

**BYLAWS
OF
LOWER MACUNGIE TOWNSHIP
HISTORICAL SOCIETY
A Pennsylvania Nonprofit Corporation**

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ARTICLE I

OFFICES AND FISCAL YEAR

Section 1.01. Registered Office. The registered office of the corporation in Pennsylvania shall be at 3299 Brookside Road, Macungie, Pennsylvania 18062, until otherwise established by an amendment of the articles or by the board of directors and a record of such change is filed with the Department of State in the manner provided by law.

Section 1.02. Other Offices. The corporation may also have offices at such other places within or without Pennsylvania as the board of directors may from time to time appoint or the business of the corporation may require.

Section 1.03. Fiscal Year. The fiscal year of the corporation shall begin on the 1st day of January in each year.

ARTICLE II

PURPOSES

Section 2.01. Purposes. The purposes of this Society are:

- (a) To restore the Wescosville Log House;

(b) To shelter and preserve selected landmarks and memorabilia of Lower Macungie Township;

(c) To encourage the preservation of items and structures of historical interest in Lower Macungie Township;

(d) To make its facilities, records and historical artifacts available for research and educational purposes.

ARTICLE III

NOTICE - WAIVERS - MEETINGS GENERALLY

Section 3.01. Manner of Giving Notice.

(a) General Rule. Whenever written notice is required to be given to any person under the provisions of the Nonprofit Corporation Law or by the articles or 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 telegram, telex or TWX (with answerback received) or courier service, charges prepaid, or by telecopier, to the address of the person appearing on the books of the corporation or, in the case of directors, supplied by the director to the corporation for the purpose of notice. If the notice is sent by mail, telegraph 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 telegraph office or courier service for delivery to that person or, in the case of telex or TWX, when dispatched or, in the case of telecopier, when received. A notice of meeting shall specify the place, day and hour of the meeting and any

other information required by any other provision of the Nonprofit Corporation Law, the articles, or these bylaws.

(b) Adjourned Member Meetings. When a meeting of members 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 the adjournment is taken, unless the board fixes a new record date for the adjourned meeting.

Section 3.02. Notice of Meeting of Board of Directors. Notice of a regular meeting of the board of directors need not be given. Notice of every special meeting of the board of directors shall be given to each director by telephone or in writing at least twenty-four (24) hours (in the case of notice by telephone, telex, TWX or telecopier) or forty-eight (48) hours (in the case of notice by telegraph, courier service or express mail) or five (5) days (in the case of notice by first class mail) before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in a notice of the meeting.

Section 3.03. Notice of Meetings of Members.

(a) General Rule. Written notice of every meeting of the members shall be given by, or at the direction of, the corresponding secretary to each member of record entitled to vote at the meeting at least:

(1) ten (10) days prior to the day named for a meeting called to consider the filing of bankruptcy, amendment of

the Articles of Incorporation, merger, consolidation, sale of assets, a division, voluntary dissolution and/or involuntary liquidation; or,

(2) five (5) days prior to the day named for the meeting in any other case.

If the corresponding secretary fails to give notice of a meeting within ten (10) days of a request to do so or refuses to give notice of a meeting, the person or persons calling the meeting may do so. In the case of a special meeting of members, the notice shall specify the general nature of the business to be transacted.

(b) Notice of Action by Members on Bylaws. In the case of a meeting of members that has as one of its purposes action on the bylaws, written notice shall be given to each member that the purpose, or one of the purposes, of the meeting is to consider the adoption, amendment or repeal of the bylaws. There shall be included in, or enclosed with, the notice a copy of the proposed amendment or a summary of the changes to be effected thereby.

Section 3.04. Waiver of Notice.

(a) Written Waiver. Whenever any written notice is required to be given under the provisions of the Nonprofit Corporation Law, or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Except as otherwise required by this subsection, neither the business to be transacted at, nor the purpose of, a meeting need be specified in

the waiver of notice of the meeting. In the case of a special meeting of members, the waiver of notice shall specify the general nature of the business to be transacted.

(b) Waiver by Attendance. Attendance of a person at any meeting shall constitute a waiver of notice of the 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.

Section 3.05. Use of Conference Telephone and Similar Equipment. One or more persons may participate in a meeting of the board of directors or the members of the corporation 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 section shall constitute presence in person at the meeting.

ARTICLE IV

Members

Section 4.01. Place of Meeting. All meetings of the members of the corporation shall be held at the registered office of the corporation unless another place is designated by the board of directors in the notice of a meeting.

Section 4.02. Annual Meeting. The board of directors may fix the date and time of the annual meeting of the members, but if no such date and time is fixed by the board, the meeting for any

calendar year shall be held on the fourth Wednesday of April in such year, at 7:30 o'clock p.m., and at said meeting the members then entitled to vote shall elect directors and shall transact such other business as may properly be brought before the meeting. If the annual meeting shall not have been called and held within six (6) months after the designated time, any member may call the meeting at any time thereafter.

Section 4.03. Special Meetings.

(a) Call of Special Meetings. Special meetings of the members may be called at any time:

- (1) by the board of directors; or,
- (2) unless otherwise provided in the articles, by members entitled to cast at least twenty (20%) percent of the votes that all members are entitled to cast at the particular meeting.

(b) Fixing the Time for Meeting. At any time, upon written request of any person who has called a special meeting, it shall be the duty of the corresponding secretary to fix the time of the meeting which shall be held not more than sixty (60) days after the receipt of the request. If the corresponding secretary neglects or refuses to fix the time of the meeting, the person or persons calling the meeting may do so.

Section 4.04. Quorum and Adjournment.

(a) General Rule. A meeting of the members of the corporation duly called shall not be organized for the transaction of business unless a quorum is present. The presence

of at least fifty-one percent (51%) of members entitled to cast votes on a particular matter to be acted upon at the meeting shall constitute a quorum

for the purposes of consideration and action on the matter.

(b) Withdrawal of a Quorum. 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.

(c) Adjournment for Lack of Quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as provided in the Nonprofit Corporation Law, adjourn the meeting to such time and place as they may determine.

(d) Adjournments Generally. Any meeting at which directors are to be elected shall 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 vote shall direct, until the directors have been elected. Any other regular or special meeting may be adjourned for such period as the members present and entitled to vote shall direct.

(e) Electing Directors at Adjourned Meeting. Those members entitled to vote who attend a meeting called for the election of directors that has been previously adjourned for lack of a quorum, although less than a quorum as fixed in this section, shall nevertheless constitute a quorum for the purposes of electing officers.

(f) Other Action in Absence of Quorum. Those members entitled to vote who attend a meeting of the members that has been previously adjourned for one or more periods aggregating at least fifteen (15) days because of an absence of a quorum, although less than a quorum as fixed in this section, shall nevertheless constitute a quorum for the purpose of acting upon any matter set forth in the notice of the meeting if the notice states that those members who attend the adjourned meeting shall nevertheless constitute a quorum for the purpose of acting upon the matter.

Section 4.05. Action by Members.

(a) General Rule. Except as otherwise provided in the Nonprofit Corporation Law or the articles or these bylaws, whenever any corporate action is to be taken by vote of the members of the corporation, it shall be authorized by a majority of the votes cast at a duly organized meeting of the members.

(b) Approval of Fundamental Changes. The corporation shall not effect any amendment of the Articles of Incorporation, merger or consolidation, transfer of all or substantially all of the property and assets of the corporation, conversion, and/or involuntary dissolution unless the action is adopted by vote of the members entitled to cast a majority of the votes that all members are entitled to cast thereon.

(c) Interested Members. Any merger or consolidation, exchange of and/or sale of all or substantially all

of the property or assets of the corporation between the corporation or subsidiary thereof and a member of this corporation, or any voluntary liquidation authorized under 15 Pa. C. S. Subchapter 19F in which a member is treated differently from other members, shall require the affirmative vote of the members entitled to cast at least a majority of the votes that all members other than the interested member are entitled to cast with respect to the transaction, without counting the vote of the interested member. For the purposes of the preceding sentence, interested member shall include the member who is a party to the transaction or who is treated differently from other members any person, or group of persons, that is acting jointly or in concert with the interested member and any person who, directly or indirectly, controls, is controlled by or is under common control with the interested member. An interested member shall not include any person who, in good faith and not for the purpose of circumventing this subsection, is an agent, bank, broker, nominee or trustee for one or more other persons, to the extent that the other person or persons are not interested members.

(d) Exceptions. Subsection (c) shall not apply to a transaction:

(1) that has been approved by a majority vote of the board of directors without counting the vote of directors who:

(i) are directors or officers of, or have a material equity interest in, the interested member; or,

(ii) were nominated for election as a director by the interested member, and first elected as a director, within twenty-four (24) months of the date of the vote on the proposed transaction;

(e) Additional Approvals. The approvals required by Subsection (c) shall be in addition to, and not in lieu of, any other approval required by the Nonprofit Corporation Law, the articles or these bylaws, or otherwise.

Section 4.06. Organization. At every meeting of the members, the president, or, in the case of vacancy in office or absence of the president, the vice president, or a person chosen by vote of the members present, shall act as chairman of the meeting. The recording secretary or, in the absence of the recording secretary, a person appointed by the chairman of the meeting, shall act as recording secretary.

Section 4.07. Voting Rights of Members. Unless otherwise provided in the articles, every member of the corporation shall be entitled to one vote.

Section 4.08. Voting.

(a) General Rule.

(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 to act for the member by proxy.

(2) The presence of, or vote or other action at a meeting of members, or the expression of consent or dissent to corporate action in writing, by a proxy of a member shall constitute the presence of, or vote or action by, or written consent or dissent of the member.

(b) Minimum Requirements. Every proxy shall be executed in writing by the member or by the duly authorized attorney-in-fact of the member and filed with the recording secretary of the corporation. A proxy, unless coupled with an interest, 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 recording 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. 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 the death or incapacity is given to the recording secretary of the corporation.

Section 4.09. Voting by Corporate Members. Any corporation that is a member of this corporation may vote by any of its officers or agents, or by proxy appointed by any officer or agent, unless some other person, by resolution of the board of directors of the other corporation or a provision of its articles or bylaws, a copy of which resolution or provision certified to be correct by one of its officers has been filed with the recording

secretary of this corporation, is appointed its general or special proxy in which case that person shall be entitled to vote.

ARTICLE V

BOARD OF DIRECTORS

Section 5.01. Powers and Personal Liability.

(a) Standard of Care and Justifiable Reliance. A

director shall stand in a fiduciary relation to the corporation and shall perform his or her duties as a director, including duties as a member of any committee of the board 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:

(1) One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented.

(2) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person.

(3) A committee of the board 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.

(b) Consideration of Factors. In discharging the duties of their respective positions, the board of directors, committees of the board and individual directors may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon 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 Subsection (b).

(c) Presumption. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take action shall be presumed to be in the best interests of the corporation.

(d) Personal Liability of Directors.

(1) A director 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 this section; and
- (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(2) The provisions of Paragraph (1) shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant to local, state or federal law.

(e) Notation of Dissent. A director who is present at a meeting of the board of directors, or of a committee of the board, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the director files a written dissent to the action with the recording secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the recording secretary of the corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of the action. Nothing in this section shall bar a director from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of such minutes, the director notifies the recording secretary, in writing, of the asserted omission or inaccuracy.

Section 5.02. Qualifications and Selection of Directors.

(a) Qualifications. Each director of the corporation shall be a member in good standing.

(b) Election of Directors. Except as otherwise provided in these bylaws, directors of the corporation shall be elected by the members. In elections for directors, voting need not be by ballot, except upon demand made by a member

entitled to vote at the election and before the voting begins. The candidates receiving the highest number of votes, up to the number of directors to be elected, shall be elected.

Section 5.03. Number and Term of Office.

(a) Number. The board of directors shall consist of such number of directors, not less than twelve (12) nor more than twenty-one (21), as may be determined from time to time by resolution of the board of directors.

(b) Election. The board of directors shall be elected at the annual meeting, with one-third (1/3) of the board to be elected each year. The term of office for each director shall be three (3) years.

(c) Term of Office. Each director shall hold office until the expiration of the term for which he or she was selected and until a successor has been selected and qualified or until his or her earlier death, resignation or removal. A decrease in the number of directors shall not have the effect of shortening the term of any incumbent director.

(d) Resignation. A director may resign at any time upon written notice to the corporation. The resignation shall be effective upon receipt thereof by the corporation or at such subsequent time as shall be specified in the notice of resignation.

Section 5.04. Vacancies. Vacancies in the board of directors, including vacancies resulting from an increase in the number of directors, may be filled by a majority vote of the

remaining members of the board though less than a quorum, or by a sole remaining director, and each person so selected shall be a director to serve for the balance of the unexpired term, and until a successor has been selected and qualified or until his or her earlier death, resignation or removal.

Section 5.05. Removal of Directors.

(a) Removal by the Members. The entire board of directors, or any individual director, may be removed from office without assigning any cause by the vote of members entitled to elect directors. In case the board or any one or more directors are so removed, new directors may be elected at the same meeting. The board of directors may be removed at any time with or without cause by the unanimous vote or consent of members entitled to vote thereon.

(b) Removal by the Board. 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 an offense punishable by imprisonment for a term of more than one (1) year or if, within sixty (60) days after notice of his or her selection, the director does not accept the office either in writing or by attending a meeting of the board of directors.

Section 5.06. Place of Meeting. Meetings of the board of directors may be held at such place within or without Pennsylvania as the board of directors may from time to time appoint or as may be designated in the notice of the meeting.

Section 5.07. Organization of Meetings. At every meeting of the board of directors, the president, or, in the case of a vacancy in the office or absence of the president, the vice president, or a person chosen by a majority of the directors present, shall act as chairman of the meeting. The recording secretary, or, in the absence of the recording secretary, any person appointed by the chairman of the meeting, shall act as secretary.

Section 5.08. Regular Meetings. Regular meetings of the board of directors shall be held at such time and place as shall be designated from time to time by resolution of the board of directors.

Section 5.09. Special Meetings. Special meetings of the board of directors shall be held whenever called by the president or by two or more of the directors.

Section 5.10. Quorum of and Action by Directors.

(a) General Rule. A majority of the directors in office of the corporation shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the directors present and voting at a meeting at which a quorum is present shall be the acts of the board of directors.

(b) Action by Written Consent. Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the directors in office is filed with the recording secretary of the corporation.

Section 5.11. Committees.

(a) Establishment and Powers. The board of directors may, by resolution adopted by a majority of the directors in office, establish one or more committees to consist of one or more directors of the corporation. Any committee, to the extent provided in the resolution of the board of directors, may have and may exercise all of the powers and authority of the board of directors except that a committee shall not have any power or authority as to the following:

(1) The submission to members of any action requiring approval of members under the Nonprofit Corporation Law.

(2) The creation or filling of vacancies in the board of directors.

(3) The adoption, amendment or repeal of these bylaws.

(4) The amendment or repeal of any resolution of the board that by its terms is amendable or repealable only by the board.

(5) Action on matters committed by a resolution of the board of directors to another committee of the board.

(b) Alternate Committee Members. The board 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 or for the purposes of any written action by the committee. In the absence or disqualification of a

member and alternate member or members of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not constituting a quorum, may unanimously appoint another director to act at the meeting in the place of the absent or disqualified member.

(c) Term. Each committee member of the board shall serve at the pleasure of the board.

(d) Committee Procedures. The term "board of directors" or "board," when used in any provision of these bylaws relating to the organization or procedures of or the manner of taking action by the board of directors, shall be construed to include and refer to any executive or other committee of the board.

Section 5.12. Compensation. The board of directors shall have the authority to fix the compensation of directors for their services as directors and a director may be a salaried officer of the corporation.

ARTICLE VI

OFFICERS

Section 6.01. Officers Generally.

(a) Number, Qualifications and Designation. The officers of the corporation shall be a President, a Vice President, a Recording Secretary, a Corresponding Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of Section 6.03. Officers must be members in good

standing of the corporation. The board of directors may elect from among the members of the board who shall be officers of the corporation. Any number of offices may be held by the same person.

(b) Resignations. Any officer may resign at any time upon written notice to the corporation. The resignation shall be effective upon receipt thereof by the corporation or at such subsequent time as may be specified in the notice of resignation.

(c) Bonding. The corporation may secure the fidelity of any or all of its officers by bond or otherwise.

(d) Standard of Care. Except as otherwise provided in the articles, an officer shall perform his or her duties as an officer in good faith, in a manner he or she 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 person who so performs his or her duties shall not be liable by reason of having been an officer of the corporation.

Section 6.02. Election and Term of Office. The officers of the corporation, except those elected by delegated authority pursuant to Section 6.03, shall be elected annually by the board of directors, and each such officer shall hold office for a term of one (1) year and until a successor has been selected and qualified or until his or her earlier death, resignation or removal. No officer shall serve more than six (6) consecutive terms.

Section 6.03. Subordinate Officers, Committees and Agents. The board of directors may from time to time elect such

other officers and appoint such committees, employees or other agents as the corporation may require, including one or more assistant secretaries, and one or more assistant treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws or as the board of directors may from time to time determine. The board of directors may delegate to any officer or committee the power to elect subordinate officers and to retain or appoint employees or other agents, or committees thereof and to prescribe the authority and duties of such subordinate officers, committees, employees or other agents.

Section 6.04. Removal of Officers and Agents. Any officer or agent of the corporation may be removed by the board of directors with or without cause. The removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 6.05. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the board of directors or by the officer or committee to which the power to fill such office has been delegated pursuant to Section 6.03, as the case may be, and if the office is one for which these bylaws prescribe a term, shall be filled for the unexpired portion of the term.

Section 6.06. Authority. All officers of the corporation, as between themselves and the corporation, shall have such authority and perform such duties in the management of the corporation as may be provided by or pursuant to resolutions or orders of the board of directors or in the absence of controlling provisions in the resolutions or orders of the board of directors, as may be determined by or pursuant to these bylaws.

Section 6.07. The President. The president shall be the chief executive officer of the corporation and shall have general supervision over the operations of the corporation, subject however, to the control of the board of directors. The president shall sign, execute, and acknowledge, in the name of the corporation, deeds, mortgages, bonds, contracts or other instruments authorized by the board of directors, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors, or by these bylaws, to some other officer or agent of the corporation; and, in general, shall perform all duties incident to the office of president and such other duties as from time to time may be assigned by the board of directors.

Section 6.08. The Vice President. The vice president shall perform such duties as are assigned by the president, and all the duties of the president during the absence of the president.

Section 6.09. The Recording Secretary. The recording secretary or an assistant secretary shall attend all meetings of

the members and of the board of directors and shall record all the votes of the members and of the directors and the minutes of the meetings of the members and of the board of directors in a book or books to be kept for that purpose; shall see that records and reports are properly kept and filed by the corporation as required by law; shall be the custodian of the seal of the corporation and see that it is affixed to all documents to be executed on behalf of the corporation under its seal; shall keep the corporation's records, which shall be open to inspection by the members at all reasonable times; and, in general, shall perform all duties incident to the office of recording secretary, and such other duties as may from time to time be assigned by the board of directors or the president.

Section 6.10. The Corresponding Secretary. The corresponding secretary or an assistant secretary shall serve as correspondent and shall issue notices for all meetings, conduct the correspondence of the corporation and keep records of the correspondence, which shall be open to inspection by the members at all reasonable times.

Section 6.11. The Treasurer. The treasurer or an assistant treasurer shall have or provide for the custody of the funds or other property of the corporation; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the corporation; shall deposit all funds in his or her custody as treasurer in such banks or other places of deposit as the board of directors

may from time to time designate; shall, whenever so required by the board of directors, render an account showing all transactions as treasurer and the financial condition of the corporation; and, in general, shall discharge such other duties as may from time to time be assigned by the board of directors or the president.

Section 6.12. Salaries. The salaries of the officers elected by the board of directors shall be fixed from time to time by the board of directors or by such officer as may be designated by resolution of the board. The salaries or other compensation of any other officers, employees and other agents shall be fixed from time to time by the officer or committee to which the power to elect such officers or to retain or appoint such employees or other agents has been delegated pursuant to Section 6.03. No officer shall be prevented from receiving such salary or other compensation by reason of the fact that the officer is also a director of the corporation.

ARTICLE VII

CERTIFICATES OF MEMBERSHIP

Section 7.01. Membership Certificates. Certificates of membership of the corporation shall be in such form as approved by the board of directors, and shall state that the corporation is incorporated under the laws of Pennsylvania, the name of the person to whom issued, and the designation of the series (if any) that the certificate represents. The membership register and blank

membership certificates shall be kept by the corresponding secretary or by any agent designated by the board of directors for that purpose.

Section 7.02. Issuance. The membership certificates of the corporation shall be recorded in the membership register of the corporation as they are issued. They shall be signed by the president and by the treasurer, and shall bear the corporate seal, which may be a facsimile, engraved or printed. In case any officer who has signed any membership certificate shall have ceased to be such officer because of death, resignation or otherwise, before the certificate is issued, it may be issued with the same effect as if the officer had not ceased to be such at the date of its issue. The provisions of this Section 7.02 shall be subject to any inconsistent or contrary agreement at the time between the corporation and any transfer agent or registrar.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

Section 8.01 Scope of Indemnification.

(a) General Rule. 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, gross negligence or act giving rise to strict or products liability, except:

(1) where such indemnification is expressly prohibited by law;

(2) where the conduct of the indemnified representative has been finally determined pursuant to Section 8.06 of these Bylaws or otherwise;

(i) to constitute willful misconduct or recklessness as determined by a court of competent jurisdiction, or any applicable provisions of law, sufficient in the circumstances to bar indemnification against liabilities arising from the conduct; or

(ii) to be based upon or attributable to the receipt by the indemnified representative from the corporation of a personal benefit to which the indemnified representative is not legally entitled; or,

(3) to the extent such indemnification has been finally determined in a final adjudication pursuant to Section 7.06 of these Bylaws to be otherwise unlawful.

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

(d) Definitions. 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 of the corporation (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 any 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 or investigative, whether formal or informal, and whether brought by or in the right of the corporation, a class of its security holders or otherwise.

Section 8.02. Proceedings Initiated by Indemnified Representatives. 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 a majority of the directors in office. This section does not apply to reimbursement of expenses incurred in successfully prosecuting or defending an arbitration under Section 8.06 or otherwise successfully prosecuting or defending the rights of an indemnified representative granted by or pursuant to this Article.

Section 8.03. Advancing Expenses. The corporation shall pay the expenses (including attorneys' fees and disbursements) incurred in good faith by an indemnified representative in advance of the final disposition of a proceeding described in Section 7.01

or the initiation of or participation in which is authorized pursuant to Section 8.02 upon receipt of an undertaking by or on behalf of the indemnified representative to repay the amount if it is ultimately determined pursuant to Section 8.06 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.

Section 8.04. Securing of Indemnification Obligations.

To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the corporation may 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 appropriate. Absent fraud, the determination of the board of directors 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.

Section 8.05. Payment of Indemnification. An

indemnified representative shall be entitled to indemnification within thirty (30) days after a written request for indemnification has been delivered to the ^{reading} secretary of the corporation.

Section 8.06. 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 of otherwise.

Section 8.07. Mandatory Indemnification of Directors, Officers, Etc. To the extent that an authorized representative of the corporation has been successful on the merits or otherwise in defense of any action or proceeding regarding third-party actions or derivative actions in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees and disbursements) actually and reasonably incurred by such person in connection therewith.

Section 8.08. Contract Rights, 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.

Section 8.09. 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 of 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 and personal representatives of such a person.

Section 8.10. 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 by this Article.

ARTICLE IX

MISCELLANEOUS

Section 9.01. Corporate Seal. The corporation shall have a corporate seal in the form of a circle containing the name of the corporation, the year of incorporation and such other details as may be approved by the board of directors.

Section 9.02. Checks. All checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons as the board of directors or any person authorized by resolution of the board of directors may from time to time designate.

Section 9.03. Contracts.

(a) General Rule. Except as otherwise provided in the Nonprofit Corporation Law, in the case of transactions that require action by the members, the board of directors may authorize any officer or agent to enter into any contract or to execute or deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

(b) Statutory Form of Execution of Instruments. Any note, mortgage, evidence of indebtedness, contract or other document, or any assignment or endorsement thereof, executed or entered into between the corporation and any other person, when signed by one or more officers or agents having actual or apparent authority to sign it, or by the president or vice president and recording secretary or treasurer of the corporation, shall be held to have been properly executed for and on behalf of the corporation, without prejudice to the rights of the corporation against any person who shall have executed the instrument in excess of his or her actual authority.

Section 9.04. Interested Directors or Officers; Quorum.

(a) General Rule. A contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and another corporation, partnership, joint venture, trust or other enterprise in which one or more of its directors or officers are directors or officers or have a financial or other interest, shall not be void or voidable

solely for that reason, or solely because the director or officer is present at or participates in the meeting of the board of directors that authorizes the contract or transaction, or solely because his, her or their votes are counted for that purpose, if:

(1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors and the board authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors even though the disinterested directors are less than a quorum;

(2) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the members entitled to vote thereon and the contract or transaction is specifically approved in good faith by vote of those members; or

(3) the contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the board of directors or the members.

(b) Quorum. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board which authorizes a contract or transaction specified in Subsection (a).

Section 9.05. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may approve or designate, and all such

funds shall be withdrawn only upon checks signed by such one or more officers or employees as the board of directors shall from time to time determine.

Section 9.06. Corporate Records.

(a) Required Records. The corporation shall keep complete and accurate books and records of account, minutes of the proceedings of the incorporators, members and directors and a membership register giving the names and addresses of all members. The register shall be kept at either the registered office of the corporation in Pennsylvania or at its principal place of business wherever situated. Any books, minutes or other records may be in written form or any other form capable of being converted into written form within a reasonable time.

(b) Right of Inspection. Every member shall, upon written verified demand 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 incorporators, members and directors and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of the person as a member. In every instance where an attorney or other agent is the person who seeks the right of inspection, the demand shall be accompanied by a verified power of attorney or other writing that authorizes the attorney or other agent to so act on behalf of the member. The demand shall be directed to the corporation at its registered

office in Pennsylvania or at its principal place of business wherever situated.

Section 9.07. Financial Reports. Unless otherwise agreed between the corporation and a member, the corporation shall furnish to its members annual financial statements, including at least a balance sheet as of the end of each fiscal year and a statement of income and expenses for the fiscal year. The financial statements shall be prepared on the basis of generally accepted accounting principles, and may be consolidated statements of the corporation and one or more of its subsidiaries. The financial statements shall be mailed by the corporation to each of its members entitled thereto within one hundred twenty (120) days after the close of each fiscal year and, after the mailing and upon written request, shall be mailed by the corporation to any member or beneficial owner entitled thereto to whom a copy of the most recent annual financial statements has not previously been mailed. Statements that are audited or reviewed by a public accountant shall be accompanied by the report of the accountant; in other cases, each copy shall be accompanied by a statement of the person in charge of the financial records of the corporation:

(1) Stating his reasonable belief as to whether or not the financial statements were prepared in accordance with generally accepted accounting principles and, if not, describing the basis of presentation.

(2) Describing any material respects in which the financial statements were not prepared on a basis consistent with those prepared for the previous year.

Section 9.08. Amendment of Bylaws. Except as otherwise provided in the Nonprofit Corporation Law or these bylaws, these bylaws may be amended or repealed, or new bylaws may be adopted, either (i) by vote of the members, or (ii) with respect to those matters that are not by statute committed expressly to the members and regardless of whether the members have previously adopted or approved the bylaw being amended or repealed, by vote of a majority of the board of directors of the corporation in office at any regular or special meeting of directors. Any change in these bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change.