

BYLAWS

BERKS PHOTOGRAPHIC SOCIETY

ARTICLE I

OFFICES AND FISCAL YEAR

Section 1.1. NAME AND REGISTERED OFFICE.

The name of this organization shall be the “Berks Photographic Society” (hereafter referred to as “Corporation”).

The initial registered office of the Corporation shall be 40 N. Noble Street Reading, Pennsylvania 19611, until otherwise established by an amendment of the Articles or by the Board of Directors in the manner provided by law.

Section 1.1.1 - The registered office of the corporation is amended to be Berks Photographic Society, GoggleWorks Center for the Arts, Suite 326, 201 Washington Street, Reading, PA 19601

Section 1.2. OTHER OFFICE.

The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the business of the Corporation may require.

Section 1.3. FISCAL YEAR.

The fiscal year of the Corporation shall begin the first day of November in each year.

ARTICLE II

NON PROFIT PURPOSES

Section 2.1 IRC SECTION 501(c)(3) PURPOSES.

Said Corporation is organized exclusively for charitable purposes, including for such purposes, the making of distribution to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the 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 Article III of these bylaws. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in oppositions to any candidate for public office. Notwithstanding any other provision of these articles, 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 Internal Revenue Code, or the corresponding section of any further federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue 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 or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Section 2.2 SPECIFIC OBJECTIVES AND PURPOSES.

The specific objectives and purposes of this Corporation shall be to promote and foster photographic excellence through the education of the public in both the craft of the camera and the esthetics of the finished photograph. This Corporation is organized exclusively for charitable, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code to solicit, collect and otherwise raise money for charitable purposes: to expand, contribute, disburse and otherwise handle and dispose of the same for such purposes relating to the aims and goals of the Corporation. Included are soliciting funds for acquiring equipment; to assist in harmonizing and making more efficient the work of charitable organizations in the local community; all of which shall be within the meaning of section 501(c)(3) of the Internal Revenue Code.

Section 2.3 CONFLICT OF INTEREST.

The Corporation shall not enter into any transaction or arrangement that might benefit the private interest of any Officer or Director of this Corporation or that violates any other state and/or federal laws governing conflict of interest application to nonprofit and charitable organizations. The Board of Directors shall adopt policies and procedures as appropriate and necessary to ensure the Corporation operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status.

ARTICLE III

NOTICE – WAIVERS - MEETINGS GENERALLY

Section 3.1 MANNER OF GIVING NOTICE.

(a) General rule. Whenever written notice is required to be given to any person under the provisions of the Pennsylvania Nonprofit Corporation Law or by the Articles or these bylaws, it may be given to the person either personally, by sending a copy thereof by first class or express mail, postage prepaid, by email to the email address of the person appearing on the books of the Corporation, or by other electronic communication which is in common use at the time. If the notice is sent by mail it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or, in the case of email, when sent. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by any other provision of the Pennsylvania Nonprofit Corporation Law, the Articles or these bylaws.

(b) Adjourned meetings. When a meeting of the Board of Directors is adjourned, it shall not

be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which the adjournment is taken, unless the Board fixes a new record date for the adjourned meeting.

Section 3.2. NOTICE OF MEETINGS OF BOARD OF DIRECTORS.

Notice of a regular meeting of the Board of Directors need not be given. Notice of every special meeting of the Board of Directors shall be given to each Director as specified in Section 3.1 (a) at least forty-eight (48) hours (in the case of notice by electronic means or telephone) or five (5) days (in the case of notice by first class mail) before the time at which the meeting is to be held. Every such notice shall state the time of the meeting, place of the meeting and the purpose.

The Board of Directors may use email or other electronic technology available to all members of the Board to conduct business during periods between regular meetings when needed.

Section 3.3. WAIVER OF NOTICE.

(a) Written waiver. Whenever any written notice is required to be given under the provisions of the Pennsylvania Nonprofit Corporation Law, the Articles, or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Except as otherwise required by this subsection, neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting. In the case of a special meeting of members, the waiver of notice shall specify the general nature of the business to be transacted.

(b) Waiver by attendance. Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 3.4. MODIFICATION OF PROPOSAL CONTAINED IN NOTICE.

Whenever the language of a proposed resolution is included in a written notice of a meeting required to be given under the provisions of the Pennsylvania Nonprofit Corporation Law or the Articles or these bylaws, the meeting considering the resolution may, without further notice, adopt it with such clarifying or other amendments as do not enlarge its original purpose.

Section 3.5. EXCEPTION TO REQUIREMENT OF NOTICE.

(a) General rule. Notification is not required if it is unlawful to do so.

(b) Persons without forwarding addresses. Notice or other communications shall not be sent to any person with whom the Corporation has been unable to communicate for more than six (6) consecutive months because communications to the person are returned unclaimed or the person has otherwise failed to provide the Corporation with a current address. Whenever the person provides the Corporation with a current address, the Corporation shall commence sending notices and other communications to the person in the same manner as to other persons.

Section 3.6 USE OF CONFERENCE TELEPHONE AND SIMILAR EQUIPMENT.

When the opportunity is available, one or more persons may participate in a regular meeting of the Board of Directors of the Corporation by means of conference telephone or similar

communications equipment by means of which all persons participating in the meeting can hear each other. The use of email or other electronic technology available to all members of the Board may be used to conduct meetings of the Board of Directors during periods when no regular meeting is held. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

ARTICLE IV

MEMBERS

Section 4.1. MEMBERS.

The Financial Secretary has the authority to give preliminary approval new to members subject to Board approval at the next regularly scheduled meeting.

Section 4.2. MEMBERSHIP DUES.

Membership fees may be established by the Board of Directors on a yearly basis and shall be determined at a meeting allowing sufficient time to permit notice to the members.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1. POWERS; PERSONAL LIABILITY.

(a) General rule. Unless otherwise provided by statute, all powers vested by law in the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

(b) Standard of care; justifiable reliance. A Director shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(1) One or more Officers or members of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented.

(2) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person.

(3) A committee of the Board upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee

the Director reasonably believes to merit confidence.

(4) A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

(c) Consideration of factors. In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon members, upon suppliers and customers of the Corporation, and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (b).

(d) Presumption. 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.

(e) Personal liability of Directors.

(1) A Director shall not be personally liable, as such, for monetary damages of any actions taken, or any failure to take any action, unless:

- (i) the Director has breached or failed to perform the duties of his or her office under this section; and
- (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(2) The provisions of paragraph (1) shall not apply to the responsibility or liability of a Director pursuant to any criminal statute, or the liability of a Director for the payment of taxes pursuant to local, State or Federal law.

(f) Requirement of Insurance. It is required that the Corporation shall maintain Directors and Officers Liability Insurance in an amount which shall be determined by the Board of Directors. but shall not fall below the amount of One Hundred Thousand and 00/100 Dollars (\$ 100,000.00), the earlier of:

- (1) every year; or
- (2) whenever such policy requires renewal.

(g) Notation of dissent. A Director who is present at a meeting of the Board of Directors, or of a committee of the Board, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the Director files a written dissent to the action with the Secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the Secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of the action. Nothing in this section shall bar a Director from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of such minutes, the Director notifies the

Secretary in writing, of the asserted omission or inaccuracy.

Section 5.2. QUALIFICATION AND SELECTION OF DIRECTORS/OFFICERS.

(a) Qualifications. Each Director and Officer of the Corporation shall be a natural person of full age who is a member of the Berks Photographic Society.

(b) The Officers shall comprise of the President, Vice President, Treasurer, Secretary, and Financial Secretary.

(c) Appointment of Directors and Officers. The Election of the Board of Directors shall be held at the Annual Meeting to be held on the second Monday of December. Except as otherwise provided in these bylaws, Directors and Officers of the Corporation shall be appointed in accordance with the Pennsylvania Nonprofit Business Corporation Law. (15 Pa.C.S.A. § 5721 et seq.) Board members may suggest names of qualified candidates for appointment as Directors to the Nominating Committee.

Section 5.3. NUMBER AND TERM OF OFFICE.

(a) Number. The Board of Directors shall consist of such number of Directors, not less than five (5) nor more than eleven (11), who are not Officers of the Corporation.

(b) Term of office. The President and Vice President shall serve an annual term for an interval that can be up to a maximum of three consecutive years. The President and Vice President shall be limited to a maximum of two such intervals in total with a break of at least two years between intervals. Treasurer, Secretary and Financial Secretary shall have no limit on terms. Each Director shall hold office until the expiration of the term for which he or she was elected or until a successor has been selected and qualified or until his or her earlier death, resignation or removal. A decrease in the number of Directors shall not have the effect of shortening the term of any incumbent Director. Each Director shall serve a one (1) year term. The term shall commence on January 1st and expire on December 31st.

(c) Resignation. Any Director may resign at any time upon written notice, either email or first class mail, to the President or Officer. The resignation shall be effective upon receipt thereof by the Corporation by receipt thereof by any Officer of the Corporation, or at such subsequent time as shall be specified in the notice of resignation.

(d) Term in General. The Officers of the Corporation, except those elected by delegated authority pursuant to Section 6.3, shall be elected annually by a majority of the General Membership present at the December Annual Meeting, and each such Officer shall hold office for a term as set forth herein or until a successor has been selected and qualified or until his or her earlier death, resignation or removal. The term of the Officers elected at the December meeting shall commence on January 1 of the following year.

Section 5.4. VACANCIES.

Vacancies in the Board of Directors, shall be filled by the President with Board approval and shall follow the same procedure as set forth in Section 5.2(b) hereof. Each person so selected shall be a Director to serve for the balance of the unexpired term or until a successor has been selected and qualified or until his or her earlier death, resignation or removal.

Section 5.5. REMOVAL OF OFFICERS AND DIRECTORS.

All elected Officers and Directors must be in good standing with their dues, or shall be rejected or removed after written notice of thirty (30) days. The President must find an acceptable replacement to be approved by the Board of Directors.

If an Officer or Director is found to be acting in a manner detrimental to the Corporation, the President will appoint a committee consisting of three (3) members of the Board of Directors to investigate the charges and make a formal recommendation on disposition to the entire Board. If the President is to be investigated the Vice President will appoint the committee.

Directors can be removed from office by a majority vote after written notice of thirty (30) days by the Board, or by a vote of the majority of the entire membership present at a special or regularly scheduled meeting - any one of which will suffice. A successor may thereafter be nominated by the President and approved by the Board to fill the remainder of the term.

The Board of Directors may declare vacant the office of a Director who has been judicially declared of unsound mind or who has been convicted of an offense punishable by imprisonment for a term of more than one year or if, within sixty (60) days after notice of his or her selection, the Director does not accept the office either in writing or by attending a meeting of the Board of Directors.

Section 5.6. PLACE OF MEETINGS.

Meetings of the Board of Directors shall be held at 201 Washington Street, Reading, PA 19601 or at locations determined from time to time by the Board.

Section 5.7. ORGANIZATION OF MEETINGS.

At every meeting of the Board of Directors, the President, or, in the case of a vacancy in the office or absence of the President, two (2) of the following Officers present in the order stated must be in attendance:

Vice President, Treasurer, Secretary, Financial Secretary.

Section 5.8. REGULAR MEETINGS.

Regular meetings of the Board of Directors shall be held at such time and place as shall be designated by resolution of the Board of Directors.

Section 5.9. SPECIAL MEETINGS.

Special meetings of the Board of Directors shall be held whenever called by the President or by two (2) or more Directors.

Section 5.10. QUORUM OF AND ACTION BY DIRECTORS.

(a) General rule. Half of the current members of the Board of Directors plus one (1), including any elected Officer, shall be necessary to constitute a quorum for the transaction of business. The acts of a majority of the Directors present and voting at a meeting at which a quorum is present shall be considered the acts of the Board of Directors.

(b) Action by written consent. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if, prior or subsequent to the action, a consent or consents

thereto by a majority of the Directors in office is filed with the Secretary of the Corporation.

(c) Voting.

(1) Each elected Officer and each member with "Board of Director" status shall be allowed one (1) vote at all motions at meetings.

Section 5.11. EXECUTIVE AND OTHER COMMITTEES.

(a) Establishment and powers. The President, with Board approval may establish one or more committees to consist of one or more Directors and members of the Corporation. Committees may include ex-officio subject matter experts who are not members of the Corporation. Members of committees shall be appointed by, and serve at the pleasure of, the President. Any committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all of the powers and authority of the Board of Directors, except that a committee shall not have any power or authority as to the following:

(1) The submission to members of any action requiring approval of members under the Nonprofit Corporation Law.

(2) The creation or filling of vacancies in the Board of Directors.

(3) The adoption, amendment, or repeal of these bylaws.

(4) The amendment or repeal of any resolution of the Board.

(5) Action on matters committed by a resolution of the Board of Directors or another committee of the Board.

(b) Alternate committee members. The President may designate one or more Directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee or for the purposes of any written action by the committee. In the absence or disqualification of a member and alternate member or members of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not constituting a quorum, may unanimously appoint another Director to act at the meeting in the place of the absent or disqualified member.

(c) Financial Auditing Committee. The President shall appoint a Financial Auditing Committee with three members whose duties shall consist of auditing the financial accounts of the Corporation at least once a year. The Financial Auditing Committee shall be appointed on or before the October Board of Director's meeting. The Financial Auditing Committee shall prepare a list of required documents to be presented to the Board of Directors no later than November 1. All required documents shall be given to the Financial Auditing Committee no later than November 15. The Financial Auditing Committee shall provide the report of findings at the January Board of Directors meeting.

(d) Committee procedures. The term "Board of Directors" or "Board", when used in any provision of these bylaws relating to the organization or procedures of or the manner of taking action by the Board of Directors, shall be construed to include and refer to any executive or other committee created or designated by the Board.

Section 5.12. COMPENSATION.

The Board of Directors shall not be entitled to compensation for their services as

Directors.

ARTICLE VI

OFFICERS

Section 6.1. OFFICERS GENERALLY.

(a) Number, qualification, and designation. The Officers of the Corporation shall be a President, Vice President, a Secretary, a Treasurer, a Financial Secretary, and such other Officers as may be elected in accordance with the provisions of Section 6.3. Officers shall be Directors of the Corporation. The President and Secretary shall be natural persons of full age. The Treasurer may be a corporation, but if a natural person, the Treasurer shall be of full age. The Board of Directors may elect from among the members of the Board a chairman of the Board who shall be an Officer of the Corporation. In the event that a President is not nominated or elected, the chairman will temporarily assume the duties of the President and will immediately initiate a process to find a new President.

(b) Resignations. Any Officer may resign at any time upon written or email notice to the Corporation. The resignation shall be effective upon the receipt thereof by the President of the Corporation or at such subsequent time as may be specified in the notice of resignation. If the President were to resign the notice is to be given to the Vice President.

(c) Standard of care. Except as otherwise provided in the articles, an Officer shall perform his or her duties as an Officer 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. A person who so performs his or her duties shall not be liable by reason of having been an Officer of the Corporation.

Section 6.2. ELECTION.

(a) Nominations. A Nominating Committee shall be appointed annually at the September meeting of the Board by the President of the Board and shall consist of a chair-person and two (2) other Directors. The Nominating Committee shall operate in accordance with Section 501(c)(3) herein and shall be responsible for recommending Officers for the Corporation. The Nominating Committee shall announce nominations to the general membership during the November weekly programs and the chair of the Membership Committee shall send an email to all members asking that nominations be sent to the Nominating Committee prior to the last day of November. All members may make a nomination provided prior consent of the nominee has been obtained. Nominations shall be closed and a final list of nominees compiled and presented to the Board of Directors via email one week prior to the December Annual Meeting. If more than one candidate is vying for the same office, election shall be conducted by closed ballot, and a candidate shall be elected by a majority vote of the General Membership present at the December Annual meeting.

(b) Unfilled Nominations. Should an Officer position be unfilled by nomination, the Board of Directors shall elect a member of the Corporation to serve in that position for the remainder of the annual term.

Section 6.3. SUBORDINATE OFFICERS, COMMITTEES AND AGENTS.

The Officers of the Board of Directors may from time to time elect such other Officers and appoint such committees, members or other agents as the business of the Corporation may require, including one or more assistant Secretaries, and one or more assistant Treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws or as the Officers of the Board of Directors may from time to time determine. The Officers of the Board of Directors may delegate to any Officer or committee the power to elect subordinate Officers and to retain or appoint members or other agents, or committees thereof and to prescribe the authority and duties of such subordinate Officers, committees, members or other agents.

Section 6.4. REMOVAL OF MEMBERS AND AGENTS.

Any member or agent of the Corporation may be removed by the Board of Directors with cause. "Cause" being defined as any action presumed by a majority of Board members to be not in the best interests of the Corporation. The removal shall be without prejudice to the contract rights, if any, of any person so removed. Election or appointment of an Officer or agent shall not of itself create contract rights. Each member of the Board shall be given the opportunity to vote. This vote will be considered official if received with seven (7) days of notification of the seconded motion.

Section 6.5. VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board of Directors pursuant to Section 5.4, as the case may be, and if the office is one for which these bylaws prescribe a term, shall be filled for the unexpired portion of the current term. Resignation by any Officer from the office currently being served shall be given in writing or email to the Board. pursuant to Section 6.1.b.

Section 6.6. AUTHORITY.

All Officers of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided by or pursuant to resolution or orders of the Board of Directors or in the absence of controlling provisions in the resolutions or orders of the Board of Directors, as may be determined by or pursuant to these bylaws.

Section 6.7. THE PRESIDENT.

(a) Duties. The President shall be the chief executive officer of the Corporation. The President shall have general supervision over the activities and operations of the Corporation, subject however, to the control of the Board of Directors. The President has the power to call emergency meetings, cancel a meeting and reschedule the meeting for weather or other significant events. The President shall be an Ex Officio a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President. The President shall preside at all meetings of the Corporation, chair the Executive Committee, appoint the chairpersons and members of the Standing and Special Committees and the editor of the Corporation newsletter.

Section 6.8. VICE PRESIDENT.

(a) Duties. During the absence or incapacity of the President, the Vice President shall perform the duties of the President. When so acting, the Vice President shall have all the responsibilities of the office of President and shall perform such duties and functions as the Board may prescribe.

Section 6.9. THE SECRETARY.

(a) Duties. The Secretary shall attend all meetings and record the outcome of all official motions of the Officers, Board of Directors and members and keep the minutes of all their transactions. The Secretary shall keep an official list of all those with voting status and the date when status was earned and/or revoked pursuant to these bylaws. The Secretary shall attend all sessions of the Executive Committee and act as clerk thereof, and record all votes of the Corporation and minutes of all its transactions in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Executive Committee, and shall perform such other duties as may be prescribed by the Executive Committee or President, under whose supervision the Secretary shall be.

Section 6.10. THE TREASURER.

(a) Duties. The Treasurer shall be the Chief Financial Officer of the Corporation and shall have custody of all funds and shall keep full and accurate accounts of receipts and disbursements in books and records belonging to the Corporation. The Treasurer shall deposit all income and receipts of the Corporation in approved accounts and pay all authorized bills and obligations of the Corporation. All bills paid must be supported by a bill, invoice or other document. The President, Vice President and Treasurer are approved check signers. At the December meeting, the Treasurer shall submit an Annual report that has been approved by the President and Vice President.

Section 6.11. THE FINANCIAL SECRETARY.

(a) Duties. The Financial Secretary shall keep all records of all the monies received by the Corporation and shall keep all membership records, making them available to the Secretary for communication to the membership.

Section 6.12. SALARIES.

The Officers elected by the Board of Directors shall not receive compensation for serving as Officers of the Corporation.

Section 6.13. TRANSITION.

The outgoing President will prepare a transition packet to aid the incoming President in transitioning power. This packet will include items such as passwords, existing contracts, membership lists, committee lists with members, keys to the building, and all other information required by the incoming President to effectively manage the Corporation on a daily basis. The transition packet will be delivered on or before January 1 following the election.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

Section 7.1. SCOPE OF INDEMNIFICATION.

(a) General rule. The Corporation shall indemnify an indemnified representative against any liability incurred in connection with any proceeding in which the indemnified representative may be involved as a party or otherwise by reason of the fact that such person is or was serving in an indemnified capacity, including, without limitation, liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability, except:

(1) where such indemnification is expressly prohibited by applicable law;

(2) where the conduct of the indemnified representative has been finally determined pursuant to Section 7.6 or otherwise:

(i) to constitute willful misconduct or recklessness within the meaning of 15 Pa. C.S. 513(b) and 1746(b) and 42 pa. C.S. 8365(b) or any superseding provision of law sufficient in the circumstances to bar indemnification against liabilities arising from the conduct; or

(ii) to be based upon or attributable to the receipt by the indemnified representative from the Corporation of a personal benefit to which the indemnified representative is not legally entitled; or

(3) to the extent such indemnification has been finally determined in a final adjudication pursuant to Section 6.6 to be otherwise unlawful.

(b) Partial payment. If an indemnified representative is entitled to indemnification in respect to a portion, but not all, of any liabilities to which such person may be subject, the Corporation shall indemnify such indemnified representative to the maximum extent for such portion of the liabilities.

(c) Presumption. The termination of a proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the indemnified representative is not entitled to indemnification.

(d) Definitions. For purposes of this Article:

(1) "indemnified capacity" means any and all past, present and future service by an indemnified representative in one or more capacities as a Director, Officer, employee or agent of the Corporation, or, at the request of the Corporation, as a Director, Officer, employee, agent, fiduciary or trustee of another Corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise;

(2) "indemnified representative" means any and all Directors and Officers of the Corporation and any other person designated as an indemnified representative by the Board of Directors of the Corporation (which may, but need not, include any person's service at the request of the Corporation, as a Director, Officer, employee, agent, fiduciary or trustee of another Corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise):

(3) "liability" means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or cost or expense, of any nature (including, without limitation, attorneys' fees and disbursements); and

(4) "proceeding" means any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Corporation, a class of its security holders or otherwise.

Section 7.2. PROCEEDINGS INITIATED BY INDEMNIFIED REPRESENTATIVES.

Notwithstanding any other provision of this Article, the Corporation shall not indemnify under this Article an indemnified representative for any liability incurred in a proceeding initiated (which shall not be deemed to include counter-claims or affirmative defenses) or participated in as an intervenor or amicus curiae by the person seeking indemnification unless such initiation of or participation in the proceeding is authorized, either before or after its commencement, by the affirmative vote of a majority of the Directors in office. This section does not apply to a reimbursement of expenses incurred in successfully prosecuting or defending an arbitration under Section 7.6 or otherwise successfully prosecuting or defending the rights of an indemnified representative granted by or pursuant to this Article.

Section 7.3. ADVANCING EXPENSES.

The Corporation shall pay the expenses (including attorneys' fees and disbursements) incurred in good faith by an indemnified representative in advance of the final disposition of a proceeding described in Section 8.1 or the initiation of or participation in which is authorized pursuant to Section 8.2 upon receipt of an undertaking by or on behalf of the indemnified representative to repay the amount if it is ultimately determined pursuant to Section 7.6 that such person is not entitled to be indemnified by the Corporation pursuant to this Article. The financial ability of an indemnified representative to repay an advance shall not be a prerequisite to the making of such advance.

Section 7.4. SECURING OF INDEMNIFICATION OBLIGATIONS.

To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Corporation may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate. Absent fraud, the determination of the Board of Directors with respect to such amounts, costs, terms and conditions shall be conclusive against all security holders, Officers and Directors and shall not be subject to voidability.

Section 7.5. PAYMENT OF INDEMNIFICATION.

An indemnified representative shall be entitled to indemnification within thirty (30) days after a written request for indemnification has been delivered to the Secretary of the Corporation.

Section 7.6. ARBITRATION.

(a) General rule. Any dispute related to the right to indemnification, contribution or advancement of expenses as provided under this Article, except with respect to indemnification for court for adjudication, shall be decided only by arbitration in the metropolitan area in which the principal executive offices of the Corporation are located at the time, in accordance with the commercial arbitration rules then in effect of the American Arbitration Association, before a panel of three arbitrators, one of whom shall be selected by the Corporation, the second of whom shall be selected by the indemnified representative and third of whom shall be selected by the other two arbitrators. In the absence of the American Arbitration Association, or if for any reason arbitration under the arbitration rules of the American Arbitration Association cannot be initiated, or if one of the parties fails or refuses to select an arbitrator or if the arbitrators selected by the Corporation and the indemnified representative cannot agree on the selection of the third arbitrator within 30 days after such time as the Corporation and the indemnified representative have each been notified of the selection of the other's arbitrator, the necessary arbitrator or arbitrators shall be selected by the presiding judge of the court of general jurisdiction in such metropolitan area.

(b) Burden of proof. The party or parties challenging the right of an indemnified representative to the benefits of this Article shall have the burden of proof.

(c) Expenses. The Corporation shall reimburse an indemnified representative for the expenses (including attorneys' fees and disbursements) incurred in successfully prosecuting or defending such arbitration.

(d) Effect. Any award entered by the arbitrators shall be final, binding and nonappealable and judgment may be entered thereon by any party in accordance with applicable law in any court of competent jurisdiction, except that the Corporation shall be entitled to interpose as a defense in any such judicial enforcement proceeding any prior final judicial determination adverse to the indemnified representative under Section 8.01(a)(2) in a proceeding not directly involving indemnification under this Article. This arbitration provision shall be specifically enforceable.

Section 7.7. CONTRIBUTION.

If the indemnification provided for in this Article or otherwise is unavailable for any reason in respect of any liability or portion thereof, the Corporation shall contribute to the liabilities to which the indemnified representative may be subject in such proportion as is appropriate to reflect the intent of this Article or otherwise.

Section 7.8. MANDATORY INDEMNIFICATION OF DIRECTORS, OFFICERS, ETC.

To the extent that an authorized representative of the Corporation has been successful on the merits or otherwise in defense of any action or proceeding referred to in 15 Pa. C.S. 1741 or 1742 or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees and disbursements) actually and reasonably incurred by such person in connection therewith.

Section 7.9. CONTRACT RIGHTS; AMENDMENT OR REPEAL.

All rights under this Article shall be deemed a contract between the Corporation and the indemnified representative pursuant to which the Corporation and each indemnified representative intend to be legally bound. Any repeal, amendment or modification hereof shall be prospective only and shall not affect any rights or obligations then existing.

Section 7.10. SCOPE OF ARTICLE.

The rights granted by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification, contribution or advancement of expenses may be entitled under any statute, agreement, vote of members or disinterested Directors or otherwise both as to action in and indemnified capacity and as to action in any other capacity. The indemnification, contribution and advancement of expenses provided by or granted pursuant to this Article shall continue as to a person who has ceased to be an indemnified representative in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

Section 7.11. RELIANCE OF PROVISIONS.

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

Section 7.12. INTERPRETATION.

The provisions of this Article are intended to constitute bylaws authorized by 15 Pa. C.S.513 and 1746 and 42 Pa. C.S. 8365.

ARTICLE VIII

MISCELLANEOUS

Section 8.1. CORPORATE SEAL.

The Corporation seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Pennsylvania" and shall constitute the emblem of the Corporation.

Section 8.2 CONTRACTS.

(a) General rule. Except as otherwise provided in the Business Corporation Law, the Board of Directors may authorize any Officer or agent to enter into any contract or to execute or delivered any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

(b) Statutory form of execution of instruments. Any note, mortgage, evidence of indebtedness, contract or other document, or any assignment or endorsement thereof, executed or entered into between the Corporation and any other person, when signed by one or more Officers or agents having actual or apparent authority to sign it, or by the President or Vice President and Secretary or assistant Secretary or Treasurer or assistant Treasurer of the Corporation, shall be held to have been properly executed for and on behalf of the Corporation, without prejudice to the rights of the Corporation against any person who shall have executed the instrument in excess of his or her actual authority.

Section 8.3. INTERESTED DIRECTORS OR OFFICERS; QUORUM.

(a) General rule. A contract or transaction between the Corporation and one or more of its Directors or Officers or between the Corporation and another corporation, partnership, joint venture, trust or

other enterprise in which one or more of its Directors or Officers are Directors or Officers or have a financial or other interest, shall not be void or voidable solely for that reason, or solely because the Director or Officer is present at or participates in the meeting of the Board of Directors that authorizes the contract or transaction, or solely because his, her or their votes are counted for that purpose, if:

(1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested Directors are less than a quorum;

(2) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the members entitled to vote thereon and the contract or transaction is specifically approved in good faith by vote of those members; or

(3) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors or the members.

(b) Quorum. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in subsection (a).

Section 8.4. DEPOSITS.

All funds of the Corporation shall be transferred to the Treasurer no later than one month after receipt by the Financial Secretary to be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more Officers designated in section 6.10. (a) or members as the Board of Directors shall from time to time determine.

Section 8.5. CORPORATE RECORDS.

(a) Required records. The Corporation shall keep complete and accurate books and records of account, and minutes of the proceedings of the incorporators and Directors. This corporate kit shall be kept at the registered office of the Corporation in Pennsylvania or at the office of counsel for the Corporation. Any books, minutes or other records may be in written form or any other form capable of being converted into written form within a reasonable time may be stored electronically on secure storage obtained by the Corporation.

(b) Right of inspection. Every member shall, upon written or emailed verified demand stating the purpose thereof, have a right to examine, in person or by agent or attorney, for any proper purpose, financial reports from Treasurer and records of the meeting minutes and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of the person as a member. In every instance where an attorney or other agent is the person who seeks the right of inspection, the demands shall be accompanied by a verified power of attorney or other writing that authorizes the attorney or other agent to so act on behalf of the member. The demand shall be directed to the Corporation at its registered office in Pennsylvania or at its principal place of business wherever situated.

ARTICLE IX

IRC 501(C)(3) TAX EXEMPTION PROVISIONS

Section 9.1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 9.2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, Directors or trustees, 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 of this Corporation.

ARTICLE X

EFFECTIVE DATE AND AMENDMENT OF BYLAWS

Section 10.1. EFFECTIVE DATE.

These bylaws will become effective immediately following approval by the general membership.

Section 10.2. AMENDMENT OF BYLAWS.

These by-laws may be amended or repealed, or new by-laws may be adopted, after approval of the Board of Directors, by the general membership of the Corporation following due notice being given at least 30 days in advance of a regular membership meeting by affirmative vote of a majority of the members present, in person and voting.

Approved by the membership at the general meeting on December 09, 2019.