



*100 Glenview Road  
P.O. Box 383, Spring Grove, PA 17362  
(717) 225-0732*

BYLAWS  
THE SPRING GROVE AREA HISTORICAL PRESERVATION SOCIETY  
October 27, 2022

ARTICLE I     Name and Location

Section 1.     The name of this corporation shall be “The Spring Grove Area Historical Preservation Society,” or as abbreviated “SGAHPS.”

Section 2.     The principal place at which the administrative activities of the society shall be carried on shall be located in the Spring Grove Area, York County, Pennsylvania.

ARTICLE II     Purposes, Powers, and Organization

Section 1.     The purpose of this society shall be:

To provide a historical legacy for this and future generations of Spring Grove area residents.

Section 2.     The organization of this society shall be operated:

- (a) Exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law, hereafter the “Code”).
- (b) As an organization which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code, as amended. All terms and provisions of these Bylaws and all authority and operations of the corporation shall be construed, applied, and carried out in accordance with such intent.
- (c) Wherein no part of the net earnings of the society shall be for the benefit, or be distributable to its members, directors, officers, or other private persons, except that the society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in this paragraph. None of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the society shall not participate in, or intervene in



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(including the publishing or distribution of statements) and political campaign on behalf of or in opposition to any candidate for public office.

- (d) Notwithstanding any other provision of these by-laws or articles of incorporation the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under section 501(c)(3) of the Code of 1954 (or the corresponding section of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under section 170(c)(3) of the Code of 1986 (or the corresponding section of any future United States Internal Revenue Law).
- (e) Wherein and upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the society, dispose of all the assets of the society, exclusively for the purpose of the society in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any assets not so dispersed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.
- (f) Wherein and in addition to the specific powers and authorities set forth in its Articles of Incorporation, the Corporation shall have and possess all powers and authority generally provided or applicable to domestic nonprofit corporations under the Pennsylvania Nonprofit Corporation Law of 1988.

### ARTICLE III    Members

Section 1.    The members of the society shall be those persons who have paid the annual membership fee and the corporation has received that fee by January 31 of that year and will be referred to as a “member in good standing”.

Section 2.    Each member in good standing, eighteen (18) years or older, shall be allowed one vote.



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Section 3. The members shall have the ultimate authority, power, and responsibility for the society, including the power to dissolve same.

Section 4. Classes of membership shall be as follows:

(a) Individual Membership

Shall be granted to any person who has attained the age of eighteen (18) years. For individuals, whose age is less than their 18<sup>th</sup> year, a parent or guardian acknowledgement form is required to be submitted, recorded, and approved by the membership chairperson.

(b) Family Membership

Shall include any adult(s) and their minor children residing within a single residence.

(c) Patron Membership

Shall be granted to any person(s), business, partnership, or corporation who contributes to the Patron Membership fee determined by the society.

(d) Student Membership

Shall be granted to any person holding a valid identification from an educational institution.

ARTICLE IV    Directors

Section 1. Directors shall be members in good standing for the year of service.

Section 2. The Board of Directors shall consist of the elected officers, Immediate Past President, and not less than five (5) or more than seven (7) elected directors, who shall be responsible for the management of the property, funds, and affairs of the corporation.

Section 2.1 The Board of Directors may, in its discretion, by resolution, establish an Executive Committee of its members to act on behalf of the board such conditions as the board shall determine.

Section 3. The members shall elect the Directors from among their number at the annual meeting.



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Section 4. The term of office for Directors shall be three (3) years. If a Director shall fail to attend three successive regular meetings of the Board of Directors, unless detained by sickness or prevented by necessary absence, the remaining members of the Board may declare the office as Director vacant.

Section 5. Directors shall serve until their successors are elected and qualified. Vacancies on the Board of Directors caused by death, resignation or otherwise may be filled by election by the Board of Directors for the unexpired terms of such vacancies.

Section 6. In addition to the regular Directors, representatives of such other organizations or individuals may be deemed appointed as Ex-Officio Board Directors, but shall not have voting power, shall not count as one of the regular Directors, and shall not be eligible for office.

Section 7. Resignations: Any Director of the Corporation may resign at any time by giving written notice to the President or the Secretary of the Corporation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No Director may resign from the Corporation leaving the Corporation without a Board still in charge of its affairs, unless the Attorney General of Pennsylvania is first notified.

Section 8. Vacancies: The Board of Directors may declare vacant the office of a Director if he or she is declared of unsound mind by an order of the court, or convicted of a felony, or for any other proper cause, such as qualifications and requirements of naturalization or age, or if within sixty (60) days after notice of his or her selection, he or she does not accept such office either in writing or by attending a meeting of the Board of Directors. Any mid-term vacancy or vacancies in the Board of Directors because of death, resignation, removal in any manner, disqualification, an increase in the numbers of Directors, or any other cause, may be filled by action of a majority of the remaining Members of the Board of Directors, though less than a quorum, at any regular or special meeting; and each person so elected shall be a director to serve for the balance of the unexpired term.

Section 9. Authority: The Board of Directors shall have full power to conduct, manage, and direct the business and affairs of the Corporation; and all powers of the Corporation are hereby granted to and vested in the Board of Directors. The Board of



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Directors shall have charge of all properties of the Corporation and shall carefully supervise and direct its general use.

ARTICLE V     Officers.

Section 1.     Officers shall be members in good standing for the year of service

Section 2.     The officers shall consist of a President, Vice-President, Secretary, Membership Secretary, Treasurer, and Ripplet Editor.

Section 3.     The officers shall be elected annually by the Board of Directors of the corporation at the December meeting of the Board of Directors for a one (1) year term.

Section 4.     Officers shall serve until their successors are elected and qualified. Vacancies in any office caused by death, resignation, or otherwise shall be filled by the Board of Directors to serve the unexpired terms of such vacancies.

Section 5.     All of the officers shall exercise the powers and perform the duties customarily pertaining to their respective office.

Section 6.     Any two (2) or more offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the President of the Board.

Section 7.     The President shall:

- (a) Be the chief executive officer of the Corporation and shall have general supervision over the activities and operations of the Corporation, subject, however, to the control of the Board of Directors.
- (b) Be elected by the Board of Directors.
- (c) Preside at all meetings of the members and of the Board of Directors and appoint all committees and or committee chairpersons as provided in Article VI, Section 1. hereof.
- (d) Sign, execute, acknowledge, in the name of the Corporation, deeds, mortgages, bonds, contracts or other instruments, authorized by the Board of Directors except in cases where the signing and execution thereof shall expressly be delegated by the Board of Directors, or these Bylaws, to some officer or agent of the Corporation.



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- (e) Perform all duties incidental to such office and such other duties as may be provided by these by-laws or as may be prescribed from time to time by the Board of Directors.

Section 8. The Vice-President shall:

- (a) Be elected by the Board of Directors.
- (b) Preside at all meetings where the President is not present and when business pertaining to the President and his administration is before the Corporation.
- (c) Perform all duties and exercise all powers of the president when the President is absent or is otherwise unable to act.
- (d) Perform other duties as may be prescribed from time to time by the Board of Directors.

Section 9. The Secretary shall:

- (a) Be elected by the Board of Directors.
- (b) Keep a record of all transactions of all meetings.
- (c) Issue communication for all regular and special meetings of the Board of Directors.
- (d) Record all the votes of the Directors and the minutes of the meetings of the Board of Directors and of the committees of the Board of Directors in a book or books to be kept for that purpose.
- (e) Attend to all correspondence.
- (f) Keep a correct list of the names, addresses and electronic/digital contact information of all corporation officers.
- (g) Give all notices as are required by law or the by-laws and see that records and reports are properly kept and filed by the Corporation.
- (h) Perform all duties incidental to the office of Secretary and such other duties as may be required by law or which may be assigned from time to time by the Board of Directors.

Section 10. The Membership Secretary shall:

- (a) Be elected by the Board of Directors.
- (b) Keep a true and correct accounting of all membership dues and pay over to the Treasurer, taking his/her receipt therefore, and report the standing of membership records in the body.
- (c) of the open regular meeting when called by the Chairperson.



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- (d) Keep all records in an orderly manner and turn them over, in full, to his/her successor when authorized or directed to do so by the corporation.
- (e) Keep a correct list of the names, addresses and electronic/digital contact information of all members.
- (f) Perform all duties incidental to the office of Membership Secretary and such other duties as may be required from time to time by the Board of Directors.

Section 11. The Treasurer shall:

- (a) Be elected by the Board of Directors.
- (b) Have charge and custody of all funds of the corporation and shall keep a separate bank account of the same to his or her credit as Treasurer; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the Corporation.
- (c) Deposit all funds as required by the Board of Directors.
- (d) Keep a record of all financial transactions and pay all bills (invoices authorized by the corporation).
- (e) Render reports and accountings to the Directors as required by the Board of Directors or by law.
- (f) Perform all duties incidental to the office of the Treasurer and such other duties as may be required by law, the Articles of Incorporation and Bylaws or which may be assigned from time to time by the Board of Directors.

Section 12. The Ripplet Editor shall:

- (a) Be elected by the Board of Directors.
- (b) Publish and issue the Ripplet 6 times a year.
- (c) Perform in general all duties incidental to the office of the Ripplet Editor and such other duties which may be assigned from time to time by the President.

Section 13. Resignations

Any officer or agent may resign at any time by giving written notice to the Board of Directors, or to the President or the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 14. Removal

Any officer of the corporation may be removed, either for or without cause, by the Board of Directors or other authority which elected, retained, or appointed such officer



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whenever in the judgment of such authority the best interests of the Corporation will be served thereby, but such removal shall not without prejudice to the contract or legal rights of any person so removed.

## ARTICLE VI    Committees

Section 1.    The President shall, with the advice and consent of the Board of Directors, annually appoint a Nominating Committee, and the chairperson of such other standing and special committees as may be desirable or necessary to accomplish the purposes of the society.

Section 2.    The Nominating Committee shall consist of three (3) members of the society. It shall present its nominations for the directors and officers to the society Board of Directors at any time during the year. Additional nominations from any Board of Directors member may be placed on the ballot at this time. It shall present its nominations for directors to the Board by mail in ballot. The ballot shall have the names of the nominated directors. All nominations received shall be entered on the ballot after verifying with the candidate that they are interested in becoming a director.

Section 3.    The President shall be ex-officio member of all committees.

Section 4.    All committees shall be responsible to the President and the Board of Directors.

Section 5.    The Board of Directors shall comprise the Finance Committee. The Finance Committee shall annually prepare the budget of the corporation including such revisions and adjustments thereof as may be necessary.

## ARTICLE VII    Meetings, Notices, Quorums

### Section 1.    Members

#### (a) Bi-Monthly Presentations

Bi-monthly presentations for the members of the corporation and the public shall be held at a date, time, and place set by the Board of Directors.

#### (b) Special Meetings

Special meetings of the members may be called by the President at any time and place with at least seven (7) days' notice or shall be called upon the written





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petition of five (5) members.

(c) Quorum

Eight (8) members present shall constitute a quorum.

Section 2. Board of Directors

(a) Regular Meetings

Regular meetings of the Board of Directors shall be held bi-monthly, one or more weeks prior to the bi-monthly presentation for the corporation.

(b) Special Meetings

Special meetings of the Board of Directors may be called by either the President or Vice President at any time and any place or shall be called upon the written request of three (3) Directors.

(c) Notice

Notice of time and place of regular and special meetings of the Board of Directors shall be forwarded to each Director not less than five (5) days prior to the date of the meeting by electronic/digital notice or US Postal service mail at each Director's address. Each Director shall notify the corporation's Membership Chairperson which means of notice is the primary, preferred means. Such notice need not state the business to be transacted or the purpose of the meeting.

(d) Quorum

A majority of Directors in office shall constitute a quorum.

(e) Conference Telephone, electronic group -meeting portals or other digital group-communication means:

One or more persons may participate in a meeting of the Board of Directors, or a committee hereof, by means of conference telephone or similar digital-based group-communications equipment and portal by means of which all persons participating remotely in the meeting can hear 1) all others, 2) all conversations and deliberations and 3) be able to respond so that all attendees can hear.

Participation in a meeting pursuant to this section shall constitute presence in person at such meeting. Members participating by telephone and/or digital means shall not exceed three (3) consecutive Board of Directors meetings before appearing in person at subsequent Board of Directors meetings.



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(f) Informal Action:

Any actions such may be taken at a meeting of the Directors, or any committee of the Board may be taken without a meeting if a consent or consents in writing setting forth the actions so taken shall be signed by all the Directors or Members of the committee, as the case may be, and shall be filed with the Secretary of the Corporation.

(g) Proxy:

A vote by proxy is not permitted

Section 3. Committees

(a) Meetings

Meetings of committees shall be held at the call of the respective Chairperson.

(b) Notice

Reasonable oral or written notice of committee meetings shall be given to each member thereof.

(c) Quorum

A majority of the members of the committee shall constitute a quorum.

ARTICLE VIII Standard of Care

Section 1. Standard of Care and Justifiable Reliance. A Director of the Corporation shall stand in a fiduciary relationship to the Corporation, and shall perform his or her duties as a Director, including his or her duties as a Member of any committee of the Board of Directors upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) One (1) or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;



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- (b) Counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person;
- (c) A committee of the Board of Directors upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted. In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon persons with whom the Corporation has business and other relations and upon communities which the offices or other establishments of or related to the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section.

Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

### Section 2. Loans.

The Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer unless approved by the Attorney General of the Commonwealth of Pennsylvania; provided, however, that this Corporation may advance money to a Director or officer of the Corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or Director, so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

### Section 3. Conflict of Interest.

The purpose of the Conflict-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 one (1) of its officers or Directors, or that might otherwise benefit in the private interest of one (1) of its officers or Directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations and is not intended as an exclusive statement of responsibilities.



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Each Director, officer, and member of a committee with Board-delegated powers shall be required to sign a statement, filed in the Corporation's record book, which affirms such person:

- (1) Has received a copy of the Bylaws, which contain the conflict-of-interest policy.
- (2) Has read and understands the policy.
- (3) Has agreed to comply with the policy; and
- (4) Understands the Corporation is charitable and, in order to maintain its federal tax exemption, it must engage primarily activities that accomplish one (1) or more of its tax-exempt purposes.

#### Section 4. Person of Interest

A person of interest is any person currently being compensated by the Corporation for service rendered to it within the previous twelve (12) months, whether as a full time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Director and any brother, sister, parent, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

#### Section 5. Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors who are considering the proposed transaction or arrangement.

#### Section 6. Establishing a Conflict of Interest.

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while establishing a conflict of interest is discussed and voted upon. The remaining Directors shall decide if a conflict of interest exists.

#### Section 7. Addressing Conflict of Interest.

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- (a) Any interested individual may render a request or report at the Board meeting, but upon completion of said request or report, the individual shall be excused



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- while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest;
- (b) The President, if deemed necessary and appropriate, shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement;
  - (c) After exercising due diligence, the Board shall determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine, by a majority vote of the disinterested Directors, whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction or arrangement in conformity with this determination.

#### Section 8. Violations of Conflict-of-Interest Policy.

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### Section 9. Procedures and Records.

All minutes of the Board meetings, when applicable, shall contain the following information:

- (a) The names of all 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 decision as to whether a conflict of interest in fact existed; and
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussions, including any



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alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 10. Acknowledgement of Conflict-of-Interest Policy.

Each Director, officer, and member of a committee with Board-delegated powers shall be required to sign a statement, filed in the Corporation's record book, which affirms such person:

- (a) Has received a copy of the Bylaws, which contain the conflict-of-interest policy;
- (b) Has read and understands the policy;
- (c) Has agreed to comply with the policy; and
- (d) Understands the Corporation is charitable and, in order to maintain its federal tax exemption, it must engage primarily activities that accomplish one (1) or more of its tax-exempt purposes.
- (e)

Section 11. Violation of Loyalty/Self-Dealing Contracts.

A self-dealing contract is any contract or transaction between this Corporation and one (1) or more of its Directors, or between this Corporation and any corporation, firm or association in which one (1) or more of the Directors has a material financial interest or is on the Board of that firm, corporation, or association. Said self-dealing shall not be void or voidable because such "interested" Director is present at the meeting of the Board or committee which authorizes, approves, or ratifies the self-dealing contract if:

- (a) All material facts are fully disclosed to or otherwise known by the other Directors or committee and the self-dealing contract is approved by the interested Director in good faith,
- (b) All material facts are fully disclosed to or otherwise known by the other Directors or committee and the Board or committee authorizes, approves, or ratifies the self-dealing contract in good faith (without counting the vote of the interested Director) and the contract is just and reasonable as to the Corporation as the time it is authorized, approved, or ratified, or
- (c) As to contracts not approved as provided above and/or the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Corporation at the time it is authorized, approved, or ratified.

Section 12. Conflict of Interest with Donations.

To prevent financial control by a single Director, a donation, loan, or financial backing in the name of a Director must be matched by the same amount of at least one (1) another Director.



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ARTICLE IX      Limitation of Personal Liability of Directors; Indemnification of Directors, Officers, and Other Authorized Representatives

Section 1. Limitation of Personal Liability of Directors.

A Director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, provided however that this provision shall not eliminate or limit the liability of a Director to the extent that such elimination or limitation of liability is expressly prohibited by Chapter 57, Subchapter B of the Pennsylvania Nonprofit Corporation Law of 1988, as in effect at the time of the alleged action or failure to take action by such Director.

Section 2. Preservation of Rights.

Any repeal or modification of this Article by the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Director or former Director may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Director of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 3. Mandatory Indemnification of Directors and Officers:

The Corporation shall indemnify, to the fullest extent now or hereafter permitted by law (including, but not limited to, the indemnification provided by Chapter 57, Subchapter D of the Pennsylvania Nonprofit Corporation Law of 1988), each Director or officer (including each former Director or officer) of the Corporation who was or is made a party to or a witness in or is threatened to be made a party to or a witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an authorized representative of the Corporation, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding.

Section 4. Mandatory Advancement of Expenses to Directors and Officers

The Corporation shall pay expenses (including attorneys' fees and disbursements) incurred by a Director or officer of the Corporation referred to in Section 9.03 hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 9.03 hereof in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such Director or officer shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding only



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upon receipt of an undertaking by or on behalf of such Director or officer to repay all amounts advanced if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as provided in Section 9.06 hereof.

Section 5. Permissive Indemnification and Advancement of Expense

The Corporation may, as determined by the Board of Directors from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an authorized representative of the Corporation, both as to action in his or her official capacity and as to action in another capacity while holding such office or position, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding. The Corporation may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person by reason of his or her participation in an action, suit or proceeding referred to in this Section 9.05 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as provided in Section 9.06 hereof.

Section 6. Scope of Indemnification.

Indemnification under this Article shall not be made by the Corporation in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by Chapter 57 of the Pennsylvania Nonprofit Corporation Law of 1988, or any successor statute as in effect at the time of such alleged action or failure to take action.

Section 7. Miscellaneous.

Each Director and officer of the Corporation shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested Directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized





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representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. Any repeal or modification of this Article by the Board of Directors of the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any person may be entitled under this Article.

Section 8. Definition of Authorized Representative.

For the purpose of this Article, the term “authorized representative” shall mean a Director, officer, employee or agent of the Corporation or of any corporation controlled by the Corporation, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Corporation or by any corporation controlled by the Corporation, or a person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Corporation.

Section 9 Insurance

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person’s status as such, whether or not the Corporation would otherwise have the power to indemnify such person against such liability.

Section 10 Reliance on Provisions

Each person who shall act as an authorized representative of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

ARTICLE X      Execution of Corporate Instruments

Section 1. Execution of Corporate Instruments.

Without the express and specific authorization of the Board, no officer or other agent of the Corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. When specifically determined by the Board or otherwise required by law, formal contracts of the Corporation, promissory notes, deeds



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of trust, mortgages, and other evidences of indebtedness of the Corporation, and other corporate instruments or documents, memberships in other corporations, and certificates of shares of stock owned by the Corporation, shall be executed, signed and endorsed by both the President and the Secretary.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation, or in special accounts of the Corporation, shall be recorded and signed by the Treasurer. Any expenses over One Hundred and 00/100 Dollars (\$100.00) must have the approval of the President. Any donation over One Hundred and 00/100 Dollars (\$100.00) must be recorded with the donor's name. The Treasurer shall issue receipts of donations when requested. The Board will control which financial institutions shall be used.

Section 2. Loans and Contracts.

No loans or advances shall be contracted on behalf of the Corporation and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board.

ARTICLE XI     Records and Reports

Section 1. Maintenance and Inspection of Articles and Bylaws.

The Corporation shall keep at its principal office, in the Corporate record book, the original or a copy of its Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by any member at all reasonable times.

Section 2. Maintenance and Inspection of Federal Tax Exemption Application and Annual Returns.

The Corporation shall keep at its principal office, in the Corporate record book, a copy of its federal tax exemption application 1023 and its annual information returns for three (3) years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Section 3. Maintenance and Inspection of Other Corporate Records.

The Corporation shall keep adequate and correct books and records of account and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at its principal office. These documents shall be kept in record form. Upon leaving their position, each officer, employee, or agent of the Corporation shall turn over to their successor or the President or Secretary such Corporation monies, books, records, minutes, lists, documents, contracts, or other property of the Corporation as have been in the custody of such during their term in office.



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Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts of documents.

Section 4. Preparation of Annual Financial Statements.

The Corporation shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited in conformity with generally accepted account standards, under supervision of the Audit Committee established by these Bylaws. The Corporation shall make these financial statements available to the Attorney General of the Commonwealth of Pennsylvania and members of the public for inspection no later than sixty (60) days after the close of the fiscal year to which the statements relate.

Section 5. Reports.

The Board shall ensure an annual financial report is to be sent to all Directors within sixty (60) days after the end of the Corporation's fiscal year and which shall contain the following information:

- (a) The assets and liabilities, including the trust funds, of this Corporation at the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The expenses or disbursements of this Corporation for both general and restricted purposes during the fiscal year; and
- (d) The information required by the Nonprofit Corporation Law concerning certain self-dealing transactions involving more than Fifty Thousand and 00/100 Dollars (\$50,000.00) or indemnifications involving more than Ten Thousand and 00/100 Dollars (\$10,000.00) which took place during the fiscal year.

The financial report shall be accompanied by any pertinent report or independent accountants, or, if there is no such report, the certificate of an authorized Audit Committee person that such statements were prepared without audit from the books and records of the Corporation.

ARTICLE XII    Fiscal Year

Section 1.    The fiscal year of the society shall extend from January 1 to December 31.



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ARTICLE XIII    Amendments to By-laws

Section 1.        Amendments to these By-laws may be proposed by any member of the society.

Section 2.        These By-laws may be amended, altered, or repealed by the affirmative vote of fifty-one percent (51%) of the sitting Board of Directors, with the vote at any regular meeting or any special meeting, provided that at least fourteen (14) days written notice (including the subject of the revision or revisions) is given of the intention to alter, amend or repeal or to adopt new by-laws in whole or part at such meeting.

ARTICLE XIV.    Parliamentary Authority

Section 1.        Robert's "Rules of Order Revised" shall be the parliamentary authority for all matters of procedure not specifically covered by the by-laws and any and all Pennsylvania State laws pertaining to the corporation.