

**BY-LAWS
OF
ARDMORE HOUSING FOR THE ELDERLY, INC.**

ARTICLE I

Name, Seal and Offices

1. **NAME.** The name of this Corporation is ARDMORE HOUSING FOR THE ELDERLY, INC. The name 'Ardmore House' is frequently used in lieu of, or interchangeably with the corporate name.
2. **PRINCIPAL OFFICES.** The principal office of the Corporation shall be located at 75 Ardmore Avenue, Ardmore, Pennsylvania 19003 or at such other location as may be determined from time to time by the Board of Directors. The Corporation may also have offices at such other places as the Board of Directors may appoint from time to time or the purposes of the Corporation may require.
3. **SEAL.** The Seal of the Corporation shall be in the form of a circle and shall bear the name of the Corporation, the year of its incorporation and the state of incorporation. The Board of Directors may change the form of the Seal or inscription thereon at its pleasure.

ARTICLE II

Purposes

1. The purposes for which this Corporation is formed and for which it shall exist are exclusively charitable, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as now in force or hereafter amended (hereinafter referred to as the "Code").
2. The Corporation shall, within the meaning of the "Charitable Purpose" clause of Section 1, specifically provide for elderly persons, on a non-profit basis, rental housing and related facilities and services designed to meet the physical, social and psychological needs of the aged and to contribute to their health, security, happiness and usefulness in longer living.
3. The principal income of all assets received by the Corporation shall be administered by the Board of Directors. The Board of Directors may make payments of distribution from income or principal, or both, to or for such charitable purposes (as hereinbefore defined), in such amounts as the Board of Directors shall from time to time

elect and determine. The term “Charitable Purpose” in these By-laws shall be limited to and shall include only charitable purposes within the meaning of those terms as used in Section 501 (c) (3) of the Code.

ARTICLE III

Prohibited Activities

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the preparation or distribution of statements), any political campaign on behalf of any candidate for public office.

Notwithstanding any other Sections of these By-laws, the Corporation shall not carry on any other activities not permitted to be carried on, (a) by a Corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Code, or (b) by a Corporation, contributions to which are deductible under Sections 170, 2055, and 2522 of the Code. If at any time the Corporation should be dissolved, the Directors shall, after paying and making provision for the payment of all of the liabilities of the Corporation, distribute all of the remaining assets of the Corporation to such organizations recognized as exempt under Section 501 (c) (3) of the Code as the Directors shall select in the proportions they determine.

The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

ARTICLE IV

Members and Meetings of Members

1. MEMBERSHIP. The members of the Corporation shall consist of persons over the age of 19 years signing the Articles of Incorporation and such other class of persons hereinafter designated by these By-laws as the members may elect by a vote of the majority of all of the members of the Corporation at any annual or special meeting of the members. Residents of Ardmore House properties shall not qualify for board membership.

3. RIGHTS AND DUTIES OF INDIVIDUAL MEMBERS. The right of the individual member to vote and all of their rights, title and interest in or to the Corporation shall cease on the termination of their membership. No member shall be entitled to share in the distribution of the corporate assets upon dissolution of the Corporation. Membership is personal and not transferrable. No alternate may serve for any member.
4. RESIGNATION OF MEMBERS. Any member may resign from the Corporation by submitting a written resignation either at a meeting of the membership or of the Board of Directors or by mailing same to the Corporation at its principal office, and thereupon such resignation shall become effective forthwith without need of any acceptance unless otherwise specified therein.
5. REMOVAL OF MEMBERS, DIRECTORS OR OFFICERS. Any Member or Officer may be removed from membership or office by the affirmative vote of 2/3 of the full membership at any regular or special meeting called for that purpose for conduct detrimental to the interest of the Corporation, lack of interest with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any such Member, Director or Officer proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of the meeting at which the removal will be voted upon and shall be entitled to appear before and be heard at such meeting.
6. ANNUAL MEETING. The annual meeting of the Corporation shall be held in June.

ARTICLE V

Board of Directors

1. GENERAL POWERS. The business and affairs of the Corporation shall be managed by the Board of Directors. The directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the CORP as they may deem proper, not inconsistent with these By-laws and the laws of this State.
2. NUMBER, TENURE AND QUALIFICATIONS. The maximum number of directors of the Corporation shall be eleven (11). Each director shall hold office until the next annual meeting of the Corporation and until their successor shall have been elected and qualified.
3. REGULAR MEETINGS. A regular meeting of the directors shall be held without other notice than this by-law immediately after, and at the same place as, the annual

meeting of members. The directors may provide, by resolution, the time and place for holding of additional regular meetings without other notice than such resolution.

4. SPECIAL MEETINGS. Special meetings of the directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the directors may fix the place for holding any special meeting of the directors called by them. All regular actions are allowable at Special Meetings provided a quorum is present.

5. NOTICE. Notice of any special meeting shall be given at least two (2) days previously thereto by written notice delivered personally, or electronically to each director at their business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given electronically, such notice shall be deemed to be delivered when the communication is delivered to the recipient. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6. QUORUM. At any meeting of the directors, a simple majority of elected members shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

7. MANNER OF ACTING. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.

8. NEWLY CREATED DIRECTORSHIPS AND VACANCIES. Newly created directorships resulting an increase in the number of directors and vacancies occurring in the board or any other reason except removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the members. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term or their predecessor.

9. RESIGNATION. A director may resign at any time by giving written notice to the board, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

10. COMPENSATION. No compensation shall be paid to its directors, as such, for their services.

11. EXECUTIVE AND OTHER COMMITTEES. The board, by resolution, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board.

12. RESIDENT LIAISONS. Resident Liaisons are non-voting participants of board meetings. Up to two Resident Liaisons who have been duly elected by the Residents' Council of an Ardmore House property may attend board meetings. Resident Liaisons are not permitted to vote, or participate in Executive Sessions of the board.

13. LIABILITY LIMITATION. A director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless they have (i) breached the standards set forth in Title 43, Chapter 83, Section 8363 of the Pennsylvania Consolidated Statutes relating to performance of a director's duties and (ii) such breach of failure to perform constitutes self-dealing, willful misconduct or recklessness. The foregoing limitation of liability shall be retroactive to the fullest extent permitted by law. This exemption from liability shall not apply to the responsibility or liability of a director pursuant to any criminal statute or the liability of a director for the payment, of taxes pursuant to local, r State or Federal law. If the Pennsylvania Consolidated Statutes hereafter are amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Pennsylvania Consolidated Statutes. Any repeal or modification of this section shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VI

Officers

1. DESIGNATION. The principal officers of the Corporation shall be the President, one or more Vice-Presidents, a Secretary, and a Treasurer, all of which shall be elected by the Board of Directors from among its members. No two offices, except those of Secretary and Treasurer, may be held by the same person. The Directors may appoint an Assistant Secretary, and Assistant Treasurer and other such officers as in their judgment may be necessary.

2. ELECTION OF OFFICERS. The officers of the Corporation shall be elected each year by the Board of Directors at its annual meeting and, unless sooner removed by the Board, the officers shall serve for a term of one (1) year and until their successors are elected and shall qualify. Any vacancies occurring in offices from time to time shall be filled by the Board of Directors. The Board of Directors shall appoint such temporary or acting officers as may be necessary during the temporary absence or disability of the regular officers.

3. THE PRESIDENT. The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the membership and the Board of Directors. The President shall have all the general powers and duties which are usually vested in the office of President of a Corporation, including the power to appoint committees from time to time as is in the President's discretion and as deemed appropriate to assist in the conduct of the affairs of the Corporation.

4. THE VICE-PRESIDENT. There shall be one or more Vice-Presidents as the Board of Directors shall from time to time determine. In the absence or disability of the President, any one of the Vice-Presidents designated by the President shall perform the duties and exercise the powers of the President. The Vice-Presidents shall also perform such other duties as shall be prescribed by the Board of Directors.

5. THE SECRETARY. The Secretary shall keep minutes of all meetings of the Board of Directors, of the membership and of the Executive Committee. The Secretary shall have custody of the Seal of the Corporation and of such other books and records of the Corporation as the Board of Directors may determine. The Secretary shall perform the duties and function customarily performed by the Secretary of a Corporation together with such other duties as the Board of Directors may prescribe.

6. THE TREASURER. The Treasurer shall have custody of the Corporate funds and securities and shall keep full and accurate accounts of all receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name of and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render an account of all transactions as Treasurer and of the financial condition of the Corporation, whenever called upon to so do.

ARTICLE VII

Amendments

1. Except at otherwise required by law, these By-laws may be amended at any regular meeting of the Board of Directors, or at any special meeting called for that purpose, provided that written notice of the proposed amendment shall have been given at least ten (10) days prior to such meeting. Such amendment shall require an affirmative vote of two-thirds (2/3) of the members of the Board of Directors present at a duly constituted meeting.

ARTICLE VIII

Fiscal Management

1. **FISCAL YEAR.** The fiscal year of the Corporation shall be established by the Board of Directors and may be changed by resolution of the Board of Directors, and, if required, subject to the approval of any Governmental authority.
2. **BOOKS AND ACCOUNTS.** Books and accounts of the Corporation shall be kept under the direction of the Treasurer of the Corporation, and if there is any loan agreement, it shall be subject to any rules and requirements therein.
3. **AUDITING AND REPORTS.** At the close of each fiscal year, the books and records of the Corporation shall be audited. The President of the Corporation shall cause to be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and financial statement of operations for the preceding fiscal year, which shall be submitted at the annual meeting of the members, filed with the Secretary of the Corporation and available to all members.
4. **EXECUTION OF CORPORATION DOCUMENTS.** With the prior authorization of the Board of Directors, all notes and contracts shall be executed on behalf of the Corporation by the President, or a Vice-President, and attested by the Secretary or Treasurer. Similarly, all checks shall be executed on behalf of the Corporation by the President and countersigned by the Treasurer. In the case of an emergency, the Executive Committee may designate the Vice-President to sign checks in lieu of the President, and the Secretary to sign in lieu of the Treasurer.
5. **FIDELITY BONDS.** The Board of Directors may require all officers and employees of the Corporation having custody or control of the Corporate funds to furnish adequate fidelity bonds. The premium on such bonds shall be paid by the Corporation.

ARTICLE IX

Indemnification and Insurance

Section 1. RIGHT TO INDEMNIFICATION. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding (hereinafter a "proceeding"), whether civil, criminal, administrative or investigative, including, without limitation, an action or suit by or in the right of the Corporation, by reason of the fact that they, or a person of whom they are the legal representative, is or was a Director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as Director or officer in any other capacity, shall be indemnified and held harmless by the Corporation to the fullest extent and manner authorized or permitted by the laws of the Commonwealth of Pennsylvania, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, penalties, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of their heirs, executors and administrators; provided, however, that, except as provided in Section 4 hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Article shall be a contract right and each person to whom this right to indemnification applies shall be a third party beneficiary of such right and shall be entitled to enforce against the Corporation all indemnification and other rights granted to such person by this Article. Such right shall include the right to be paid by the Corporation the expenses incurred in any such proceeding in advance of its final disposition; provided, however, that, if the laws of the Commonwealth of Pennsylvania require re , the payment of such expenses incurred by a director or officer in advance ,of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article or otherwise. The Corporation may by action of its Board of Directors, provide indemnification to employees agents, fiduciaries and other, representatives of the

Corporation or to any person who, is or was serving at the request of the Corporation as an employee, agent, fiduciary or representative of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to any employee benefit plan, with the same or lesser scope and effect as set forth herein and in the other sections of this Article. If and to the extent that the laws of the Commonwealth of Pennsylvania require that indemnification be provided in a given instance only if the person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal proceeding, had no reasonable cause to believe their conduct was unlawful, then termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that: the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal proceeding, that he had reasonable cause to believe that their conduct was unlawful. Termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself be a determination by a court that the act or failure to act giving rise to a claim for indemnification constituted willful misconduct or recklessness.

Section 2. DENIAL OF RIGHT TO INDEMNIFICATION. Indemnification under Section 1 above shall be made by the Corporation unless a determination is reasonably and promptly made that indemnification of a director or officer is not proper circumstances because of grounds for denying indemnification under this Article or under applicable law. Such determination may be made only (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding (“Disinterested Directors”), (ii) if such quorum is not obtainable, or even if obtainable, if a quorum of Disinterested Directors so directs, by independent legal counsel in a written opinion, or (iii) by the members.

Section 3. EXPENSES IN SUCCESSFUL DEFENSE. Notwithstanding any other provisions of this Article, to the extent that a Director or officer of the Corporation has been successful on the merits or otherwise in defense of any proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys’ fees) actually and reasonably incurred by him in connection therewith.

Section 4. RIGHT OF CLAIMANT TO BRING SUIT. If a claim under Section 1 of this Article is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of

prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the laws of the Commonwealth of Pennsylvania for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because, he has met the applicable standard of conduct set forth in the laws of the Commonwealth of Pennsylvania, nor an actual determination by the Corporation ((including its Board of Directors, independent legal counsel or its members) that the claimant has not met such applicable standard of conduct shall be a. defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 5. NON-EXCLUSIVITY OF RIGHTS. The rights to indemnification and the payment of expenses incurred in a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, by-law, agreement, vote of members or Disinterested Directors or otherwise.

Section 6. INSURANCE. The Corporation may maintain insurance, at its expense to protect itself and any Director, officer, employee, agent fiduciary or representative of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the laws of the Commonwealth of Pennsylvania.

Section 7. INTERPRETATION. For purposes of this Article:

- (a) References to "the Corporation" shall upon written resolution of the Board of Directors of the Corporation include, in addition to the Corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which if its separate existence had continued, would have had the power and authority to indemnify its directors or officers, so that any person who is or was a director of officer of such constituent corporation or is or was serving at the request of such constituent corporation on as a director or officer of another corporation , shall for purposes of this Article be deemed to hold the same position in, the Corporation as he held in such constituent corporation.

(b) A person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in, a manner "not opposed to the best interests of the Corporation" as referred to in this Article.

Section 8. AMENDMENT OR REPEAL. This Article may hereafter be amended or repealed; provided, however that no amendment or repeal shall reduce, terminate or otherwise adversely affect the right of a person who is or was a director or officer to obtain indemnification or advancement of expenses with respect to a proceeding that pertains to or arises out of actions or omissions that occur prior to the effective date of such amendment; or repeal, which date cannot be retroactive.

As Amended February 2, 1984

As Amended May 8, 1987

As Amended June 18, 1999

As Amended June 10, 2011

Amended March 8, 2024

June 7, 2024