

AMENDED AND RESTATED BYLAWS

of

Bicycle Coalition of Greater Philadelphia

A Pennsylvania Nonprofit Corporation

1. NAME

The name of the Corporation shall be Bicycle Coalition of Greater Philadelphia.

2. PURPOSE AND OPERATION

The Corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the “Act”), and does not contemplate pecuniary gain or profit, incidental or otherwise. The Corporation is incorporated exclusively for charitable, religious, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent tax laws of the United States (the “Code”). Without limiting the generality of the foregoing, the purposes of the Corporation shall be to do all things which may be necessary, appropriate or convenient to the achievement of the foregoing purposes and which may lawfully be done by a nonprofit corporation under and pursuant to the laws of the Commonwealth of Pennsylvania and which are not otherwise prohibited by its Articles of Incorporation or these Bylaws. Any other provision of these Bylaws to the contrary notwithstanding, the Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(a) and Section 501(c)(3) of the Code; or (b) by a corporation, contributions to which are deductible under Section 170, 2055 and 2522 of the Code.

3. MEMBERS

The Corporation shall have no members within the meaning of the Act. The Corporation may designate individuals or organizations that contribute money, property, services, or other value to the Corporation as contributor members or as honorary members in recognition of their contributions. However, such contributors shall have no voting rights.

4. BOARD OF DIRECTORS

A. Board of Directors.

The business and affairs of the Corporation shall be managed under the direction of the Board of Directors of the Corporation (the “Board”). The powers of the Corporation shall be exercised by, or under the authority of, the Board except as otherwise provided by statute, the Articles of Incorporation, these Bylaws, or a resolution adopted by the Board.

B. Qualifications of Directors.

Each director of the Corporation (individually, a “Director,” and collectively, the “Directors”) shall be a natural person at least 18 years of age who need not be a resident of Pennsylvania. In electing Directors, the Board shall consider each candidate’s willingness to accept responsibility for governance including availability to participate actively in Board activities, areas of interest and expertise, and experience in organizational and community activities.

C. Chair of the Board.

The Board shall have a chairperson (the “Chair”) and vice chairperson (the “Vice Chair”), each of whom shall be elected at the annual meeting of the Board. The Chair shall be the president of the corporation and preside at all meetings of the Board. The Chair shall be responsible for appointing the chairs and members of all committees of the Board, including Standing Committees (as defined in Section 5, below), in consultation with the Executive Director and subject to approval by the Board. The Chair may execute, in the name of the Corporation, deeds, mortgages, bonds, contracts, and other instruments authorized by the Board, except in cases where the execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation. In the absence or disability of the Chair, or when so directed thereby, the Vice Chair may perform all the duties of the Chair, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair shall perform such other duties as may be assigned by the Board or the Chair.

D. Number and Election of Directors.

The Board shall be composed of not more than 21 Directors and not less than 10 Directors. A Director shall be elected at the annual meeting of the Board to serve for a term provided for in Section 4.E, below. Directors may serve a maximum of two consecutive terms. A former Director, who has served two consecutive terms, is eligible to serve again upon the date of the next annual board meeting at least one year following the date such Director’s term expired or would have expired if served in full, and such Director may serve up to two additional consecutive terms.

E. Term of Office.

Except as otherwise provided by resolution of the Board, each Director’s term begins at the time of his or her election. Except as set forth in Section 4.L below, each Director shall serve for a period of three years, subject to his or her earlier death, resignation, or removal.

F. Procedure for Nomination of Candidates for Director.

The Chair shall announce at the annual meeting of the Board the number of Directors to be elected at the meeting. The Nominating and Governance Committee shall present the nominations of candidates for election as Directors. Nominations may be made only by the Nominating and Governance Committee. After the nominations have been moved and seconded, the Directors shall cast their votes.

G. Vacancies.

Vacancies in the Board, including vacancies resulting from (i) an increase in the number of Directors or (ii) the death, resignation, or removal of a Director, shall be filled by a majority vote of the remaining Directors even though the number of remaining Directors constitutes less than a quorum. Each person so elected shall be a Director to serve for the balance of the unexpired term.

H. Removal of Directors.

Any Director may be removed from office, without assigning any cause, by a majority vote of the Board at any meeting of the Board. If any Director is removed, the resulting vacancy may be filled by the Board at the same meeting.

I. Resignations.

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

J. Compensation of Directors.

Directors shall receive no compensation for their services as Directors or as committee members unless otherwise determined by resolution of the Board. Subject to any policy adopted by the Board, Directors may be reimbursed for reasonable expenses paid or incurred on behalf of the Corporation.

K. Voting Rights.

Each Director shall be entitled to one vote on each matter presented for a vote of the Board or committee, as applicable.

L. Cadence Transaction.

If the Corporation merges with Cadence Cycling Foundation, a Delaware non-profit corporation (“Cadence”), on or prior to December 31, 2013 (the “Merger”), the Corporation shall promptly convene a special meeting of the Board after the Merger in order to elect up to 21 directors (the “Closing Board Meeting”). Such 21 Directors shall be comprised of the following individuals: (i) nine individuals appointed by the Chair of the Corporation, (ii) nine individuals appointed by the Chair of Cadence and (iii) three individuals that had not served as directors of either the Corporation or Cadence at any time during the five-year period immediately preceding the Merger. The Chair at the time of the merger will continue to serve as Chair until the next annual meeting. The Chair shall assign directors to one-, two- or three-year terms, subject to confirmation by the Board. Board terms served before the Merger will not be counted towards board term limits outlined in 4.d.

5. COMMITTEES

A. Establishment and Powers.

The Board may, by resolution adopted by a majority of the Directors, establish one or more committees to consist of one or more Directors of the Corporation. The Board may designate one or more Directors as alternate members of a committee, who may replace any absent or disqualified member at any meeting of a committee.

Any 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 a committee, including the Executive Committee and the standing committees described in Section 5.E hereof (the “Standing Committees”), shall not have any power or authority as to the following:

1. The creation or filling of vacancies in the Board;
2. The adoption, amendment, or repeal of the Bylaws;
3. The amendment or repeal of any resolution of the Board that by its terms is amendable or repealable only by the Board; or
4. Action on matters committed by the Bylaws or a resolution of the Board exclusively to another committee of the Board.

B. Appointment and Term.

The Chair shall appoint the chairs and members of all committees of the Board, including Standing Committees, in consultation with the Executive Director and subject to approval by the Board. Committee members may include individuals who are not Directors. Standing Committees shall be appointed at the annual meeting of the Board and shall serve for a term of one year. The Board may, by resolution, determine not to constitute a Standing Committee for any year. Other committees of the Board shall serve at the pleasure of the Board.

C. Committee Organization.

Except as otherwise provided by the Board, each committee shall be chaired by a Director and shall establish its own operating procedures consistent with the procedures set forth in Section 6 below. Each committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting. Each committee shall determine the times and places of its meetings.

D. Executive Committee.

The Executive Committee shall be composed of the Chair and at least three additional Directors who shall be appointed by the Chair. The Executive Committee shall be authorized to act for the Board between its regular meetings. After consultation with the Board, the Executive Committee shall review and evaluate the performance of the Executive Director annually. The Executive Committee shall determine the Executive Director’s compensation, subject to approval by the Board. The Executive Director shall not participate in the Executive Committee’s discussion of matters pertaining to his or her evaluation or compensation. Except as otherwise provided by these Bylaws (including Section 5.A) 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 Corporation.

E. Standing Committees.

There shall be the following Standing Committees of the Board:

1. Finance and Audit Committee. In addition to any other duties assigned by the Board, the Finance and Audit Committee shall direct and oversee the Corporation's financial affairs and shall report regularly to the Board with respect to the Corporation's budgets, audits, loans, and investment and insurance policies. The Finance and Audit Committee shall recommend to the Board the designation of an independent auditor for the Corporation and review the management letter from the auditor.

2. Nominating and Governance Committee. The Nominating and Governance Committee shall be composed of at least two Directors. In addition to any other duties assigned by the Board, the Nominating and Governance Committee shall: (a) identify, recruit and nominate persons to serve as members and officers of the Board; (b) provide opportunities for Board development; (c) ensure that the Corporation's Standing Committees remain staffed and effective, each with a chair, adequate membership, current job description, immediate goals, and meeting schedule; (d) provide opportunities for each Director to be meaningfully engaged in the work of the organization; (e) lead the Board in regularly reviewing and updating the Board's statement of its role and areas of responsibility (including those identified in the Corporation's strategic plan), and the expectations of individual Directors; (f) generate the framework for the evaluation of the Corporation's Executive Director, to be conducted by the Executive Committee. The Nominating and Governance Committee shall be the only body authorized to present nominees for Directors to the Board for consideration.

3. Planning Committee. In addition to any other duties assigned by the Board, the Planning Committee shall lead the strategic planning process of the organization and monitor progress towards the Corporation's goals and objectives and ensure the successful achievement of the Corporation's goals and objectives as an organization by monitoring the work of the staff in following the strategic plan via the annual work plans.

4. Development Committee. In addition to any other duties assigned by the Board, the Development Committee shall lead the development efforts of the Board in consultation with the Executive Director and Bicycle Coalition staff.

6. MEETINGS OF DIRECTORS

A. Annual Meeting.

Unless the Board provides by resolution for a different time, the annual meeting of the Board, for the election of Directors and officers, appointment of Standing Committees, and the transaction of any other business which may be brought before the meeting, shall be held during the month of April each year at a place and time determined by the Board. After the election of a new Board, the newly constituted Board shall meet without prior notice at the place where the election of Directors was held, or at any other place and time designated in a notice given as provided in Section 8.A, for the purposes of organization, election of officers, and the transaction of other business.

B. Regular Meetings.

The Board may hold its regular meetings at such place and time 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 will be provided via email communication at least seven calendar days prior to the meeting date.

C. Special Meetings of the Board.

The Chair or any two Directors 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. Three calendar days' notice of any special meeting shall be given to each Director pursuant to Section 8.A or by telephone. Such notice shall state the time and place of such special meeting but need not state the purpose of the special meeting.

D. Quorum.

A simple majority of Directors entitled to vote at any meeting of the Board shall constitute a quorum for the transaction of business. 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.

E. Adjournment.

If any meeting of the Board or the Committees cannot be organized because less than a quorum of the persons involved is in attendance, those persons in attendance may adjourn the meeting to such time and place as they may determine and it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted, other than the announcement to the meeting at which such adjournment is taken.

F. Participation in Meetings.

One or more Directors may participate in a meeting of the Board or a committee thereof 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.

G. Organization.

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

H. Consent of Directors in Lieu of Meeting.

Any action which may be taken at a meeting of Directors may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed by all Directors and filed with the Secretary of the Corporation. Consent may be provided in the form of an email stating support for the proposed action.

7. OFFICERS

A. Number.

The officers of the Corporation shall include an Executive Director, Secretary, and Treasurer. The officers may include one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as the Board may determine by resolution. Any number of offices may be held by the same person.

B. Election and Term of Office.

Except as otherwise provided by resolution of the Board, the officers of the Corporation shall be elected by the Board at the annual meeting of the Board. Each officer shall serve for a term of one year and until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or removal.

C. Termination or Removal of Officers and Agents.

Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Corporation will be served. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board.

D. Resignations.

Any officer may resign at any time by giving written notice to the Corporation. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of resignation. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board.

E. The Executive Director.

The Executive Director shall be the chief executive officer of the Corporation and shall have general supervision over the business and operations of the Corporation, subject to the control of the Board. The Executive Director shall serve as an ex officio member of the Board. The

Executive Director may execute in the name of the Corporation, deeds, mortgages, bonds, contracts, and other instruments authorized by the Board, except in cases where the execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation. The Executive Director shall have sufficiently broad authority to enable him or her to carry out his or her responsibilities and he or she shall act as the duly authorized representative of the Corporation whenever appropriate.

F. The Secretary.

The Secretary shall attend all sessions of the Board and shall record all votes of the Board and the minutes thereof. The Secretary shall see that required notices of meetings of the Board are given and that all records and reports are properly kept and filed by the Corporation. The Secretary shall be the custodian of the seal of the Corporation and shall see that it is affixed to all documents to be executed on behalf of the Corporation under its seal. In general, the Secretary shall have broad discretion to perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board or the Executive Director.

G. The Treasurer.

The Treasurer shall be the custodian of corporate funds and shall be responsible for overseeing the management and reporting of the Corporation's finances. The Treasurer serves as the Chair of the Finance and Audit Committee.

H. Compensation of Officers.

Officers of the Corporation are not compensated.

8. NOTICE

A. Written Notice.

Whenever written notice is required to be given to any person, it may be given to such person, either personally or by mail, fax or email. A notice of a meeting shall specify the place, day and hour of the meeting and any other information required by the Act.

B. Waiver by Writing.

Whenever any written notice is required to be given, a waiver in writing, signed by the person or persons entitled to the notice, whether before or after the time stated, 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.

C. 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.

D. Facsimile or Electronic Mail.

Any written communication or signature required or permitted by these Bylaws or the Act, including a unanimous written consent, shall be valid if sent and received by facsimile or electronic mail transmission.

9. CONFLICTS OF INTEREST

A. Conflicts of Interest Policy.

Advancing the Corporation's mission depends upon the good-will and support of public and private stakeholders, including government agencies, business partners, the philanthropic community, contributors and donors, other nonprofit organizations, and the community at large. As a nonprofit organization, the Corporation is a public trust which is accountable for the responsible stewardship of its resources and the public and private support that enables us to pursue our mission.

The Corporation's conflicts of interest policy is set forth in this Section 9. The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a contract or transaction that might benefit the private interest of an officer or Director of the Corporation. This policy is intended to supplement the requirements of the Act. The conflicts of interest policy shall apply to all contracts or transactions between the Corporation and Directors, officers, and members of committees with Board-delegated powers.

B. Definitions.

For purposes of this Section 9, the following terms shall have the meanings set forth below.

1. "Compensation" means direct and indirect remuneration and gifts or favors which are substantial in nature.
2. "Financial Interest" means, directly or indirectly, through business, investment, or family:
 - A. An ownership or investment interest in any entity with which the Corporation has a contract or transaction;
 - B. A Compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a contract or transaction; or
 - C. A potential ownership or investment interest, in, or Compensation arrangement with, any entity or individual with which the Corporation is negotiating a contract or transaction.

A Financial Interest is not necessarily a conflict of interest. A person who has a Financial Interest has a conflict of interest only if the Board or committee decides that a conflict of interest exists.

3. “Interested Person” means a Director, officer, or member of a committee with Board-delegated powers who has a direct or indirect Financial Interest.

C. Annual Disclosure Statements.

Each Director, officer, and member of a committee with Board-delegated powers shall execute and deliver to the Chair an annual statement disclosing the facts relating to any actual or potential Financial Interest or stating that he or she has no reportable Financial Interest. The Chair shall report the results of the annual disclosure statements to the Board at its annual meeting.

D. Ongoing Disclosures.

If any Director or officer of the Corporation has a Financial Interest in any proposed contract or other transaction involving the Corporation, the Director or officer must disclose the Financial Interest to the Board or committee authorizing the contract or transaction. The Board or committee shall determine whether the Financial Interest constitutes a conflict of interest.

E. Participation and Voting.

A Director or officer who has a conflict of interest may answer questions of the Board or committee considering the contract or transaction that involves the conflict; however, after answering questions, the Director or officer shall leave the meeting during the discussion of the merits of the contract or transaction and shall not vote on the contract or other transaction. The interested Director or officer shall be counted in determining the presence of a quorum.

F. Recordkeeping Procedures.

The minutes of meetings of the Board and committees with Board-delegated powers shall include:

1. The names of all persons who disclosed or were found to have a Financial Interest in connection with an actual or potential conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest existed, and whether the Board or committee determined there was a conflict of interest;
2. The names of the persons who absented themselves from the meeting during discussions and votes relating to the contract or transaction;
3. The content of any discussion relating to the contract or transaction, including any alternatives to the proposed contract or transaction; and
4. A record of the vote on the proposed contract or transaction.

Copies of any reports, appraisals, or other written data presented at the meeting to analyze the conflict of interest or to vote on the proposed contract or transaction shall be filed with the minutes. The minutes shall be prepared before the later of the next meeting of the Board or applicable committee or 60 days after the final action is taken by the Board or committee. The Board or applicable committee shall review the minutes within a reasonable period of time after their preparation.

G. Lobbying and Political Activity

The Corporation encourages individual participation in civic affairs. However, as a tax exempt, 501(c)(3) organization, the Corporation may not make contributions to any candidate for public office or political committee and may not participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office, nor shall it take a position on any issue raised in a political campaign for the purpose of aiding or opposing any candidate.

Board members must therefore:

1. Refrain from making any contributions to any candidate for public office or political committee on behalf of the Corporation.
2. Refrain from making any contributions to any candidate for public office or political committee in a manner that may create the appearance that the contribution is on behalf of the Corporation.
3. Refrain from using any organizational financial resources, facilities, or personnel to endorse or oppose a candidate for public office.
4. Clearly communicate that we are not acting on behalf of the organization, if identified as an official of the Corporation, while engaging in political activities in an individual capacity.

Board members will refrain from engaging in political activities in a manner that may create the appearance that such activity is by or on behalf of the Corporation.

10. STANDARD OF CARE

A. Standard of Care; 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, without limitation, 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; or
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. Presumption.

Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken by the Board, committees of the Board, or by individual Directors, or any failure to take any action, shall be presumed to be in the best interests of the Corporation.

C. Notation of Dissent.

A Director who is present at a meeting of the Board, 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 Secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the Secretary 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 the minutes, the Director notifies the Secretary, in writing, of the asserted omission or inaccuracy.

11. LIMITATION OF LIABILITY; INSURANCE

A. Limitation of Liability of Directors.

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

1. The Director has breached or failed to perform the duties of his or her office under Subchapter B of Chapter 57 of the Act; and
2. The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

This Section 11.A shall not apply to (1) the responsibility or liability of a Director pursuant to any criminal statute, or (2) the liability of a Director 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 Director's liability with respect to actions or failures to act occurring prior to such change.

B. Insurance.

The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Corporation or is or was serving at the request of the Corporation 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 Corporation would have the power to indemnify him or her against that liability under the Act. The Corporation's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Corporation. To the extent that such insurance coverage provides a benefit to the insured person, the Corporation'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 or an act of self-dealing under section 4941 of the Code, if applicable.

12. INDEMNIFICATION

A. Representative Defined.

For purposes of this Section 12, "representative" means any Director or officer of the Corporation.

B. Third-Party Actions.

The Corporation shall indemnify any representative who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation 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 expenses (including 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 he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action or 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 person did not act in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had reasonable cause to believe that his or her conduct was unlawful.

C. Derivative and Corporate Actions.

The Corporation shall indemnify any representative who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation 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 expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of the action if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. Indemnification shall not be made under this Section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

D. Procedure for Effecting Indemnification.

Unless ordered by a court, any indemnification under Section 12.B or Section 12.C shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in those Sections. The determination shall be made:

1. By the Board by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; or
2. If such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

E. Advancing Expenses.

The Corporation shall pay expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in Section 12.B or Section 12.C 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 Corporation as authorized in this Section 12 or otherwise.

F. Supplementary Coverage.

The indemnification and advancement of expenses provided by or granted pursuant to this Section 12 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 disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding that office. Section 9 (relating to conflicts of interest) shall be applicable to any bylaw, contract, or transaction authorized by the

Directors under this Section. However, no indemnification may be made by the Corporation under this Section 12 or otherwise to or on behalf of any person to the extent that:

1. 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
2. The Board determines that under the circumstances indemnification would constitute an excess benefit transaction under section 4958 of the Code or an act of self-dealing under section 4941 of the Code, if applicable.

G. Duration and Extent of Coverage.

The indemnification and advancement of expenses provided by or granted pursuant to this Section 12 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of that person.

H. Reliance and Modification.

Each person who shall act as a representative of the Corporation shall be deemed to be doing so in reliance upon the rights provided by this Section 12. The duties of the Corporation to indemnify and to advance expenses to a representative provided in this Section 12 shall be in the nature of a contract between the Corporation and the representative. No amendment or repeal of any provision of this Section 12 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.

13. FINANCE

A. Fiscal Year.

The fiscal year of the Corporation shall begin on April 1 and end on March 31.

B. Budgets.

Upon the recommendation of the Executive or Finance Committee, the Board shall adopt a budget for each fiscal year.

C. Annual Report.

The Executive Director and Treasurer shall present the Board at its annual meeting a report, verified by the Executive Director and Treasurer or by a majority of the Board, showing in appropriate detail the following:

1. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.
2. The principal changes in assets and liabilities during the year immediately preceding the date of the report.
3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report.
4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report.

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

14. TRANSACTION OF BUSINESS

A. Offices.

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

B. Seal.

The Corporation may use a Corporate Seal. The Corporate Seal shall bear the name of the Corporation, the year of its incorporation and the words "Corporate Seal, Pennsylvania".

C. Real Property.

The Corporation shall make no purchase of real property nor sell, mortgage, lease away, or otherwise dispose of its real property, unless authorized by the vote of two-thirds (2/3) of the Board, except that if there are twenty-one (21) or more Directors, the vote of a majority of the Board shall be sufficient. If the real property is subject to a trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.

D. Negotiable Instruments.

The Board shall designate one or more officers or agents who shall sign all checks or demands for money and notes of the Corporation.

E. Contracts.

The Board may authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. The authority may be general or confined to specific instances.

F. Loans.

The Corporation shall not lend money to or guarantee the obligation of a Director or officer of the Corporation. The authorization of the Board is required for any loan contracted on behalf of the Corporation and any evidences of indebtedness issued in the Corporation's name.

G. Deposits.

All funds of the Corporation, not otherwise employed, shall be deposited to the credit of the Corporation in one or more banks, financial institutions, or other depositories as the Board shall authorize.

H. Securities.

The Chair, Executive Director, Secretary, Treasurer, or other officers or agents appointed by the Board are authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to all voting securities of any other corporation or proprietary entity standing in the name of the Corporation.

I. Bond.

The Corporation may secure the fidelity of any officer or agent of the Corporation by bond or otherwise.

J. Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

K. Corporate Records.

The Corporation shall keep (a) minutes of the proceedings of the Board, and (b) appropriate, complete, and accurate books or records of account, at its registered office or the principal place of business or any actual business office of the Corporation.

L. Termination

Upon the dissolution of the organization, its assets shall be distributed for one or more exempt purposes, within the meaning of section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes. Upon the sale of substantially all of the assets or the dissolution of the corporation, surplus shall not be utilized for the private interest of any person.

15. AMENDMENTS

The Bylaws of the Corporation may be amended by a majority vote of the Board at any meeting after notice of such purpose has been given in accordance with the Bylaws.

Date Approved by the Board of Directors: September ____, 2013.