

**AMENDED AND RESTATED BYLAWS
OF
THE FREE CLINIC ASSOCIATION OF PENNSYLVANIA**

Amended 09/2009; 05/2013; 09/2019; 10/2023

**AMENDED AND RESTATED BYLAWS
OF
THE FREE CLINIC ASSOCIATION OF PENNSYLVANIA**

**ARTICLE I
NAME & OFFICES**

1.1 NAME. The name of the Corporation is The Free Clinic Association of Pennsylvania.

1.2 REGISTERED OFFICE. The address of the registered office of the Corporation is 2026 Sandy Drive, State College, PA 16803.

1.3 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 determine.

**ARTICLE II
PURPOSE AND ORGANIZATION**

2.1 PURPOSE. The Corporation is established under the Pennsylvania Nonprofit Corporation Law of 1988, as amended, and is organized for the following purposes:

a) To provide educational activities to Member Clinics, as defined herein, for the purposes of improving and developing Member Clinics and the services they provide to the residents of their communities and to perform other such services and purposes as are not inconsistent with this specific purpose;

b) To encourage and contribute to the development of regional and national free and charitable clinical associations; and

c) To conduct and carry on the work of the Corporation exclusively for charitable, scientific, literary, or educational purposes in such manner that no part of its income or property shall inure to the private benefit of any donor, member, director, officer or individual having a personal or private interest in the activities of the Corporation.

2.2 ORGANIZATION. The Corporation is organized exclusively for charitable, scientific and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code (the “Code”), including, but not limited to any such activity which may be permitted by corporations formed under and pursuant to the Pennsylvania Nonprofit Corporation Law of 1988, as amended.

2.2.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2.1 herein. The Corporation does not support or oppose one candidate over another candidate and does not support any political parties.

2.2.2 The Corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding section of any future federal tax code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding section of any future federal tax code.

2.2.3 It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Code. All terms and provisions of the Articles of Incorporation and the Bylaws of the Corporation and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

2.2.4 Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute the assets of the Corporation for one or more exempt purpose within the meaning of 501(c)(3) of the Code or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 Corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III **MEMBERSHIP**

3.1 ORGANIZATION. The Corporation shall be a member organization.

3.2 MEMBERSHIP: The membership of the Association shall consist of two categories of Members: full Voting Members and Associate Members. Membership is neither transferable nor assignable.

3.2.1 Voting Members. Voting Members shall be limited to those organizations that meet the qualification of a Free or Charitable Clinic and are in good standing as dues-paying members of the Free Clinic Association.

A) Free Clinic. A free clinic must meet the following criteria for eligibility as a Voting Member Clinic: operates as a health safety net organization that 1) provides a range of medical, dental, pharmacy, and/or behavioral health services to economically disadvantaged individuals who are uninsured, underinsured and/or have limited or no access to care; 2) volunteer health professionals provide a significant portion of health care services; 3) the clinic is committed to minimizing barriers to care and providing quality care. A Free Clinic has a varied and significant base of community financial support and a proven ability to develop financial and in-kind resources and also meets the requirements of 3.2.1.C.

B) Charitable Clinic. A charitable clinic must meet the following criteria for eligibility as a Voting Member Clinic: the clinic meets the above criteria of a Free Clinic but charges a nominal/sliding fee to patients and provides primary health care services to

economically disadvantaged individuals regardless of the patient's ability to pay. A Charitable Clinic must also meet the requirements of 3.2.1.C.

C. a 501(c)(3) tax-exempt organization or operates within the parameters set forth in subsection A or B above as a program component or affiliate of a 501(c)(3) tax-exempt organization.

3.2.2 Associate Members. Any individual or organization that does not meet the criteria of Section 3.2.1 to become a voting member may apply to become an "Associate" member. An associate member (individual or an organization) must meet the following criteria:

- Supports the mission of the Free Clinic Association of Pennsylvania (FCAP)
- Is committed to supporting FCAP's efforts to provide quality care
- Is committed to minimizing barriers to care
- Supports FCAP financially

Associate Members are not voting members of the Association.

3.3 ELECTION TO MEMBERSHIP. An authorized agent of a Free or Charitable Clinic shall submit an application for membership to the Executive Director of the Corporation. Individuals or organizations seeking an Associate Membership shall submit an Associate Application. Each application will be reviewed by the Executive Director to determine or confirm eligibility.

3.4 MEETINGS OF THE MEMBERS.

3.4.1. Annual Meeting. The annual meeting of the Members of the Corporation shall be held at a time and place designated by the Board of Directors. The election of Directors shall take place in accordance with Section 4.2 of the Bylaws.

3.4.2 Special Meetings. Special Meetings of the Members may be called by the President, by a majority of the Directors, or by a written petition of not less than ten percent (10%) of the Voting Members as defined below.

3.4.3 Use of Conference Telephone or Other Technology. The presence or participation, including voting and taking other action, at a meeting of the Members, or the expression of consent or dissent to corporate action, by a Member by conference telephone or other technology-supported communication means, including, without limitations, the internet, shall constitute the presence of, or vote or action by, or consent or dissent of the Member in person at the meeting.

3.5 NOTICE TO THE MEMBERS. The date, time and place of each annual meeting shall be determined by the Board of Directors. Written notice of the annual meeting of the Members shall be sent by mail, postage prepaid, personally delivered, or by email, facsimile transmission or other electronic transmission not less than ten (10) nor more than sixty (60) calendar days prior to

the date set for the annual meeting or in such other manner as permitted by law. Written notice stating the date, time, and place of a special meeting and the general nature of the business to be transacted at such special meeting shall be sent by mail, postage prepaid or personally delivered, email, facsimile transmission or other electronic transmission at least ten (10) calendar days prior to the date set for the special meeting or in such other manner as permitted by law. Notice of a meeting may be sent by the Secretary/Treasurer or by any Officer of the Corporation. The Board of Directors, Executive Director or a Member may cause any item to be placed on a meeting agenda. Notice need not be given to any Member who signs a waiver of notice in person or by proxy, either before or after the meeting. Attendance of a Member at a meeting, either in person or by proxy, constitutes a waiver of notice and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which the meeting was called or convened, unless the Member attends a meeting solely for the purpose of stating such objection(s) at the beginning of the meeting.

3.6 QUORUM. The presence of twenty-five percent (25%) of the Member Clinics in person, or by proxy at any meeting or by mail in any election at a meeting of the Members shall constitute a quorum of the Members necessary for the transaction of business at any meeting of the Members.

3.7 FORMAL ACTIONS OF THE MEMBERS. Only Member Clinics shall be entitled to vote. Each Member Clinic (the “**Voting Members**”) acting through one (1) duly appointed representative shall be entitled to one vote for each matter presented to the Members. The affirmative vote of the majority of Voting Members voting at a meeting at which quorum is present shall be the act of the Membership of the Corporation, except where otherwise provided by law, the Articles of Incorporation or these Bylaws.

3.8 RECORD DATE FOR DETERMINATION OF MEMBERS. For the purpose of determining Members entitled to notice of or to vote at any meeting of Members, or in order to make a determination of Members for any proper purpose, the Board of Directors may fix in advance a date as the record date for any such determination of Members, such date in any case to be not more than sixty (60) days and, for a meeting of Members, no fewer than ten (10) days, or in the case of a meeting to consider a merger, consolidation, dissolution or sale, lease or exchange of assets, no fewer than thirty (30) days, immediately preceding such meeting. If no record date is fixed for the determination of Members entitled to notice of or to vote at a meeting of Members, the date on which notice of the meeting is delivered shall be the record date for such determination of Members.

3.9 VOTING LIST. The Executive Director, having charge of the membership records books of the Corporation, shall make and certify a complete list of the Voting Members and the Voting Members’ designated representation.

3.10 PROXIES. A Voting Member may vote in person or by proxy executed in writing by the Voting Member. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

3.11 PARTICIPATION IN MEETINGS. Representatives from all Voting Member Clinics shall be entitled to take part in discussions, but only the designated Voting Members can

make motions and vote at meetings. Upon the request of a Member, the President, or the Voting Members, other persons may be permitted to address the meeting.

3.12 DUES.

3.12.1 Annual Dues and Special Assessments. The amount of annual dues, and of any special assessment of a specified amount, payable by each class of Members shall be established by the Board of Directors. Dues are payable at such time and by such method of collection as determined by the Board.

3.12.2 Sanctions for Failure to Pay. Any Member whose dues or assessments are overdue by ninety (90) or more days shall not be deemed to be a member in good standing and such Member's membership in the Corporation shall be terminated. Upon payment of dues, the Member will be reinstated.

3.13 RESERVED POWERS. In addition to all matters required by law or by other provisions of these Bylaws to be approved by the Voting Members, any proposal with respect to any of the following shall not become effective unless approved by an affirmative vote of two-thirds (2/3) of the Voting Members present at a meeting at which a quorum is present:

- (a) to amend the Articles of Incorporation or Bylaws of the Corporation;
- (b) to dissolve, divide, convert or liquidate the Corporation or consolidate or merge the same with another corporation or entity;
- (c) to elect the Members of the Board of Directors of the Corporation and to remove the Members of the Board of Directors subject to Article IV Section 4.8 of these Bylaws; and
- (d) any other matters which may be required by law to be submitted to the voting Members or which the Board of Directors may require be submitted.

ARTICLE IV BOARD OF DIRECTORS

4.1 POWERS OF THE BOARD OF DIRECTORS. Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, The Board of Directors shall be responsible for the governance of the Corporation and shall have the power to act with full authority of the Corporation, either directly or through its Executive Committee, in all matters affecting the Corporation, including but not limited to: (a) hiring/negotiating of the contract/terminating an Executive Director; (b) setting the membership dues at any regular meeting of the Board of Directors; (c) establishing policies to guide the operation of the Corporation. The Board of Directors shall have all those powers which may be exercised by the Board of Directors pursuant to the Nonprofit Corporation Law of 1988, as amended.

4.2 DIRECTORS.

4.2.1 Number. The authorized number of Directors of the Corporation shall be no less than seven (7) and no more than thirteen (13). All Directors shall be natural persons at least eighteen (18) years of age and need not be residents of this State. The majority of Directors on the Board must have a formal affiliation with a Free Clinic or Charitable Clinic Member at the time of their election. Directors who are not affiliated with a Free or Charitable Clinic must become Associate Members upon election to the Board. Each shall have the ability to participate effectively in fulfilling the Board's responsibility, the judgment to act in the best interests of the Corporation in furthering its purposes, and an interest in assisting the Corporation in attaining its stated purposes. The Executive Director of the Corporation may only serve as a non-voting ex-officio member of the Board.

4.2.2 Term. Unless otherwise provided for in the Bylaws, a Director shall be elected to a term of three (3) years. The Directors' terms shall begin on July 1st. The Directors shall be divided into three (3) classes as nearly equal as possible, which terminate in staggered terms.

4.2.3 Election. The Governance Committee of the Corporation shall present to the Voting Members the names of persons to fill vacancies on the Board of Directors created by the expiration of a Director's term or by retirement, death, resignation, removal of an elected Director or otherwise. The Board shall be elected by the majority vote of the Members entitled to vote at their annual meeting and/or a special meeting. The Directors shall hold office from the time of their election until their successors have been duly elected and have qualified. A Director may be elected to the Board for only two (2) successive terms but may be reelected after an absence from the Board of at least one (1) year.

4.2.4 Miscellaneous Provisions. Nothing herein shall be construed to increase or decrease the number of Directors, except that no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

4.2.5 Emeritus Directors. The Board of Directors may, from time to time, elect one or more individuals who have served in a leadership capacity or who have made outstanding contributions to the Corporation as Emeritus Directors of the Board. The length of term to be served by an Emeritus Director may be indefinite or may be fixed by the Board at the time of election of thereafter. Emeritus Directors may attend any meeting of the Board, but shall not be counted for purposes of determining the presence of a quorum and shall not have a vote on any matters to be acted on by the Board.

4.3 MEETINGS.

4.3.1 Place of Director's Meetings. The meetings of the Board of Directors shall be held at such place within or without the Commonwealth of Pennsylvania as a majority of the Directors may from time to time appoint, or as may be designated in the notice or waiver of notice of a particular meeting.

4.3.2 Annual Director's Meetings. An annual meeting of the Board of Directors will be held during a month stipulated by the Board. The date and hour of such meeting shall be

determined by the Board. The purpose of the annual meeting will be the election of officers, the presentation by the President and Treasurer of the annual report of the Corporation and the transaction of other business as may be brought before the Board. Should any such day in any year constitute a legal holiday in Pennsylvania, then the meeting will be held instead in such instance on the day immediately following.

4.3.3 Special Board Meeting. Special meetings of the Board of Directors may be called by the President or upon written request of a majority of Directors.

4.4 NOTICE OF DIRECTORS' MEETINGS. Written or printed notice stating the place, day and hour of any annual or special meeting of the Board of Directors will be delivered to each Director not less than five (5) days before the date of the meeting either personally or by first class mail, e-mail, facsimile or other electronic transmission by or at the direction of the President, or the Secretary, or the Directors calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at his/her address as it appears on the records of this Corporation, with postage prepaid. Such notice need not state the business to be transacted at, nor the purpose of such annual or special meeting.

4.4.1 Waiver of Notice. Any Director may waive notice of a meeting by the execution of a written waiver prior or subsequent to such meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any annual or special meeting of the Board, need be specified in the waiver of notice of such meeting.

4.5 QUORUM. The majority of the Directors then in office shall be required to constitute a quorum for the transaction of business at any meeting of the Board and the acts of a majority of the Directors present at a meeting at which quorum is present shall be the acts of the Board of Directors. If at any time during a meeting a quorum no longer exists, a smaller number may adjourn the meeting to another date.

4.6 CONFERENCE TELEPHONE OR OTHER COMMUNICATIONS TECHNOLOGY. One or more Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications technology by means of which all persons participating in the meeting can hear each other. Participation in a meeting in such manner shall constitute presence in person at the meeting.

4.7 RESIGNATION OF DIRECTORS. Any Director may resign at any time by giving written or verbal notice to the President or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect immediately upon delivery and the acceptance of such resignation shall not be necessary to make it effective. Resignation as a Director of the Corporation shall also constitute resignation as an Officer and as a member of all Committees of the Board.

4.8 REMOVAL OF DIRECTORS.

4.8.1 Removal in General. The Board of Directors may declare vacant the office of a Director if he or she be declared of unsound mind by an order of court, or convicted of a felony,

or fails to attend any three consecutive regular meetings of the Board of Directors, unless otherwise waived by the Board in its sole discretion.

4.8.2 Effects of Reduction and Effects of Removal. Any reduction in the number of Directors authorized in the Bylaws does not act to remove any Director prior to the expiration of such Director's term. Removal as a Director shall also constitute removal as an Officer and as a member of all Committees of the Board.

4.9 VACANCIES ON THE BOARD. Vacancies on the Board of Directors shall be filled by election by the Board at a regularly scheduled meeting of the Board of Directors after consultation with the Governance Committee. A Director so elected to fill a vacancy shall serve the remaining unexpired term of the Director whose position was vacated.

4.10 MANNER OF ACTING. –

4.10.1 Formal Action by Board. Each Director shall be entitled to one vote for each matter presented to the Board. No Director shall have the right to cumulate his or her vote for any purpose. The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present and entitled to vote shall be the act of the Board, unless the act of a greater number is required by statute, the Articles, or these Bylaws.

4.10.2 Unanimous Written Consent. The Board may act without a meeting if, prior or subsequent to such action, a consent or consent in writing, setting forth the action so taken, and signed by all of the Directors is filed with the Secretary. The action taken through such unanimous written consent is effective when the last Director signs the consent unless otherwise specified.

4.10.3 Action by Written Consent. Any action required or permitted to be taken at a meeting of the members or of a class of members may be taken without a meeting upon the signed consent of members who would have been entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all members entitled to vote thereon were present and voting. An action taken pursuant to this section shall not become effective until after at least ten days' notice of the action has been given to each member entitled to vote thereon who has not consented thereto.

4.10.4 Use of Conference Telephone or Other Technology. The presence or participation, including voting and taking other action, at a meeting of the Board, or the expression of consent or dissent to corporate action, by a member by conference telephone or other technological means, including, without limitations, the internet, shall constitute the presence of, or vote or action by, or consent or dissent of the Director in person at the meeting.

4.11 COMPENSATION. Directors do not receive compensation for their services as Board members.

ARTICLE V
COMMITTEES OF THE BOARD

5.1 COMMITTEES. The Board of Directors shall, by resolution duly adopted by the majority of the Directors, create an Executive Committee, a Finance Committee, a Governance

Committee, Policy Committee, and a Education Committee and one or more other committees of the Board to consist of one or more Directors of the Corporation. No committee shall have any power or authority to perform any functions related to the Reserved Powers as stated in Section 3.13.

5.2 APPOINTMENT OF COMMITTEE MEMBERS. Except as otherwise provided in these Bylaws, all committee members and the chairperson of each committee shall be appointed by the President or by majority vote of the Board of Directors. Each committee shall consist of one (1) director and at least two (2) members. Membership on any committee except the Executive Committee and Governance Committee shall be open to all Voting Members. Individuals with aligned interests, experience or skill sets may be invited to serve on any committee except the Executive Committee and Governance Committee by consent of the Board. The President of the Board shall serve ex-officio as a voting member on all committees. The Corporation's Executive Director shall serve ex-officio as a non-voting member on all committees.

5.3 DUTIES OF THE COMMITTEES. The duties and powers of the Committees shall be as follows:

5.3.1 Executive Committee. The Executive Committee shall be made up of the President, who chairs the committee, Vice President, Secretary, Treasurer, and immediate Past-President of the Corporation, the Corporation's Executive Director and such other members of the Board of Directors, if any, as the President shall, from time to time, appoint. The Corporation's Executive Director shall serve ex-officio as a non-voting member. The Executive Committee shall be empowered to carry out all functions of the Board of Directors as may be necessary and appropriate for the operation of the Corporation between regular or special meetings of the Board, and shall report to the Board of Directors at each meeting all action taken between meetings. Other duties of the Executive Committee will be in the areas of planning, finance and policy development.

5.3.2 Finance Committee. The Finance Committee shall be made up of the Treasurer of the Corporation, who chairs the committee, the President of the Board, the Corporation's Executive Director, and such other members as are appointed from time to time. The Finance Committee assists with the development of an annual budget and provides for an annual audit of the financial statements of the Corporation independent of the Treasurer. The Finance Committee shall oversee the execution of any recommendations made pursuant to such audit.

5.3.3 Governance Committee. The Governance Committee shall be chaired by the Vice President of the Board and consist of other members as appointed. This committee is responsible for presenting the slate of Officers and Directors for election, Board recruitment and development, monitoring adherence to Board Commitment, and an annual review of the Bylaws.

5.3.4 Policy Committee. The Policy Committee shall be responsible for researching and evaluating of any legislative, regulatory or administrative actions that would affect or pertain to members of the corporation. The Policy Committee will disseminate information about such legislation, regulation or administrative action to the Executive Committee and to the membership if so directed by the President.

5.3.5 Education Committee. The Education Committee shall be responsible for planning and organizing educational offerings for Members of the Corporation. The purpose of these educational offerings is to disseminate information to members of the Corporation pertaining to free and charitable clinics in Pennsylvania. These offerings may be conducted via webinars, on-line learning platforms, in-person meetings and conferences.

5.4 MEETINGS; QUORUM. Meetings of any committee shall be called by the Committee Chairperson or by the President of the Corporation. The Chairperson shall give reasonable oral or written notice of any such meeting to all members of the Committee. One-half of the members of such committee shall constitute a quorum thereof. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of such Committee. Committee members are expected to attend committee meetings regularly. A member who fails to attend three consecutive meetings will be recommended to the President for removal.

5.5 MINUTES. Each Committee shall keep reasonably comprehensive minutes of all of its meetings showing the time and place, members present, the subjects considered, and the actions taken, and shall report the same to the Board when required.

ARTICLE VI
STANDARDS OF CARE, LIABILITY OF DIRECTORS
AND JUSTIFIABLE RELIANCE

6.1 STANDARDS OF CARE, LIABILITY OF DIRECTORS; JUSTIFIABLE RELIANCE. Directors and members of any committee designated by the Board shall discharge their duties in good faith and with that degree of diligence, care and skill which ordinary, prudent persons would exercise under similar circumstances in like positions. In discharging their duties, Directors and members of any committee designated by the Board shall not be liable if, acting in good faith, they rely on the opinion of counsel for the Corporation or upon written reports setting forth financial data concerning the Corporation and prepared by an independent public accountant or certified public accountant or firm of accountants or upon financial statements, books of account or reports of the Corporation represented to them to be correct by the President, the officer of the Corporation having charge of its books of account, or the person presiding at a meeting of the Board.

ARTICLE VII
OFFICERS

7.1 OFFICERS. The Officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, the Corporation's Executive Director and such other officers and agents as it shall deem appropriate, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. The Secretary and Treasurer offices may be held by the same person.

7.2 APPOINTMENT AND TENURE. The Officers of the Corporation shall be nominated by the Governance Committee and elected by the Board of Directors of the Corporation for a two-year term. Each elected Officer shall hold office from the date of such Officer's election until such Officer's successor has been duly elected and qualified, unless such Officer shall sooner resign or be removed.

7.3 RESIGNATION AND REMOVAL. Any Officer may resign at any time by giving written or verbal notice to the President or the Secretary and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Officer may be removed, with or without cause, by the Board of Directors whenever, in its judgment, the best interest of the Corporation would be served. The Board of Directors may remove any Officer who does not attend three consecutive meetings of the Board.

7.4 VACANCIES. A vacancy in any office shall be nominated by the Governance Committee **and** filled by approval of the Board for the unexpired portion of the term.

7.5 DUTIES OF THE OFFICERS. The duties and powers of the Officers of the Corporation shall be as follows and as shall hereafter be set by resolution of the Board of Directors:

7.5.1 President. The President shall be a director of the Corporation and shall be the principal executive officer of the Corporation. He or she shall, in general, supervise and control all of the business affairs of the Corporation. The President shall preside at all meetings of the Members and the Board of Directors. The President may sign, with the Treasurer or any other

proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed except in cases where the signing and execution thereof shall expressly be delegated by the Board of Directors or by these Bylaws or by statute or some other officer or agent of the Corporation; and, in general, shall perform all duties of the office of the President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall be an ex-officio voting member of all committees constituted by the Board.

7.5.2 Vice President. In the absence of the President or in the event of his or her inability to act, the Vice President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as may be assigned by the President, the Board of Directors, or the Executive Committee. The Vice President will be deemed to succeed to President of the Board following at least one full term as Vice President, completion of at least one full year as Vice President, or at any such time as the President is deemed unable to continue to serve in the capacity of President. Succession from Vice President to President will be a normal and expected outcome of accepting the Vice President position.

7.5.3 Secretary. The Secretary shall keep the minutes of the Members and the Board of Directors meetings; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; keep a register of the post office address of each Member which shall be furnished by such Member; and, in general, perform all duties associated with the office of Secretary and such other duties as from time to time may be assigned to him or her by the President, the Board of Directors, or the Executive Committee.

7.5.4 Treasurer. The Treasurer shall have the custody and charge of and be responsible for all funds and securities of the Corporation; receive and give receipts of money due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation; and, in general perform all duties associated with the office of Treasurer, and such other duties as from time to time may be assigned to him or her by the President, the Board of Directors, or the Executive Committee. The Treasurer will chair the Finance Committee.

7.5.5 Executive Director. The Executive Director of the Corporation shall be the Chief Executive Officer and serve at the pleasure of the Board. He/she shall have general and active management of the business and affairs of the Corporation. The Executive Director may sign deeds, mortgages, bonds, contracts, agreements, checks or other instruments on behalf of the Corporation in accordance with these Bylaws and as set forth by the Board. The Executive Director shall from time to time make or cause to be made such reports of the affairs of the corporation as the Board may require. The Executive Director shall be responsible to the Board of Directors for the application and implementation of policies adopted by the Board of Directors.

7.6 **DELEGATION OF POWERS OF OFFICERS.** In the event of the absence of any officer of the Corporation or his or her disqualification or inability to act where the provisions therefore are not expressly made by these Bylaws, the President may by written order, or the Board of Directors may by resolution, delegate the powers of such officer to any other officer or employee of the Corporation.

7.7 COMPENSATION. The President and the Executive Committee shall hire and fix the compensation of the Executive Director which he or she in his/her direction may determine to be necessary for the conduct of the business of the Corporation.

ARTICLE VIII INDEMNIFICATION

8.1 SCOPE OF INDEMNIFICATION. The Corporation shall indemnify a corporate agent against the agent's expenses and liabilities in connection with any proceeding involving the corporate agent because the agent is or was a corporate agent, other than a proceeding by or in the right of the Corporation if:

(1) The corporate agent acted in good faith and in a manner which the agent reasonably believed to be in or not opposed to the best interests of the Corporation; and

(2) With respect to any criminal proceeding, the corporate agent had no reasonable cause to believe the conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the corporate agent did not meet the applicable standards of conduct set forth in this section.

Corporate Agent shall mean any person who is or was a director, officer, employee or agent of the Corporation or of any constituent corporation absorbed by the Corporation in a consolidation or merger.

8.2 EXPENSES.

8.2.1 The Corporation shall indemnify a corporate agent against the agent's expenses in connection with any proceeding by or in the right of the Corporation to procure a judgment in its favor which involves the corporate agent by reason of being or having been the corporate agent, if the agent acted in good faith and in a manner which the agent reasonably believed to be in or not opposed to the best interests of the Corporation. However, in the proceeding no indemnification shall be provided in respect of any claim, issue or matter as to which the corporate agent was liable to the Corporation, unless and only to the extent that the court in which the proceeding was brought shall determine upon application that despite the adjudication of liability, but in view of all circumstances of the case, the corporate agent is fairly and reasonably entitled to indemnity for those expenses as the Superior Court or the other court shall deem proper.

8.2.2 The Corporation shall indemnify a corporate agent against expenses to the extent that the corporate agent has been successful on the merits or otherwise in any proceeding referred to in this Article VIII or in defense of any claim, issue or matter therein.

8.2.3 Any indemnification under Section 8 shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification is proper in the circumstances because the corporate agent met the applicable standard of conduct set forth in Section 8. The determination shall be made in accordance with the Nonprofit Corporation Law of 1988.

8.2.4 The indemnification and advancement of expenses provided by or granted pursuant to this Section 8 shall not exclude any other rights to which a corporate agent may be entitled under the Articles of Incorporation, agreement, or otherwise; provided that no indemnification shall be made to or on behalf of a corporate agent if a judgment or other final adjudication adverse to the corporate agent establishes that his acts or omissions (1) were in breach of his duty of loyalty to the Corporation, (2) were not in good faith or involved a knowing violation of law, or (3) resulted in receipt by the corporate agent of an improper personal benefit.

8.3 INSURANCE.

8.3.1 The Corporation shall have the power to purchase and maintain insurance on behalf of any corporate agent against any expense incurred in any proceeding and any liabilities asserted by reason of the agent's being or having been a corporate agent, whether or not the Corporation would have the power to indemnify the agent against those expenses and liabilities under the provisions of this section.

8.4 LIMITATION OF LIABILITY.

8.4.1 Except as required by Section 8.2.2, no indemnification shall be made or expenses advanced by the Corporation under this Section, and none shall be ordered by a court, if that action would be inconsistent with a provision of the Articles of Incorporation, a resolution of the Board, an agreement or other proper corporate action in effect at the time of the accrual of the alleged cause of action asserted in the proceeding, which prohibits, limits or otherwise conditions the exercise of indemnification powers by the Corporation or the rights of indemnification to which a corporate agent may be entitled.

8.4.2 This Article VIII does not limit the Corporation's power to pay or reimburse expenses incurred by a corporate agent in connection with the Corporate agent's appearance as a witness in a proceeding at a time when the corporate agent has not been made a party to the proceeding.

ARTICLE IX CONFLICTS OF INTEREST

9.1 CONFLICTS OF INTEREST POLICY. 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.

9.2 POLICY. It is the policy of the Corporation and the Board of Directors that no contract or transaction between the corporation and one or more of its Directors or officers, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its Directors are directors or officers, or have a financial interest, or in which any Director or officer has any other conflict of interest, shall be authorized or entered into unless the material facts as to his interest and as to the contract or transaction are disclosed or are known to the Board of Directors, and the Board in good faith authorizes the contract or transaction by an affirmative vote of a majority of the Directors other than the interested Director or Directors.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors that authorizes the contract or transaction.

Board Members will be provided a Conflict of Interest Statement when they join the Board as well as at each Annual Meeting thereafter on which they may declare any possible conflict(s). Such statements must be signed by the Board Member and will be retained by the Executive Director.

ARTICLE X **MISCELLANEOUS**

10.1 FISCAL YEAR. The fiscal year of the Corporation shall begin on July 1st and end on June 30th.

10.2 CORPORATE SEAL. The seal of the Corporation shall be circular in form and bear the name of the Corporation, the year of its organization and the words "Corporate Seal, Pennsylvania." The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed, or upon adhesive substance affixed thereto. The seal on the corporate obligation for the payment of money may be a facsimile, engraved or printed.

10.3 NOTICE.

10.3.1 Effective Date. Any notice required or permitted to be given pursuant to the provisions of the Articles of Incorporation, these Bylaws, or applicable law, shall be in writing, shall be sufficient and effective as of the date personally delivered, emailed, facsimile or other electronic transmission or, if sent by mail, on the date deposited with the United States Postal Service, postage prepaid and addressed to the intended receiver at such receiver's last known address as shown in the records of the Corporation.

10.3.2 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Law of 1988 or under the provisions of the Articles of Incorporation, these Bylaws, or applicable law, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Each Director, Officer or Committee member attending a meeting without protesting the lack of prior notice shall be deemed conclusively to have waived notice of the meeting.

10.4 REVOCABILITY OF AUTHORIZATIONS. No authorization, assignment, referral, or delegation of authority by the Board to any Committee, Officer, agent or other official of the Corporation shall preclude the Board from exercising the authority required to meet its responsibility for the conduct of the Corporation. The Board shall retain the right to rescind any such authorization, assignment, referral, or delegation in its sole discretion.

10.5 SIGNATURES FOR PAYMENTS OF FUNDS. All checks, drafts, or orders for the payment of money shall be signed by such Officer or Officers, or other person or persons, as the Board shall have specified by written resolution with respect to the particular bank account upon which checks, drafts, or orders shall have drawn.

10.6 CORPORATE RECORDS. The Corporation shall keep (a) an original or duplicate record of the proceedings of its Members and of the Board, (b) the original or a copy of its Bylaws, including all amendments thereto to date, certified by the Secretary of the Corporation, (c) appropriate, complete, and accurate books or records of account, at its registered office, at its principal place of business, or at any other place inside or outside of the Commonwealth as determined by the Board of Directors.

10.7 RIGHT OF INSPECTION. The Corporation shall make available for inspection the records of the names and addresses of all Members, the class of Membership held by each and the dates when they respectively became Members of record thereof within ten (10) days after demand by a Member entitled to inspection.

10.8 RULES. The Board of Directors may adopt, amend, or repeal rules (not inconsistent with these Bylaws) for the management of the internal affairs of the Corporation and the governance of its Officers, agents, Committees, and employees.

10.9 VOTE BY PRESIDING OFFICER. The person acting as presiding officer at any meeting held pursuant to these Bylaws shall, if a voting member thereof, be entitled to vote on the same basis as if not acting as presiding officer.

10.10 GENDER AND NUMBER. Whenever the context requires, the gender of all words used herein shall include the masculine, feminine, and neuter, and the number of all words shall include the singular and plural thereof.

10.11 ARTICLES AND OTHER HEADINGS. The articles and other headings contained in these Bylaws are for reference purposes only and shall not affect the meaning or interpretation of these Bylaws.

ARTICLE XI
AMENDMENTS TO BYLAWS

11.1 In accordance with Section 3.13 herein, these Bylaws may be adopted, amended or repealed, in whole or in part, by a two-thirds (2/3) vote of the Voting Members at any annual meeting or special meeting of the Members at which a quorum is present.

* * * * *