

AMENDED AND RESTATED BYLAWS
Of
EAST PASSYUNK CROSSING CIVIC ASSOCIATION AND TOWN WATCH
A Pennsylvania Nonprofit Corporation

ARTICLE 1 – DEFINITIONS

Section 1.1. Definitions.

The following terms used in these Bylaws shall have the meanings set forth below.

- A. “Act” means the Pennsylvania Nonprofit Corporation Law of 1988, as amended.
- B. “Board” means the Board of Directors of the Corporation.
- C. “Corporation” means East Passyunk Crossing Civic Association and Town Watch.
- D. “Director” means an individual serving on the Board.
- E. “Member” means an individual who satisfies the requirements for membership set forth in Article 5 of these Bylaws.

ARTICLE 2 – PURPOSES

Section 2.1. Purposes.

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

ARTICLE 3 – OFFICES

Section 3.1. 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.

ARTICLE 4 – SEAL

Section 4.1. 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.”

ARTICLE 5 – MEMBERS

Section 5.1. Members.

Membership in the Corporation shall be open to natural persons aged eighteen and over who support and endeavor to promote the objectives of the Corporation as stated in its Articles of Incorporation, and whose official residence is within the boundaries served by the Corporation, as established by the Board from time to time. Membership is granted after completion and receipt by the Board of a membership application. Potential and current Members may at any time be asked to show proof of current residence.

No person shall be excluded from membership because of race, color, sex, religion, national origin, age, economic status, parenthood, sexual orientation, political affiliation, or disability. Every effort shall be made to achieve diverse membership from the broad spectrum of residents living within the boundaries served by the Corporation.

Section 5.2. Dues.

The Board may from time to time determine the amount of annual dues, if any, payable by Members, and the time and method of their payment.

Section 5.3. Voting Rights.

Each Member entitled to vote shall have one (1) vote on each matter submitted to a vote of the Members. Unless otherwise required by the Act, eligible Members must vote in person.

Section 5.4. Expulsion from Membership.

Any Member may be expelled from membership, with or without the assignment of any cause, upon an affirmative vote of two-thirds (2/3) of the total number of Directors then in office at a duly convened meeting, provided that written notice of the intention to expel and reasons therefore have been provided to the Member and in the notice of the meeting. No Member shall be expelled without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Section 5.5. Membership Nontransferable.

Membership in the Corporation is not transferable.

ARTICLE 6 – MEETINGS OF THE MEMBERS

Section 6.1. Place of Meeting.

The Board of Directors may designate any place, either within or without the Commonwealth of Pennsylvania, as the place of meeting for any meeting of the Members.

Section 6.2. Annual Meeting.

Unless the Board provides for a different time and/or day(s), the annual meeting of the Members, for the election of Directors and the transaction of any other business which may be brought before the meeting, shall be held at seven o'clock, p.m. on the first Monday of November of each year. If such day is a legal holiday under the laws of Pennsylvania, the annual meeting shall be held on the following Monday which is not a legal holiday under the laws of Pennsylvania.

The failure to hold an annual meeting of the Members shall not result in a forfeiture or dissolution of the Corporation nor affect the validity of any corporate action taken by the Members or the Board of Directors.

Section 6.3. Regular Meetings.

Regular meetings of the Members shall be held at seven o'clock, p.m. on the first Monday of each month, September through June of each year. If such day is a legal holiday under the laws of Pennsylvania, the annual meeting shall be held on the following Monday which is not a legal holiday under the laws of Pennsylvania.

Section 6.4. Special Meetings.

Special meetings of the Members may be called by the Chair or any Co-Chair, the Board of Directors, or at least ten percent (10%) of Members who have attended a minimum of three (3) regular Membership meetings in the twelve (12) month period preceding the call for special meeting. Upon written request of any person or persons entitled to call a special meeting, the Secretary shall within thirty (30) days (a) fix the date and time of the meeting, which shall be held not more than sixty (60) days after receipt of the request, and (b) give notice to the Members. If the Secretary refuses or neglects to fix the meeting date or give notice within thirty (30) days after receipt of the written request for the special meeting, the person or persons calling the meeting may do so.

Section 6.5. Notice of Meetings.

Notice of meetings shall be provided as follows:

(a) Written notice stating the place, day, and hour of any special meeting of the Members shall be delivered by or at the direction of the Chair or the Recording Secretary or the Officer or persons calling the meeting to each Member as provided in Section 11.1, in each case not less than five (5) nor more than sixty (60) days before the date of such meeting. Notwithstanding the foregoing, for any meeting at which one of the purposes is the consideration of merger, consolidation, dissolution, or sale, lease, or exchange of substantially all of the assets of the Corporation, such notice shall be given not less than twenty (20) nor more than sixty (60) days before the date of such meeting. Notice of any special meeting shall also set forth the purpose or purposes for which such meeting is called; and

(b) Written notice stating the place, day, and hour of all regular meetings of the Members and the place, day, and hour of the annual meeting of the Members, shall be delivered by the Recording Secretary at least five (5) days prior to the day designated for the meeting, as provided in Section 11.1. Notice of such meetings shall also be posted on the Corporation's website.

Section 6.6. Determination of Members.

The Board shall have the authority to determine the eligibility of Members entitled to notice of or to vote at any meeting of the Members, or for any other proper purpose.

Section 6.7. Record Date for Determination of Members Entitled to Vote.

For the purpose of determining the Members entitled to vote at any meeting of the Members, a Member must have attended a minimum of three (3) regular Membership meetings (for this purpose the Annual Meeting may be counted) in the twelve (12) month period preceding such meeting at which a vote by the Membership will be taken. Attendance at such prior regular Membership meetings need not be consecutive. All determinations regarding entitlement to vote by Members shall be made by the Recording Secretary and confirmed by the Board.

Section 6.8. Quorum.

The presence in person of the Members entitled to cast at least ten percent (10%) of the votes which may be cast at a meeting shall constitute a quorum for the conduct of business at such meeting. If a quorum is not present at any meeting of the Members, a majority of the Members present may adjourn the meeting. In the case of any meeting called for the election of Directors, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing Directors. Notice of any adjourned meetings shall be given to each Member at least ten (10) days prior to the day named for the adjourned meeting. A Member shall only be entitled to vote at an adjourned meeting if such Member would have been entitled to vote at the originally scheduled meeting.

The acts of a majority of the Members present and voting at a meeting at which a quorum is present shall be the acts of the Members.

Section 6.9. Participation in Meetings.

Members must be present in person to participate in any Membership meeting. No conference telephone or similar communications equipment will be made available for Members unable to attend such Membership meetings.

Section 6.10. Organization.

Every meeting of the Members shall be presided over by the Chair or any Co-Chair (at such times as the Board has Co-Chairs rather than a Chair and Vice-Chair). In the absence of the Chair, the meeting shall be presided over by the Vice Chair, or in the

absence of the Chair and the Vice Chair, another member of the Executive Committee as determined by the members of the Executive Committee then in attendance. If the Board has Co-Chairs and both are absent from the meeting, the meeting shall be presided over by another member of the Executive Committee as determined by the members of the Executive Committee then in attendance. The Recording Secretary, or in his or her absence, a person appointed by the Chair or any Co-Chair, shall act as Secretary.

Section 6.11. Consent of Members in Lieu of Meeting.

Any action which may be taken at a meeting of the Members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the Members who would be entitled to vote as provided in Section 6.7 at a meeting for such purpose, and filed with the Secretary.

ARTICLE 7 – BOARD OF DIRECTORS

Section 7.1. Board of Directors.

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

Section 7.2. Qualifications of Directors.

Each Director shall be a natural person at least 18 years of age. Each Director must be a Member of the Corporation, and in order to be nominated for election to the Board, must be entitled to vote at the regular meeting that is held immediately prior to the Corporation's annual meeting, as provided in Section 6.7.

Section 7.3. Number and Election of Directors.

The Board shall consist of fifteen Directors. The Directors shall be elected by the Members at the annual meeting of the Members.

Section 7.4. Term of Office.

Each Director shall be elected for a term of one year and shall hold office until (a) the later of the expiration of the term for which he or she was elected or until his or her successor has been elected and qualified, or (b) his or her earlier death, resignation, or removal.

Section 7.5. Procedure for Nomination and Election of Directors.

One week before the regular meeting that is held immediately prior to the Corporation's annual meeting, the Chair of the Elections Committee shall provide notice in writing pursuant to Section 11.1 to all Members who would be entitled to vote at such regular meeting, as provided in Section 6.7, of the following: (1) the number of Directors

to be elected; (2) the names of Members who are eligible for nomination; (3) the procedures for submitting nominations; and (4) the date by which nominations will be closed. Only Members who would be entitled to vote at the regular meeting held immediately prior to the annual meeting, as provided in Section 6.7, will be permitted to submit nominations.

Each Member may nominate more than one person, up to the number of Directors to be elected at the annual meeting. If the number of persons nominated is equal to the number of Directors to be elected, election of Directors at the annual meeting shall be by acclamation. If the number of persons nominated is greater than the number of Directors to be elected, election at the annual meeting shall be by ballot.

Section 7.6. Vacancies.

Vacancies in the Board, including vacancies resulting from (a) an increase in the number of Directors, or (b) the death, resignation, or removal of a Director, shall be filled by the remaining Directors. Each person so elected shall be a Director to serve for the balance of the term of the vacant position.

Section 7.7. Removal of Directors.

Any Director may be removed from office, without assigning any cause, by a majority vote of the remaining Directors, even if less than a quorum, at any meeting of the Board, provided that written notice of the intention to consider removal of such Director has been provided to the entire Board at least five (5) days in advance of such meeting, but no formal hearing procedure need be followed. If any Director is removed, the resulting vacancy may be filled by the Board at the same meeting.

Section 7.8. Resignations.

Any Director 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 7.9. Compensation of Directors.

The Board shall have the authority to fix the compensation of Directors for their services as Directors. A Director may also be a salaried Officer, employee, or agent of the Corporation.

Section 7.10. Voting Rights.

Each Director shall be entitled to one vote.

ARTICLE 8 – COMMITTEES

Section 8.1 Establishment and Powers.

The Board may, by resolution adopted by a majority of the Directors, establish up to five committees, in addition to the Executive Committee, to consist of one or more Directors of the Corporation. Committees may also contain Members who are not Directors. In addition, each year the Board shall also appoint an Elections Committee, which shall consist of Members who are not Directors or Officers of the Corporation. With the exception of the Executive Committee, Committees shall not have the power and authority of the Board, and no 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 creation or 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. Term.

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

Section 8.3. Committee Organization.

Except as otherwise provided by the Board, and with the exception of the Executive and Elections Committees, each committee shall be chaired by a Director who is not an Officer. Each committee (with the exception of the Elections Committee) shall establish its own operating procedures, subject to approval by the Board. Each committee Chair shall provide a report of current committee activities at all regular Member and Board meetings. Each committee shall determine its times and places of meetings.

Section 8.4. Executive Committee.

The Executive Committee shall be composed of the Officers of the Corporation, and shall be chaired by the Chair or any Co-Chair of the Board. 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 Corporation; however, the Executive Committee shall only be authorized to act for the Board between its regular meetings.

Section 8.5. Elections Committee.

The Elections Committee shall annually compile a slate of nominees to present to the Members at the annual meeting for election to the Board of Directors. Operating procedures for the Elections Committee shall be established by the Board.

ARTICLE 9 – MEETINGS OF DIRECTORS

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, for the election of Officers and the transaction of any other business which may be brought before the meeting, shall be held at at seven o'clock, p.m. on the second Monday of November of each year. If such day is a legal holiday under the laws of Pennsylvania, or if the annual meeting of Members is held on the second Monday of November, the annual meeting of the Board shall be held on the following Monday which is not a legal holiday under the laws of Pennsylvania.

Section 9.3. 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 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 Chair or any Co-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. Five days' notice of any special meeting shall be given to each Director pursuant to Section 11.1 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.

Section 9.5. Quorum.

A majority of Directors then in office 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.

Section 9.6. 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.

Section 9.7. Organization.

Every meeting of the Directors shall be presided over by the Chair or any Co-Chair (at such times as the Board has Co-Chairs rather than a Chair and Vice-Chair). In the absence of the Chair, the meeting shall be presided over by the Vice Chair, or in the absence of the Chair and the Vice Chair, a chair chosen by a majority of the Directors present. If the Board has Co-Chairs and both are absent from the meeting, the meeting shall be presided over by a chair chosen by a majority of the Directors present. The Recording Secretary, or in his or her absence, a person appointed by the Chair or any Co-Chair, shall act as Secretary.

Section 9.8. Consent of Directors in Lieu of Meeting.

Any action which may be taken at a meeting of the 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.

ARTICLE 10 – OFFICERS

Section 10.1. Number.

The Officers of the Corporation shall include a Chair or Co-Chairs, a Vice Chair (if there is a single Chair), a Recording Secretary, a Corresponding Secretary, and a Treasurer. The Officers may include one or more Assistant Treasurers, 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 18 years of age and shall be Directors.

Section 10.3. Election and Term of Office.

The Officers of the Corporation shall be elected by the Board at its annual meeting for a term of one year. Each Officer shall hold office until (a) the later of the expiration 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.

Section 10.4. Vacancies.

Vacancies in any office, including vacancies resulting from (a) an increase in the number of Officers, or (b) the death, resignation, or removal of an Officer, shall be filled by the Directors then in office. Each person so elected shall be an Officer to serve for the balance of the term of the vacant position.

Section 10.5. Removal of Officers.

The Board may remove any Officer, without assigning any cause, whenever in its judgment the best interests of the Corporation will be served.

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 Chair or Co-Chairs.

The Chair or Co-Chairs shall be the Chief Executive Officer(s) of the Corporation and shall have general supervision over the business and operations of the Corporation, subject to the control of the Board. The Chair or any Co-Chair shall preside over all meetings of the Members, Board and the Executive Committee. The Chair or any Co-Chair shall be an ex-officio member of all committees other than the Executive and Elections Committees. The Chair or any Co-Chair shall 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 general, the Chair or Co-Chairs shall perform all duties incident to the office of Chair, as specified by the Act, and such other duties as may be assigned by the Board.

Section 10.8. Vice Chair.

If the Board is led by a single Chair, there shall be a Vice Chair. In the absence or disability of the Chair, or when so directed by the Chair, any 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.

Section 10.9. The Recording Secretary.

The Recording Secretary shall attend all meetings of the Board and Members. The Recording Secretary shall record all votes of the Board and Members and the minutes of Board and Member meetings in a book or books to be kept for that purpose. The Recording Secretary shall see that required notices of meetings of the Board and

Members are given and that all records and reports are properly kept and filed by the Corporation. The Recording Secretary shall keep a membership register showing the names, email and/or street addresses, and other contact information for all Members, and shall be responsible for determining the Members entitled to vote at any meeting of the Members, as provided in Section 6.7. The Recording Secretary shall be the custodian of the seal of the Corporation. In general, the Recording Secretary shall perform all duties incident to the office of Secretary, as specified by the Act, and such other duties as may be assigned by the Board or by the Chair or any Co-Chair.

Section 10.10. The Corresponding Secretary.

The Corresponding Secretary shall serve as primary correspondent for the Board and shall be responsible for the submission of all formal correspondence on behalf of the Corporation. The Corresponding Secretary shall, upon approval by the Chair or any Co-Chair, serve as the spokesperson for the Corporation.

Section 10.11. The Treasurer.

The Treasurer shall be responsible for corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer shall have full authority to receive and give receipts for all money due and payable to the Corporation, and to endorse checks, drafts, and warrants in its name and on its behalf, and to give full discharge for the same. The Treasurer shall deposit all funds of the Corporation, except such as may be required for current use, in such banks or other places of deposit as the Board may designate. The Treasurer shall provide a report at each regular Board and Members meeting, and whenever else required by the Board, regarding the financial condition of the Corporation. In general, the Treasurer shall perform all duties incident to the office of Treasurer, as specified by the Act, and such other duties as may be assigned by the Board or the Chair or any Co-Chair.

Section 10.12. Assistant Treasurers.

In the absence or disability of the Treasurer or when so directed by the Treasurer, any Assistant Treasurer may perform all the duties of the Treasurer, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Treasurer. Each Assistant Treasurer shall perform such other duties as may be assigned by the Board, the Chair or any Co-Chair, or the Treasurer.

Section 10.13. Compensation of Officers.

The compensation of all Officers may be fixed by the Board. No Officer shall be precluded from receiving such compensation by reason of the fact that he or she is also a Director of the Corporation.

ARTICLE 11 - NOTICE

Section 11.1. 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 by first class or express mail, postage prepaid, by courier service, charges prepaid, by facsimile transmission, or by email to his or her address (or to his or her facsimile number or email address) appearing on the books of the Corporation or, in the case of Directors and Members, supplied by him or her to the Corporation for the purposes of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given when deposited in the United States mail or with a courier service for delivery to that person or, in the case of facsimile or email, when transmitted. A notice of meeting shall specify the place, day, and hour 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, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting other than by announcement at the meeting at which such adjournment is taken.

Section 11.2. 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.

Section 11.3. 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 12 – CONFLICTS OF INTEREST

Section 12.1. Interested Directors, Officers, and Members.

No contract or transaction between the Corporation and one or more of its Members, Directors or Officers or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the Member, Director or Officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his, her, or their votes are 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 in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested Directors are less than a quorum; 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 and the contract or transaction is specifically approved in good faith by a vote of such Members; or
- (c) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board or Members.

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

ARTICLE 13 – LIMITATION OF LIABILITY; INSURANCE

Section 13.1. 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:

- (a) 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
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

This Section 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.

Section 13.2. Insurance.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation, as defined in Section 14.1, 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 Internal Revenue Code of 1986, as amended.

ARTICLE 14 – INDEMNIFICATION

Section 14.1. Representative Defined.

For purposes of this Article, “representative” means any Director, Officer, or employee of the Corporation or a person serving at the request of the Corporation 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 14.2. Third-Party and Derivative Actions.

The Corporation shall indemnify any individual who was or is a representative of the Corporation 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 Corporation), by reason of the fact that he or she was or is a representative of the Corporation, 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 representative is not entitled to indemnification for a portion of any liabilities to which he or she may be subject, the Corporation shall indemnify him or her to the maximum extent for the remaining portion of the liabilities.

Section 14.3. Advancing Expenses.

The Corporation shall pay expenses (including reasonable attorneys’ fees) actually and reasonably incurred in defending any action or proceeding referred to in Section 14.2 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 Corporation as authorized in this Article or otherwise.

Section 14.4. 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 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. The provisions of these Bylaws relating to Conflicts of Interests shall be applicable to any bylaw, contract, or transaction authorized by the Directors under this Article. However, no indemnification may be made by the Corporation 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 Board determines that under the circumstances indemnification would constitute an excess benefit transaction under Section 4958 of the Internal Revenue Code of 1986, as amended.

Section 14.5 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 Corporation and shall inure to the benefit of the heirs and personal representatives of that person.

Section 14.6. 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 Article. The duties of the Corporation to indemnify and to advance expenses to a representative provided in this Article shall be in the nature of a contract between the Corporation 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 15 – ANNUAL REPORT

Section 15.1. Annual Report.

The Board shall present a report to the Members at their annual meeting, verified by the Chair or any Co-Chair(s) 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 Corporation 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 Corporation, 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 Corporation.
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
- (e) The number of Members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the year

immediately preceding the date of the report, and a statement of the place where the names and addresses of the current Members may be found.

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

ARTICLE 16 – TRANSACTION OF BUSINESS

Section 16.1. 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.

Section 16.2. 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 17 – CORPORATE RECORDS

Section 17.1. Corporate Records.

The Corporation shall keep (a) minutes of the proceedings of the Members and the Board, (b) the original or a copy of its Articles of Incorporation and Bylaws, including all amendments thereto to date, certified by the Recording Secretary, (c) a membership register, containing the names and address of all members and other details of the membership of each, including attendance at regular Membership meetings, and (c) appropriate, complete, and accurate books or records of account, at its registered office or at its principal place of business.

ARTICLE 18 – AMENDMENTS

Section 18.1. Amendments.

These Bylaws may be altered, amended, supplemented or repealed by a majority of all Members at any duly convened meeting of Members, or, to the extent not prohibited by the Act, by a two-thirds vote of the Board of Directors at any duly convened meeting of the Board, after notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

Dated _____, 2012