



FOR YOUTH DEVELOPMENT®
FOR HEALTHY LIVING
FOR SOCIAL RESPONSIBILITY

AMENDED AND RESTATED BYLAWS OF
YOUNG MEN’S CHRISTIAN ASSOCIATION OF CARLISLE

ARTICLE I - NAME AND PURPOSE

Section 1.01 Name. The name of the organization is Young Men’s Christian Association of Carlisle being a Pennsylvania nonprofit corporation (the “Corporation”).

Section 1.02 Office. The principal office of the Corporation shall be located in Cumberland County, Pennsylvania, or in such other location as the board of directors of the Corporation (the “Board”) from time-to-time may determine or the purpose of the Corporation may require.

Section 1.03 Purpose. The purposes of the Corporation shall be those set forth in its Articles of Incorporation, as may be amended from time-to-time. The Corporation is an organization classified as a public charity under 26 U.S.C.A. §501(c)(3) of the Internal Revenue Code of 1986, as amended, and shall conform to all applicable requirements set forth therein. No part of the net earnings of the Corporation shall inure to the benefit of any person having a personal and private interest in its activities, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

Section 1.04 National Council Membership. The Corporation shall be a member of the association of the National Council of Young Men’s Christian Associations of the United States of America (the “National Council”) and participate in the national and international YMCA movement. Furthermore, the Corporation shall adhere to the requirements for membership in the National Council and shall demonstrate its support for the cause and the reputation of the YMCA Movement.

ARTICLE II - MEMBERS

Section 2.01 Membership. Membership in the Corporation shall be open to all persons interested in the Corporation’s purposes (the “Members”), subject to the payment of annual membership dues and any other standards as determined by the Board and set forth in the Corporation’s policy with respect to Members. The Board may establish categories, criteria, fees, and/or requirements for membership in the Corporation. The Board, in accordance with Section 4.09 hereof, may remove any Member who is not adhering to any of the requirements for membership in the Corporation.

Section 2.02 Classes of Membership. The Corporation shall have one (1) class of members.

Section 2.03 Membership Voting Rights. The Members shall not be entitled to vote on any matter of the Corporation.

Section 2.04 Membership Meetings. It shall not be necessary that any meeting of the Members occur as the Members have no voting rights with respect to any matters of the Corporation, therefore these Bylaws do not contain any requirements for any meetings of the Members. Members may attend the annual meeting of the Board.

ARTICLE III - BOARD OF DIRECTORS

Section 3.01 General Powers of Directors. The business and affairs of the Corporation shall be managed by or under the direction of the Board. The Board, in accordance with Section 4.09 hereof, may adopt such rules and procedures, not inconsistent with the Certificate of Incorporation, these Bylaws, or applicable law, as it may deem proper for the conduct of its meetings and the management of the Corporation.

Section 3.02 Composition of Directors. The number of directors of the Board (each a "Director" and collectively, the "Directors") shall be not less than fifteen (15) or more than twenty-five (25) adult individuals who have attained the age of twenty-one (21) years. Within the specified limits, the number of the Directors can be increased or decreased from time-to-time, by the Board (in accordance with Section 4.09 hereof), but no decrease shall shorten the term of a Director then in office. Directors may be but shall not be required to be Members.

Section 3.03 Nomination of Directors. The committee of the Board devoted to the development and governance of the Board (the "Board Development Committee") shall submit names of any person nominated to be a Director and to be voted upon at the next annual meeting of the Board. Any of the Directors can nominate a candidate to serve as a Director, in writing to the Board Development Committee, no later than forty-five (45) days before the next annual meeting of the Board.

Section 3.04 Election of Directors. The Board shall elect the Directors, in accordance with Section 4.09 hereof, with such election to occur at the annual meeting of the Board.

Section 3.05 Term of Office for Directors. Each of the Directors shall hold office for three (3) years, unless, prior to then, they have resigned or been removed from office. Terms of the Directors shall be staggered so that, as nearly as possible, an equal number of terms shall expire each year. No Director shall serve more than two (2) consecutive three-year terms except for as provided in Section 3.06 hereof. Directors shall retire from active membership on the Board for at least one (1) year after serving the maximum number of terms for which they are permitted to serve as set forth in this Section and Section 3.06 hereof.

Section 3.06 Term of Office Extension for Directors. A Director may serve an additional one-year term as a Director immediately following such Director's completion of his/her second consecutive three-year term; provided, that, (a) such Director served as the President, Vice President, Treasurer, or Secretary in the third year of such Director's second consecutive three-year term; (b) during such Director's additional year of service, such Director is reelected to serve his/her second consecutive one-year term as an Officer in the same position in which he/she served in the immediately preceding year; and (c) such Director's additional year of service is approved by the Board, in accordance with Section 4.09 hereof.

Section 3.07 Newly Created Directorships. Any newly created directorships resulting from an increase in the authorized number of Directors shall be filled by the Board, in accordance with Section 4.09 hereof, at a regular or special meeting of the Board.

Section 3.08 Vacancies of Directors. Any vacancies occurring on the Board shall be filled by the affirmative vote of a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director. A Director so elected shall be elected to hold office until the earlier of the expiration of the term of office of the Director whom he or she has replaced or his/her resignation or removal.

Section 3.09 Resignation of Directors. Any Director may resign at any time by notice given either in writing or by electronic transmission to the President. Such resignation shall take effect at the date of receipt of such notice by the President or at such later time as specified therein.

Section 3.10 Removal of Directors. A Director may be removed from office, with or without cause, by the Executive Committee in accordance with Section 5.02 hereof. Upon the removal of a Director, an officer or agent of the Corporation shall provide notice by one of the means specified in Section 4.06 hereof to such removed Director informing him/her of his/her removal.

Section 3.11 Compensation of Directors. The Corporation shall not pay compensation to the Directors for services rendered to the Corporation in their capacity as directors, except that any of the Directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation. A Director may receive reasonable compensation for the performance of services provided to the Corporation in any capacity separate from his/her responsibilities as a Director when so authorized by the Board and in accordance with Article IX hereof.

ARTICLE IV - MEETINGS OF THE BOARD OF DIRECTORS

Section 4.01 Place of Meetings of the Board. All meetings of the Board shall be held at the principal office of the Corporation or such place, if any, within or outside of the Commonwealth of Pennsylvania, or by means of remote communication, as shall be designated from time-to-time by the Board and stated in the notice of meeting.

Section 4.02 Annual and Regular Meetings of the Board. An annual meeting of the Board shall be held at such time and place as determined by the Board for the election of Directors and officers of the Corporation and for the transaction of such other business as may properly come before the meeting. The Board shall use its best efforts to hold such meeting within one hundred twenty (120) days of the close of the fiscal year of the Corporation. At least six (6) regular meetings of the Board shall be held annually at such times as may be determined from time-to-time by the Board, in accordance with Section 4.09 hereof. An officer or agent of the Corporation shall provide notice of all annual and regular meetings of the Board on at least three (3) days' notice to each Director given by one of the means specified in Section 4.06 hereof.

Section 4.03 Special Meetings of the Board. Special meetings of the Board may be held at such times and at such places as may be determined by the President, the Board, or CEO of the Corporation on at least twenty-four (24) hours' notice to each Director given by one of the means specified in Section 4.06 hereof other than by mail or on at least three (3) days' notice if given by mail. Special meetings shall be called by the President or CEO in like manner and on like notice upon the written request of at least one-fourth (1/4) of the Directors.

Section 4.04 Remote Meetings of the Board. Meetings of the Board may be held by means of telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other and be heard. Participation by a Director in a meeting pursuant to this Section shall constitute presence in person at such meeting.

Section 4.05 Adjourned Meetings of the Board. A majority of the Directors present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn and reconvene such meeting to another time and place. At least twenty-four (24) hours' notice of any adjourned meeting of the Board shall be given to each Director whether or not present at the time of the adjournment, if such notice shall be given by one of the means specified in Section 4.06 hereof other than by mail, or at least three (3) days' notice if given by mail. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

Section 4.06 Notice of Meetings of the Board. Subject to Section 4.03, Section 4.05, and Section 4.10 hereof, whenever notice is required to be given to any Director by applicable law, the Certificate of Incorporation, or these Bylaws, such notice shall be deemed given effectively if given in person, by electronic mail to such Director's electronic mail address as it appears on the records of the Corporation, or by mail addressed to such Director at such Director's address as it appears on the records of the Corporation.

Section 4.07 Waiver of Notice Board Meetings. Whenever notice to the Directors is required by applicable law, the Certificate of Incorporation, or these Bylaws, a waiver thereof, in writing signed by, or by electronic transmission by, the Director entitled to the notice, whether before or after such notice is required, shall be deemed equivalent to notice.

Attendance by a Director at a meeting of the Board shall constitute a waiver of notice of such meeting except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in any waiver of notice.

Section 4.08 Quorum of Directors. The presence of one-third (1/3) of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 4.09 Action by Majority Vote of Directors. Except as otherwise provided by applicable law, the Certificate of Incorporation, or these Bylaws, the vote of a majority of the Directors present at a meeting of the Board at which a quorum is present shall be the act of the Board. No Director shall be permitted to vote by proxy.

Section 4.10 Action without Meeting of the Board. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if (a) at least twenty-four (24) hours' notice is given to each Director by one of the means specified in Section 4.06 hereof other than by mail or on at least three (3) days' notice if given by mail; and (b) a majority of the Directors consent thereto in writing or by electronic transmission. After an action is taken, the consent or consents relating thereto shall be filed with the minutes of proceedings of the Board in accordance with applicable law.

ARTICLE V - COMMITTEES OF THE BOARD OF DIRECTORS

Section 5.01 Committee Powers and Authority. The Board, in accordance with Section 4.09 hereof, may designate one or more committees of the Corporation. Any committee of the Board ("Committee") may be composed of persons who are not Directors; provided that at least one (1) Director is serving on such Committee. Any Committee, to the extent permitted by applicable law, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation to the extent so authorized by the Board.

Section 5.02 Quorum and Action by Committee. Unless the Board provides otherwise, at all Committee meetings, one-third (1/3) of the then authorized members of the Committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the Committee present at any meeting at which there is a quorum shall be the act of the Committee.

Section 5.03 Committee Rules and Procedures. Unless the Board provides otherwise, each Committee may make, alter, and repeal rules and procedures for the conduct of its business. Each Committee shall keep minutes of its meetings and submit reports to the Board summarizing the work it has completed. In the absence of such rules

and procedures each Committee shall conduct its business in the same manner as the Board conducts its business pursuant to Article IV hereof.

Section 5.04 Standing Committees. The Board may approve standing committees to serve as permanent Committees. All standing committees of the Board shall have a chairman who shall be appointed by the President, except the Executive Committee for which the President shall serve as the chairman. A list of the standing committees, their duties, and their composition, shall be maintained with the records of the Corporation. Such standing committees may, but shall not be required to, include the following committees: Executive Committee, Budget and Finance Committee, Board Development Committee, Property Committee, and Camping Committee, Financial Resources Committee, and Endowment Committee.

(a) Executive Committee. The executive committee of the Board (the "Executive Committee") shall consist of the President, Vice President, Treasurer, and Secretary; the chairmen of each of the other standing committees of the Board; and the CEO. The Executive Committee shall act for the Board in the interim between Board meetings but shall not have power to reverse any action or policy of the Board. It shall be the responsibility of the Executive Committee, in conjunction with the CEO, to act as a personnel committee to establish personnel policies and practices and to act as a long-range planning committee to give direction to the Corporation. The President shall be chairman of the Executive Committee, and a report of the Executive Committee shall be presented at all regular meetings of the Board.

(b) Budget and Finance Committee. The budget and finance committee of the Board shall be responsible for monitoring the monthly performance of the Corporation's operating budget; presenting monthly financial statements at scheduled board meetings; and recommending to the Board the annual operating budget including rates, fees, and expenditures for approval of the Board. The budget and finance committee of the Board shall also be responsible for cultivating the growth of all endowment funds of the Corporation, as to provide for future programs, facilities, and services.

(c) Board Development Committee. The board development committee of the Board shall be responsible for nominating and recruiting future members for the Board; orientation and training of new members of the Board; and general education of existing members of the Board regarding the Corporation's activities, mission, and role in the community.

(d) Property Committee. The property committee of the Board shall have general responsibility for the entire building and all other physical assets of the Corporation; be responsible for the alterations, repairs, new construction, or additions to the buildings or property of the Corporation; and recommend all contracts for work not in the current operating budget of the Corporation to the Board. At the direction of the Board, funds to accomplish the work of property

committee of the Board shall be provided in the budget of the Corporation, or otherwise procured or underwritten before any work is performed or materials ordered.

(e) Camping Committee. The camping services committee of the Board shall have responsibility for oversight of all day camp and resident camp programs of the Corporation and shall regularly review facilities, complete risk management reviews, evaluate programs, and plan to ensure that quality standards are met.

(f) Financial Resources Committee. The financial resources committee of the Board shall be responsible for strategic financial planning and the development of financial resources sufficient to carry on the mission and programs of the Corporation. financial resources committee of the Board shall oversee any annual fundraising campaigns and may establish ad-hoc committees to be charged with fundraising for special events.

(g) Endowment Committee. The endowment committee of the Board shall have oversight of any endowment fund of the Corporation. Duties of the endowment committee of the Board shall include promotion of any such funds, acknowledgement of contributions to any such funds, and review of the performance of any such funds as directed my any agreement governing any such funds.

Section 5.05 Ad-Hoc Committees. The Board may approve ad-hoc committees to serve as temporary Committees. All ad-hoc committees of the Board shall have a chairman who shall be appointed by the President. A list of the ad-hoc committees, their duties, and their composition, shall be maintained with the records of the Corporation. Such standing committees may, but shall not be required to, include a Membership and Marketing Committee and a Soccer Committee.

Section 5.06 Action without Meeting of Committees. Any action required or permitted to be taken at any Committee meeting may be taken without a meeting if one-third (1/3) of the members of the Committee consent thereto in writing or by electronic transmission. After an action is taken, the consent or consents relating thereto shall be filed with the minutes of proceedings of the Committee in accordance with applicable law.

Section 5.07 Remote Meetings of Committees. Committee meetings may be held by means of telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other and be heard. Participation by a member of a Committee in a meeting pursuant to this Section shall constitute presence in person at such meeting.

Section 5.08 Advisory Committees and Task Forces. The Board may establish advisory committees and task forces composed of persons who are not Directors to advise the Board on matters of interest. Such advisory committees and task forces have only such authority as they are given by the Board.

ARTICLE VI - OFFICERS, EMPLOYEES, AND AGENTS

Section 6.01 Officers. The officers of the Corporation (the "Officers") shall include the President, Vice President, Treasurer, Secretary, and CEO. Any two or more officer positions shall not be held by the same person. Officers may be but shall not be required to be Members. Except as specified in this Article, Officers may be but shall not be required to be Directors.

Section 6.02 Term of Officers. The President, Vice President, Treasurer, and Secretary shall be elected annually by the Board, in accordance with Section 4.09 hereof, at the annual meeting of the Board and shall hold a one (1) year term of office or until such Officer's earlier death, resignation, or removal. The President, Vice President, Treasurer, or Secretary shall not serve more than two (2) consecutive one-year terms. The President, Vice President, Treasurer, and Secretary shall retire from active membership on the Board for at least one (1) year after serving two (2) consecutive one-year terms.

Section 6.03 Removal of Officers. Any Officer may be removed at any time, with or without cause, by the Board in accordance with Section 4.09 hereof. Upon the removal of an Officer, an officer or agent of the Corporation shall provide notice by one of the means specified in Section 4.06 hereof to such removed officer informing him/her of his/her removal.

Section 6.04 Resignations of Officers. Any Officer may resign at any time by giving written notice of his/her resignation to the President or the Secretary. Any such resignation shall take effect at the time specified there in or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.05 Vacancies of Officers. Should any vacancy occur in the office of President, Vice President, Treasurer, and/or Secretary, the position shall be filled by the affirmative vote of a majority of the Directors then in office, although less than a quorum, or by a sole remaining Director. An Officer so elected shall be elected to hold office until the earlier of the expiration of the term of office of the Officer whom he or she has replaced or his/her resignation or removal.

Section 6.06 President. The president of the Corporation (the "President") shall be a Director and have general supervision over the business of the Corporation and other duties incident to the office of President, and any other duties as may be from time-to-time assigned to the President by the Board and subject to the control of the Board in each case. The President shall preside at all meetings of the Board and he or she shall be an ex-officio member of all committees of the Board. At the annual meeting of the Board, the President shall provide a summary of the activities of the Corporation throughout the preceding year. The President may also appoint committees of the Board and shall designate the chairman of all committees of the Board except for the Executive Committee for which the President shall serve as the chairman. The President may also appoint committees of the Board.

Section 6.07 Vice President. The vice president of the Corporation (the "Vice President") shall be a Director and have such powers and perform such duties as may be assigned to him or her from time-to-time by the Board or the President.

Section 6.08 Secretary. The secretary of the Corporation (the "Secretary") shall be a Director, keep the minutes of all meetings of the Board, and shall perform like duties for Committees when required. The secretary of the Corporation shall perform such other duties as may be prescribed by the Board or the President.

Section 6.09 Treasurer. The treasurer of the Corporation (the "Treasurer") shall be a Director and oversee the fiscal program of the Corporation. The Treasurer shall render to the President and the Directors, at the regular meetings of the Board, or whenever they may require it, a report of the financial condition of the Corporation and perform such other duties as may from time-to-time be prescribed by the Board.

Section 6.10 Chief Executive Officer. The Board shall employ a chief executive officer (the "CEO") who meets the qualifications required by the National Council of Young Men's Christian Associations of the United States of America (Y-USA). The Board shall determine a compensation that satisfies the IRS rebuttable presumption test: (a) review and approval by independent persons; (b) comparability data; and (c) contemporaneous substantiation of its deliberations and decision. The Board shall annually review the performance of the CEO against measurable goals and outcomes. The CEO shall report to the Board on all matters affecting the Corporation and shall perform such other duties as are assigned by the Board. The CEO shall be charged with the administration of all the affairs of the Corporation and with carrying out the policies and decisions of the Board. All other employees of the Corporation shall be hired and supervised by the CEO in accordance with any policy set by the Board and the CEO shall have the authority to discharge any employee of the Corporation. The CEO shall attend meetings of the Board and present a report to the Directors at each such meeting. Additionally, the CEO shall attend meetings of committees of the Board and be an ex-officio member of the Board and all committees of the Board. The CEO shall sign directives of the Corporation for the disbursement of funds, subject to the approval of the Board or the committee of the Board overseeing the financial resources of the Corporation. The CEO shall not be a Director of the Corporation and shall not serve as the President, Vice President, Secretary, or Treasurer. The CEO may be a Member of the Corporation.

Section 6.11 Employees and Other Agents. The Board and CEO may from time-to-time appoint such employees and other agents as they shall deem necessary, each of whom shall have such authority and perform such duties as the Board and CEO may from time-to-time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent of the Corporation any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

Section 6.12 Compensation of Officers. Any officer, employee, or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation

for services rendered to the Corporation when so authorized by the Board and in accordance with Article IX hereof.

Section 6.13 Delegation of Officer Duties. If Officer shall be absent, or for any other reason that the Board may deem sufficient, the President or the Board may delegate, for the time being, the powers or duties of such Officer to any other Officer or to any Director.

ARTICLE VII - THE BOARD OF TRUSTEES

Section 7.01 Duties of Trustees. The Board of Trustees of the Corporation (the "Trustees") shall offer guidance and support to the Corporation and participate in Committees and in discussions of the Corporation. "Trustee" is an honorary title that is a mark of distinction awarded to those who have demonstrated outstanding service and distinguished contributions to the mission of the Corporation. The Trustees shall have no governance responsibilities, as the Trustees are non-voting, non-governing advisors or with no decision-making powers with respect to the operation or governance of the Corporation. The Trustees may be empowered and charged by the President or the Board with such duties and responsibilities as the Board shall, from time-to-time, in the exercise of its discretion, deem fit and proper.

Section 7.02 Nomination of Trustees. The Board Development Committee may submit names of current or former Members or Directors to be nominated as Trustees to be elected by the Board at the annual meeting of the Board.

Section 7.03 Term of Trustees. Each Trustees shall hold such role until such Trustee's earlier death, resignation, or removal. There shall be no limit as to the number of Trustees.

Section 7.04 Meetings of Trustees. It shall not be necessary that any meeting of the Trustees occur as the Trustees have no voting rights with respect to any matters of the Corporation, therefore these Bylaws do not contain any requirements for any meetings of the Trustees. Trustees may attend the annual meeting of the Board.

Section 7.05 Resignation of Trustees. Any Trustee may resign at any time by notice given either in writing or by electronic transmission to the President and CEO. Such resignation shall take effect at the date of receipt of such notice by the President or at such later time as is therein specified.

Section 7.06 Removal of Trustees. Any Trustee may be removed, with or without cause, by the Board. Upon the removal of a Trustee, an officer or agent of the Corporation shall provide notice by one of the means specified in Section 4.06 hereof to such removed trustee informing him/her of his/her removal.

Section 7.07 Compensation of Trustees. The Corporation shall not pay compensation to the Trustees for services rendered to the Corporation in their capacity as trustees.

Section 7.08 Real Estate. Title to real estate, previously vested in the Trustees, shall hereafter be deemed and taken to be transferred to and vested in the Corporation without any further act or deed.

ARTICLE VIII - INDEMNIFICATION AND INSURANCE

Section 8.01 Indemnification. The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director, officer, agent, or representative of the Corporation or, while a director, officer, agent, or representative of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Indemnification shall not be made to or on behalf of any Covered Person if:

- (a) Such person's acts were committed in bad faith or were the result of such person's active and deliberate dishonesty;
- (b) Such person's acts were not reasonably believed to be in the best interests of, or opposed to, the Corporation;
- (c) Such person personally gained in fact a financial profit or other advantage to which such person was not legally entitled; or
- (d) With respect to any criminal proceeding, such person's conduct was unlawful.

The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that indemnification shall not be made to or on behalf of the Covered Person by reason of (a), (b), (c), and/or (d) above.

Section 8.02 Entitlement to Indemnification. Notwithstanding anything herein to the contrary, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board, in accordance with Section 4.09 hereof, except to the extent that a Covered Person has been successful on the merits or otherwise in defense of any Proceeding, the Corporation shall

be required to indemnify such Covered Person against expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person in connection therewith.

Section 8.03 Advancement of Expenses. The Board may but need not authorize the Corporation to pay the expenses (including attorneys' fees) actually and reasonably incurred by a Covered Person in defending any Proceeding in advance of its final disposition, upon (a) written request of such Covered Person, and (b) receipt of an undertaking by or on behalf of such Covered Person to repay all amounts advanced, if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such Covered Person is not entitled to be indemnified for such expenses under Section 8.01 hereof or otherwise. Payment of such expenses actually and reasonably incurred by such Covered Person, may be made by the Corporation, subject to such terms and conditions as the Board, in its discretion, deems appropriate.

Section 8.04 Insurance. The Corporation may purchase and maintain insurance on behalf of any Covered Person against any liability asserted against such Covered Person and incurred by such person in any such capacity, or arising out of such person's status as such.

Section 8.05 Personal Liability. Directors and officers of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless such person has breached or failed to perform the duties of such person's office under 15 Pa.C.S.A. § 5711 thru § 5717 and the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. The protection for directors and officers from personal liability in this Section shall not apply to their responsibility or liability pursuant to any criminal statute or their liability for the payment of taxes pursuant to local, state, or federal law.

Section 8.06 Repeal, Amendment, or Modification. Any amendment, repeal, or modification of this Article VIII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE IX - INTERESTED PARTY TRANSACTIONS

Section 9.01 Interested Party Transaction. For purposes of these Bylaws, an "Interested Party Transaction" is any contract or other transaction between the Corporation and (a) any present director of the Corporation (a "Present Director") or any individual who has served as a director of the Corporation in the five years preceding the transaction (a "Past Director"), (b) any family member of a Present Director or Past Director, (c) any corporation, partnership, trust, or other entity in which a Present Director or Past Director is a director, officer, or holder of a financial interest, (d) any present officer of the Corporation (a "Present Officer") or any individual who has served as an officer of the Corporation in the five years preceding the transaction (a "Past Officer"), (e) any family member of a Present Officer or Past Officer, or (f) any corporation, partnership, trust, or

other entity in which a Present Officer or Past Officer is a director, officer, or holder of a financial interest.

Section 9.02 Conflict of Interest Policy. the Corporation shall have a written policy regarding conflicts of interest and in any instance where the Corporation proposes to enter into an Interested Party Transaction it shall follow the procedures and rules set forth in such policy.

ARTICLE X - GENERAL PROVISIONS

Section 10.01 Fiscal Year. The Corporation's fiscal year shall be June 1 through May 31 of the following year.

Section 10.02 Books and Records. Any records administered by or on behalf of the Corporation in the regular course of its activities, including its books of account and minute books, may be maintained on any information storage device, method, or one or more electronic networks or databases (including one or more distributed electronic networks or databases); provided that the records so kept can be converted into clearly legible paper form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect such records pursuant to applicable law.

Section 10.03 Checks, Notes, Drafts, Etc. All checks, notes, drafts, or other orders for the payment of money of the Corporation shall be signed, endorsed, or accepted in the name of the Corporation by such officer, officers, person, or persons as from time-to-time may be designated by the Board or by an officer or officers authorized by the Board to make such designation.

Section 10.04 Annual Returns. The Board shall review the Corporation's annual filings with the Internal Revenue Service prior to their filing.

Section 10.05 Electronic Signatures. Wherever a written instrument is required to be executed by the Corporation, an electronic signature, whether digital or encrypted, which form of execution and transmission (including via facsimile, electronic mail, and/or electronic signature technology such as DocuSign), to the extent permitted by applicable law, shall be deemed to be acceptable and treated as if an original written signature had been affixed thereto and delivered in person.

Section 10.06 Conflict with Applicable Law or Certificate of Incorporation. These Bylaws are adopted subject to any applicable law and the Certificate of Incorporation. Whenever these Bylaws may conflict with any applicable law or the Certificate of Incorporation, such conflict shall be resolved in favor of such law or the Certificate of Incorporation.

Section 10.07 No Waiver. The failure of the Corporation to insist in any instance upon the strict performance of any of the terms, covenants, conditions, or restrictions of these

Bylaws, shall not be construed as a waiver or a relinquishment for the future of such term, covenant, condition, restriction, option, or right.

Section 10.08 Captions. Captions are inserted solely as a matter of convenience and shall not be relied upon or used in construing the text of these Bylaws.

Section 10.09 Gender, Singular, Plural. Whenever the context so permits, the use of the plural shall include the singular, the singular shall include the plural, and any gender shall be deemed to include all genders.

Section 10.10 Severability. If any provision of these Bylaws or any article, section, sentence, clause, phrase or word, or the application thereof in any circumstances be judicially held in conflict with the laws of the Commonwealth of Pennsylvania, then the said laws shall be deemed controlling and the validity of the remainder of the Bylaws and the application of any such provision, section, sentence, clause, phrase, or word in other circumstances shall not be affected thereby.

Section 10.11 Effective Date. These Bylaws shall become effective on the date of their adoption as reflected in the records of the Corporation.

ARTICLE XI - AMENDMENTS

Section 11.01 Proposal. Amendments to these Bylaws shall be proposed by any committee of the Board or by Directors entitled to cast at least twenty-six percent (26%) of the vote of the Board.

Section 11.02 Amendment. Except as may be provided otherwise by applicable law, these Bylaws may be altered, amended, restated, modified, or repealed at any regular or special meeting of the Board in accordance with Section 4.09 hereof. Notice of such proposed amendment, setting forth such proposed amendment, shall be given to each Director by one of the means specified in Section 4.06 hereof at least seven (7) days in advance of the meeting at which the amendment is to be voted upon.

Section 11.03 Written Amendment. All amendments to these Bylaws shall be evidenced by a written instrument filed with the records of the Corporation.

ARTICLE XII - MERGER AND DISSOLUTION

Section 12.01 Merger. In accordance with applicable law, and upon approval of the Board by a two-thirds (2/3) vote of the Directors, the Corporation may merge with one or more other entities, provided each such entity is qualified as exempt organizations under 26 U.S.C.A. §501(c)(3) and characterized as a public charity under 26 U.S.C.A. §509(a)(1) and 26 U.S.C.A. §509(a)(3) or similar provisions of the Internal Revenue Code of 1986, as amended, or any successor provisions thereof.

Section 12.02 Dissolution. Upon approval of the Directors by unanimous vote of the remaining Directors, although less than a quorum, or by a sole remaining Director, the Corporation may dissolve voluntarily. The Corporation shall, as speedily as possible, proceed to collect all sums due it, convert into cash all assets of the Corporation of which the conversion into cash is required to discharge its liabilities and, out of the assets of the Corporation, discharge or make adequate provision for the discharge of all liabilities of the Corporation, according to their respective priorities. Any surplus remaining after paying or providing for all liabilities of the Corporation shall be distributed to such to one or more other entities, provided each such entity is qualified as exempt organizations under 26 U.S.C.A. §501(c)(3) and characterized as a public charity under 26 U.S.C.A. §509(a)(1) and 26 U.S.C.A. §509(a)(3) or similar provisions of the Internal Revenue Code of 1986, as amended, or any successor provisions thereof and any regulations promulgated under such sections, having purposes similar to those of the Corporation as the Directors shall determine. Any such recipient(s) organizations shall be selected by the vote of a majority of the remaining Directors, although less than a quorum, or by the sole remaining Director.