



Lancaster County Chapter Penn State Alumni Association

By-Laws

ARTICLE I

Name and Offices

1. NAME—The name of the corporation shall be as follows: PENN STATE CLUB OF LANCASTER COUNTY, INC. The corporation may register or use one or more fictitious names including, without limitation, "PENN STATE ALUMNI ASSOCIATION—LANCASTER COUNTY CHAPTER" and "LANCASTER COUNTY CHAPTER OF THE PENN STATE ALUMNI ASSOCIATION", which two fictitious names have already been registered with the Commonwealth of Pennsylvania, are currently used by the corporation, and are hereby approved and ratified.

2. REGISTERED OFFICE—The registered office of the corporation shall be as follows: 424 Larkspur Loop, Lancaster, Pennsylvania 17602.

3. OTHER OFFICES—The corporation also may have offices at such other places as the Board of Directors (also herein referred to as "Board") may from time to time appoint or the activities of the corporation may require.

ARTICLE II

Purposes

1. PURPOSES—The purposes of the corporation shall be to promote and enhance the interests, welfare, and stature of The Pennsylvania State University (herein "PSU") and higher education, including, inter alia, the support of PSU alumni, students, applicants, faculty, and administration, with emphasis on student recruitment, the provision of student scholarships, and the support of nonprofit charitable and educational organizations in central Pennsylvania.

The corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

No 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 or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or

local government, for a public purpose, as determined by the corporation's Board of Directors. Any such assets not so distributed shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes, with first priority for disbursement (after payment of the corporation's debts, obligations, and liabilities) going to PSU if it so qualifies.

ARTICLE III

Seal

1. SEAL—The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization, and the words "Corporate Seal, Pennsylvania".

ARTICLE IV

Membership

1. MEMBERSHIP CLASSES, ELECTION, AND QUALIFICATIONS—Members shall belong to one of the following two membership classes based upon the following qualifications:

(a) REGULAR MEMBER—Any person who is a graduate, current, or former student of PSU; any former faculty member of PSU; any person who has distinguished himself by his interest in and devotion to PSU or the corporation; or any parent or guardian of a current or former student of PSU. Such persons shall become members upon their payment to and receipt by the Vice President-Membership of such persons' membership dues as described in these Bylaws.

(b) HONORARY MEMBER—Any person who is so deserving by virtue of their age, exemplary service to the corporation or PSU, or other qualifications as the Board of Directors may from time to time determine in its sole discretion. Such person shall become honorary member upon the person's election by at least a majority vote of a quorum of the Board of Directors.

2. APPLICATION FOR MEMBERSHIP—Any person desiring to be a member of the corporation shall submit such a request to the Vice President-Membership in writing on forms prepared by the Vice President-Membership from time to time.

3. MEMBERSHIP TERMINATION AND RESIGNATION—The Board of Directors, by affirmative vote of at least a majority of a quorum of the Board, may suspend or expel a member for cause after an appropriate hearing, and may terminate the membership of any member who is or becomes ineligible for membership. Any member who fails to pay by the end of the third month of each fiscal year any annual membership fee established by the Board shall automatically cease to be a member at the end of said third month without any further action by the Board. Any member may terminate his membership and resign from the corporation by notifying the Board of such in writing.

4. ASSIGNMENT AND TRANSFER OF MEMBERSHIP—Membership in the corporation is not transferable or assignable.

5. MEMBER RIGHTS—All regular members who have not been suspended may vote on all matters as permitted or granted to them as members of the corporation in these Bylaws, the Articles of Incorporation, or other applicable laws. Honorary members shall have no right to vote on any matter

affecting or regarding the corporation or its acts or business. All members, except honorary members, shall be eligible to be an officer or a member of the Board of Directors of the corporation.

6. MEMBERSHIP DUES—The Board of Directors may determine and change from time to time the amount of annual membership dues, if any, payable by regular members, and such fees shall remain the same from year to year until changed by the Board. Honorary members shall be exempt from annual membership fees and from any other fees, costs, or assessments as the Board may determine from time to time in its sole discretion.

7. MEMBERSHIP CERTIFICATES—Membership in the corporation may be, but is not required to be, evidenced by certificates of membership when directed by the Board of Directors, in which case they shall be in such form and style as the Board may determine. The fact that the corporation is a nonprofit corporation shall be noted conspicuously on the face of any such certificate, which also shall bear the corporate seal and shall be signed by the President or a Vice President, and by the Secretary or an Assistant Secretary.

ARTICLE V

Meetings of Members

1. GENERAL MEETINGS—Meetings of the members shall be held at such place or places, either within or without the Commonwealth of Pennsylvania, as may from time to time be fixed by the Board of Directors, in order to transact any or all business that may be properly brought before the meeting.

2. ANNUAL MEETING—The annual meeting of the members shall be held at the Lancaster County administrative offices of PSU in Lancaster County, Pennsylvania, on the first day of June of each fiscal year if not a legal holiday, and if a legal holiday, then on the next full business day following at 7:00 p.m., when they shall elect the Board of Directors and transact such other business that may be properly brought before the meeting. The Board of Directors may change the date, time, and place of the members' annual meeting at their pleasure from time to time, provided that the members are given at least seven (7) days prior notice of such changed meeting. If the annual meeting shall not be called and held within sixty days after the designated time, any member may then call such meeting.

3. SPECIAL MEETINGS—Special meetings of the members may be called at any time by the President, at least a majority of the Board of Directors, or members entitled to cast at least ten percent (10%) of the votes that all members are entitled to cast at the particular meeting. At any time upon request of any person who has called a special meeting, it shall be the duty of the Secretary to fix the time of the meeting, which shall be held not more than thirty (30) days after receipt of the request. If the Secretary shall neglect or refuse to fix the time of the meeting, the person or persons calling the meeting may do so. Business transacted at all special meetings shall be confined to the specific subjects stated in the notice of the special meeting and any and all matters germane thereto.

4. NOTICE OF MEETINGS—Written notice of every meeting of the members, stating the time, place, and general subjects thereof (including, without limitation, a statement to the effect that "any or all subjects that may be properly brought before the meeting may be heard," despite that such subjects were not specifically described in the notice of the meeting), shall be given by, or at the direction of, the Secretary to each member of record entitled to vote at the meeting, at least seven (7) days prior to the day named for the meeting, unless a greater period of notice is required by law in a particular case. If the Secretary shall neglect or refuse to give notice of any meeting, the person or persons calling the meeting may do so. In the case of a special meeting, the notice also shall specify the specific nature of the business to be transacted.

5. ALTERNATIVE NOTICE OF MEETINGS—Persons authorized or required to give notice of a meeting of the members may, in lieu of any written notice of a meeting of members required to be given, give notice of such meeting by causing notice of such meeting to be published in a newspaper in general circulation in fifty-one percent of Lancaster County, Pennsylvania. If fifty-one percent (51%) of the members of record entitled to vote at the meeting do not have addresses of record within Lancaster County, Pennsylvania, the notice shall also be published in newspapers that have an aggregate territory or general circulation that includes the addresses of record of at least

fifty-one percent (51%) of such members of record.

6. QUORUM—A meeting of members duly called shall not be organized for the transaction of business unless a quorum is present. The presence, in person or by proxy, of fifteen (15) of the members entitled to vote shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise may be provided by law or the Articles of Incorporation. The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of directors, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing directors. In the case of any meeting called for any other purpose, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting, if written notice of such second adjourned meeting, stating that those members who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each member of record entitled to vote at such second adjourned meeting at least five (5) days prior to the day named for the second adjourned meeting.

7. CONSENTS IN LIEU OF MEETING—Any action that may be taken at a meeting of the members or of a class of members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by at least a majority of the members who would be entitled to vote at a meeting for such purpose, and shall be filed with the Secretary of the corporation.

8. VOTING—Every regular member of the corporation shall be entitled to one vote. No member shall sell his vote or execute a proxy for money or anything of value; and if he does so, such shall constitute grounds for expulsion of such member and any such vote or proxy of such member only shall be void ab initio. Upon request of a member, the books or records of membership shall be produced at any regular or special meeting of the corporation. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be members entitled to vote may vote. The right of a member to vote, and his right, title, and interest in or to the corporation or its property, shall cease on the termination of his membership. Every member entitled to vote at a meeting of members, or to express consent or dissent to corporate action in writing without a meeting, may authorize another person or persons to act for him by proxy. Every proxy shall be executed in writing by a member, or by his duly authorized attorney-in-fact, and filed with the Secretary. A proxy, unless coupled with an interest, shall be revocable at will, notwithstanding any other agreement or provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until notice thereof has been given to the Secretary. No unrevoked proxy shall be valid after eleven months from the date of its execution, unless a longer time is expressly provided therein, but in no event shall a proxy, unless coupled with an interest, be voted on after three years from the date of its execution. A proxy shall not be revoked by the death or the incapacity of the maker unless before the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the Secretary.

9. METHOD OF VOTING AND JUDGES OF ELECTION—Voting may be by ballot, mail, or any other reasonable means determined by the Board of Directors. Elections for Directors need not be by ballot, except when demand made by a member at the election and before voting begins. In advance of any meeting of members, the Board may appoint judges of election, who need not be members, to act at such meeting or any adjournment thereof. If judges of election are not so appointed, the presiding officer at any such meeting may, and on the request of any member, shall make such appointment at the meeting; and in the absence of such appointment, the presiding officer shall be the judge of elections. The number of judges shall be one, three, or five. No person who is a candidate for office shall act as judge.

ARTICLE VI

Directors

1. NUMBER AND ELECTION—The business and affairs of the corporation shall be managed by its Board of Directors, at least twenty-one (21) in number, who shall be natural persons of full age and who need not be residents of this Commonwealth, but shall be members of the corporation. The directors shall be elected by at least a majority of a quorum of the members of the corporation at their annual meeting, and unless otherwise determined by the incorporators for purposes of appointing the first Board or by the Board itself in order to stagger the directors' terms as hereinafter required, each director shall be elected for the term of three years and until his successor shall be elected and shall qualify. The terms of the directors shall be staggered so that no more than one-third of the number of directors terms simultaneously expire.

2. NOMINATION—A nominating committee composed of not less than three (3) members shall be appointed by the President prior to the end of the fiscal year for the purpose of nominating persons to serve on the Board of Directors. In its deliberations, the nominating committee shall consider, whenever possible, Board composition representative of different geographic areas of Lancaster County, graduating classes, sexes, and other factors as determined by the Board. The nominating committee shall submit a list of names of nominees to the Board for approval prior to the end of the fiscal year. Nominees may be added to or deleted from the list by at least a majority vote of a quorum of the Board. After approval by at least a majority vote of the Board, the President shall, by a method approved by the Board, notify all members of the names of the approved nominees. Additional nominations may be made by a petition signed by not less than twenty-five (25) members and submitted to the Board at such time as directed by the Board from time to time, and in the absence of said designation, then at least forty-eight hours prior to the election of directors. No person shall be nominated for election to the Board unless that person has agreed, orally or in writing, to serve if elected.

3. POWERS—In addition to the powers and authorities expressly conferred by these Bylaws upon them, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts or things as are not by statute, the Articles of Incorporation, or these Bylaws directed or required to be exercised or done by the members.

4. MEETINGS—Regular meetings of the Board of Directors shall be held without notice at 7:30 p.m. on the last Wednesday of every month at the Lancaster County administrative offices of PSU in Lancaster County, Pennsylvania. Special meetings of the Board may be called by the President (a) on one days' notice to each director, either personally or by telephone; or (b) on five days' notice to each director, either by mail or by telegram; and special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of at least a majority of the directors in office. Meetings of the Board may be held at such other times and places within this Commonwealth, or elsewhere, as at least a majority of a quorum of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.

5. ALTERNATIVE MEANS OF MEETING—One or more persons may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting.

6. NOTICE—Unless otherwise enumerated by these Bylaws, written or personal notice of every meeting of the Board of Directors shall be given to each director at least five (5) days prior to the day named for the meeting.

7. QUORUM—Eight of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of at least a majority of the directors present at a meeting at which a quorum is present, in person or by proxy, shall be the acts of the Board of Directors. Any action that may be taken at a meeting of the directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by at least a majority of the directors in office and shall be filed with the Secretary of the corporation. The members of the Board present at a duly organized meeting at which a quorum is present can continue to do business until adjournment, notwithstanding the withdrawal of enough

members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, and those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting, if written notice of such second adjourned meeting, stating that those members of the Board who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each director at least five (5) days prior to the day named for the second adjourned meeting.

8. VOTING—Every member of the Board of Directors of the corporation shall be entitled to one vote. No Director shall sell his vote or execute a proxy for money or anything of value; and if he does so, such shall constitute grounds for expulsion of such director and any such vote or proxy of such director only shall be void ab initio. Upon request of a director, the books or records of membership and of the directors shall be produced at any regular or special meeting of the Board. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be directors entitled to vote may vote. The right of a director to vote, and his right, title, and interest in or to the corporation or its property, shall cease upon the termination of his membership. Every director entitled to vote at a meeting of the Board, or to express consent or dissent to corporate action in writing without a meeting, may authorize another person or persons to act for him by proxy. Every proxy shall be executed in writing by the director, or by his duly authorized attorney in fact, and filed with the Secretary. A proxy, unless coupled with an interest, shall be revocable at will, notwithstanding any other agreement or provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until written notice thereof has been given to the Secretary. No unrevoked proxy shall be valid after eleven months from the date of its execution, unless a longer time is expressly provided therein, but in no event shall a proxy, unless coupled with an interest, be voted on after three years from the date of its execution. A proxy shall not be revoked by the death or the incapacity of the maker unless before the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the Secretary.

9. EXECUTIVE COMMITTEES—The Board of Directors may, by resolution adopted by at least a majority of the directors in office, establish one or more executive committees to consist of one or more directors of the corporation. Any such executive committee, to the extent provided in the resolution of the Board or in the Bylaws, shall have and may exercise all of the powers and authority of the Board, except that no such executive committee shall have any power or authority as to the following:

(a) The adoption, amendment, or repeal of these Bylaws.

(b) The amendment or repeal of any resolution of the Board.

(c) The filling of vacancies on the Board.

(d) The submission to members of any action required by law to be submitted to the members for their approval.

(e) Action on matters committed by these Bylaws or resolution of the Board to another executive committee of the Board.

10. ALTERNATE EXECUTIVE COMMITTEE MEMBERS—The Board may designate one or more directors as alternate members of any executive committee, who may replace any absent or disqualified executive committee member at any meeting of the executive committee. In the absence or disqualification of a member of an executive committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. Each executive committee of the Board shall serve at the pleasure of the Board.

11. REMOVAL FROM OFFICE—The entire Board of Directors or any individual director may be removed from office without assigning any cause by the vote of the members of the corporation entitled to cast at least a majority of

the votes that all members present would be entitled to cast at any annual meeting or other regular election of the directors. In case the Board or any one or more directors are so removed, new directors may be elected at the same meeting. If members are entitled to vote cumulatively for the Board, no individual director shall be removed unless the entire Board is removed in case sufficient votes are cast against the resolution for his removal, which, if cumulatively voted at an annual or other regular election of directors, would be sufficient to elect one or more directors to the Board. The Board, by affirmative vote of at least two-thirds of a quorum of the Board, may also suspend or expel a member of the Board for cause after a hearing before at least a quorum of the Board.

12. **DECLARING VACANCIES**—The Board of Directors, by affirmative vote of at least two-thirds of a quorum of the members of the Board, may declare vacant the office of a director if (a) he is declared of unsound mind by an order of court; (b) he is convicted of a felony; (c) within ninety (90) days after notice of his selection, he does not accept such office either in writing or by attending a meeting of the Board; (d) he does not attend at least one of any three consecutive regular Board meetings; or (e) he does not fulfill such other requirements of qualification as the Bylaws may specify.

13. **DIRECTORS COMPENSATION**—Directors as such, shall not receive any stated salary for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, however, that nothing contained herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VII

Officers

1. **EXECUTIVE OFFICERS**—The executive officers of the corporation shall be elected by at least a majority of a quorum of the Board of Directors, and shall be a President, Vice President, Vice President-Membership, Secretary, Treasurer, and such other officers and assistant officers as the needs of the corporation may require. The President, Vice President, Vice President-Membership, and Secretary shall be natural persons of full age; the Treasurer, however, may be a corporation, but if a natural person, shall be of full age. The executive officers shall hold their offices for a term of one year and until their successors shall be elected and shall qualify; and shall have such authority and shall perform such duties as are provided by the Bylaws and as shall from time to time be prescribed by the Board. The President and Vice President shall either be a current director or have been a director within five years immediately preceding their election as such officer; it shall not be necessary for the other officers to be directors. All executive officers shall be members of the corporation. Any number of offices may be held by the same person. The Board may secure the fidelity of any or all such officers by bond or otherwise.

2. **REMOVAL FROM OFFICE**—Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

3. **PRESIDENT**—The President shall be the chief executive officer of the corporation. He shall preside at all meetings of the members of the corporation and directors. He shall have general and active management of the affairs of the corporation. He shall see that all orders and resolutions of the Board of Directors are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by law exclusively conferred on the President, to any other officer or officers of the corporation. He shall execute bonds, mortgages, and other documents requiring a seal, under the seal of the corporation. He shall be ex-officio a member of all executive committees and general committees, and shall have the general powers and duties of supervision and management usually vested in the office of President.

4. **VICE PRESIDENT**—The Vice President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as he may be required to do from time to time by the Board or President.

5. **VICE PRESIDENT-MEMBERSHIP**—The Vice President-Membership shall keep

accurate and complete records of the names and addresses of all current members, directors, and officers. He shall prepare the form of application for membership, which may be changed from time to time in his discretion. He shall prepare and distribute all membership certificates when directed to by the Board. The Vice President-Membership shall act in all cases for and as the Vice-President in the latter's absence or incapacity, and shall perform such other duties as he may be required to do from time to time by the Board or President.

6. **SECRETARY**—The Secretary shall attend all meetings of the Board of Directors and all business meetings of the members, and act as clerk thereof. He shall record all the votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose. He shall perform like duties for all committees of the Board when required. He shall give, or cause to be given, notice of all meetings of the Board and of the members. He shall give or cause to be given all other notices and general mailings to the directors or members, and also shall be responsible for reports on the corporation's activities to the Regional Director, Executive Secretary, or other person of the Alumni Association of PSU as it may from time to time direct. He shall keep in safe custody the corporate seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it. He shall perform such other duties as may be required by the Board or President from time to time.

7. **TREASURER**—The Treasurer shall have custody of the corporate funds and securities. He shall keep full and accurate accounts of the corporation's receipts and disbursements in books belonging to the corporation. He shall keep the moneys of the corporation in a separate account to the credit of the corporation, for which account the financial institution shall be approved by the Board. He shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements. He shall render to the President and directors at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the corporation. He shall cause to be prepared and filed with the appropriate governmental authorities all tax returns or other financial records that the corporation may be required to file with such authorities from time to time. He shall perform such other duties as he may be required to do from time to time by the Board or President.

ARTICLE VIII

Vacancies

1. **OFFICER VACANCY**—If the office of any officer or agent, one or more, becomes vacant for any reason, at least a majority of a quorum of the Board of Directors may elect a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

2. **DIRECTOR VACANCY**—Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors, shall be filled by at least a majority of the remaining members of the Board, though less than a quorum, and each person so elected shall be a director until his successor is elected by the members, who may make such election at the next annual meeting of the members or at any special meeting duly called for that purpose.

ARTICLE IX

Special Committees

1. **APPOINTMENT AND AUTHORITY**—The President shall appoint all special committees, and chairpeople thereof, for such purposes and with such authorities as determined by the President or the Board. All members of special committees shall be members of the corporation. No action (including, but not limited to, contracting any debt or liability on behalf of the corporation) by any special committee shall be binding upon or constitute an expression of the policy of the corporation until such action shall have been approved by the Board prior to or after such action.

2. **ALTERNATE SPECIAL COMMITTEE MEMBERS**—The President may designate one or more alternate members of any special committee, who may replace any absent or disqualified member at any meeting of the special committee. In the absence or disqualification of a member of a special committee at any meeting thereof, the chairperson of such special committee may appoint another member of the corporation to act at the meeting

in place of any such absent or disqualified member. Each special committee shall serve at the pleasure of the President.

ARTICLE X

Books and Records

1. **BOOKS AND RECORDS TO BE KEPT**—The corporation shall keep an original or duplicate record of the proceedings of the members and directors; the original or a copy of its Bylaws, including all amendments thereto to date, certified by the Secretary of the corporation; and an original or a duplicate membership register, giving the names of the members, officers, and directors, and showing their respective addresses. The corporation shall also keep appropriate, complete, and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the corporation in this Commonwealth, at its principal place of business wherever situated, or at the residence of the officer or director who is responsible for maintaining any specific books or records.

2. **RIGHT TO INSPECT BOOKS AND RECORDS**—Every member or director shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member, officer, or director. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing that authorizes the attorney or other agent to so act on behalf of the member or director. The demand under oath shall be directed to the corporation at its registered office in this Commonwealth, at its principal place of business wherever situated, or at the home address of the President.

ARTICLE XI

Transaction of Business

1. **REAL PROPERTY**—The corporation shall make no purchase of real property, nor sell, mortgage, lease away, or otherwise dispose of its real property, unless authorized by a vote of at least two-thirds of the directors, except that whenever there are twenty-one or more directors in office, the vote of at least a majority of the directors shall be sufficient. Unless otherwise restricted by these Bylaws, no vote or consent of the members shall be required to make effective such action by the Board. If the real property is subject to a trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.

2. **INCIDENTAL PROFIT**—Whenever the lawful activities of the corporation involve, among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and, in doing so, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the directors or officers of the corporation.

3. **EXECUTION OF CHECKS, DEMANDS, AND NOTES**—All checks, demands for money, and notes of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

4. **BUDGET**—At or before the first Board of Directors' meeting of each fiscal year, the President may appoint a budget committee to compile a budget of estimated receipts and expenditures for the pending fiscal year and submit it to the Board at its second fiscal meeting. The Treasurer shall be the chairperson of the budget committee, and all members thereof shall be members of the corporation.

5. **RULES OF ORDER**—Except as otherwise provided by these Bylaws or the Articles of Incorporation of the corporation, all meetings of the members, Board of Directors, and all committees shall be governed and conducted in accordance with the procedure established by the President or the respective chairperson of a committee; provided, however, that upon the request of any member, director, or committee member in attendance at a meeting, such meeting or requested portion thereof shall then be conducted in conformity with the latest edition of Robert's Rules of Order.

ARTICLE XII

Annual Report

1. **ANNUAL REPORT**—Upon any member's request at least one month prior to any meeting of the members of the corporation, the Board of Directors shall present to the members of the corporation a report verified by the President and Treasurer, or by at least a majority of the directors, and showing in appropriate detail the following:

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.

(b) The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.

This report shall be filed with the minutes of the meeting of the members.

ARTICLE XIII

Notices

1. **MANNER OF NOTICE**—Whenever notice is required to be given to any person pursuant to these Bylaws or the Articles of Incorporation, it may be given to such person (a) personally (in person or by telephone); (b) by sending a copy thereof by first class mail, postage prepaid; or (c) by telegram, charges prepaid, to his address appearing on the books of the corporation, or supplied by him to the corporation for the purpose of the notice. If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. A notice of meeting shall specify the place, day, and hour of the meeting and any other information required by law or these Bylaws. Unless otherwise required by these Bylaws or the Articles of Incorporation, when a special meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken. Unless otherwise provided by these Bylaws, notice may be given orally or in writing.

2. **WAIVER OF NOTICE**—Whenever any written notice is required to be given under the provisions of any law or the Articles of Incorporation or Bylaws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by law, neither the business to be transacted at, nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of members, such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XIV

Indemnification

1. **SCOPE OF INDEMNIFICATION**—The scope of indemnification shall be as follows:

(a) The corporation shall indemnify an indemnified representative against any liability incurred in connection with any proceeding in which the indemnified representative may be involved as a party or otherwise, by reason of the fact that such person is or was serving in an indemnified capacity, including without limitation, liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement, or misleading statement, negligence, or gross negligence, or act giving rise to strict or products liability.

ty, except where such indemnification is expressly prohibited by applicable law or where the conduct of the indemnified representative has been determined pursuant to this Article to constitute willful misconduct or recklessness within the meaning of 42 Pa.C.S.A. § 8365(b) or any superseding provision of law, sufficient in the circumstances to bar indemnification against liabilities arising from the conduct.

(b) If an indemnified representative is entitled to indemnification in respect of a portion, but not all, of any liabilities to which such person may be subject, the corporation shall indemnify such indemnified representative to the maximum extent for such portion of the liabilities.

(c) The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or equivalent, shall not, of itself, create a presumption that the indemnified representative is not entitled to indemnification.

(d) For purposes of this Article,

(1) "indemnified capacity" means any and all past, present, and future service by an indemnified representative in one or more capacities as a director, officer, employee, or agent of the corporation, or, at the request of the corporation, as a director, officer, employee, agent, fiduciary, or trustee of another corporation, partnership, joint venture, trust, employee benefit plan, or other entity or enterprise;

(2) "indemnified representative" means any and all directors and officers of the corporation, and any other person designated as an indemnified representative by the Board of Directors (which may, but need not, include any person serving at the request of the corporation as a director, officer, employee, agent, fiduciary, or trustee of another corporation, partnership, joint venture, trust, employee benefit plan, or other entity or enterprise);

(3) "liability" means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or cost or expense of any nature (including, without limitation, attorneys' fees and disbursements); and

(4) "proceeding" means any threatened, pending, or completed action, suit, appeal, or other proceeding of any nature, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, and whether brought by or in the right of the corporation, or a class of its security holders or otherwise.

2. PROCEEDINGS INITIATED BY INDEMNIFIED REPRESENTATIVE—Notwithstanding any other provision of this Article, the corporation shall not indemnify under this Article an indemnified representative for any liability incurred in a proceeding initiated (which shall not be deemed to include counterclaims or affirmative defenses) or participated in as an intervenor or amicus curiae by the person seeking indemnification unless such initiation of or participation in the proceeding is authorized, either before or after its commencement, by the affirmative vote of at least a majority of the directors in office. This section does not apply to reimbursement of expenses incurred in successfully prosecuting or defending the rights of an indemnified representative granted by or pursuant to this Article.

3. ADVANCING EXPENSES—The corporation shall pay the expenses (including, without limitation, attorneys fees and disbursements, costs, and expenses) incurred in good faith by an indemnified representative in advance of the final disposition of a proceeding described in this Article upon receipt of an undertaking by or on behalf of the indemnified representative to repay such amount if it shall ultimately be determined pursuant to this Article that such person is not entitled to be indemnified by the corporation pursuant to this Article. The financial ability of an indemnified representative to repay an advance shall not be a prerequisite to the making of such advance.

4. SECURING OF INDEMNIFICATION—To further effect, satisfy, or secure the indemnification obligations provided herein or otherwise, the corporation may obtain or maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropri-

ate. Absent fraud, the determination of the Board with respect to such amounts, costs, terms, and conditions shall be conclusive against all security holders, officers, and directors, and shall not be subject to voidability.

5. PAYMENT OF INDEMNIFICATION—An indemnified representative shall be entitled to indemnification within thirty (30) days after a written request for indemnification has been received by the Secretary.

6. CONTRIBUTION—If the indemnification provided for in this Article or otherwise is unavailable for any reason in respect of any liability or portion thereof, the corporation shall contribute to the liabilities to which the indemnified representative may be subject in such proportion as is appropriate to reflect the intent of this Article.

7. DISCHARGE OF DUTY—An indemnified representative shall be deemed to have discharged such person's duty to the corporation if he or she has relied in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(a) one or more directors, officers, or employees of the corporation whom the indemnified representative reasonably believes to be reliable and competent with respect to the matter presented;

(b) legal counsel, public accountants, or other persons as to matters that the indemnified representative reasonably believes are within the person's professional or expert competence; or

(c) a committee on which the indemnified representative does not serve as to matters within its area of designated authority, which committee he reasonably believes to merit confidence.

8. CONTRACT RIGHTS, AND AMENDMENT OR REPEAL—All rights under this Article shall be deemed a contract between the corporation and the indemnified representative pursuant to which the corporation and each indemnified representative intend to be legally bound. Any repeal, amendment, or modification hereof shall be prospective only and shall not affect any rights or obligations then existing.

9. SCOPE OF ARTICLE—The rights granted by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification, contribution, or advancement of expenses may be entitled under any statute, agreement, vote of members or disinterested directors, or otherwise, both as to action in an indemnified capacity and as to action in any other capacity. The indemnification, contribution, and advancement of expenses provided by or granted pursuant to this Article shall continue as to a person who has ceased to be an indemnified representative in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors, administrators, personal representatives, successors, and assigns of such a person.

10. RELIANCE ON PROVISIONS—Each person who shall act as an indemnified representative of the corporation shall be deemed to be doing so in reliance upon the rights provided in this Article.

11. INTERPRETATION—The provisions of this Article have been adopted by the members of the corporation and its Board of Directors, and are intended to constitute Bylaws authorized by Section 8365 of the Directors Liability Act (42 Pa.C.S.A. § 8365), as amended, and all applicable provisions of Pennsylvania's Nonprofit Corporation Law of 1972, Act of November 15, 1972, No. 271, as amended.

12. DIRECTORS AND OFFICERS LIABILITY AND FIDUCIARY RELATIONSHIP—A director or officer of the corporation shall stand in a fiduciary relation to the corporation and shall perform his duties as a director or officer, including his duties as a member of any committee of the Board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. A director or officer shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted. In discharging the duties of their respective positions, the Board, committees of the Board, and individual directors and officers may, in considering the best interests of the corporation, consider the effects of any action upon employees, suppliers,

and customers of the corporation and upon communities in which offices or other establishments of the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this paragraph. Absent breach of fiduciary duty, lack of good faith, and self dealing, actions taken as a director or officer, or any failure to take any action, shall be presumed to be in the best interests of the corporation. A director or officer of the 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 director or officer has breached or failed to perform the duties of his office under this paragraph; and (b) the breach or failure to perform constitutes self dealing, willful misconduct, or recklessness. The provisions of this paragraph shall not apply to (a) the responsibility or liability of a director or officer pursuant to any criminal statute, or (b) the liability of a director or officer for the payment of taxes pursuant to local, state, or Federal law.

ARTICLE XV

Miscellaneous Provisions

1. FISCAL YEAR—The fiscal year of the corporation shall be from July 1 through June 30.
2. CAPITAL CONTRIBUTIONS—So long as the corporation shall continue to be organized on a nonstock basis, the Board of Directors shall have authority to provide for the members to make capital contributions in such amounts and upon such terms as are fixed by the Board in accordance with the provisions of Section 7542 of Pennsylvania's Nonprofit Corporation of Law of 1972, Act of November 15, 1972, No. 271, as amended.
3. SUBVENTIONS—The Board of Directors, by resolution, may authorize the corporation to accept subventions from members or nonmembers on terms and conditions not inconsistent with the provisions of Section 7542 of Pennsylvania's Nonprofit Corporation Law of 1972, Act of November 15, 1972, No. 271, as amended, and to issue certificates therefor.
4. GENDERS—Whenever the male, female, or neutral gender is utilized in these Bylaws, it shall also mean and include all the other genders; and whenever the singular form of words is utilized in these Bylaws, it shall also mean and include the plural form, and vice versa.

ARTICLE XVI

Amendments

1. AMENDMENTS TO BYLAWS—Unless specifically reserved to the members of the corporation in these Bylaws, any or all of these Bylaws of the corporation may be amended or repealed solely by the vote of at least two-thirds of a quorum the Board of Directors present at any regular or special Board meeting duly convened after notice of intention to amend these Bylaws has been given to all directors.