

**THE ROTARY DISTRICT 7450
GUNDAKER FOUNDATION
BY-LAWS**

ARTICLE 1

NAME, PURPOSE AND MEMBERS

Section 1.01. Name. The name of the Corporation is the Rotary District 7450 Gundaker Foundation (hereinafter referred to as the "Corporation"). The Corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988 ("NCL").

Section 1.02. Purpose. The Corporation is organized for purely Charitable purposes as defined in the NCL.¹ It shall carry out its purpose by matching financial grants to for such purposes to aid charitable projects as may be requested by a Rotary Club within Rotary International District 7450 (as defined by Rotary International from time to time, the "*District*"), upon request of such a Rotary Club for local and international projects; to assist the District in its youth exchange program including but not limited to providing funds to help offset the costs of the program; to provide scholarships to graduate and undergraduate students who reside within the District and attend a full time program of studies at an accredited university or college or attend a full time program of studies at an accredited university or college within the District and for any other lawful Charitable purpose as permitted by the NCL.

Section 1.03. No Private Inurement. No part of the income or assets of the Corporation shall be paid, distributed, or otherwise inure to the benefit or use of its directors or officers or other private persons, except that the Corporation, except as otherwise stated herein, shall be authorized to pay compensation in a reasonable amount for services rendered and to make payments and distributions in furtherance of its general corporate purposes, including contributions and donations for charitable purposes. No substantial part of the Corporation's activities shall constitute the carrying on of propaganda or attempting to influence legislation.

Section 1.04. Members. The members of the Corporation ("*Members*") shall be the individual Rotary Clubs within the District except those Clubs, if any, which have voluntarily terminated their membership in the Corporation. Subject to the above, there shall be as many Members of the Corporation as there are Rotary Clubs within the District from time to time.

Section 1.05. Annual Meetings. An annual meeting of the Members shall be held at and during the District Conference, and if not so held shall be held at and in conjunction with the District Training Assembly. The purpose of the meeting shall be to report on the activities of the Corporation to the members of all Rotary Clubs in the District. Any other proper business may be transacted at the annual meeting.

Section 1.06. Special Meetings. Special meetings of members for any purpose or purposes may be called at any time by the President, the Chairman of the Board, or by a vote of the Board of Directors, or upon written request of not less than forty (40%) of the Members of the Corporation, but such special meetings may not be called by any other person or persons.

Section 1.07. Notice of Meetings. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given that shall state the place, if any, date and hour of

¹ Charitable Purpose shall be as defined at 15 Pa.C.S. §5103 subject to IRC §501(c)(3).

the meeting, the means of remote communications, if any, by which members may be deemed to be present in person and vote at such meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, the certificate of incorporation or these by-laws, the written notice of any meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each member entitled to vote at such meeting. Notice shall be given to the President of each Member at the address of record maintained by District. Except for a meeting held at the District Conference or District Training Assembly, meetings shall be held with the confines of Rotary District 7450 but need not be held at the executive offices of the corporation.

Section 1.08. Adjournments. Any meeting of members, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time, place, if any, thereof, and the means of remote communications, if any, by which members may be deemed to be present in person and vote at such adjourned meeting, are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting.

Section 1.09. Quorum. Except as otherwise provided by law, the certificate of incorporation or these by-laws, at each meeting of members the presence in person of the holders of a majority of the voting power of the members entitled to vote at the meeting shall be necessary and sufficient to constitute a quorum. In the absence of a quorum, the members so present may, by majority vote, adjourn the meeting from time to time in the manner provided in these by-laws until a quorum shall attend.

Section 1.10. Organization. Meetings of members shall be presided over by the President, or in his absence by a Vice President. The Secretary shall act as secretary of the meeting, but in his or her absence the person presiding over the meeting may appoint any person to act as secretary of the meeting.

Section 1.11. Voting. Each member entitled to vote at any meeting of members shall be entitled to one (1) vote. Each member entitled to vote at a meeting of members may do so orally. Voting at meetings of members need not be by written ballot. All other elections and questions shall, unless otherwise provided by law, the certificate of incorporation or these by-laws, be decided by the affirmative vote of the holders of a majority which are present in person and entitled to vote thereon.

Section 1.12. Determination of Members of Record. In the event of any dispute as to whether a club is a member of the Corporation entitled to vote the Secretary of the District shall make that determination.

Section 1.13. List of Members Entitled to Vote. The Secretary of the District shall, if requested in writing by the President or Secretary of the Corporation prepare and make, at least ten (10) days before every meeting of members, a complete list of the members entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each member.

Section 1.14. Inspectors of Election. The immediate Past Governor of the District shall act as the inspector of election to act at the meeting or any adjournment thereof and to make a written report thereof if requested by any member of the then Board of Directors of the Corporation.

Section 1.15. Conduct of Meetings. In the event of any dispute, Roberts Rules of Order shall govern

the conduct of the meeting of members.

Section 1.16 Voting by Proxy, Corporate Members. The vote of a member Rotary Club shall be by any of its officers or agents present, or by proxy appointed by the President of such club or such other person as may be appointed by a vote of the Board of Directors of such Club, certified to the Corporation by an officer of such club. Every Club entitled to vote at a meeting of the Members or to express consent without a meeting may authorize a person or persons to act for it by proxy. Every proxy shall be executed in writing by an officer of such Club, except that a proxy may be given by a Club by email, facsimile, or other acceptable form of written communication. No proxy shall be valid for more than eleven (11) months unless a longer time is expressly provided therein, but in no event shall a proxy be valid after three (3) years from the date of execution. The presence at any meeting of any member who has given a proxy shall not revoke such proxy unless the Club shall file written notice of such revocation with the Secretary of the Corporation prior to the voting of such proxy.

Section 1.17 Resignations. Any member may resign at any time by giving written notice to the Board or to the Chairman of the Board 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.

ARTICLE II

DIRECTORS

Section 2.01. Powers. The Board of Directors ("*Board*") shall have full power to conduct, manage, and direct the business and affairs of the Corporation except as otherwise states in the Articles of Incorporation or herein.

Section 2.02. Number, Election and Term Of Office. The number of Directors which shall constitute the full Board shall be a number equal to the number of member Rotary Clubs within the District plus three (3). On or before July 1 of each year, each Rotary Club within the District shall select one of their members as a director and provide written notice to the District Governor and District Governor Elect and the Corporation's Secretary. Each Director shall hold office from the time of his or her appointment by his or her Rotary Club for a period of three years. Each Director shall serve until the end of his 3 year term, and thereafter until his or her successor is duly elected by his Rotary Club, or until his or her earlier death, resignation, removal by the Club that appointed such director (which may be with or without cause), or until such time as that director's membership in the appointing Rotary Club terminates. In addition to the Directors selected by each of the Rotary Clubs the District Governor shall be a member of the Board of Directors and Chairman of the Board of Directors and a member of the Executive Committee. The District Governor Elect and the immediate past District Governor shall also be members of the Board of Directors.

Section 2.03. Regular Meetings: Notice. Regular meetings of the Board shall be held at such time and place as shall be designated by the Board from time to time on the first Monday of every month unless changed due to a conflict to the second Monday of the month. Notice of the time and place of such regular meetings shall be given to the Directors at the beginning of each Rotary year or at least 20 days before each such meeting except as otherwise expressly required herein or by law. Except that whenever the time or place of regular meetings shall be initially fixed and then changed, then notice of such action shall be given promptly by telephone, or email or otherwise to each Director not participating in such action.

Any business may be transacted at any regular meeting.

Section 2.04. Special Meetings; Notice. Special meetings of the Board may be called at any time by any ten (10) Directors or by the President or the District Governor, to be held at such place and at such day and hour as shall be specified by the person or persons calling the meeting. Notice of every special meeting of the Board shall be given by the Secretary to each Director at least forty-eight (48) hours before the meeting. Any business may be transacted at any special meeting regardless of whether the notice calling such meeting contains a reference thereto, except as otherwise required by law.

Section 2.05. Organization of Meetings. At all meetings of the Board, the presence of at least a majority of the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business. The Directors present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. If a quorum is not present at any meeting, the meeting may be adjourned from time to time by a majority of the Directors present until a quorum as aforesaid shall be present, but notice of the time and place to which such meeting is adjourned shall be given to any Directors not present either by being sent by email, facsimile, telephone, or other acceptable means of communication at least eight hours prior to the hour of reconvening. Resolutions of the Board shall be adopted, and any action of the Board upon any matter shall be valid and effective, with the affirmative vote of a majority of the Directors present at a duly convened meeting at which a quorum is present. If the President is a director and is present (or if not, the Vice-President, if the Vice-President is a Director and is present; or if not, a Director designated by the Board) shall preside at each meeting of the Board. The Secretary (or in the Secretary's absence, any Assistant Secretary) shall take the minutes at all meetings of the Board. In the absence of the Secretary and an Assistant Secretary, the presiding officer shall designate any person to take the minutes of the meeting.

Section 2.06. Action by Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the Directors in office is filed with the Secretary of the Corporation.

Section 2.07. Presumption of Assent. Minutes of each meeting of the Board shall be made available to each Director at or before the next succeeding meeting. Each Director shall be presumed to have assented to the actions recorded in such minutes if the Director was present at the meeting unless his dissent is entered in the minutes of the meeting, or the Director transmits the dissent in writing to the Secretary 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 herein 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. Such objection shall be made to the Secretary at or within two days after the next succeeding Board meeting.

Section 2.08. Committees of the Board. There shall be five standing operating committees which shall be the District Grants Committee, the International Grants Committee, the Graduate Grants Committee, the Undergraduate Grants Committee, and the Student Exchange Committee. By resolution adopted by a majority of the whole Board, any other standing or temporary committee may be appointed by the Board from time to time. Each such committee and standing committee shall have and exercise such authority of the Board in the management of the business and affairs of the Corporation as the Board may specify from time to time, which may include any action which the NCL provides shall or may be taken by the Board. The Board may designate one or more Directors as alternate members of any committee to

replace any absent or disqualified member at any meeting of the committee and in the event of such absence or disqualification, the member or members of such committee present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another Director to act at the meeting in place of any such absent or disqualified member. Any action taken by any committee shall be subject to alteration or revocation by the Board; provided, however, that third parties shall not be prejudiced by such alteration or revocation.

Section 2.09. Executive Committee. In addition, there shall be an Executive Committee made up of the officers, standing committee chairs, District Governor, District Governor Elect and the immediate Past District Governor. The Executive Committee which, between meetings of the Board of Directors, may exercise such powers as the Board of Directors has delegated to it and, under unforeseen exigencies, exercise other powers as required. The Executive Committee shall prepare the budget of the Corporation, handle matters of a sensitive nature involving the Foundation and issues between board members, make recommendations for the investment of the funds held by the Foundation and recommend to the Board of Directors the adoption of the recommendations of the Executive Committee. The Executive committee shall meet at least quarterly with the first quarterly meeting taking place in the month of September of every year or more frequently as determined by the Chairmen or the President of the Directors. Meetings of the Executive Committee shall be open to all Directors except for any portion of the meeting dealing with matters of a sensitive nature involving the Foundation and issues between board members.

Section 2.10. Resignation; Removal. Any Director may resign by submitting his resignation to the Secretary. A Director shall be deemed to have resigned in the event his membership in the Rotary Club that selected him or her shall terminate or the Rotary Club that selected him shall lose its charter from Rotary International. The Club that selected a Director shall have the right to remove a Director at any time with or without cause. Such resignation or removal shall become effective upon its receipt by the Secretary or as otherwise specified therein. The Board or the District Governor may declare vacant the office of a Director if such Director is declared of unsound mind by an order of court, convicted of felony, for any other proper cause, or if within sixty (60) days after notice of his or her election, he or she does not accept such office either in writing or by attending a meeting of the Board.

Section 2.11. Vacancies. Any vacancy that shall occur in the Board by reason of death, resignation, removal, or any other cause whatever shall be filled by the Rotary Club which originally selected such Director, and each person so elected shall be a Director until the term of the original Director ends or until his or her prior death, resignation or removal by the Board or the Club selecting such Director. In the event that a new Rotary Club in the District obtains a charter from Rotary International, it shall promptly select a Director.

Section 2.12. Personal Liability of Directors. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of Directors, no Director shall be personally liable for monetary damages as such for any action taken, or any failure to take any action as a Director. The provisions of this Section shall be deemed to be a contract with each Director of the Corporation who serves as such at any time while this Section is in effect, and each such Director shall be deemed to be so serving in reliance on the provisions of this Section. Any amendment or repeal of this Section or adoption of any Bylaw or provision of the Articles of the Corporation which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, Bylaw or

provision.

Section 2.13. Alternate Directors. Each Rotary Club in the District may appoint an alternate Director who shall be entitled to act as a Director in the absence of the primary Director appointed by such club.

Section 2.14. Interested Directors or Officers: Quorum. No contract or transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because the vote(s) of such Director(s) are counted for such purpose, provided that (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 and the Board in good faith authorizes the contract or transaction by a unanimous vote of the Board (2) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board. 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 this Section.

Section 2.15. Directors Compensation. No Director shall be paid any fee for each meeting of the Board or committee of Directors which such Director shall attend nor for any services provided to the Corporation.

ARTICLE III

OFFICERS AND EMPLOYEES

Section 3.01. Officers. The Officers of the Corporation shall be the Chairman of the Board, the President, the Vice President, the Secretary, and the Treasurer, and may include one or more additional officers as the Board may from time to time determine all of whom shall be elected by the Board. It is not a requirement to be a Director of the Corporation in order to hold a position as an officer of the Corporation, but any officer shall be a member of a Rotary Club within the District. No club shall have two or more of their members as an officer during the same term. The President, Vice-President, Secretary and Treasurer of the Corporation shall be elected annually by the Board. The President and Vice-President shall hold office for a period of one year or until his or her earlier resignation or removal. The Secretary and Treasurer shall not have a limit on the length of the term for the individual to serve as Secretary or Treasurer may serve but shall be nevertheless selected annually. Except as otherwise specifically set forth herein, no two offices may be held by the same person. The Vice President will usually accede to the office of President. The President shall not be able to succeed himself in the office of President. The Vice President shall not be able to succeed himself in the office of Vice-President but can accede to the office of President.

Section 3.02. Additional Officers: Other Agents and Employees. The Board may from time to time appoint or employ such additional officers, assistant officers, agents, employees and independent contractors as the Board deems advisable, and the Board or the President shall prescribe their duties, conditions of employment, and compensation, and the Board shall have the right to dismiss them at any time, without prejudice to their contract rights (if any). The President may employ from time to time such other agents, employees and independent contractors as he or she may deem advisable for the prompt and orderly

transaction of the business of the Corporation, and the President may prescribe their duties and the conditions of their employment, fix their compensation and dismiss them at any time, without prejudice to their contract rights (if any).

Section 3.03. The Chairman of the Board. The Chairman of the Board shall be the Governor of the District, and shall have such powers and duties as from time to time may be prescribed by the Board.

Section 3.04. The President. The President shall be the Chief Executive Officer of the Corporation. Subject to the control and discretion of the Board, the President shall have general supervision of and general management and executive powers over all the property, operations, business affairs and employees of the Corporation, and shall see that the policies and programs adopted or approved by the Board are carried out. The President shall exercise such further powers and duties as from time to time may be prescribed in these Bylaws or by the Board.

Section 3.05. The Vice President. The Vice President may be given general executive powers by resolution of the Board, subject to the control of the President, concerning one or more or all segments of the operations of the Corporation. The Vice President shall exercise such further powers and duties as from time to time may be prescribed in these Bylaws or by the Board or the President. At the request of the President, or in the President's absence or disability, the Vice President shall exercise the powers and duties of the President.

Section 3.06. The Secretary and Assistant Secretaries: It shall be the duty of the Secretary (a) to keep an original or duplicate record of the proceedings of the Board and a copy of the Articles and the Bylaws; (b) to give such notices as may be required by law or these bylaws; (c) to be custodian of the corporate records and of the seal of the Corporation and see that the seal is affixed to such documents as may be necessary or advisable; and (d) to exercise all powers and duties incident to the office of Secretary; and such further powers and duties as from time to time may be prescribed in these bylaws or by the Board or the President. The Secretary by virtue of his or her office shall be an Assistant Treasurer. Each officer of the Corporation by virtue of his or her office shall be an Assistant Secretary. Additional Assistant Secretaries may be appointed by the President. The Assistant Secretaries shall assist the Secretary in the performance of his or her duties, and shall also exercise such further powers and duties as from time to time may be prescribed by the Board, the President, or the Secretary. At the direction of the Secretary or in his or her absence or disability, an Assistant Secretary shall exercise the powers and duties of the Secretary.

Section 3.07. The Treasurer and Assistant Treasurers. It shall be the duty of the Treasurer (a) to keep the Corporation's contracts, insurance policies, leases, deeds and other business records; (b) to see that the Corporation's lists, books, reports, statements, tax returns, certificates and other documents and records required by law are properly prepared, kept and filed; (c) to be the principal officer in charge of tax and financial matters, budgeting and accounting of the Corporation; (d) to have charge and custody of and be responsible for the Corporation's funds, securities and investments; (e) to receive and give receipts for checks, notes, obligations, funds and securities of the Corporation and deposit monies and other valuable effects in the name and to the credit of the Corporation, in such depositories as shall be designated by the Board; (f) to cause the funds of the Corporation to be disbursed by payment in cash or by checks or drafts upon the authorized depositories of the Corporation, and to cause to be taken and preserved proper vouchers for such disbursements; (g) to render to the President and the Board whenever they may require an account of all his or her transactions as Treasurer, and reports as to the financial position and operations of the Corporation; (h) to keep appropriate, complete and accurate books and records of all the Corporation's

business and transactions; and (i) to exercise all powers and duties incident to the officer of Treasurer; and such further duties from time to time as may be prescribed in these bylaws or by the Board or the President. The Assistant Treasurers shall assist the Treasurer in the performance of his or her duties and shall also exercise such further powers and duties as from time to time may be prescribed by the Board, the President or the Treasurer. At the direction of the Treasurer or in his or her absence or disability, an Assistant Treasurer shall exercise the powers and duties of the Treasurer. The treasurer shall also make all annual filings required by the Pennsylvania Bureau of Charities and arrange for a compilation, review or audit of the books and records of the Corporation by an independent Certified Public Accountant as required of public charities soliciting for donations under Pennsylvania law within Three (3) months following the close of the Corporation's fiscal year.

Section 3.08. Vacancies. Any vacancy in any office or position by reason of death, resignation, removal, disqualification, disability or other cause shall be filled in the manner provided in this Article for regular election or appointment to such office.

Section 3.09 Delegation of Duties. The Board may in its discretion delegate for the time being the powers and duties, or any of them, of any officer to any other person whom it may select.

Section 3.10. Resignations. Any officer or agent may resign at any time by giving written notice to the Board or to the Chairman of the Board 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 3.11. Officers Bonds. Any officer shall give a bond for the faithful discharge of his or her duties in such sum (if any) and with such surety or sureties as the Board shall require. (This section is applicable only should some third-party vendor or contractor require the same.)

ARTICLE IV

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 4.01. Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director or an officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "indemnatee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Act (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnatee in connection therewith; *provided, however*, that selection of counsel shall be subject to advance approval of the Board (or a duly authorized committee thereof) to the extent permitted under the NCL; and *provided further, however*, that, except as provided in Section 4.03 with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnatee in connection with a proceeding (or part thereof) initiated by such

indemnatee only if such proceeding (or part thereof) was authorized by the Board.

Section 4.02. Right to Advancement of Expenses. In addition to the right to indemnification conferred in Section 4.01 an indemnatee shall also have the right to be paid by the Corporation the expenses (including attorneys' fees) incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); *provided, however*, that any such attorneys' fees and expenses shall be advanced pursuant to this Section 4.02 solely with respect to counsel which has been approved by the Board (or a duly authorized committee thereof) in its sole discretion; and *provided further, however*, that, if the Act or the Board so requires, an advancement of expenses incurred by an indemnatee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnatee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnatee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "final adjudication") that such indemnatee is not entitled to be indemnified for such expenses under this Section 4.02 or otherwise. The rights to indemnification and to the advancement of expenses conferred in Sections 4.01 and 4.02 of shall be contract rights and such rights shall continue as to an indemnatee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the indemnatee's heirs, executors and administrators.

Section 4.03. Right of Indemnatee to Bring Suit. If a claim under Section 4.01 or 4.02 is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty (20) days, the indemnatee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnatee shall be entitled to be paid also the expense of prosecuting or defending such suit. In any suit brought by the indemnatee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnatee to enforce a right to an advancement of expenses) it shall be a defense that, and (ii) in any suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final adjudication that, the indemnatee has not met any applicable standard for indemnification set forth in under the Act. Neither the failure of the Corporation (including its directors who are not parties to such action, a committee of such directors, or independent legal counsel) to have made a determination prior to the commencement of such suit that indemnification of the indemnatee is proper in the circumstances because the indemnatee has met the applicable standard of conduct set forth in under the Act, nor an actual determination by the Corporation (including its directors who are not parties to such action, a committee of such directors, or independent legal counsel) that the indemnatee has not met such applicable standard of conduct, shall create a presumption that the indemnatee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnatee, be a defense to such suit. In any suit brought by the indemnatee to enforce a right to indemnification or to an advancement of expenses hereunder, or brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnatee is not entitled to be indemnified, or to such advancement of expenses, under this Article 8 or otherwise shall be on the Corporation.

Section 4.04. Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the Corporation's Articles of Incorporation, Bylaws, agreement, vote of disinterested directors or otherwise.

Section 4.05. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Act.

Section 4.06. Indemnification of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

ARTICLE V

MISCELLANEOUS CORPORATE TRANSACTIONS AND DOCUMENTS

Section 5.01. Execution of Notes, Checks, Contracts and Other Instruments. All notes, bonds, drafts, acceptances, checks, endorsements (other than for deposit), guarantees and all evidences of indebtedness of the Corporation whatsoever, and all deeds, mortgages, contracts and other instruments requiring execution by the Corporation, shall be signed by any two of the following; the President, any Vice President or the Treasurer, and authority to sign any of the foregoing, which may be general or confined to specific instances, may be conferred by the Board upon any other person or persons. Any person having authority to sign on behalf of the Corporation may delegate, from time to time, by instrument in writing, all or any part of such authority to any other person or persons if authorized to do so by the Board, which authority may be general or confined to specific instances. Facsimile signatures on checks may be used if authorized by the Board.

Section 5.02. Voting Securities Owned by Corporation. Securities owned by the Corporation and having voting power in any other corporation shall be voted by the President or any Vice President, unless the Board confers authority to vote with respect thereto, which may be general or confined to specific investments, upon some other person. Any person authorized to vote such securities shall have the power to appoint proxies, with general power of substitution.

Section 5.03. Distribution of Funds. The Executive Committee shall recommend to the Board at the beginning of each fiscal year as to the amount of funds each committee shall be able to disburse for the upcoming year. The Board shall approve or modify the amount of funds to be disbursed by each committee and suggest guidelines for the distribution of the funds.

ARTICLE VI

GENERAL PROVISIONS

Section 6.01. Corporate Offices. The principal business office of the Corporation shall be located at the address of the then current Treasurer. The Corporation may also have offices at such other places within or outside the Commonwealth of Pennsylvania as the Board may determine.

Section 6.02. Corporate Seal. The Board shall prescribe the form of a suitable corporate seal,

which shall contain the full name of the Corporation and the year and state of incorporation.

Section 6.03. Fiscal Year. The fiscal year of the Corporation shall end on June 30th, or on such day as shall be fixed by the Board.

Section 6.04. Annual Report. The President and Treasurer shall present an annual report to the Board in accordance with Section 5553 of the NCL.

Section 6.05. Advisory Committees. The President may recommend to the Board, subject to the Board's approval, or the Board may recommend upon motion of any member of the Board, subject to the Board's approval, one or more advisory committees consisting of one (1) or more Directors and/or one (1) or more other individuals selected by the Board. Each member of each advisory committee shall serve at the pleasure of the Board. Each advisory committee shall carry out such functions as may be designated by resolution of the Board, which may include the making of recommendations to the Board concerning the exercise by the board of its power and authority (including recommendations as to grants and contributions which the Corporation should make in support of its charitable purposes). A majority of the persons designated to an advisory committee must be present at each meeting to constitute a quorum for the transaction of business, and the acts of a majority of the persons designated to an advisory committee shall be the acts of such committee. Each advisory committee shall keep regular minutes of its proceedings, and shall report such proceedings periodically to the Board. Each advisory committee shall adopt its own rules as to conduct and scheduling of meetings and the like, subject to the approval of the Board.

ARTICLE VII

AMENDMENTS

Section 7.01. Amendments to the Articles. The Corporation's Articles of Incorporation may be amended or altered by a vote of not less than two-thirds (2/3) of the Members, but only in the event that: 1) the full text of such proposed Amendment has been provided to each Member not less than three (3) months prior to the vote on such Amendment, and 2) notice of the meeting specifically states that such a vote is to be held at the meeting.

Section 7.02. Amendments to the By-Laws. These Bylaws may be amended, altered or repealed, and new Bylaws may be adopted by a vote of not less than half (1/2) of the Members, but only in the event that: 1) the full text of such Amendment has been provided to each Member not less than three (3) months prior to the vote on such Amendment, and 2) notice of the meeting specifically states that such a vote is to be held at the meeting. No provision of the Bylaws shall vest any property or contract right in any person.

ARTICLE VIII

DISSOLUTION

Section 8.01 Dissolution of the Corporation. Upon a dissolution of the corporation, any remaining assets shall be disposed of in accordance with the Articles of Incorporation to any other non-profit corporation or corporations qualifying as a charity under Section 501(c)(3) of the Internal Revenue code serving charitable purposes substantially similar to any one or more of the purposes of this foundation in accordance with the restrictions upon which the same may have been received or in the absence of such restrictions. The directors may apply to any Orphan's Court in the Commonwealth of Pennsylvania having jurisdiction for the instructions as to the disposition of the assets of the corporation at the time of its

dissolution.