

BY-LAWS
OF
POINT BREEZE NORTH DEVELOPMENT CORPORATION
A Pennsylvania Nonprofit Corporation
ADOPTED AS OF SEPTEMBER 01, 2012

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ARTICLE I

Introductory

- Section 1.1 **Name.** The name of the Corporation is Point Breeze North Development Corporation (“Corporation”).
- Section 1.2 **Statement of Purposes.** As provided in its Articles of Incorporation, the Corporation is organized exclusively for purposes described in **Section 501 (c) (3)** of the **Internal Revenue Code of 1986** (or the corresponding provision of any future United States Internal Revenue law) (the "Code").
- Section 1.3 **Corporate Office.** The principal and registered office of the Corporation shall be located at **7051 Thomas Blvd., Pittsburgh, Pennsylvania 15208** or at such other place as the Board of Directors may designate from time to time.
- Section 1.4 **Fiscal Year.** The fiscal year of the Corporation shall end on December 31st of each year, or on such other date as may be fixed by resolution of the Board of Directors.

ARTICLE II

Members

Section 2.1

a. **Eligibility.** Membership in the Corporation is open to any person, at least 18 years of age, whose primary residence is in the community of Point Breeze North, Pennsylvania, or who owns or leases real estate or a business located in the said community. Point Breeze North is the neighborhood in Pittsburgh, Pennsylvania, bounded by Washington Boulevard on the west, Penn Avenue on the south, the city line on the east, and the Martin Luther King Busway on the north.

b. **Members.** Members must meet the eligibility requirements of Section 2.1 and tender the necessary dues as denoted in Section 2.2. Additionally, "**Active Members**" are strongly encouraged to participate in organizational activities on a regular basis. More specifically, "Active Members" are considered to be those that attend community meetings on a regular basis and/or serve on a committee identified in Sections 4.5 and 5.2.

c. **Age Waiver.** Persons under the age of 18, but not younger than 16 years of age may become members of the Corporation upon the approval of the Board of Directors. Such approval shall be subject to the discretion of the Board which shall consider such factors as maturity, demonstrated interest and commitment to the purposes of the Corporation, and ability to contribute to the work of the Corporation.

Section 2.2

a. **Rights.** The members of the corporation shall have such rights as are set forth in the Pennsylvania Nonprofit Corporation Law of 1988, as amended, as it may be amended from time to time ("NPCL"). Each member of record at the time of a particular vote shall be entitled to one vote on each matter before the membership.

b. **Membership Requirements.** Any person who meets the eligibility requirements of Section 2.1 of this Article may become a member of the Corporation by paying the annual membership dues as set forth below by the Board of Directors. A person shall not be considered a member of the Corporation with the rights accorded to members by Section 2.2 of this Article unless such dues have been paid and recorded as such by the Treasurer and by the Secretary on the official roster of members.

c. **Dues.** Membership dues are currently denoted as follows.

- (1) **Board Member.** Board Member dues are \$30.
- (2) **Member.** Member dues are \$15.
- (3) **Business Membership.** Business dues are \$50.

- Section 2.3 **Annual Meeting.** The annual meeting of the members shall be held at 7:00 p.m. on the 1st Monday of October of each year to coincide with the regularly schedule monthly community meeting. The purpose of this meeting is to conduct the yearly business of the Corporation and to elect the Board of Directors for the next year beginning in January.
- Section 2.4 **Community/Special Meetings.** The community meeting of members shall be held at 7:00 p.m. on the 1st Monday of the month or as determined by the majority of the Board of Directors. If the first Monday of the month is an official holiday, then the monthly meeting shall be held on the following Monday. Special meetings of the members shall be called by the Secretary upon the instruction of the Chairperson or a majority of the Board of Directors .
- Section 2.5 **Quorum (Annual/Community/Special meetings) of the General Membership.** The presence, either in person or by proxy, of at least thirty percent (30%) of the then members of record shall be required for and shall constitute a quorum for the transaction of business at all meetings of members. If at any meeting of members a quorum shall not be in attendance, those members who are present may adjourn the meeting to a time not less than forty-eight (48) hours from the time at which the original meeting was called.
- Section 2.6 **Notice.** At least five (5) days prior to the date of any meeting of the members, written notice of the date, time and place of such meeting shall be given to all members of record by first class mail or electronic mail, provided the member has authorized delivery by electronic means. In the case of a special meeting, the notice shall also specify the purpose of the meeting.
- Section 2.7 **Termination.** Membership will terminate in this corporation on any of the following events, and for no other reason.

- (1) Receipt by the Board of Directors of the written resignation of a member, executed by such member or his or her duly authorized attorney-in-fact.
- (2) Death of a member.
- (3) The member no longer primarily resides in or owns property or a substantial business interest in the Point Breeze North community.
- (4) For cause, inconsistent with membership, as determined by a majority of the Board of Directors voting at a regular or special meeting of the Board.
- (5) Failure to pay dues..

If a person's membership is terminated for reasons other than (2) and (4), the person will be automatically reinstated if the cause of termination is corrected. A terminated member under item (4) above may be readmitted as a member upon the affirmative vote of a majority of the Board of Directors.

- Section 2.8 **Voting.** Unless a different vote is required by express provision of the NPCL, each question presented at a meeting of the members shall be determined by majority vote of those present. With respect to all elections of Directors, each member shall be entitled to cast his votes on a cumulative voting basis. The vote of corporate, partnership or trust members may be cast on its behalf by any officer, partner or trustee of such member and any such member may appoint its officer, partner, trustee or beneficiary, or any other member as its proxy. An individual member may appoint any person as his or her proxy. Each proxy must be filed with the secretary prior to the commencement of a meeting or at the time that proxies are called for.

ARTICLE III

Board of Directors

- Section 3.1 **Authority.** Subject to the rights of the members and any limitations set forth elsewhere in these Bylaws or the Articles of Incorporation of the Corporation, the affairs of the Corporation shall be under the general direction of a Board of Directors. The Board of Directors shall have all the powers and duties necessary or appropriate for the administration of the affairs of this Corporation and shall adopt the policies, goals and objectives of the Corporation and administer, manage, preserve and protect its property.
- Section 3.2 **Qualification.** Any Active Member in good standing of the Corporation is eligible to become a Director of the Corporation.
- Section 3.3 **Number and Term.** The Board of Directors shall consist of an odd number of voting directors ranging from a minimum of five (5) voting directors and a maximum of eleven (11) voting directors, the actual number to be determined from time to time by a resolution of the Board of Directors. There shall also be such ex-officio, non-voting Directors as may be designated from time to time by the Board of Directors. With the exception of the ex-officio non-voting Directors whose terms shall be specified in the resolution appointing them, each Director shall serve for a term of two (2) years or until his or her successor is duly elected and takes office, with a minority of Directors (*i.e.*, two (2) if the Board consists of five (5) Directors, three (3) if the Board consists of seven (7) Directors, four (4) if the Board consists of nine (9) directors, and five (5) if the Board consists of eleven (11) members) being elected in each odd-number year, and a majority of the Directors (*i.e.*, three (3) if the Board consists of five (5) Directors, four (4) if the Board consists of seven (7) Directors, five (5) if the Board consists of nine (9) directors, and six (6) if the Board consists of eleven (11) members) being elected in each even-number year. The minority set of Directors elected at the annual membership following the adoption of these Bylaws, the identity of whom shall be determined by a resolution of the Board of Directors if not otherwise determined at the election, shall serve a term of only one (1) year.
- Section 3.4 **Vacancies.** Vacancies occurring on the Board of Directors by death, resignation, refusal to serve or otherwise shall be filled by the vote by a majority of Directors entitled to vote, and each Director so appointed shall serve the remainder of the term of the vacating Director, or until the newly elected Director's successor is duly elected.
- Section 3.5 **Compensation.** No compensation shall be paid to any Director for services as a Director but, at the discretion of the Board a Director may be reimbursed for travel and actual expenses necessarily incurred by him or her in attending meetings and in performing other duties on the behalf of the Corporation.
- Section 3.6 **Meetings of the Board of Directors.** The Board of Directors shall hold regular meetings in such frequency, at such places, and at such dates and times as the Chairperson may determine from time to time. Unless the Chairperson determines otherwise upon five (5) days written notice to all Board members, the Board shall meet at 6:00 p.m. on the last Monday of each calendar month. If the date set for the meeting falls on a legal holiday, then the meeting will be held instead on the following Monday. This provision of the Bylaws constitutes notice to all members of the Board of Directors of all regular meetings, and no further notice shall be required, although further notice may be given.

The annual meeting of the Board of Directors for purposes of electing officers shall be held on the last Monday immediately following the annual membership meeting. Special meetings of the Board shall be called by the Secretary at the direction of the Chairperson or at the written request of a number of Directors constituting a quorum of the Directors then in office and entitled to vote.

One or more Directors may participate in a meeting of the Board or of a committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. All Directors so participating shall be deemed present at the meeting.

- Section 3.7 **Quorum for the Board of Directors Meetings.** At all meetings of the Board of Directors, the presence of two-thirds (2/3) of the Directors in office, and entitled to vote, shall constitute a quorum. In addition to those Directors who are actually present at a meeting, Directors shall be deemed as present at such meeting if a telephone or similar communication equipment is used enabling all persons participating in the meeting to hear each other at the same time. The act of a majority of the Directors entitled to vote at a meeting at which a quorum is present shall be the act of the Board. A majority of the Directors present and entitled to vote, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Directors who are not present at the time of adjournment.
- Section 3.8 **Voting.** Unless a conflict of interest exists, each Director, including the Chairperson, shall be entitled to one vote on each matter submitted to a vote of the Board of Directors.
- Section 3.9 **Notice of Special Meeting.** Written notice of the date, time and place of each special meeting of the Board of Directors shall be sent to all Directors at least five (5) days in advance of the date thereof. Such notice shall also state the general nature of the business to be transacted. Such notice shall be sent at the direction of the Secretary or another designated officer of the Corporation and shall be delivered to each Director either personally or by first class mail, facsimile transmission, or electronic mail, provided the Director has authorized delivery by facsimile transmission or electronic mail to his or her residence or place of business as listed on the records of the Corporation or to the fax telephone number electronic mail address provided for such purpose. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail for transmission to such person. Notice of an adjourned meeting shall be deemed to have been announced at the time of adjournment.
- Section 3.10 **Waiver of Notice/Action by Consent.** Whenever any notice whatsoever is required to be given under the provisions of applicable law, the Articles of Incorporation of this Corporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. In the case of a special meeting, such waiver of notice shall specify the general nature of the business to be transacted. Further, any action required or permitted to be taken at a meeting of the Board of Directors or of a committee may be taken without a meeting if, prior or subsequent to the action, a consent or consents in writing (or other record form) setting forth the action so taken shall be signed by all the Directors or members of the committee, as the case may be, and shall be filed with the Secretary of the Corporation.
- Section 3.11 **Conflict of Interest for the Board of Directors.** The Corporation shall not be precluded from conducting business with any partnership, firm or company with which one or more Directors is associated, provided any business relationship is established and maintained on an arm's length basis and the subsequent provisions of this Section 3.11 are met. The Board of Directors shall adopt a conflict of interest policy which shall require each Director to disclose any actual or potential conflict between the Director's personal and professional interests and his or her duty to the Corporation. Any Director deemed by the Board, pursuant to its conflict of interest policy, to be disqualified because of an actual or apparent conflict of interest on any matter shall not vote or use his or her personal influence on the matter. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the effect on the quorum.

Section 3.12 **Standard of Care and Fiduciary Duty.** Each Director shall stand in a fiduciary relation to this 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 upon which the Director may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of this Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. 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 this Corporation. In performing his or her duties, each 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.

- (a) one or more officers or employees of this Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) 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; and
- (c) a committee of the Board of this corporation upon which he does not serve, 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 he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted"

Section 3.13 **Factors which May Be Considered by Directors.** In discharging the duties of their respective positions, the Board, committees of the Board and individual Directors may, in considering the best interests of this corporation, consider the effects of any action upon employees, beneficiaries and others having dealings with this corporation and all other pertinent factors. The consideration of these factors shall not constitute a violation of Section 3.12 hereof.

Section 3.14 **Rules and Regulations.** The Board of Directors may adopt rules and regulations not inconsistent with these Bylaws for the administration and conduct of the affairs of the Corporation and may alter, amend or repeal any such rules or regulations adopted by it. Such rules and regulations may be amended by majority vote of the Directors present and entitled to vote at a meeting of the Directors where a quorum is present.

Section 3.15 **Removal of a Director.** A Director may be removed from the Board for cause by vote of a majority of the members at a meeting at which a quorum is present or by a two-thirds (2/3) vote of the remainder of the Directors entitled to vote, provided that the Director is given the specific reason for removal. Cause shall mean any action or inaction which, in the sole discretion of those members of the Board or that number of members constituting a quorum, as the case may be, materially and adversely affects or may affect the corporation or its reputation.

ARTICLE IV

Officers

- Section 4.1 **Enumeration.** The officers of the Corporation shall consist of a Chairperson, two Vice-chairpersons, a Secretary and Treasurer and such other officers and assistant officers as the Board of Directors may designate from time to time.
- Section 4.2 **Election and Term of Office.** Each of the officers of the Corporation must be Directors and will be elected and appointed annually by the Board of Directors. Each officer will remain in office and shall serve at the pleasure of the Board of Directors, until his or her successor is duly elected and takes office.
- Section 4.3 **Vacancies.** Any vacancy in the officers of the Corporation shall be filled by the Directors entitled to vote. The Chairperson may, however, fill vacancies in the office of Secretary, Treasurer, or any other office designated by the Board for the period ending upon the date when such vacancy is filled by the Board.
- Section 4.4 **The Chairperson.** The Chairperson shall serve as the chief executive officer of the Corporation and as such shall be responsible for and have supervision over the management and operation of the Corporation, subject to the control of the Board of Directors. The Chairperson shall also preside at all meetings of the Board of Directors and Executive Committee. The Chairperson shall see that the affairs of the Corporation are conducted in accordance with the Articles of Incorporation and Bylaws of the Corporation and pursuant to the policies and directions set by the Board of Directors. The Chairperson shall be an ex-officio member of all committees.
- Section 4.5 **Vice-Chairpersons.**
- (a) **Vice-Chairperson for Comprehensive Planning.** The Vice-Chairperson for Comprehensive Planning shall be generally responsible for the community planning activities of the Corporation and shall report directly to the Chairperson. The Vice-Chairperson for Comprehensive Planning will be responsible for developing an overall comprehensive plan by working with the two primary committees of the Corporation, namely the Physical Improvement committee and the Social Development Committee. In addition, this Vice-Chairperson shall perform the duties of the Chairperson when the Chairperson is absent or disabled and shall undertake such other responsibilities as the Board or Chairperson may assign.
 - (b) **Vice-Chairperson for Physical Improvement.** The Vice-Chairperson for physical improvement shall be generally responsible for coordinating the information necessary to monitor activities in the neighborhood relating to physical changes in property, including, but not limited to, new construction, rehabilitation, sales of property, building permit applications, zoning issues, use of Westinghouse Park and public safety issues. This Vice-Chairperson will work with the two committees of the Corporation in developing and assessing such information.

Section 4.6 **Secretary.** The Secretary shall make or cause to be made the minutes of all meetings of the Board of Directors and members. The Secretary shall be responsible for the timely mailing or delivery of all notices of meetings of the Board of Directors and members, and generally, will perform all duties incident to the office of secretary of a corporation and such other duties as maybe required by law, by the Articles of Incorporation or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

Section 4.7 **Treasurer.** The Treasurer shall supervise the financial activities of the Corporation. Specifically, he or she shall see that.

- (1) full and accurate accounts of receipts and disbursements are kept,
- (2) a system is in place such that all monies and other valuable effects are deposited in the name and to the credit of the corporation in such depositories as shall be designated by the Board,
- (3) the Directors at the regular meetings of the Board or whenever they may require it, receive an account of the financial condition of the Corporation and
- (4) if required by the Board of Directors, an annual audit of the Corporation books and records is performed by an auditor selected by the Board.

In performing these functions, the Treasurer may rely on an independent contractor hired by the Board or on employees of the Corporation or any affiliated corporation who possess special financial training and skills and whose employment responsibilities include management of the corporation's financial affairs. In the absence or disability of the Treasurer, the Assistant Treasurer, if any, shall perform all the duties of the Treasurer and when so acting, shall have all of the powers of and be subject to all of the restrictions of and upon the Treasurer.

Section 4.8 **Other Officers.** Each other officer shall have such responsibilities and perform such duties as may be prescribed by the Board from time to time. Each assistant officer shall carry out the responsibilities and duties of the officer which he or she assists in the event such officer is unable to perform such responsibilities or duties, except that no assistant officer shall become a Director solely by virtue of being an assistant officer.

Section 4.9 **Bonds.** The Board may, in its discretion, require the Treasurer and any other officer to give bond in such amount and with such surety or sureties as may be satisfactory to the Board for the faithful discharge of the duties of his or her office and for the restoration to the Corporation, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

Section 4.10 **Removal of an Officer.** Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors or at any special meeting called for such purpose.

ARTICLE V

Committees

Section 5.1 **Executive Committee.** The Executive Committee shall consist of the officers of the Corporation. The Chairperson of the Corporation shall serve as the Chairperson of the Executive Committee. The Executive Committee may act for the Board between meetings of the Board. The Executive Committee shall meet at such times as the Chairperson may call, or on petition of one-half (1/2) the Executive Committee members. At least twenty-four (24) hours oral or written notice shall be given for such meetings. A quorum for conducting business at a meeting of the Executive Committee shall be no fewer than one half (1/2) of the voting members of the Executive Committee. The Chairperson shall present a full report of all Executive Committee decisions to the Board at the next regularly scheduled meeting of the Board.

Section 5.2 **Committees.** There shall be such other standing and ad hoc committees as the Board may deem advisable in the administration and conduct of the affairs of the Corporation. Such committees of the Board shall meet as necessary to accomplish their goals. The Board is authorized in its discretion to approve reimbursement for travel and actual expenses necessarily incurred by members of committees in attending committee meetings and in performing other official duties as such. Except as otherwise provided in these Bylaws, committee chairpersons and members shall be appointed annually by the Chairperson and may be reappointed to a committee for an unlimited number of terms. Any person authorized by these Bylaws to appoint the chairperson or members of any committee, may appoint himself or herself as chairperson or member. Each committee shall meet at least quarterly. The chairperson of each committee shall determine the date and place of all committee meetings. Each committee may adopt its own rules of procedure not inconsistent with these Bylaws.

Section 5.3 **Limitation on Power of Committees.** No such committee shall have any power or authority as to the following.

- (1) Amendment or repeal of any resolution of the Board;
- (2) Action on matters committed by the Bylaws or a resolution of the Board to another committee of the Board;
- (3) Any action requiring approval of members under the NPCL;
- (4) Filling of vacancies in the Board;
- (5) Adoption, amendment, or repeal of Bylaws.

ARTICLE VI

Personal Liability of Directors and Officers

Section 6.1

Personal Liability.

(a) No Director or officer of this Corporation shall be personally liable for any civil damages or other monetary damages as a result of any acts or omissions relating to the performance of his or her duties as a Director or officer of the Corporation, unless:

- (1) the Director or officer has breached or failed to perform the duties of his or her office under 15 Pa. C.S.A. Section 5712 (which, as amended from time to time, is hereafter called Section 5712); and
- (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(b) This Section 6.1 shall not limit the liability of a Director or officer for monetary damages to the extent prohibited by the provisions of the NPCL. Furthermore, this Section 6.1 shall not apply to the responsibility or liability of a Director or officer of the Corporation pursuant to any criminal statute, or the liability of a Director or officer of the Corporation for the payment of taxes pursuant to Federal, State or local law.

Section 6.2

Preservation of Rights. Any repeal or modification of this Article by the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Director or former Director may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Director of the corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE VII

Indemnification

- Section 7.1 **Mandatory Indemnification of Directors and Officers.** The Corporation shall indemnify, to the fullest extent now or hereafter permitted by law, (including but not limited to the indemnification provided by Chapter 57, Subchapter D of the NPCL) each Director or officer (including each former director or officer) of the Corporation who was or is made a party to or a witness in or is threatened to be made a party to or a witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that she or she is or was an authorized representative of the Corporation, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.
- Section 7.2 **Mandatory Advancement of Expenses to Directors and Officers.** The Corporation shall pay expenses (including attorneys' fees and disbursements) incurred by a Director or officer of the Corporation referred to in Section 7.1 hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 7.1 hereof in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such Director or officer shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such Director or officer to repay all amounts advanced if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as provided in Section 7.4 hereof.
- Section 7.3 **Permissive Indemnification and Advancement of Expenses.** The Corporation may, as determined by the Board of Directors from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an authorized representative of the Corporation, both as to action in his or her official capacity and as to action in another capacity while holding such office or position, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by him or her in conjunction with such action, suit or proceeding. The Corporation may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person by reason of his or her participation in an action, suit or proceeding referred to in this Section 7.3 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as provided in Section 7.4 hereof .

Section 7.4

Scope of Indemnification. Indemnification under this Article shall not be made by the Corporation in any case where a court determines that the alleged act, or failure to act, giving rise to the claim for indemnification (i.e. gross negligence or willful misconduct) is expressly prohibited by Chapter 57, Subchapter D of the NPCL or any successor statute as in effect at the time of such alleged action or failure to take action.

Section 7.5

Miscellaneous. Each Director and officer of the Corporation shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the corporation and shall inure to the benefit of the heirs, executors and administrators of such person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. Any repeal or modification of this Article by the members or the Board of Directors of the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any person may be entitled under this Article.

Section 7.6

Definition of Authorized Representative. For the purposes of this Article, the term, "authorized representative" shall mean a Director, trustee, officer, employee or agent of the Corporation or of any corporation controlled by the Corporation, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Corporation or by any corporation controlled by the Corporation, or person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the corporation. The term "authorized representative" shall not include money managers or investment advisors (or any employees thereof) hired by the Corporation.

ARTICLE VIII

Restrictions Regarding the Operations of the Corporation; Administration of Funds

- Section 8.1 **No Private or Political Beneficiaries.** In keeping with the statement of purpose of the Corporation as set forth in its Articles of Incorporation, no part of the earnings or assets of the Corporation shall inure to the benefit of any private individual, and no substantial part of the activities of the Corporation or of any recipient of its funds shall be to carry on propaganda or otherwise to attempt to influence legislation or to aid any political campaign on behalf of any candidate for public office.
- Section 8.2 **No Violation of Purposes.** In no event and under no circumstances shall the Board of Directors make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever the effect of which under applicable federal laws then in force will cause the corporation to lose its status as an organization to which contributions are deductible in computing the net income of the contributor for purposes of federal income taxation.
- Section 8.3 **Annual Report.** The Treasurer shall submit annually to the Board of Directors a statement containing those details required to be included under the provisions of the NPCL, the Articles of Incorporation of this Corporation, as it may be amended from time to time or any successor statute governing Pennsylvania nonprofit corporations or these Bylaws.
- Section 8.4 **Books and Records.** This Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Board of Directors and Committees. The corporation will keep at its registered office the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.
- Section 8.5 **Tax Records.** The Corporation shall maintain at its principal office a copy of its application for exemption and all tax returns filed with the Internal Revenue Service. Such documents shall be made available during regular business hours for inspection by any person requesting to see them.
- Section 8.6 **General Contributions.** The Corporation shall be entitled to accept contributions in the form of currency, donated land, buildings, property, equipment and materials and bequests from individuals, corporations, other businesses, foundations and federated fundraising organizations.
- Section 8.7 **Fundraising.** The Corporation shall be entitled to conduct fundraising events and activities in order to raise funds to finance the Corporation's programs and activities.
- Section 8.8 **Grants.** The Corporation shall have the right to apply for any and all necessary grants, donations, contributions and endowments from individuals, corporations, other businesses, government agencies and authorities required for the conduct of its business. The Corporation shall also have the right to enter into and to carry out contracts in connection with such grants, donations, contributions and endowments with such entities. The Corporation in carrying out its purposes may also make donations, contributions and grants to individuals, corporations and other entities upon such terms and conditions as the corporation shall deem appropriate.

ARTICLE IX

Bylaw Amendments

Section 9.1

Authority. Subject to the rights of the members set forth in the NPCL, these Bylaws may be altered, amended and/or repealed from time to time by the affirmative vote of a majority of the Directors entitled to vote.

Section 9.2

Notice. The Directors of the Corporation shall be given at least ten (10) days' prior written notice of any Board meeting at which proposed changes to the Bylaws of the Corporation are to be considered or acted upon. Such written notice shall identify the specific sections of the Bylaws which are under consideration and the proposed changes thereto.

Section 9.3

Adoption and Effective Date. These Bylaws, which are supplemental to the Pennsylvania Nonprofit Corporation Law of 1988, as the same may be in effect from time to time, were adopted as the Bylaws of the Corporation as of the 1st day of September, 2012, by the Board of Directors, and shall be effective as of said date.