

**AMENDED AND RESTATED
BYLAWS
OF
NATIONAL PINE FORGE ACADEMY ALUMNI ASSOCIATION
A PENNSYLVANIA NONPROFIT CORPORATION**

ARTICLE 1 - DEFINITIONS

Section 1.1. Definitions.

The following terms used in these Amended and Restated Bylaws (“Bylaws”) shall have the meanings set forth below:

- (a) “Act” means the Pennsylvania Nonprofit Corporation Law of 1988, as amended.
- (b) “Association” means National Pine Forge Academy Alumni Association.
- (c) “Board” means the Board of Trustees of the Association.
- (d) “Code” means the Internal Revenue Code of 1986, as amended.
- (e) “Trustee” means an individual serving on the Board.
- (f) “Member” means an individual that satisfies the requirements for membership as set forth in Section 5.1 of the Bylaws.
- (g) “Membership Register” means records administered by Association that provide the names, addresses, and class of each Member.
- (h) “Officer” means a person elected by the Board for an office specified in Article 10.
- (i) “Recklessness” means conduct that involves a conscious disregard of a substantial and unjustifiable risk.
- (j) “Representative” means a person occupying the position or discharging the functions of a Trustee, Officer, fiduciary, employee, or agent, regardless of the name or title by which the person may be designated.

ARTICLE 2 - PURPOSES

Section 2.1. Purposes.

The purposes of the Association are set forth in its Articles of Incorporation.

ARTICLE 3 - OFFICES

Section 3.1. Offices.

The registered office of the Association shall be located in Pennsylvania. The Association may have any number of other offices at such places as the Board may determine.

ARTICLE 4 - SEAL

Section 4.1. Seal.

The Association may use a corporate seal. The corporate seal, if any, shall bear the name of the Association, the year of its incorporation, and the words "Corporate Seal, Pennsylvania."

ARTICLE 5 - MEMBERS

Section 5.1. Classes and Qualifications of Members.

The Association shall have three (3) membership classes:

- (a) *Regular Members.* Persons who have graduated or attended the National Pine Forge Academy, in Pine Forge, Pennsylvania, (the "Academy") for one (1) or more years, and present and former faculty, staff, and their spouses, who are current in paying their dues except as otherwise provided by these Bylaws.
- (b) *Associate Members.* Parents and guardians of persons who have graduated or attended the Academy and any persons who have shown and who are evidencing committed interest in the Association (but are not graduates of the Academy), who are current in paying their dues.
- (c) *Graduate Members.* Persons who have graduated from the Academy and are added automatically to the Membership Register pursuant to their graduation but are exempted from dues requirements for four (4) years post- graduation.

Section 5.2. Voting Rights.

Each Member shall be entitled to one (1) membership vote and may vote electronically.

Section 5.3. Inspection Rights.

Each Member shall be entitled to a copy of the Bylaws and to examine, in person or by agent or attorney, during the usual hours, the Membership Register, books and records of accounts, minutes of and consents in lieu of meetings by the Members or Trustees and/or committees, provided that the Member: (a) has a purpose reasonably related to the Member's interests; and (b) the demand is made in good faith and in verified record form and describes with reasonable particularity (i) the purpose of the Member, (ii) the records the Member desires to inspect, and (iii) how such records relate to the purpose. Notwithstanding this provision, the Association may, if reasonable, restrict access to, and the use of, information to be furnished under this Section.

Section 5.4. Dues; Refunds.

Dues shall be payable by the Members in such amounts as recommended by the Finance Committee to the Board and then ratified by a majority vote of the Members present and voting at the annual meeting of the Members, whether in person or by electronic ballot. Members who are removed from the Membership Register by resignation or removal shall not be entitled to receive any refund of any portion of dues paid.

Section 5.5. Nontransferable.

Membership in the Association is not transferable.

Section 5.6. Reserved Powers of Members.

In addition to the rights accorded to the Members pursuant to Sections 7.3 and 7.5 of these Bylaws, the approval of the Members shall be required for any of the following actions by the Association:

- (a) amendment to Association's Articles of Incorporation or Bylaws;
- (b) the authorization of a plan of voluntary dissolution or the revocation of a plan of dissolution previously approved by the Members;
- (c) the adoption of an agreement or plan of merger, creation of any subsidiary organization or affiliation of the Association with any other entity for the purpose of the joint conduct of business or other programs whether in the form of participation in a corporation (either through the holding of stock or by membership), partnership, joint venture, co-tenancy or any other form of ownership or control;
- (d) the sale, lease, or exchange of all or substantially all of Association's assets; and
- (e) the sale, mortgage, lease or other disposition of the Association's real property, if any.

Section 5.7. Removal of Members; Notice of Termination of Membership.

The Board, or a Committee of the Board authorized by the Board, may terminate the membership rights of any Member, with cause. Reasons for termination with cause may include, but are not limited to:

- (a) failure to pay required dues, fees, or assessments;
- (b) failure to satisfy any of the obligations or qualifications required by these Bylaws or any of the Association's policies and procedures;
- (c) violation or failure to abide by these Bylaws; or
- (d) action in violation of, or contrary to, the Association's mission or tax-exempt purpose.

A Member shall be provided by the Board with prior written notice of termination and an opportunity to contest such termination in writing, except when the notice pertains to failure to pay the required dues.

Section 5.8. Resignations.

Any Member may resign at any time by giving written notice to the Secretary. The resignation shall be effective upon receipt by the Secretary or at such subsequent time or upon such condition as may be specified in the notice of resignation.

ARTICLE 6 - MEETINGS OF MEMBERS;

NOMINATIONS/ELECTIONS COMMITTEE

Section 6.1. Place of Meetings.

The Members may hold their meetings at such places as the Members may appoint.

Section 6.2. *Consent of Members in Lieu of Meeting.*

Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting by written consent of the Members in record form. The written consent shall set forth the action so taken and must be filed with the minutes of the proceedings of the Members and may be escrowed and effective upon the happening of a later, specified event. Any such written consents are effective at the stated effective time, even if the signer is no longer a representative of the Members at the effective time.

Section 6.3. *Annual Meeting.*

The annual meeting of the Members, for the nomination and election of Trustees and Officers and the transaction of any other business which may be brought before the meeting, shall be held the Sunday of Labor Day weekend at the Academy, or on an alternative date and at such location as may be designated by the Board.

Section 6.4. *Special Meetings of Members.*

Upon written request of the President, the Secretary shall: (a) fix the date and time of a special meeting, which shall be held not more than sixty (60) days after receipt of the request; and (b) give at least fifteen (15) days' notice to the Members. If the Secretary neglects or refuses to fix the meeting date or give notice within seven (7) days after receipt of the written request for the special meeting, the President may do so.

Section 6.5. *Notice of Meetings of Members.*

Written notice of every meeting of the Members shall be given by, or at the direction of, the Secretary to the Members at least five (5) days prior to the date of the meeting, unless a greater period of notice is required by the Act in a particular case or by these Bylaws. In the case of special meetings of the Members, the notice shall specify the general nature of the business to be transacted. If the Secretary does not give notice of a meeting within a reasonable time, the Board or President may do so.

Section 6.6. *Quorum.*

Ten percent (10%) of Members shall constitute a quorum for all Member meetings.

Section 6.7. *Nominations/Elections Committee.*

The Members shall establish and maintain a Nominations/Elections Committee, chaired by the Parliamentarian, which shall recommend a slate of Trustees and Officers (other than the Executive Advisor) to the Members for their consideration and election to the Board, at the annual meeting of Members. The Members shall approve a Charter for the Nominations/Elections Committee, to govern its operations.

ARTICLE 7 - BOARD OF TRUSTEES

Section 7.1. Board of Trustees.

The business and affairs of the Association shall be managed under the direction of the Board. The powers of the Association shall be exercised by, or under the authority of, the Board except as otherwise provided by the Act, its Articles of Incorporation, these Bylaws, or a resolution adopted by the Board.

Section 7.2. Qualifications of Trustees.

Each Trustee shall be a natural person at least eighteen (18) years of age who need not be a resident of Pennsylvania. Trustees shall either be or have been matriculated students at the Academy.

Section 7.3. Number and Election of Trustees; Elect Status.

The Board shall consist of a minimum of fourteen (14) Trustees. The Trustees shall be nominated by the Nominations/Elections Committee of the Members and elected by the Members at their annual meeting one (1) year prior to the annual meeting at which such elect-status Trustees take office ("Elect Status"). Each Trustee in Elect Status shall shadow the corresponding Trustee, if any, for 6 months.

Section 7.4. Term of Office.

Trustees shall be elected for terms of three (3) years (not including Elect Status) and may serve no more than two (2) consecutive terms. A Trustee may be re-elected after a one (1) year hiatus. Each Trustee shall hold office until: (a) the later of the expiration of the term for which he or she was appointed and until his or her successor has been elected and qualified; or (b) his or her earlier death, resignation, or removal.

Section 7.5. Vacancies.

Vacancies in the Board, including vacancies resulting from: (a) an increase in the number of Trustees; or (b) the death, resignation, or removal of a Trustee, shall be filled by the Board at any time. Any person so appointed shall be a Trustee to serve for the balance of the term of the vacant position.

Section 7.6. Removal of Trustees.

Any Trustee may be removed from office, with or without assigning any cause, by the Board at any time. If any Trustee is removed, the resulting vacancy may be filled immediately by the Board.

Section 7.7. Resignations.

Any Trustee may resign at any time by giving written notice to the Secretary. The resignation shall be effective upon receipt by the Secretary or at such subsequent time or upon such condition as may be specified in the notice of resignation.

Section 7.8. Compensation of Trustees.

Trustees are volunteering their time and talents and shall serve without monetary compensation. A Trustee may also be a salaried employee or agent of the Association.

Section 7.9. Voting Rights.

Each Trustee shall be entitled to one (1) vote.

ARTICLE 8 - COMMITTEES

Section 8.1. Establishment and Powers of Committees.

The Board may, by resolution adopted by a majority of the Trustees at its annual meeting, establish one (1) or more committees with Board-delegated powers, to consist of one (1) or more Trustees ("Board Committees"); the Board may also, in these Bylaws or by resolution, establish one (1) or more committees with advisory powers, only, to consist of one (1) or more Trustees and individuals who are not Trustees ("Advisory Committees" and together with Board Committees, "Committees"). Any Board Committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no Board Committee, including the Executive Committee, shall have any power or authority as to the following:

- (a) the submission to the Members of any action requiring approval of the Members under the Act;
- (b) the filling of vacancies in the Board;
- (c) the adoption, amendment, or repeal of the Bylaws;
- (d) the amendment or repeal of any resolution of the Board; or
- (e) action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

Section 8.2. Status of Board Committee Action.

Except as otherwise provided in Section 8.1, the term "Board of Trustees" or "Board," when used in any provision of these Bylaws relating to organization or procedures of or the manner of taking action by the Board, shall be construed to include and refer to any Executive Committee or other Board Committee, and any provision of these Bylaws relating or referring to action to be taken by the Board or the procedure required therefor shall be satisfied by the taking of corresponding action by a Board Committee to the extent authority to take the action has been delegated to the Board Committee.

Section 8.3. Committee Term.

Each Committee of the Board shall serve at the pleasure of the Board.

Section 8.4. Committee Organization; Charters.

Except as otherwise provided by the Board or these Bylaws, all Committees shall: (a) be chaired by a Trustee appointed by the Executive Committee; (b) keep regular minutes of its proceedings and report the

same to the Board at each regular meeting; and (c) determine its times and places of meetings. The Board shall approve a Charter for each Board Committee and Advisory Committee.

Section 8.5. Executive Committee.

The Executive Committee shall be composed of the President, Executive Vice President, General Vice President, Treasurer, Parliamentarian, and the Executive Advisor, ex officio, and their corresponding Elect-Status Officers (as defined in Section 10.3). The Executive Committee shall be authorized to act for the Board between its regular meetings; provided, however, that Elect-Status Officers shall have no voting rights. Except as otherwise provided by these Bylaws or by resolution of the Board, the Executive Committee shall have and may exercise all of the powers and authority of the Board in the management of the Association.

Section 8.6. Standing Committees; Composition.

There shall be the following Standing Committees:

- (a) Finance Committee: This Committee shall be a Board Committee consisting of the Treasurer and the Assistant Treasurer.
- (b) Investment Committee: This Committee may be either a Board Committee or an Advisory Committee consisting of individuals appointed by the Board at its annual meeting.

The Board may, by resolution, add Standing Committees or determine not to constitute any of its Committees for any year.

Section 8.7. Advisory Committees.

The Board may establish one (1) or more Advisory Committees and, in such case, shall appoint Advisory Committee chairs. The composition and duties of each Advisory Committee shall be set forth in a Committee charter approved by the Board. The members of each Advisory Committee shall serve at the will of and may be removed by the Board at any time. Each Advisory Committee will meet at such times and in such places as determined by the Committee. The Board may, by resolution, determine not to constitute an Advisory Committee for any year or may create new Advisory Committees as the need arises.

ARTICLE 9 - MEETINGS OF TRUSTEES

Section 9.1. Place of Meetings.

The Board may hold its meetings at such places as the Board may appoint or as may be designated in the notice of the meeting.

Section 9.2. Annual Meeting.

Unless the Board provides by resolution for a different time, the annual meeting of the Board shall take place immediately after the annual meeting of the Members. The Board shall meet at any place and time

designated in a notice given as provided in Section 12.1 for the purposes of organization and the transaction of other business.

Section 9.3. Regular Meetings.

The Board shall hold regular meetings monthly at such places and times as shall be designated by resolution of the Board. If the date fixed for any regular meeting is a legal holiday under the laws of Pennsylvania, the meeting shall be held on the next succeeding business day or at such other time as may be determined by resolution of the Board. The Board shall transact such business as may properly be brought before its meetings. Notice of regular meetings need not be given.

Section 9.4. Special Meetings of the Board.

The President and the Executive Committee may call special meetings of the Board which shall be held at such time and place as shall be designated in the call for the meeting. Notice of any special meeting shall be given to each Trustee pursuant to Section 12.1 or by telephone. Such notice shall state the date, time, and place of such special meeting but need not state the purpose of the special meeting.

Section 9.5. Quorum.

A majority of Trustees shall constitute a quorum for the transaction of business. The acts of a majority of the Trustees present and voting at a Committee meeting at which a quorum is present shall be the acts of the Board.

Section 9.6. Participation in Meetings.

One (1) or more Trustees may participate in a meeting of the Board or a Board Committee by means of conference telephone or other electronic technology 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.

Section 9.7. Organization.

Every meeting of the Board shall be presided over by the President, or in the absence of the President, the Executive Vice President, or in the absence of the President and the Executive Vice President, a chair chosen by a majority of the Trustees present. The Recording Secretary, or in his or her absence, a person appointed by the chair, shall act as secretary.

Section 9.8. Consent of Trustees in Lieu of Meeting.

Any action required or permitted to be approved at a meeting of the Trustees may be approved without a meeting if a consent or consents to the action in record form are signed, before, on or after the effective time of the action, by all Trustees in office on the date the last consent is signed. The consent or consents

must be filed with the Secretary and may be escrowed and effective upon the happening of a later, specified event.

ARTICLE 10 - OFFICERS

Section 10.1. Number.

The Officers shall include a President, Immediate Past President, Executive Vice President, General Vice President, Recording Secretary, Correspondence Secretary, Membership Secretary, Public Relations Director, Treasurer, Assistant Treasurer, Parliamentarian, Chaplain, Executive Advisor, Technology Officer, and such other Officers as the Board may determine by resolution. The same person may hold any number of offices.

Section 10.2. Qualifications of Officers.

The Officers shall be natural persons at least eighteen (18) years of age who are Trustees. The Officers must be dues-paying Members, unless an exemption applies, and the President, Executive Vice President, General Vice President, Recording Secretary, Treasurer, and Assistant Treasurer must also be graduates of the Academy.

Section 10.3. Term of Office and Election; Term Limit; Elect-Status Officers.

Each Officer shall serve for a term of three (3) years (not including their time as Elect-Status Officers) and may serve no more than two (2) consecutive terms. Each Officer shall hold office until: (a) the later of the term for which he or she was elected or until his or her successor has been elected and qualified; or (b) until his or her earlier death, resignation, or removal.

The Officers other than the Executive Advisor shall be elected by the Members at the annual meeting of the Members one (1) year prior to the annual meeting at which such Officers take office ("Elect-Status Officers"). Each Elect-Status Officer shall shadow the respective, current Officers for a period of six(6) months.

Section 10.4. Removal of Officers.

The Board may remove any Officer by a two-thirds majority vote, with or without assigning any cause, whenever in its judgment the best interests of the Association will be served.

Section 10.5. Vacancies.

Vacancies in Officer positions resulting from: (a) the creation of additional Officer positions; or (b) the death, resignation, or removal of an Officer, shall be filled by a majority vote of the Board. Each person so elected shall be an Officer to serve for the balance of the term.

Section 10.6. Resignations.

Any Officer may resign at any time by giving written notice to the Secretary. The resignation shall be effective upon receipt by the Secretary or at such subsequent time as may be specified in the notice of resignation.

Section 10.7. The President.

The President shall have general supervision over the business and operations of the Association, subject to the control of the Board. The President shall chair all meetings of the Board, the Executive Committee, and the Members, shall act as the liaison between the Principal of the Academy and the Members, and shall serve as an official representative to the board of trustees of the Academy. The President shall appoint the Executive Advisor, subject to Board approval, and work with the Executive Vice President to plan the annual meeting of the Board. In general, the President shall perform all duties incident to the office of President, as specified by the Act, and such other duties as may be assigned by the Board.

Section 10.8. Immediate Past President.

The Immediate Past President shall support the President as an advisor and shall perform such duties as may be assigned by the President.

Section 10.9. Executive Vice President.

In the absence or disability of the President or when so directed by the President, the Executive Vice President shall perform all the duties of the President, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Executive Vice President shall perform such other duties as may be assigned by the Board or the President.

Section 10.10. General Vice President.

The General Vice President shall be responsible for fundraising and endowments, public relations, and membership.

Section 10.11. Recording Secretary.

The Recording Secretary shall record and keep minutes and attendance records for all meetings, maintain official records for the Association, and assist the Membership Secretary with database maintenance.

Section 10.12. Correspondence Secretary.

The Correspondence Secretary shall be responsible for all of the correspondence and shall perform the duties of the Recording Secretary when he/she is absent. He/she shall become the Recording Secretary and shall assume the responsibilities of the Recording Secretary if and when the Recording Secretary is no longer able to perform his/her duties.

Section 10.13. Membership Secretary.

The Membership Secretary shall be responsible for maintaining the Membership Register and any membership records, the Association database, and for building the membership by recruiting members.

Section 10.14. Treasurer.

The Treasurer shall be responsible for the receipt and distribution of funds of the Association according to established policy, and/or according to the vote of the Board and Executive Committee. The Treasurer shall also keep full and accurate accounts of receipts and disbursements in books belonging to the Association. The Treasurer shall prepare financial statements that have been audited for presentation to the Association at the annual meeting and/or upon request of the Board and the Executive Committee. The Treasurer shall be responsible for the timely filing of the annual tax documents as required by the IRS. The Treasurer shall also timely provide copies of all correspondence received from the IRS, any State, or local municipality regarding tax related matters or notifications to the Finance Committee for action or filing. The Treasurer shall at the annual meeting show proof of tax filings for the previous year. The current standing of the Association's tax-exempt status shall be provided to the Members at their annual meeting in the Treasurer's report.

Section 10.15. Assistant Treasurer.

The Assistant Treasurer shall assist the Treasurer in the management of the finances and financial records and shall act as the Treasurer and assume the responsibilities and duties of the Treasurer if and when the Treasurer is no longer able to perform his/her duties.

Section 10.16. Public Relations Director.

The Public Relations Director shall promote the interests of the Association by means of mass media and publications.

Section 10.17. Chaplain.

The Chaplain shall coordinate all religious activities and worship at all the Association meetings, including meetings of the Members, Board, and Executive Committee.

Section 10.18. Parliamentarian.

The Parliamentarian shall maintain order and decorum in the meetings[and assure that meetings are conducted as stipulated by General Conference of SDA Rules of Order. The Parliamentarian shall also be interpreter of the Articles of Incorporation and Bylaws, chair the Articles of Incorporation and Bylaws Committee when formed, and chair the Nominations/Elections Committee of the Members. The Parliamentarian shall certify the results of voting.

Section 10.19. Executive Advisor.

The Executive Advisor shall be appointed by the President, subject to ratification by the Board. The Executive Advisor reports directly to the President. He/she shall facilitate the work of the Officers and the Executive Committee and shall coordinate the programs of the Association and assist in the organization,

development and maintenance of the Association's property and resources. He/she shall be an ex officio voting member of all Committees. He/she shall maintain the official office of the Association and shall be custodian of all official records and archives of the Association.

Section 10.20. Technology Officer.

The Technology Director shall report directly to the Executive Vice President. He/she maintains all computer technology and technology-related inquiries.

ARTICLE 11 - ADVISORY BOARDS

Section 11.1. Advisory Board.

The Board may create one (1) or more Advisory Boards ("AB"). The members of each AB shall be selected at any meeting by the Board and shall serve at the will of and may be removed by the Board at any time. The number of persons serving on any AB shall be determined by the Board, and all members shall be natural persons. Each AB will meet with the Board and Officers at such times and in such places as determined by the Board. At the request of the Board, an AB may make recommendations and provide advice to the Board relating to the mission, purpose, and operations of the Association or such other matters as the Board shall determine. The recommendations of an AB are to be suggestive only and not binding in any respect upon the Board. AB members shall not have any fiduciary duties to the Association.

ARTICLE 12 - NOTICE

Section 12.1. Written Notice.

Whenever written notice is required to be given to any person, it may be given to the person either personally or by sending a copy thereof as set forth below.

- (a) By first class or express mail, postage prepaid, or courier service, charges prepaid, to the person's postal address appearing on the books of the Association or, in the case of Trustees, supplied by Trustees to the Association for the purposes of notice. Notice under this subparagraph shall be deemed to have been given when deposited in the United States mail or with a courier service for delivery to that person.
- (b) By facsimile transmission, e-mail, or other electronic communication to the person's facsimile number or address for e-mail or other electronic communications supplied by the person to the Association for the purpose of notice. Notice under this subparagraph shall be deemed to have been given to the person entitled thereto when sent.

A notice of meeting shall specify the date, time, and place of the meeting and any other information required by the Act. Except as otherwise provided by the Act or these Bylaws, when a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting or the business to be transacted at an adjourned meeting other than by announcement at the meeting at which such adjournment is taken.

Section 12.2. Waiver by Writing.

Whenever any notice is required to be given, a waiver thereof that is filed with the Secretary in record form, 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. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

Section 12.3. 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.

ARTICLE 13 - CONFLICTS OF INTEREST

Section 13.1. Interested Trustees and Officers.

A contract or transaction between the Association and one (1) or more of its Trustees or Officers or between the Association and another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, a business or statutory trust, or other association under the Act, in which one (1) or more of its Trustees or Officers are trustees or officers, or have a financial or other interest, is not void or voidable solely for that reason, or solely because the Trustee or Officer is present at or participates in the meeting of the Board that authorizes the contract or transaction, or solely because the vote of the Trustee or Officer is counted for that purpose, if:

- (a) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Trustees even though the disinterested Trustees are less than a quorum; or
- (b) the contract or transaction is fair as to the Association as of the time it is authorized, approved, or ratified by the Board or the Members.

Common or interested Trustees may be counted in determining the presence of a quorum at a meeting of the Board that authorizes the contract or transaction.

Section 13.2. Interested Trustees and Officers and Subsidiaries.

A contract or transaction between the Association and a wholly owned or controlled subsidiary that is an association under the Act is not void or voidable solely on the grounds that a Trustee or Officer is also a director, officer, or trustee of the wholly owned subsidiary.

A contract or transaction between the Association and a subsidiary that is an association under the Act that is not wholly owned by the Association is not void or voidable solely on the grounds that a person who is a Trustee or Officer of the Association is also a director or officer or trustee of the subsidiary if:

- (a) one (1) of the conditions set forth in Section 13.1 is satisfied; or

(b) the Trustee or Officer does not participate personally and substantially in negotiating the transaction for either the Association or the subsidiary; and

(c) if the transaction is approved by either the Trustees or the trustees of the subsidiary, the person that is a trustee or officer of both the Association and the subsidiary does not cast a vote that would be necessary at a meeting to approve the transaction on behalf of the Association or the subsidiary.

ARTICLE 14 - EMERGENCY BYLAWS

Section 14.1. Notice of Meetings, Quorum.

During any emergency resulting from an attack on the United States, a nuclear disaster, an epidemic or pandemic, or a state of emergency under federal or state law covering a geographic area in which the Association has its principal office or a significant regional office or operation, or another catastrophe as a result of which a quorum of the Board cannot readily be assembled, a special meeting of the Board may be called by any Trustee or Officer with as much notice and by such method as is feasible under the circumstances. The Trustees and Officers in attendance at the meeting shall constitute a quorum of the Board, and they may act as the Board and adopt emergency bylaws ("Emergency Bylaws") to make any provision that may be appropriate for the circumstances of the emergency to the extent authorized under the Act, subject to repeal or change by action of the Members, including procedures for designating additional or substitute Trustees.

Section 14.2. Corporate Actions.

A corporate action to further the ordinary affairs of the Association that is taken in good faith in accordance with any Emergency Bylaws in effect at the time or otherwise in accordance with the Act shall be valid and binding on the Association.

A Representative acting in accordance with any Emergency Bylaws in effect at the time or otherwise in accordance with the Act shall not be liable for monetary damages except for: (a) self-dealing, willful misconduct, or Recklessness; (b) violation of a criminal statute; or (c) payment of taxes pursuant to federal, state or local law.

A Representative shall not be liable for any action taken by the Representative in good faith in an emergency in furtherance of the ordinary affairs of the Association even though not authorized by the Emergency Bylaws or other Bylaws in effect at the time.

Section 14.3. Duration of Effectiveness.

To the extent that the Bylaws are not inconsistent with any Emergency Bylaws adopted, the Bylaws shall remain in effect during any emergency, and, upon its termination, the Emergency Bylaws shall cease to be effective.

ARTICLE 15 - LIMITATION OF LIABILITY; INSURANCE

Section 15.1. Limitation of Liability of Trustees.

A Trustee shall not be personally liable, as such, for monetary damages for any action taken or any failure to take any action as a Trustee unless:

- (a) the Trustee has breached or failed to perform the duties of his or her office under Subchapter B of Chapter 57 of the Act; and
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct, or Recklessness.

This Section shall not apply to: (a) the responsibility or liability of a Trustee pursuant to any criminal statute; or (b) the liability of a Trustee for the payment of taxes pursuant to federal, state, or local law. Any repeal or amendment of this Section shall be prospective only and shall not increase, but may decrease, a Trustee's liability with respect to actions or failures to act occurring prior to such change.

Section 15.2. Insurance.

The Association may purchase and maintain insurance on behalf of any person who is or was a Trustee or Officer or is or was serving at the request of the Association as a director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against that liability under the Act. Association's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Association. To the extent that such insurance coverage provides a benefit to the insured person, Association's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under Section 4958 of the Code.

ARTICLE 16 - INDEMNIFICATION

Section 16.1. Representative Defined.

For purposes of this Article, "representative" means any present or former Trustee or Officer or a person serving at the request of the Association as a director, officer, partner, fiduciary, or trustee of another domestic or foreign corporation for profit or not-for-profit partnership, joint venture, trust, or other enterprise.

Section 16.2. Third-Party and Derivative Actions.

The Association is required under the Act to indemnify any Trustee or Officer against expenses (including attorneys' fees) actually and reasonably incurred if he or she is successful on the merits or otherwise in defense of any third party or derivative action or proceeding or in defense of any claim, issue, or matter therein.

The Association may indemnify any individual who was or is a representative of the Association and who was or is a party (which includes giving testimony or similar involvement) or is threatened to be made a party to any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative, formal or informal (including an action or proceeding by or in the right of the Association), by reason of the fact that he or she was or is a representative of the Association, against

expenses (including reasonable attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action or proceeding if: (a) the representative, reasonably informed, acted in good faith and in a manner (i) reasonably believed to be appropriate under the circumstances and (ii) rationally believed to be in the best interests of the Association; and (b) with respect to any criminal proceeding, had no reasonable cause to believe his conduct was unlawful; and (c) with respect to non-criminal proceedings, was not an act of self-dealing. If a representative is not entitled to indemnification for a portion of any liabilities to which he or she may be subject, the Association may indemnify him or her to the maximum extent for the remaining portion of the liabilities.

Section 16.3. *Advancing Expenses.*

The Association may pay expenses (including reasonable attorneys' fees) actually and reasonably incurred in defending any action or proceeding referred to in Section 16.2 in advance of the final disposition of the action or proceeding upon receipt of any undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that he or she is not entitled to be indemnified by the Association as authorized in this Article or otherwise.

Section 16.4. *Supplementary Coverage.*

The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Act, or any bylaw, agreement, vote of the Members or disinterested Trustees, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding that office. The provisions of these Bylaws relating to Conflicts of Interest shall be applicable to any bylaw, contract, or transaction authorized by the Trustees under this Article.

Section 16.5. *Prohibited Indemnification.*

No indemnification may be made by the Association under this Article or otherwise to or on behalf of any person to the extent that:

- (a) the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct, or Recklessness; or
- (b) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Members entitled to vote thereon, if any, and the contract or transaction is specifically approved in good faith by vote of the Members; or
- (c) the Board determines that under the circumstances indemnification would constitute an excess benefit transaction under Section 4958 of the Code, as amended.

Section 16.6. *Duration and Extent of Coverage.*

The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a

representative of the Association and shall inure to the benefit of the heirs and personal representatives of that person.

Section 16.7. Reliance and Modification.

Each person who shall act as a representative of the Association shall be deemed to be doing so in reliance upon the rights provided by this Article. The duties of the Association to indemnify and to advance expenses to a representative provided in this Article shall be in the nature of a contract between the Association and the representative. No amendment or repeal of any provision of this Article shall alter, to the detriment of the representative, his or her right to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment or repeal.

ARTICLE 17 - ANNUAL REPORTS

Section 17.1. Annual Reports.

The Board shall present annually to the Members an annual financial report, verified by the President and Treasurer or by a majority of the Board, showing in appropriate detail the following:

- (a) the assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year immediately preceding the date of the report;
- (b) the principal changes in assets and liabilities, including the trust funds, during the year immediately preceding the date of the report;
- (c) the revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Association;
- (d) the expenses or disbursements of the Association, for both general and restricted purposes, during the fiscal year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Association; and
- (e) the number of members of the Association as of the date of the report, together with a statement of increase or decrease in such number during the fiscal year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current Member may be found.

The annual financial report of the Board shall be filed with the minutes of the annual meetings of the Members.

The Association shall file an annual corporate report beginning in 2025, before July 1st, as required by the Act, with the Pennsylvania Bureau of Corporations and Charitable Organizations.

ARTICLE 18 - TRANSACTION OF BUSINESS

Section 18.1. Negotiable Instruments.

All checks or demands for money and notes of the Corporation shall be signed by such Officer or Officers as the Board may designate.

ARTICLE 19 - PROCEDURES GOVERNING CHARITABLE GRANTS

Section 19.1. Review and Approval of Grant Requests.

The Board shall meet as needed, but in no event less than once yearly, to review requests for grants of charitable funds. No grant shall be made without review and approval by the Board.

Section 19.2. Confirmation of Charitable Status.

No grant shall be approved unless the grantee organization has provided satisfactory evidence of current charitable status. Each organization shall provide evidence including, but not limited to, its qualification under Section 501(c)(3) of the Code.

Section 19.3. Written Agreement Required.

Execution of a written agreement by each grantee shall be a condition of approval of each grant. Such written agreement shall include provisions requiring periodic and detailed reporting regarding the use of charitable funds, and shall require the return of any and all funds not used for the intended, charitable purposes.

Section 19.4. Field Visits for Grantees.

A Trustee or his or her designee may visit each foreign grantee organization once yearly to confirm that grant funds are being used for the charitable purposes intended.

Section 19.5. Solicitation.

The Association may solicit funds for a specific project provided that the Association shall retain the right to withdraw approval of any grant.

Section 19.6. No Earmarking of Contributions.

The Association will not accept contributions earmarked for a particular grantee and will make this policy known to donors.

Section 19.7. Maintenance of Books and Records.

The Association shall maintain books and records to document the use of all charitable funds granted.

ARTICLE 20 - CORPORATE RECORDS

Section 20.1. Corporate Records.

The Corporation shall keep: (a) an original or duplicate record of the proceedings of the Board and committees of the Board; (b) the original or a copy of its Bylaws, including any amendments thereto to date, certified by the Secretary of the Corporation; (c) an original or a duplicate Membership Register showing the name of the Member and its respective address; (d) a list of the names and business addresses of its current Board and Officers; (e) a copy of the most recent Annual Reports delivered to state and federal officials; and (f) appropriate, complete, and accurate books or records of account, at its registered office or at its principal place of business.

ARTICLE 21 - AMENDMENTS

Section 21.1. Amendments.

Except as otherwise provided by the Act, the Bylaws of the Association may be amended by the Members with notice to the Board.

Approved August 30, 2024.