND EMPLOYEES**

4.1 Officers. The officers of the Organization shall be natural persons of at least eighteen (18) years of age, and there shall be a President (Chairperson), a Vice President, a Secretary and a Treasurer, all of whom shall be Directors currently in office and shall be elected as officers by the Board of Directors. Any two offices, except those of President and Vice President and President and Secretary, may be filled by the same person. In addition, as the Board of Directors may determine necessary, there may also be one or more Vice Presidents and assistant officers.

4.2 Duties. In addition to the powers and duties prescribed by these Bylaws, the officers shall have such authority and shall perform such duties as from time to time shall be prescribed by the Board of Directors. Officers shall ensure that the Board is fully informed about the Organization's activities and financial status and that they have full and accurate information necessary to make informed decisions about the Organization's operations. The Board of Directors may add to the

corporate title of any officer (other than the President) a functional title in word or words descriptive of his or her powers or the general character of his or her duties.

4.3 Selection, Terms. The officers of the Organization shall be elected by the Board of Directors at its annual meeting at their annual meeting or at a special meeting called for such purpose. Officers shall serve for a term of one (1) year, or as specified in the resolution electing or appointing such officers and until their successors are chosen and qualify, unless they are sooner removed from office as provided in these Bylaws. Any vacancy in any office shall be filled by the Board. The elected officer shall fill the unexpired portion of the term to which he/she is elected, or appointed.

4.4 Loans to others. No loans shall be made by the Organization to any of its officers.

4.5 Agents or Employees. The Board of Directors may by resolution designate the officer or officers who shall have the authority to appoint such agents or employees as the need of the Organization may require. In the absence of such designation, this function may be performed by the President and may be delegated by the President to others in whole or part.

4.6 Removal of Officers, Agents or Employees. Any officer, agent or employee of the Organization may be removed or his or her authority revoked by resolution of the Board of Directors, or in such manner as may be determined by resolutions of the Board of Directors, whenever in its judgment the best interests of the Organization will be served thereby, but such removal or revocation shall be without prejudice to the contract rights, if any, of the person so removed. Any agent or employee of the Organization likewise may be removed by the President or, subject to the supervision of the President, by the person having authority with respect to the appointment of such agent or employee.

4.7 Compensation. The salaries or compensation, if any, of all officers of the Organization

shall be fixed by, or in the manner prescribed by, the Board of Directors, provided that no officer shall be compensated for services unless so authorized by a duly adopted resolution of the Board of Directors, requiring that: (i) such officer may only receive reasonable compensation for services rendered for the Organization in carrying out its exempt purposes as established by the Board of Directors; and (ii) such compensation (a) is consistent with the Organizations financial policies, and (b) does not adversely affect the Organizations qualification as an organization exempt under Section 501(a) and described under Section 501(c)(3) of the Code, and (c) shall be set by a committee composed of persons who have no financial interest in such determination. The Board, the President, or others under the supervision of the President may also fix in accordance with the foregoing limitations the salaries or other compensation of any agents and employees of the Organization.

4.8 Duties and Functions. The officers shall otherwise have and exercise such duties and functions as usually attach to their offices, with such additional duties and functions and subject to such limitations as may be provided in these Bylaws or established by the Board of Directors. Assistant officers shall perform such functions and have such responsibilities as the Board of Directors may determine.

4.9 President; Powers and Duties. The President shall be the chief executive officer of the Organization. The President shall have general charge and supervision of the business of the Organization and shall exercise or perform all the powers and duties usually incident to the office of the President. The President shall oversee the fundraising activities of the Organization. The President shall preside at all meetings of the Board of Directors. The President shall from time to time make or cause to be made such report of the affairs of the Organization as the Board may require. The President shall be responsible to the Board of Directors for the application and

implementation of policies adopted by the Board of Directors. The President shall be a member, *ex officio* with vote, of every other committee appointed by the board unless otherwise provided in the resolution creating the committee.

4.10 Vice Presidents; Powers and Duties. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President; and if there be more than one (1) Vice President, their seniority in performing such duties and exercising such powers shall be determined by the Board of Directors or, in default of such determination, by the order in which they were first elected. Each Vice President also shall have such powers and perform such duties as may be assigned to him or her by the President and the Board of Directors. The Vice President shall ensure that all legal responsibilities of the Organization are met on a timely basis.

4.11 Secretary; Powers and Duties. The Secretary shall attend all sessions of the Board and the Executive Committee and record all the votes and minutes thereof in books to be kept for that purpose; and shall perform like duties for the Executive Committee of the Board of Directors when required. He or she shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board or by the President.

4.12 Treasurer; Powers and Duties. The Treasurer shall be the chief financial officer and shall cause full and accurate accounts of receipts and disbursements to be kept in books belonging to the Organization. He or she shall see to the deposit of all moneys and other valuable effects in the name and to the credit of the Organization in such depository or depositories as may be designated by the Board of Directors, subject to disbursement or disposition upon orders signed in such manner as the Board of Directors shall prescribe. The Treasurer shall render to the President and to the Directors at the regular meetings of the Board or whenever the President or the Board may

require it, an account of all his or her transactions as Treasurer and of the results of operations and financial condition of the Organization. He or she shall see that an annual audit or independent review of the Organizations books and records is performed by an auditor selected by the Board in compliance with the requirements of the Commonwealth of Pennsylvania and any other jurisdiction in which the Organization is doing business. The Treasurer shall oversee the investments for the growth of the Organization.

4.13 If required by the Board, the Treasurer shall give the Organization a bond in such sum and with such surety or sureties as may be satisfactory to the Board for the faithful discharge of the duties of his or her Office, and for the restoration to the Organization in case of his or her death, resignation, retirement or removal from office, of all books, records, money and other property of whatever kind in his or her possession or under his or her control belonging to the Organization.

4.14 **Delegation of Officers Duties.** Any officer may delegate duties to his or her duly elected or appointed assistant (if any), and in case of the absence of any officer or assistant officer of the Organization, or for any other reason that the Board of Directors may deem sufficient, the Board may delegate or authorize the delegation of his or her powers or duties, for the time being, to any person.

4.15 **Executive Director.** An Executive Director may be appointed by the Board of Directors. The Executive Director shall be accountable to the Board of Directors and subject to the direction of the President and shall perform the duties and functions as may be prescribed from time to time by the Board of Directors. The Executive Director shall prepare, from time to time, but at least once each calendar quarter, a report of the operations of the programs, committees, fundraising and other financial matters and the general operations of the Organization for presentation to the Board of Directors.

ARTICLE V
FINANCIAL AND CONTRACTUAL TRANSACTIONS

5.1 **Contracts.** The President is authorized, and the Board of Directors may authorize any other officer or agent of the Organization, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument (including, but not limited to, deeds and mortgages) in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

5.2 **Real Estate.** Notwithstanding anything to the contrary in the statute or in these Bylaws, any decision to acquire, sell, mortgage, or pledge real property shall require at minimum the approval of two thirds of the Board of Directors.

5.3 **Borrowing.** No loan shall be contracted on behalf of the Organization, and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

5.4 **Checks, Drafts, Etc.** All checks, notes, drafts, or other orders for the payment of money and documents of indebtedness issued in the name of the Organization shall be signed by two or more officers of the Organization, or its officers' agents, as the Board of Directors may from time to time designate, and in such manner as determined by the Board of Directors.

5.5 **Execution of Written Instruments.** After authorization in the manner provided by law or in these Bylaws, all obligations, documents and any other instruments, whether or not requiring a seal, may be executed by the President and attested by the Secretary or the Treasurer or an Assistant Secretary or Assistant Treasurer, if any, or may be executed or attested, or both, by such other person or persons as may be specifically designated by resolution of the Board of Directors.

5.6 Deposits. All funds to the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board of Directors may select.

5.7 Gifts. The Board of Directors may accept on behalf of the Organization any gift, grant, devise, bequest, or contribution or any other means or manner of giving unto the Organization assets for the general purposes or for specific purposes of the Organization (hereinafter "Gift"). The Board of Directors shall consider, prior to the acceptance of any Gift, whether such acceptance or any condition attached to the acceptance would be in conflict with the general purposes of the Organization. The Board may determine to decline or disclaim any such Gift when the Gift is not within the general and specific purview and purpose of the Organization, or it is for a specific purpose but is in a sum less than the amount required to finance that specific purpose. However, the Board may determine to accept the Gift, although insufficient in amount, and add or secure other assets in furtherance of the specific purpose of the Gift, provided that the specific purpose of the Gift is within the Organizations purposes. Should there be a question as to the purpose or timeliness of the Gift as being incompatible with the purpose, mission, or programs and activities of the Organization or when the conditions, limitations or purposes of a particular Gift are deemed to be unacceptable, the Board of Directors is authorized to negotiate, with the donor, changes in the Gift or to decline or disclaim such Gift.

ARTICLE VI NOTICES

6.1 Form of Notice. Whenever written notice is required or permitted, by these Bylaws or otherwise, to be given to any person or entity, it may be given either personally or by sending a copy thereof to the address or other contact information of the appropriate person or entity as it appears on the books of the Organization. Such notice may be sent (a) electronically, (b) by first

class mail (postage prepaid) or by overnight express delivery service (charges prepaid), or (c) by facsimile. If the notice is sent by mail or overnight express delivery, it shall be deemed to have been given when deposited in the United States Mail or delivered to the overnight express delivery service. If the notice is sent by any other form prescribed above, it shall be deemed to have been given when delivery confirmation by the recipient is received by the sender.

6.2 Notice of Meetings. Written notice of every meeting of the Board of Directors shall be given to each Director at least five (5) days prior to the day designated for the meeting. Such notice shall specify the place, day, and hour of the meeting, and in the case of a special meeting of the Board the general nature of the business to be transacted. Whenever the language of the proposed resolution is included in the written notice of a meeting, the Directors at the meeting considering the resolution may adopt it with such clarifying or other amendments as long as they do not enlarge its original purpose so as to require further notice to persons not present in person.

6.3 Waiver of Notice. Whenever a written notice is required by these Bylaws or under the provisions of applicable law, a waiver of such notice in writing, signed by the person or persons or on behalf of the entity or entities entitled to receive the notice shall be deemed equivalent to the giving of such notice, whether the waiver is signed before or after the time required for such notice. Except as in the case of a special meeting of the Board of Directors or as otherwise required by law, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance by any person either in person or by proxy, if applicable, at any meeting shall constitute waiver of notice of such meeting, except where a person attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not called or convened upon proper notice.

ARTICLE VII
DISSOLUTION

7.1 Dissolution. In the event of dissolution or winding-up of the Organization, the Organization's assets, after all debts and expenses have been paid or provided for, shall be distributed in accordance with the terms stated in the Organizations Articles of Incorporation.

ARTICLE VIII
INDEMNIFICATION

8.1 Indemnification. The Organization shall indemnify Directors, officers, employees, and agents of the Organization, when acting on behalf of the Organization, to the fullest extent permitted by the Pennsylvania Nonprofit Corporation Law or any other present or future provision of Pennsylvania Nonprofit Corporation Law. The Organization may procure insurance providing greater indemnification to those people and may share the premium cost with any of those people.

8.2 Advancing Expenses. Expenses incurred by a person entitled to be indemnified under this Article and the applicable law shall be paid by the Organization in advance of the final disposition of any action, suit or proceeding upon receipt of (a) a written affirmation by the person of his or her good faith belief that he or she has met the relevant standard of conduct required by the Pennsylvania Nonprofit Corporation Law, as amended, or any other applicable law, and (b) a written undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Organization.

8.3 Rights to Indemnification. Any amendment or modification of these Bylaws providing for indemnification pursuant to these Bylaws that has the effect of limiting a person's rights to indemnification with respect to any act or failure to act occurring prior to the date of adoption of such amendment or modification shall not be effective as to that person unless he or she consents

in writing to be bound by such amendment or modification. The rights provided by or granted pursuant to this Article to a person shall inure to the benefit of his or her heirs, executors and administrators.

**ARTICLE IX
FUNDRAISING**

9.1 Fundraising Activities and Materials. The Organization shall ensure that fundraising activities and solicitations meet federal and state law requirements and that the Organization's solicitation materials are accurate, truthful, and candid.

**ARTICLE X
CONFLICT OF INTEREST POLICY**

10.1 Adoption of Policy. The Organization shall separately adopt a conflict of interest policy and distribute annual disclosure forms for the purpose of screening conflicts. It is the policy of the Organization that no contract or transaction between the Organization and one or more of its Directors or officers, or between the Organization and any "interested" entity shall be authorized or entered into unless the material facts as to the interest and as to the contract or transaction are disclosed or are known to the Board of Directors, and the Board in good faith authorizes the contract or transaction by an affirmative vote of a majority of the Directors other than the interested Director(s) of the Organization. An "interested" entity includes: any entity (a) in which one or more of the Directors or officers of the Organization (i) are directors or officers, or (ii) have a financial interest, or (b) in which any Director or officer of the Organization has any other conflict of interest. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes the contract or transaction.

ARTICLE XI
BOOKS AND RECORDS

11.1 Bookkeeping; Recordkeeping. The Organization shall keep (i) complete and accurate financial books and records; (ii) minutes of the proceedings of the meetings. of the Board and of any committees having any of the authority of the Board of Directors; (iii) a copy of the Bylaws and any amendments thereto; (iv) a list of the names and contact information of its current Directors and officers; and (v) a copy of the Organizations IRS Form 1023 and most recent reports delivered to state and federal officials. Originals or duplicates of such books and records shall be kept at either the registered office of the Organization, the principal place of business of the Organization, and/or at such other reasonably accessible place as the Secretary may determine.

11.2 Transparency. The Organization shall ensure that its annual federal tax reports, annual reports, and audited financial statements are complete and accurate and to the extent required by law and in accordance with the procedures established by law, are posted to the Organization's website or otherwise made available to the public upon request.

ARTICLE XII
GENERAL PROVISIONS

12.1 Reimbursement of Expenses. Directors and other individuals serving the Organization may be reimbursed for reasonable expenses in performance of their duties, provided that such reimbursement does not adversely affect the Organizations qualification as an organization exempt under Section 501(a) and described under Section 501(c)(3) of the Code or give rise to intermediate sanctions. Expense reimbursements should be made in accordance with an accountable plan as provided by the Code and its corresponding regulations.

12.2 Use of Conference Telephone and Similar Equipment. To the fullest extent permitted by the Pennsylvania Nonprofit Corporation Law, one (1) or more persons may participate in a meeting

of the Board, or a committee or any other body of the Organization, by means of conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such a meeting.

12.3 **Action by Directors in Lieu of a Meeting.** Unless otherwise restricted by the Articles of Incorporation or by law, any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of the proceeding of the Board or committee.

ARTICLE XIII
AMENDMENT OF BYLAWS

13.1 **Amendments.** These Bylaws may be altered, amended, supplemented or repealed by a two thirds vote of the Board of Directors at any meeting of the Board duly convened after notice to the Directors for that purpose or by unanimous written consent or consents of all Directors without a meeting.

* * * * *

Adopted by the Board of Directors on _____