

BYLAWS  
OF  
CAT - Coalition for Appropriate Transportation

(A Pennsylvania nonprofit corporation)

ARTICLE I – NAME & PURPOSE

1.1 Name. The name of the corporation is CAT - Coalition for Appropriate Transportation. (the “Corporation”).

1.2 Purposes. The purposes of the Corporation, as stated in the Articles of Incorporation, are as follows:

The Corporation is incorporated under the Nonprofit Corporation Law of 1988 and is organized exclusively for charitable, educational purposes, under Section 501(c)(3) of the Internal Revenue Code of 1986, for the following purpose or purposes:

**CAT - Coalition for Appropriate Transportation** works to improve mobility for everyone. Improved walking, bicycling and transit mean a stronger economy, and a higher quality of life. More transportation choices mean less congestion, reduced pollution, and fewer automobile crash deaths and life changing injuries. Curbing our use of the automobile fights suburban sprawl, obesity and increasingly high medical costs. **CAT** helps us enjoy our car-free options through the following initiatives:

Love your local trail.  
Walk in your community.  
Bike somewhere today.  
Enjoy the LANTA bus.

These alternatives offer a more active life, greater vitality, and a healthier population. CAT's programs encourage these appropriate transportation choices for a more sustainable, pleasant lifestyle.

ARTICLE II – OFFICES

2.1 Registered Office. The registered office of the Corporation in the Commonwealth of Pennsylvania shall be 60 West Broad Street, Suite 97, Bethlehem, PA 18018 or at such place within the Commonwealth of Pennsylvania as the Board of Directors may from time to time determine.

2.2 Other Offices. The Corporation may also have offices at such other places within or without the Commonwealth of Pennsylvania as the Board of Directors may from time to time appoint or the activities of the Corporation may require.

ARTICLE III – MEMBERS

3.1 Membership. Membership in the Corporation shall consist of two (2) classes; Associate Membership and Full Membership. The Executive Committee may establish types of membership within each class of membership, with such qualifications and benefits as the Executive Committee may from time to time determine.

A. Associate Membership.

1. Qualifications. Any individual may become an Associate Member of the Corporation upon (a) submission to the Corporation of an associate membership form as the Executive Committee may prescribe from time to time, and (b) compliance with any other requirements as the Executive Committee may determine from time to time.
2. Benefits. Associate Members shall receive such benefits as the Executive Committee may determine from time to time.
3. Voting Rights. Associate Members shall not have any right to vote.

B. Full Membership.

1. Qualifications. Any individual may become a Full Member of the Corporation upon (a) submission to the Corporation of a full membership form as the Executive Committee may prescribe from time to time, (b) payment of annual membership dues in such amount and upon such terms as the Executive Committee may determine from time to time, and (c) compliance with any other requirements as Executive Committee may determine from time to time.
2. Benefits. Full Members shall receive (a) all the benefits provided to Associate Members, (b) the right to vote in elections for Directors, on such matters reserved to the Full Members by these Bylaws or by law, and on such other matters as the Executive Committee may determine from time to time, (c) a membership card that entitles Full Members to discounts at participating businesses and organizations, (d) priority invitations to special events held by the Corporation, and (e) such other benefits as the Executive Committee may determine from time to time.
3. Voting Rights. Full Members in their capacity as Full Members shall have one (1) vote each.

3.2 Place of Meetings. All meetings of the Full Members shall be held at the registered office of the Corporation or at such other place as the Full Members may determine from time to time.

3.3 Annual Meetings. An annual meeting of the Full Members shall be held each year in the month of January with the date set at the annual meeting of the prior year, or at such other time as the Board of Directors may determine. At the annual meeting, the Full Members shall receive the annual report of the officers and Board of Directors, elect Directors, and transact such other business as may be properly brought before the meeting. If a meeting for the election of Directors is not held within six (6) months after the designated time, any Full Member may call such meeting at any time thereafter.

3.4 Special Meetings. Special meetings of the Full Members may be called by any of the following by submitting a written request therefore, stating the object of the meeting, to the Secretary of the Corporation:

- A. Three (3) Board of Directors;

- B. The Executive Director of the Corporation and two (2) Board of Directors; or
- C. Full Members entitled to cast at least ten percent (10%) of the votes that all Full Members are entitled to cast at such meeting.

The Secretary shall set the time of the meeting, which shall be held not later than sixty (60) days after the receipt of the request. If the Secretary shall neglect or refuse to set the time of the meeting, the person or persons calling the meeting may do so. Business transacted at all special meetings shall be confined to the objects stated in the request therefore and matters directly related and germane thereto.

- 3.5 Notices. Written notice of every meeting of the Full Members shall be given to each Full Member of record entitled to vote at least five (5) days prior to the time of the meeting, unless the meeting will consider a fundamental change under Chapter 59 of the Pennsylvania Nonprofit Corporation Law of 1988, in which case such notice shall be given at least ten (10) days prior to the date of the meeting. Such notice shall state the time and place of the meeting and, in the case of a special meeting, the general nature of the business to be transacted. Either a written mailing, or a combination of e-mail and placement of a meeting notice on the Corporation's website shall constitute written notice.
- 3.6 Quorum and Action by Members. The presence of ten (10) Full Members entitled to vote at a meeting shall constitute a quorum for the transaction of business, and except as otherwise provided in these Bylaws, the Articles of Incorporation or by law, the acts of a majority of the Full Members entitled to vote present at a meeting at which a quorum is present shall be the acts of the Full Members. In the event that a quorum is not present at any meeting of the Full Members, the Full Members present may adjourn the meeting without any notice of the time and place of the adjourned meeting except for announcement at the meeting at which adjournment is taken.
- 3.7 Designee. The Full Members may designate one individual and one alternate individual to act as the Full Members' designee for matters relating to the Corporation. Written designation shall be submitted to the Secretary of the Corporation and may be changed at any time by written notice to the Secretary. All the acts of such designee or designees shall be the acts of the Full Members for all purposes relating to the Corporation, and the Board of Directors and all officers and representatives of the Corporation shall be entitled to rely thereon.
- 3.8 Transferability. Membership in the Corporation is nontransferable and nonassignable.
- 3.9 Termination of Full Membership. Full membership in the Corporation shall terminate upon any of the following events, and for no other reason:
  - A. The submission of a written resignation by a Full Member to the Board of Directors.
  - B. The death of a Full Member.
  - C. The failure of a Full Member to pay his or her annual dues on or before the due date.
  - D. For cause, inconsistent with membership, after notice, trial, and conviction.

However, a Full Member terminating membership status for reasons other than (B) above may be completely and automatically reinstated if correcting the cause of termination before formal adoption by the Board of Directors or a resolution acknowledging such termination.

#### ARTICLE IV - BOARD OF DIRECTORS

- 4.1 General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors, and all powers of the Corporation not reserved to the Full Members are

hereby granted to and vested in the Board of Directors, except as otherwise expressly provided in these Bylaws, the Articles of Incorporation, or by law.

- 4.2 Qualification and Number. The Board of Directors shall consist of not less than thirteen (13) nor more than twenty (25) directors who shall be natural persons of full age and shall be Full Members of the Corporation (collectively, the “Board,” “Board of Directors” or “Directors” and individually, a “Director”). The number of Directors shall be fixed by the Executive Committee.
- 4.3 Selection. The Directors shall be elected by the majority vote of the Full Members at their annual meeting or at such other time or times as may be necessary or appropriate.
- 4.4 Term. Directors shall serve for a term of two (2) years and until their successors have been duly elected and qualified. The Directors shall be divided into two (2) classes, as nearly equal in number of Directors as practicable, and the terms of each class of Directors shall be staggered so that one (1) class of Directors is elected each year. The number of Directors in each class and the initial term of each class shall be fixed by the Board of Directors. Directors shall be eligible for re-election.
- 4.5 Vacancies. Vacancies in the Board of Directors resulting from an increase in the authorized number of Directors shall be filled by election by the Full Members. All other vacancies in the Board of Directors shall be filled by election by the remaining members of the Board of Directors, even if the number remaining on the Board is less than a quorum. Any Director so elected shall serve for the balance of the unexpired term to which he or she is elected.
- 4.6 Place of Meetings. The meetings of the Board of Directors shall be held at such place as the Directors may determine by resolution from time to time, or as may be designated in the notice or waiver of notice of a particular meeting; or in the absence of specification, such meetings shall be held at the registered office of the Corporation.
- 4.7 Regular and Special Meetings. The Board of Directors may hold regular meetings at such times as the Board may determine by resolution, but not less than once each calendar year. Special meetings of the Board may be called, at any time, by the Executive Director or by one-third of the Directors, by submitting a written request therefore, stating the object of the meeting, to the Secretary. The Secretary shall set the time and place of the meeting, which shall be held not later than fifteen (15) days after the receipt of the request. If the Secretary shall neglect or refuse to set the time and place of the meeting, the person or persons calling the meeting may do so. Business transacted at all special meetings shall be confined to the objects stated in the request therefore and matters directly related and germane thereto.
- 4.8 Annual Meetings. An annual meeting of the Board of Directors shall be held each year promptly after the annual meeting of the Full Members, or at such time as the Board may determine. At the annual meeting, the Directors shall review operations during the immediately preceding year, elect officers, and transact such other business as may be properly brought before the meeting.
- 4.9 Notices. Written notice of regular and annual meetings of the Board of Directors, stating the time and place thereof shall be given to each Director at least five (5) days prior to the date of the meeting. Written notice of special meetings of the Board of Directors shall be given to each Director at least forty-eight (48) hours prior to the time of the meeting and shall state the business to be transacted at the meeting.
- 4.10 Quorum and Action by Directors. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, and except as otherwise provided

in these Bylaws or the Articles of Incorporation, the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. In the event that a quorum is not present at any meeting of the Board of Directors, the Directors present may adjourn the meeting without any notice of the time and place of the adjourned meeting except for announcement at the meeting at which adjournment is taken.

- 4.11 Informal Action by Directors. Notwithstanding anything to the contrary contained in these Bylaws, 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, is signed by all of the Directors and is filed with the Secretary of the Corporation.
- 4.12 Removal and Resignation. The Full Members may remove any Director at any time, with or without cause, upon a vote of two-thirds of all Full Members. A Director may resign at any time by submitting a written resignation to the Executive Director or, in the case of the resignation of a Director who serves as Executive Director, to the Secretary. A resignation need not be accepted to be effective.
- 4.13 Compensation. Members of the Board of Directors shall not receive any salary for their services as Directors, but Directors may be reimbursed for expenses incurred in connection with service on the Board. Directors shall not be precluded from serving the Corporation in any other capacity and receiving compensation therefore.

#### ARTICLE V – COMMITTEES

- 5.1 Establishment. The Board of Directors or the Executive Committee may establish one or more standing or special committees. Except as otherwise provided in these Bylaws, the Articles of Incorporation, or applicable law, any committee may exercise such powers and functions as the Board of Directors or Executive Committee may from time to time determine.
- 5.2 Limitation of Powers. No Committee will have any power or authority as to the following:
- A. The submission to the Full Members of any action requiring approval of members under applicable law;
  - B. The filling of vacancies in the Board of Directors;
  - C. The adoption, amendment, or repeal of these Bylaws, except as provided in these Bylaws;
  - D. The amendment or repeal of any resolution of the Board of Directors; or
  - E. Action on matters committed by these Bylaws or resolution of the Board of Directors to another committee of the Board of Directors.
- 5.3 Committee Members. Except as the Executive Committee may otherwise determine and except as described below for the Executive and Nominating Committees, the Executive Director shall appoint all committee members and committee chairpersons and may appoint alternates for any member or chairperson of any committee. All members of the executive committee, if any, shall be Directors. All other committees shall have at least one (1) Director as a member.
- 5.4 Executive Committee.
- A. Formation. The Executive Committee shall be appointed by the Board of Directors under the recommendations of the Nominating Committee.

B. Composition. The Executive Committee shall be composed of seven (7) Full Members and include the President, Vice President, Treasurer, and four (4) elected Directors. The Executive Director of the Corporation and the Secretary shall serve as a non-voting members of the committee unless elected to serve on the committee.

C. Meetings. The Executive Committee shall meet at a minimum four (4) times annually at times selected by the Committee.

D. Duties. The Executive Committee assumes the fiduciary responsibility of the Corporation by becoming informed of the issues. This committee will have the task of representing the organizations interest, attend meetings on the organizations behalf, and become the avenue of strategic thinking and planning for the sustainable future of the corporation.

E. Terms. The four (4) elected committee members shall have terms of two (2) years with two (2) members' terms expiring on even calendar years and two (2) members' terms expiring on odd calendar years. The officers' terms on the Executive Committee shall mirror the terms of their appointed office.

F. Quorum. Where a vote is required, an Executive Committee quorum will be defined as a minimum of four (4) members.

#### 5.5 Nominating Committee.

A. Formation. The Executive Committee shall appoint a Chair for the Nominating Committee for the purpose of nominating individuals to serve as Directors and officers, and whose selection will be voted upon at the next annual meetings of the Full Members and the Board of Directors. The composition of the rest of the Nominating Committee shall be chosen by the Chair, and confirmed by the Executive Committee no later than its meeting held during the second calendar quarter.

B. Composition. The Nominating Committee shall be composed of at least three (3) Full Members; however, no more than one-half of the members of the Nominating Committee shall be members of the Executive Committee.

C. Nomination. The Nominating Committee shall prepare a slate of candidates to the Executive Committee, Directors and Officers positions to be filled at the following annual meetings of the Full Members and the Directors, and shall recommend persons to fill vacancies on the Board of Directors caused by death, resignation, or removal. The Nominating Committee shall report its nominations to the Full Members and the Board of Directors not later than thirty (30) days prior to the annual meeting. Any Full Member may be considered for a Director's or officer's position by submitting written notice to the chair of the Nominating Committee at least sixty (60) days prior to the annual meetings. The Nominating Committee shall not put forth members of that committee for election to an office. The membership may also put forth nominations for any Director and Officer positions up for election by submitting a petition signed by ten (10) full members to the Chair of the Nominating Committee at least sixty (60) days prior to the annual meeting.

### ARTICLE VI – OFFICERS AND EMPLOYEES

6.1 Officers. The officers of the Corporation shall be chosen by the Board of Directors and shall be an Executive Director, a President, a Vice President, a Treasurer, and a Secretary.

All officers shall be natural persons of full age and shall be Full Members of the Corporation.

- 6.2 Selection. The Executive Director shall be appointed by the Board of Directors to serve as a permanent position and shall serve at the pleasure of the Board. The President, Vice President, Treasurer and Secretary shall be elected by the Board of Directors at its annual meeting and shall serve for terms of one (1) year. The President and Vice President positions will have a maximum term of three (3) consecutive years followed by at least one (1) year out of that position which can be spent as a member of the Executive Committee if so elected by the Board. There will be no term limitations on the Treasurer and Secretary positions. Any vacancy in any office shall be filled by the Board of Directors.
- 6.3 Removals and Resignations. The Board of Directors may, with or without cause, remove any officer from office at any time upon the vote of two-thirds of the members of the Board of Directors. Any officer may resign from office at any time by written notice of resignation given to the Executive Director, or, in the case of the resignation of the Executive Director, given to the Secretary, and the acceptance of such resignation shall not be necessary for it to be effective.
- 6.4 Executive Director; Powers and Duties. The Executive Director shall be the chief executive officer of the Corporation with the primary task of executing the Board and Executive Committee goals and objectives. The Executive Director shall have general charge and supervision of the business of the Corporation. The Executive Director shall develop plans, programs and budgets in consultation with the appropriate committees and shall present these items each year to the Board for approval. The Executive Director shall be accountable to the Board for the development, dissemination and adoption of the various programs of the Corporation. The Executive Director shall prepare an Annual Report to be distributed to the Board at the Annual Meeting. The Executive Director shall be responsible for the hiring or termination of all staff in accordance with policies approved by the Board. The Executive Director shall be a non-voting member of the Executive Committee and the Board of Directors and a member ex officio without vote of every other committee created by the Board. The Executive Director shall represent the Corporation at official functions or assign suitable substitutes for proper Corporate representation. The Executive Director shall have such other powers and duties as the Board of Directors may prescribe.
- 6.5 President; Powers and Duties. The President shall provide advice and counsel to the Board of Directors on such matters as the Board may request, including, but not limited to, furthering the mission of the Corporation and fundraising. The President shall preside as chair at all meetings of the Board of Directors and Executive Committee. The President shall, in the absence or disability of the Executive Director, perform the duties and exercise the powers of the Executive Director and shall have such other powers and duties as the Board of Directors may prescribe. The President shall be a member, ex officio with vote, of the Board of Directors, the Executive Committee and every other committee created by the Board, unless otherwise provided in the resolution creating the committees.
- 6.6 Vice President; Powers and Duties. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President also shall have such powers and perform such duties as may be assigned to such Vice President by the Board of Directors or Executive Committee.
- 6.7 Secretary; Powers and Duties. The Secretary shall attend all meetings of the Full Members, the Board of Directors, and the Executive Committee and record all the votes and minutes

thereof in books to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Full Members and the Board of Directors. In addition to the powers and duties prescribed by these Bylaws, the Secretary shall have and exercise such duties and functions as usually attach to this office, with such additional duties and functions and subject to such limitations as may be provided in these Bylaws or established by the Board of Directors. The Secretary shall be eligible for election to the Board of Directors, and may also be appointed by the Board to serve on the Executive Committee. If not so elected or appointed, the secretary will serve on the Board and/or Executive Committee as a non-voting member.

- 6.8 Treasurer; Powers and Duties. The Treasurer shall be the chief financial officer and shall cause full and accurate accounts of receipts and disbursements to be kept in books belonging to the Corporation. The Treasurer shall see to the deposit of all moneys and other valuable effects in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors, subject to disbursement or disposition upon orders signed in such manner as the Board of Directors shall prescribe. The Treasurer shall render to the Executive Director and to the Directors, at the regular meetings of the Board of Directors or whenever the Executive Director or the Board of Directors may require it, an account of all his or her transactions as Treasurer and of the results of operations and financial condition of the Corporation. In addition to the powers and duties prescribed by these Bylaws, the Treasurer shall have and exercise such duties and functions as usually attach to this office, with such additional duties and functions and subject to such limitations as may be provided in these Bylaws or established by the Board of Directors.
- 6.9 Compensation. The salaries or other compensation, if any, of all officers, agents and employees of the Corporation shall be fixed by the Board or by authority conferred by resolution of the Board.

## ARTICLE VII - CONFLICT OF INTEREST

- 7.1 Purpose. The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.
- 7.2 Definitions.
- A. "Code." The Internal Revenue Code of 1986, as amended.
  - B. "Interested Person." Any Director, officer, member of a committee with Board-delegated powers, or any person who has substantial influence over the Corporation within the meaning of Section 4958 of the Code, or any person who was in one of these positions during the five-year period ending on the date the transaction or arrangement in question, and who has a direct or indirect financial interest, as defined below, is an interested person.
  - C. "Financial Interest." A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
    - 1. a greater than 35% ownership, investment or voting interest in any entity with which the Corporation has a transaction or arrangement; or

2. a compensation arrangement with the Corporation, or any entity or individual with which the Corporation has a transaction or arrangement; or
3. a potential greater than 35% ownership, investment or voting interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Total voting or ownership shall be determined by applying the rules of Section 267 of the Code, without regard to family ownership. Family ownership shall be determined by including in “family” the following: spouse, brothers or sisters (by whole or half blood), spouses of brothers or sisters (by whole or half blood), grandchildren, great grandchildren, and spouses of children, grandchildren and great grandchildren. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

### 7.3 Procedures.

A. **Duty to Disclose.** In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the Directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement.

B. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict is discussed and voted upon. The remaining Directors or committee members shall decide if a conflict of interest exists.

C. **Procedures for Addressing the Conflict of Interest.**

1. An interested person may make a presentation at the Board of Directors or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

2. The Chair of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3. After exercising due diligence, the Board of Directors or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested Trustees whether the transaction or arrangement is in the Corporation’s best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

D. **Violations of the Conflicts of Interest Policy.**

1. If the Board of Directors or committee has reasonable cause to believe that a Director, officer or member of a committee with Board-delegated powers has failed to disclose actual or possible conflicts of interest, it shall inform such person of the basis

for such belief and afford such person an opportunity to explain the alleged failure to disclose.

2. If, after hearing the response of any such Director, officer or member of a committee with Board-delegated powers and making such further investigation as may be warranted in the circumstances, the Board of Directors or committee determines that such person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

7.4 Records of Proceedings. The minutes of the Board of Directors and all committees with Board-delegated powers shall contain:

A. Conclusions. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

B. Persons Present. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the terms of the transaction, the content of the discussion, including any alternatives to the proposed transaction or arrangement and comparability data obtained and relied on, and a record of any votes taken in connection therewith. The minutes must be prepared before the later of the next meeting of the Board or committee or sixty (60) days after the final action or actions are taken. Such minutes will be reviewed and approved by the Board or committee as reasonable, accurate and complete within a reasonable time period thereafter.

7.5 Compensation. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

7.6 Annual Statement. Each Director, officer and member of a committee with Board-delegated powers shall annually sign a statement which affirms that such person:

A. has received a copy of the conflicts of interest policy;

B. has read and understands the policy;

C. has agreed to comply with the policy; and

D. understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

7.7 Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, or would cause any interested persons to incur excise tax under Section 4958 of the Code, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

A. Whether compensation arrangements and benefits are reasonable and are the results of arm's-length bargaining.

B. Whether partnership and joint venture arrangements conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable purposes and do not result in inurement or impermissible private benefit, or in an excess benefit transaction.

7.8 Use of Outside Experts. In conducting the periodic reviews provided for in Section 7.7, the Corporation may, but need not, use outside advisors. If outside experts are used their use

shall not relieve the Board of Directors of its responsibility for ensuring that periodic reviews are conducted.

#### ARTICLE VIII - LIMITATION OF LIABILITY AND INDEMNIFICATION

- 8.1 Limitation of Liability. Directors of this Corporation shall not be personally liable for monetary damages as such for any action other than as expressly provided in 15 Pa. C.S. §§513 and 5713. It is the intention of this Section 8.1 to limit the liability of Directors of this Corporation to the fullest extent permitted by 15 Pa. C.S. §§513 and 5713 or by any other present or future provision of Pennsylvania law.
- 8.2 Indemnification. The Corporation shall indemnify every Director and officer, and may indemnify any employee or agent, to the full extent permitted by the Pennsylvania Nonprofit Corporation Law of 1988 and any other present or future provision of Pennsylvania law. The Corporation shall pay and advance expenses to Directors and officers for matters covered by indemnification to the full extent permitted by such law, and may similarly pay and advance expenses for employees and agents. This Section 8.2 shall not exclude any other indemnification or other rights to which any party may be entitled in any manner.

#### ARTICLE IX – NOTICES

- 9.1 Form of Notice. Whenever written notice is required or permitted, by these Bylaws or otherwise, to be given to any person or entity, it may be given either personally or by sending a copy thereof by first class mail, postage prepaid, or by telegram, charges prepaid, or by overnight express delivery service, charges prepaid, to the address of the appropriate person or entity as it appears on the books of the Corporation or by telecopier to the appropriate number or by electronic mail to the appropriate electronic mail address. If the notice is sent by mail or telegraph or overnight express delivery, it shall be deemed to have been given when deposited in the United States Mail or with a telegraph office for transmission or delivered to the overnight express delivery service. If the notice is sent by telecopier or electronic mail, it shall be deemed to have been given when sent by the sender, as indicated by the date and time on the e-mail. When notice is by e-mail, a corresponding notice shall also be placed on the website of the Corporation. Such notice shall be deemed to be given when a link to the notification on the website is sent by e-mail to the Officers of the Corporation, as indicated by the date and time on the e-mail. Such notice shall constitute notification for all members who have not supplied a current e-mail address to the Corporation.
- 9.2 Waiver of Notice. Whenever a written notice is required, by these Bylaws or otherwise, a waiver of such notice in writing, signed by the person or persons or on behalf of the entity or entities entitled to receive the notice shall be deemed equivalent to the giving of such notice, whether the waiver is signed before or after the time required for such notice. Except as otherwise required by law, the waiver of notice need not state the business to be transacted at nor the purpose of the meeting, except that the waiver of notice of a special meeting of the Board of Directors shall specify the general nature of the business to be transacted at the meeting. Attendance at any meeting shall constitute waiver of notice of such meeting, except where a person attends a meeting for the express purpose of

objecting, at the beginning of the meeting, to the transaction of business because the meeting was not called or convened upon proper notice.

#### ARTICLE X - BOOKS AND RECORDS AND FISCAL YEAR

- 10.1 Books and Records. The Corporation shall keep a record of the proceedings of the Board of Directors, the committees of the Board and the Full Members, a copy of the Bylaws, and all amendments thereto, certified by the Secretary, a membership register, giving the names, addresses and classes of the Members, and appropriate, complete and accurate books and records of account, which records shall be kept at either the registered office of the Corporation and/or at such other reasonably accessible place as the Secretary may determine.
- 10.2 Fiscal Year. The fiscal year of the Corporation shall be the calendar year or shall be as the Board of Directors may determine.

#### ARTICLE XI- MISCELLANEOUS

- 11.1 Right of Inspection. Each Director and Full Member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney during the usual hours for business for any proper purpose, the membership register, the books and records of account, and records of the proceedings of the Board of Directors, the committees of the Board and the Full Members, and to make copies or extracts therefrom.
- 11.2 Execution of Written Instruments. After authorization in the manner provided by law or in these Bylaws, all contracts, deeds, mortgages, obligations, documents and instruments, whether or not requiring a seal, may be executed by the Executive Director and attested by the Secretary or the Treasurer or an Assistant Secretary or Assistant Treasurer, if any, or may be executed or attested, or both, by such other person or persons as may be specifically designated by resolution of the Board of Directors. All checks, notes, drafts and orders for the payment of money shall be signed by such one or more officers or agents as the Board of Directors may from time to time designate.
- 11.3 Telecommunications. One or more persons may participate in a meeting of the Board of Directors, a committee of the Board, or the Full Members, 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 11.3 shall constitute presence in person at such a meeting.

#### ARTICLE XII- AMENDMENTS

- 12.1 Amendments. The Board of Directors, or the Executive Committee may, at any regular, annual, or special meeting, propose to amend, alter, or repeal all or any part of these Bylaws. The Secretary shall give the Full Members notice of any amendment to these bylaws with a minimum of thirty (30) days prior to the required vote. The amendment shall be effective by resolution adopted by a minimum of four (4) members of the Executive Committee and ratified by the Board of Directors at the next meeting, or by two thirds of the Board of Directors quorum present at the meeting. If the amendment is resolved by the Executive Committee, the Board of Directors shall have the authority to

revise or repeal the action of the Committee, as the Board or Full Members deem appropriate by a simple majority of the quorum present at their next meeting.

Adopted effective December 18, 2006.