

**BYLAWS OF**

**ALBERT M. GREENFIELD HOME AND SCHOOL ASSOCIATION**

**A Pennsylvania Nonprofit Corporation**

**Adopted April 22, 2008**

**As amended April 15, 2016**

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**BYLAWS**  
**OF**  
**ALBERT M. GREENFIELD HOME AND SCHOOL ASSOCIATION**

Article 1  
Corporation Office

Section 1.1 The Corporation shall have and continuously maintain in the Commonwealth of Pennsylvania a registered office at an address to be designated from time to time by the Board of Directors which may, but need not, be the same as its place of business.

Section 1.2 The Corporation may also have offices at such other places as the Board of Directors may from time to time designate or the business of the Corporation may require.

Article 2  
Membership; Meetings of Members

Section 2.1 The members of the Corporation shall consist of (i) each parent or guardian of any child who is a student at Albert M. Greenfield School, located in Philadelphia, Pennsylvania (the "School"), and (ii) each member of the faculty and staff of the School. Each member shall cease to be a member of the Corporation automatically at such time that such person does not meet either of the foregoing criteria.

Section 2.2 All meetings of the members shall be held at such time and place, within or without the Commonwealth of Pennsylvania, as may be determined from time to time by the Board of Directors and need not be held at the registered office of the Corporation.

Section 2.3 An annual meeting of the members for the election of directors, as necessary, and the transaction of such other business as may properly be brought before the meeting, shall be held each May at such time and place as may be determined by the Board of Directors.

Section 2.4 Regular meetings of the members, for the transaction of such business as may properly be brought before the meeting, shall be held on such dates, and at such times and places as may be determined by the Board of Directors.

Section 2.5 Special meetings of the members may be called at any time by (i) the President, (ii) the Board of Directors or (iii) at least five (5) members. The request of any person who has called a special meeting of members shall be addressed to the Secretary of the Corporation, shall be signed by the persons making the request and shall state the purpose or purposes of the meeting. Upon receipt of any such request it shall be the duty of the Secretary to fix the time and provide written notice of the special meeting of members, which shall be held not more than sixty (60) days after the receipt of the request. If the Secretary shall neglect or

refuse to fix the time or provide written notice of the special meeting, the person or persons making the request may fix the time and provide written notice of the special meeting.

Section 2.6 Written notice of each meeting other than an adjourned meeting of members, stating the place and time and, in the case of a special meeting of members, the general nature of the business to be transacted, shall be provided to each member of record entitled to vote at the meeting at such address as appears on the books of the Corporation. Such notice shall be given in accordance with the provisions of Article 30 of these Bylaws, at least five (5) days prior to the day named for the meeting. Notwithstanding the foregoing, the Board of Directors may establish a schedule for regular meetings of the members, including the date, time and place of each such meeting, and if such schedule is provided to the members in advance, no notice of any such meeting shall be required to be given to any member pursuant to this Section 2.6.

Section 2.7 The Corporation shall not be required to give notice to any member pursuant to Section 2.6 hereof if and for as long as communication with such member is unlawful. Any action or meeting that is taken or held without notice or communication to that member shall have the same validity as if the notice or communication had been duly given.

### Article 3 Quorum of Members

Section 3.1 A meeting of members duly called shall not be organized for the transaction of business unless a quorum is present.

Section 3.2 The presence, in person or by proxy, of at least fifteen (15) of the members shall constitute a quorum for purposes of consideration and action on such matter.

Section 3.3 The members present at a duly organized meeting may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 3.4 If a meeting of members cannot be organized because a quorum is not present, those present in person or by proxy may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, without notice other than an announcement at the meeting, until the requisite number of members for a quorum shall be present in person or by proxy.

Section 3.5 Notwithstanding the provisions of Sections 3.1, 3.2, 3.3 and 3.4 of these Bylaws:

(a) Any meeting at which directors are to be elected may be adjourned only from day to day, or for such longer periods not exceeding fifteen (15) days each as the members present and entitled to cast at least a majority of the votes that all members present and voting are entitled to cast shall direct.

(b) Those members entitled to vote who attend a meeting called for election of directors that has been previously adjourned for lack of a quorum, although less than a quorum

as fixed in these Bylaws, shall nevertheless constitute a quorum for the purpose of electing directors.

(c) In the case of any meeting called for any purpose other than for the election of directors, those members who attend the second of such adjourned meetings, although less than a quorum as fixed in these Bylaws, 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 ten (10) days prior to the day named for the second adjourned meeting.

#### Article 4 Voting Rights; Election of Directors

Section 4.1 At every meeting of members, every member shall be entitled to one vote.

Section 4.2 At any duly organized meeting of members the acts of members present and entitled to cast at least a majority of the votes that all members present and voting are entitled to cast shall be the acts of the members.

Section 4.3 The election of directors need not be by ballot. The process for election of the Executive Officers, the Directors-at-Large and the Faculty and Staff Representatives (as defined in Section 8.1) shall be as follows:

(a) The election process will start at January Board Meeting, where the President will announce the appointment of a Nominating Committee.

(b) At the February Board Meeting, the Nominating Committee will review the positions up for election, having determined in advance of the meeting, with input from the Board of Directors, if any positions need to be added or removed, and will develop a list of responsibilities for each role.

(c) At the March Board meeting, any announcements regarding proposed changes to the Board of Directors will be proposed and voted on.

(d) During April, communications will be distributed about the open positions and the membership of the Corporation will be encouraged to participate in the roles for election; a ballot box will be placed on the front desk of the School office for nominations by members. The nomination process will close one week before the May Board Meeting. At that time, if elections must be held, information will be distributed to the entire membership announcing the candidates, their bio and credentials.

(e) At the May Board Meeting, elections will be held if needed, for any positions that are contested, and the names of any individuals who will be assuming any uncontested positions will be announced.

(f) The incoming Board of Directors will not formally take on its legal responsibilities for the Corporation until September 1st (the first day of the Corporation's fiscal year). However, the budget and year planning process is expected to take place during the Summer in advance of the term officially beginning on September 1st.

Article 5  
Proxies

Section 5.1 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 the member by proxy. No member shall sell his or her vote or issue a proxy for money or anything else of value. Every proxy shall be executed in writing by the member or the member's duly authorized attorney-in-fact and filed with the Secretary of the Corporation. A proxy shall be revocable at will, notwithstanding any other agreement or any 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 of the Corporation. An unrevoked proxy shall not be valid after eleven (11) months from the date of its execution unless a longer time is expressly provided therein, but in no event shall a proxy be voted on after three years from the date of its execution. A proxy shall not be revoked by the death or 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 of the Corporation.

Article 6  
Membership List

Section 6.1 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.

Article 7  
Consent of Members in lieu of Meeting

Section 7.1 Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a written consent or consents setting forth the action so taken and signed by all of the members who would be entitled to vote at a meeting for such purpose is filed with the Secretary of the Corporation.

Article 8  
Powers and Constitution of Board of Directors

Section 8.1 The business and affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are directed or required to be exercised and done by statute, the Articles of Incorporation or these Bylaws; provided, however, that the Board of Directors may not engage directly or indirectly in any activity, that would invalidate the Corporation's status (i) as an organization of the type described in Section 501(c)(3) of the Internal Revenue

Code of 1986 (the "Code"), or in the corresponding provision of any subsequent law, or (ii) as a corporation to which contributions are deductible under Section 170(c)(2) of the Code, or under the corresponding provision of any subsequent law.

Section 8.2 The Board of Directors shall consist of the following persons, who shall be elected by the members of the Corporation (except for the Past President and the Principal):

(a) The following Executive Officers:

(i) The Past President, who shall serve as a director for a period of one (1) year after the end of his or her term as President, on an *ex officio* basis, provided that such person remains a member of the Corporation during such one (1) year period;

(ii) The President, who shall serve as a director for a period of one (1) year after the end of his or her term as President Elect, on an *ex officio* basis, provided that such person remains a member of the Corporation during such one (1) year period;

(iii) The President Elect;

(iv) The First Vice President

(v) The Second Vice President

(vi) The Vice President of Communications;

(vii) The Recording Secretary; and

(viii) The Treasurer.

(b) At least seven (7) Directors-at-Large, who shall be elected by the members of the Corporation to such Chairperson positions that may be deemed necessary by the Board during the election planning process.

(c) The following Faculty and Staff Representatives:

(i) The Principal of the School (who shall serve as a director on an *ex officio* basis);

(ii) The Middle School Teacher Liaison; and

(iii) The Elementary School Liaison.

Section 8.3 Each director shall be a natural person and shall be a member of the Corporation.

Section 8.4 Each elected (i.e., non-*ex officio*) director other than the President Elect shall be elected for a term of two (2) years and until his or her successor has been elected and qualified or until his or her earlier death, resignation or removal. The President Elect shall be elected for a term of one (1) year and until his or her successor has been elected and qualified or



until his or her earlier death, resignation or removal. After the end of such one (1)-year term, the President Elect shall become the President, and the President shall become the Past President.

Section 8.5 A person or group of persons entitled to elect, appoint, designate or otherwise select one or more directors may select one or more alternates for each such director. In the absence of a director from a meeting of the Board one of his or her alternates may attend such meeting and exercise at the meeting all of the powers of the absent director.

#### Article 9 Removal of Directors

Section 9.1 The entire Board of Directors, or any individual director, may be removed from office without assigning any cause by the vote of the members entitled to cast at least a majority of the votes that all members present would be entitled to cast at any annual or other regular election of the directors. If any directors are so removed, new directors may be elected at the same meeting.

Section 9.2 The Board of Directors, by vote of a majority of the directors then in office, may remove from office any director who fails to attend three (3) consecutive Board meetings.

Section 9.3 The Board of Directors may declare vacant the office of a director who has been judicially declared of unsound mind or who has been convicted of a felony, or if within sixty (60) days after notice of his or her election, the director does not fulfill such other requirements of qualification as these Bylaws may specify.

#### Article 10 Vacancies on Board of Directors

Section 10.1 Vacancies in the elected directors, including vacancies resulting from an increase in the number of directors, shall be filled by a majority vote of the remaining members of the Board of Directors, though less than a quorum, or by a sole remaining director, and each person so elected shall be a director to serve for the balance of the unexpired term.

Section 10.2 When one or more directors resigns from the Board of Directors effective at a future date, the directors then in office, including those who have so resigned, shall have the power by a majority vote to fill the vacancies, the vote thereon to take effect when the resignations become effective.

#### Article 11 Committees

Section 11.1 The Board of Directors may, by resolution adopted by a majority of the directors in office, establish one or more committees as may be deemed appropriate or desirable by the Board of Directors to serve at the pleasure of the Board. Any such committee that is delegated any power or authority of the Board of Directors shall consist solely of members of the Board of Directors; provided that persons other than directors may serve as members of such a

committee, without vote. The voting members of any such committee that is not delegated any power or authority of the Board of Directors may consist of both directors and non-directors.

Section 11.2 Any committee that consists solely of directors, to the extent provided in the resolution of the Board of Directors pursuant to which it was created, may have and exercise all of the powers and authority of the Board of Directors, to the extent delegated to such committee by the Board, except that no committee shall have any power or authority as to the following:

- (a) The submission to members of any action requiring approval of members;
- (b) The filling of vacancies in the Board of Directors;
- (c) The adoption, amendment or repeal of these Bylaws;
- (d) The amendment or repeal of any resolution of the Board of Directors; and
- (e) Action on matters committed by these Bylaws or a resolution of the Board of Directors to another committee of the Board of Directors.

Section 11.3 The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not such members constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member.

## Article 12 Meetings of the Board Of Directors

Section 12.1 A meeting of the Board of Directors may be held immediately following any meeting of members at which directors have been elected without the necessity of notice to the directors. Written notice of each other meeting, other than a special meeting of the Board of Directors, stating the place and time of such meeting, shall be provided to each director, in accordance with the provisions of Article 30 of these Bylaws, at least five (5) days prior to the day named for the meeting. Members of the Corporation shall be entitled to attend all meetings of the Board of Directors.

Section 12.2 Special meetings of the Board of Directors may be called by the President of the Corporation on forty-eight (48) hours notice to each director, either by telephone or, if in writing, in accordance with the provisions of Article 30 of these Bylaws. Special meetings shall be called by the President or the Secretary in like manner and on like notice upon the written request of any of the directors in office.

Section 12.3 Meetings of the Board of Directors shall be held at such times and places within or without the Commonwealth of Pennsylvania as the Board of Directors may from time to time appoint or as may be designated in the notice of the meeting. One or more directors may participate in any meeting of the Board of Directors, or of any committee thereof, by means

of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 12.4 At all meetings of the Board of Directors the presence of at least thirty percent (30%) of the members of the Board of Directors shall constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws.

### Article 13 Action by Written Consent

Section 13.1 Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent or consents setting forth the action so taken signed by all of the directors in office is filed with the Secretary of the Corporation.

### Article 14 Compensation of Directors

Section 14.1 Directors, as such, shall not receive any compensation for their services or for attendance at regular and special meetings. Nothing contained herein shall be construed to preclude any director from receiving compensation for services rendered to the Corporation in any other capacity.

### Article 15 Liability of Directors

Section 15.1 A director of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board of Directors upon which the director may serve, in good faith, in a manner the director 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. In performing his or her duties, a director shall be entitled to rely 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: (i) one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such persons; or (iii) a committee of the Board of Directors upon which the director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence. A director shall not be considered to be acting in good faith if the director has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

Section 15.2 In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, suppliers and customers of the Corporation and communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of these factors shall not constitute a violation of Section 15.1 hereof.

Section 15.3 Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

Section 15.4 A director of the Corporation shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless: (i) the director has breached or failed to perform the duties of his or her office under Sections 15.1 through 15.3 hereof; and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 15.5 The provisions of Section 15.4 hereof shall not apply to: (i) the responsibility or liability of a director pursuant to any criminal statute; or (ii) the liability of a director for the payment of taxes pursuant to local, state or federal law.

Section 15.6 Notwithstanding any other provisions of these Bylaws, the approval of members shall be required to amend, repeal or adopt any provision as part of these Bylaws that is inconsistent with the purpose or intent of Sections 15.1, 15.2, 15.3, 15.4, 15.5 or 15.6 of this Article 15 and, if any such action shall be taken, it shall become effective only on a prospective basis from and after the date of such member approval.

## Article 16 Executive Officers

Section 16.1 The Corporation shall have as its Executive Officers a Past President, a President, a President Elect, a First Vice President, a Second Vice President, a Vice President of Communications, a Recording Secretary and a Treasurer, or persons who shall act as such, regardless of the name or title by which they may be designated, elected or appointed and may have such other officers and assistant officers as the Board of Directors may authorize from time to time. Each officer shall be a natural person of the age 18 years or older.

Section 16.2 Any officer or agent of the Corporation may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served by such removal. The removal shall be without prejudice to the contract rights, if any, of any person so removed. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

## Article 17 The President

Section 17.1 In order to be eligible to be elected as President, a member shall have been a member of the Board of Directors for at least one (1) year prior to nomination. The

President shall preside at all meetings of members and directors. The President shall be the chief executive officer of the Corporation; shall be responsible for the general and active management of the Corporation; shall see that all orders and resolutions of the Board of Directors are put into effect, subject, however, to the right of the Board of Directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the Corporation; shall have the power to countersign all checks and vouchers on behalf of the Corporation, in which capacity the President shall share this duty with the Treasurer; and shall have the authority to execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. In the event that a Presidency is shared by two individuals, each of the Co-Presidents, acting individually, shall have the authority to exercise all the powers and perform the duties of the Co-Presidents in the absence or incapacity of the other Co-President. Because the Charter of the Home and School Council of the School District of Philadelphia does not recognize a Co-Presidency for a Home and School Association such as the Corporation, one of the Co-Presidents shall be registered with the Council as the President and the other Co-President shall register as Assistant Officer.

#### Article 18 The President Elect

Section 18.1 The President Elect shall be in such position for at least one (1) year before becoming the President of the Corporation. In order to be eligible to be nominated for the position, the candidate must have served on the Board of Directors or chaired a committee for at least one (1) year. The President Elect will support the President in the management and administration of the Corporation, and shall have the authority to exercise all the powers and perform the duties of the President in the absence or incapacity of the President. The President Elect will also be in responsible charge of the review of these Bylaws and maintenance of information according to these Bylaws, the organization chart of the Board of Directors, and the standard operating procedures of the Corporation.

#### Article 19 The Vice Presidents

Section 19.1 The First Vice President, the Second Vice President and the Vice President of Communications, in such order, shall have the authority to exercise all the powers and perform the duties of the President in the absence or incapacity of the President or the President Elect. The Vice Presidents, respectively, shall also have such other authority and perform such other duties as may be provided in these Bylaws or as shall be determined by the Board of Directors or the President.

#### Article 20 The Recording Secretary

Section 20.1 The Recording Secretary shall attend all meetings of the Board of Directors and of the members and keep accurate records thereof in one or more minute books

kept for that purpose; shall keep, or cause to be kept, at the principal office of the Corporation, a register showing the names and addresses of all members of the Corporation and all members of the Board of Directors and shall perform the duties customarily performed by the secretary of a corporation and such other duties as may be assigned to the Recording Secretary by the Board of Directors or the President.

Article 21  
The Treasurer

Section 21.1 The Treasurer may not be an employee of the School District of Philadelphia. The Treasurer shall be responsible for the custody of the corporate funds and securities; shall be responsible for full and accurate accounts of receipts and disbursements in books belonging to the Corporation; and shall perform such other duties as may be assigned to him or her by the Board of Directors or the President. The Treasurer shall give bond in such sum and with such surety as the Board of Directors may from time to time direct.

Article 22  
Assistant Officers

Section 22.1 Each assistant officer shall assist in the performance of the duties of the officer to whom the assistant officer is assistant and shall perform such duties in the absence of the officer. Such officer shall perform such additional duties as the Board of Directors, the President or the officer to whom the assistant officer is assistant may from time to time assign such assistant officer. Assistant officers may be given such functional titles as the Board of Directors shall from time to time determine.

Article 23  
Indemnification of Officers, Directors, Employees and Agents

Section 23.1 The Corporation shall indemnify any director or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to, or who is called as a witness in connection with, any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

Section 23.2 The Corporation shall indemnify any director or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director,

officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court of common pleas or such other court shall deem proper.

Section 23.3 The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 23 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. It is the policy of the Corporation that indemnification of, and advancement of expenses to, directors and officers of the Corporation shall be made to the fullest extent permitted by law. To this end, the provisions of this Article 23 shall be deemed to have been amended for the benefit of directors and officers of the Corporation effective immediately upon any modification of the Nonprofit Corporation Law of 1988, as amended (the "NPCL"), or any modification, or adoption of any other law that expands or enlarges the power or obligation of corporations organized under the NPCL to indemnify, or advance expenses to, directors and officers of corporations.

Section 23.4 The Corporation shall pay expenses incurred by an officer or director, and may pay expenses incurred by any other employee or agent, in defending an action, or proceeding referred to in this Article 23 in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation.

Section 23.5 The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 23 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 23.6 The Corporation shall have the authority to create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner, its indemnification obligations, whether arising under these Bylaws or otherwise. This authority shall include, without limitation, the authority to: (i) deposit funds in trust or in escrow; (ii) establish any form of self-insurance; (iii) secure its indemnity obligation by grant of a security interest, mortgage or other lien on the assets of the Corporation; or (iv) establish a letter of credit, guaranty or surety arrangement for the benefit of such persons in connection with the anticipated indemnification or advancement of expenses contemplated by this Article 23.

The provisions of this Article 23 shall not be deemed to preclude the indemnification of, or advancement of expenses to, any person who is not specified in Section 23.1 or Section 23.2 of this Article 23 but whom the Corporation has the power or obligation to indemnify, or to advance expenses for, under the provisions of the NPCL or otherwise. The authority granted by this Section 23.6 shall be exercised by the Board of Directors of the Corporation.

Section 23.7 The Corporation shall have the authority to enter into a separate indemnification agreement with any officer, director, employee or agent of the Corporation or any subsidiary providing for such indemnification of such person as the Board of Directors shall determine up to the fullest extent permitted by law.

Section 23.8 As soon as practicable after receipt by any person specified in Section 23.1 or Section 23.2 of this Article 23 of notice of the commencement of any action, suit or proceeding specified in Section 23.1 or Section 23.2 of this Article 23, such person shall, if a claim with respect thereto may be made against the Corporation under this Article 23, notify the Corporation in writing of the commencement or threat thereof; however, the failure so to notify the Corporation shall not relieve the Corporation from any liability under this Article 23 unless the Corporation shall have been prejudiced thereby or from any other liability which it may have to such person other than under this Article 23. With respect to any such action as to which such person notifies the Corporation of the commencement or threat thereof, the Corporation may participate therein at its own expense and, except as otherwise provided herein, to the extent that it desires, the Corporation, jointly with any other indemnifying party similarly notified, shall be entitled to assume the defense thereof, with counsel selected by the Corporation to the reasonable satisfaction of such person. After notice from the Corporation to such person of its election to assume the defense thereof, the Corporation shall not be liable to such person under this Article 23 for any legal or other expenses subsequently incurred by such person in connection with the defense thereof other than as otherwise provided herein. Such person shall have the right to employ his or her own counsel in such action, but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of such person unless: (i) the employment of counsel by such person shall have been authorized by the Corporation; (ii) such person shall have reasonably concluded that there may be a conflict of interest between the Corporation and such person in the conduct of the defense of such proceeding; or (iii) the Corporation shall not in fact have employed counsel to assume the defense of such action. The Corporation shall not be entitled to assume the defense of any proceeding brought by or on behalf of the Corporation or as to which such person shall have reasonably concluded that there may be a conflict of interest. If indemnification under this Article 23 or advancement of expenses are not paid or made by the Corporation, or on its behalf, within 90 days after a written claim for indemnification or a request for an advancement of expenses has been received by the Corporation, such person may, at any time thereafter, bring suit against the Corporation to recover the unpaid amount of the claim or the advancement of expenses. The right to indemnification and advancements of expenses provided hereunder shall be enforceable by such person in any court of competent jurisdiction. The burden of proving that indemnification is not appropriate shall be on the Corporation. Expenses reasonably incurred by such person in connection with successfully establishing the right to indemnification or advancement of expenses, in whole or in part, shall also be indemnified by the Corporation.



Section 23.9 The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article 23.

Section 23.10 Notwithstanding any other provisions of these Bylaws, the approval of members shall be required to amend, repeal or adopt any provision as part of these Bylaws that is inconsistent with the purpose or intent of this Article 23, and, if any such action shall be taken, it shall become effective only on a prospective basis from and after the date of such member approval.

#### Article 24 Membership Certificates

Section 24.1 Membership in the Corporation shall not be evidenced by certificates of membership.

#### Article 25 Transfer of Membership

Section 25.1 Members may not transfer their membership interests or any rights arising therefrom.

#### Article 26 Books And Records

Section 26.1 The Corporation shall keep an original or duplicate record of the proceedings of the members and the Board of Directors, the original or a copy of these 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 and showing their respective addresses and the classes and other details of the membership of each. 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 or at its principal place of business wherever situated.

#### Article 27 Annual Report to Members

Section 27.1 The Board of Directors shall present annually to the members a report, verified by the President and the Treasurer or by a majority of the Board of Directors, 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; and

(e) The number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

Section 27.2 The annual report of the Board of Directors shall be filed with the minutes of the meetings of the members.

#### Article 28 Fiscal Year

Section 28.1 The fiscal year of the Corporation shall end on the 31st day of August of each year, or on such other date as may be determined by the Board of Directors from time to time.

#### Article 29 Transaction of Business

Section 29.1 The Corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by the vote of two-thirds (2/3) of the members in office of the Board of Directors; provided, however, if there are twenty-one (21) or more directors, the vote of a majority of the directors in office shall be sufficient to authorize the foregoing. 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.

Section 29.2 Whenever the lawful activities of the Corporation involve among other things the charging of fees or prices for its services or products, the Corporation shall have the right to receive such income and, in so doing, 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 members, directors or officers of the Corporation.

#### Article 30 Manner of Giving Written Notice; Waivers of Notice

Section 30.1 Whenever written notice is required to be given to any person under the provisions of these Bylaws, it may be given to the person either personally or by sending a copy

thereof by first class or express mail, postage prepaid, or by courier service, charges prepaid, or by facsimile transmission, e-mail or other electronic communication, to his or her address (or facsimile number or address for e-mail or other electronic communications) appearing on the books of the Corporation, or, in the case of written notice to directors, supplied by each director to the Corporation for the purpose of the notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to that person. If the notice is given by facsimile transmission, it shall be deemed to have been given to the person entitled thereto upon receipt from the facsimile machine of confirmation of a successful facsimile transmission. If the notice is given by e-mail or other electronic communication, it shall be deemed to have been given to the person entitled thereto when sent.

Section 30.2 Any written notice required to be given to any person under the provisions of statute, the Corporation's Articles of Incorporation or these Bylaws may be waived in a writing signed by the person entitled to such notice whether before or after the time stated therein. Except as otherwise required by statute, and except in the case of a special meeting, neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice. In the case of a special meeting of members, the waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person, whether in person or by proxy, 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 31 Subventions

Section 31.1 The Corporation shall be authorized by a resolution of the Board of Directors to accept subventions from members or nonmembers on the terms and conditions not inconsistent with the NPCL, and to issue certificates therefor.

#### Article 32 Amendments

Section 32.1 Except as provided in Sections 15.6 and 23.10 hereof, these Bylaws may be amended or repealed, and new Bylaws adopted, by the affirmative vote of a majority of the members present at any regular or special meeting duly convened after written notice to the members, given at least twenty-one (21) days in advance of the meeting, that the purpose, or one of the purposes, of the meeting is to consider the amendment or repeal of these Bylaws and the adoption of new Bylaws.

Section 32.2 Except as provided in Sections 15.6 and 23.10 hereof, and except as provided in Section 5504(b) of the NPCL, these Bylaws may be amended or repealed, and new Bylaws adopted, by a majority vote of the members of the Board of Directors at any regular or special meeting duly convened, subject to the power of the members to change such action of the Board of Directors.