

BYLAWS
OF
WESTERN PENNSYLVANIA TOTAL COMPENSATION ASSOCIATION
A Pennsylvania Nonprofit Corporation

Adopted June 4, 2008

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**BYLAWS
OF
WESTERN PENNSYLVANIA TOTAL COMPENSATION ASSOCIATION
A Pennsylvania Nonprofit Corporation
(the “Corporation”)**

ARTICLE I

INTRODUCTORY

Section 1.1 Name.

The name of the Corporation is Western Pennsylvania Total Compensation Association.

Section 1.2 Statement of Purposes.

As provided in its Articles of Incorporation, the Corporation is organized for the purposes set forth in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of any future United States Internal Revenue Law)(the “Code”) and, in furtherance thereof and not in limitation thereof:

- (a) to promote the professional practice of total compensation management by providing the opportunity for professional interaction among total compensation professionals, developing informational programs in total compensation, and facilitating professional total compensation education; and
- (b) to do all lawful acts incidental to the achievement of the foregoing purposes.

Section 1.3 Offices.

The principal and registered office of the Corporation shall be located at Two North Shore Center, Pittsburgh, PA 15212 or at such other place as the Board of Directors may designate from time to time. The Corporation may also have offices at such other locations as the Board of Directors may select and the business of the Corporation shall require.

Section 1.4 Fiscal Year.

The fiscal year of the Corporation shall end on December 31 of each year, or on such other date as may be fixed from time to time by resolution of the Board of Directors.

Section 1.5 Governing Law.

This Corporation is governed by the Pennsylvania Nonprofit Corporation Law of 1988, as it may be amended from time to time (“NPCL”).

ARTICLE II

MEMBERS

Section 2.1 No Members.

The Corporation shall have no corporate members with voting and other rights, as described by the NPCL. Notwithstanding the foregoing, the Corporation may have programmatic members, who shall pay dues and be entitled to participate in certain activities of the Corporation, as determined from time to time by the Board.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 Authority.

Subject to any limitations set forth elsewhere in these Bylaws or the Articles of Incorporation of the Corporation, the affairs of the Corporation shall be under the general direction of a Board of Directors (also referred to herein as the “Board”), which shall administer, manage, preserve and protect the property of the Corporation.

Section 3.2 Number, Term, and Election.

The Board shall consist of a minimum of three (3) voting Directors and a maximum of nine (9) voting Directors (the actual number to be determined from time to time by the Board). With the exception of the initial Directors, whose terms shall be specified in the resolution appointing them, each Director shall serve, commencing on the first day of January, for a term of two (2) years, or until such Director’s successor has been duly elected and qualified or until the Director’s earlier death, resignation or removal. With the exception of the initial Directors, who shall be elected by the Incorporator, Directors shall be elected by the Board at the annual meeting of the Board or any special meeting called for that purpose.

Section 3.3 Vacancies.

Vacancies occurring on the Board by death, resignation, refusal to serve, increase in the number of Directors or otherwise shall be filled by the Board, and each Director so appointed shall serve

for the unexpired portion of the term of the Director being replaced, and until the Director's successor is elected and qualified or until such Director's earlier death, resignation, or removal.

Section 3.4 Resignation.

Any Director may resign at any time by giving written notice to the President, the Secretary, or the Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance of the resignation as determined by the Board.

Section 3.5 Removal of Directors.

The Board of Directors may, by a two-thirds (2/3) vote of all voting Directors in office, remove any Director from office at any time, with or without assigning any cause.

Section 3.6 Compensation.

No compensation shall be paid to any Director for services as a Director but, at the discretion of the Board, a Director may be reimbursed for travel and actual expenses necessarily incurred in attending meetings and performing other duties on behalf of the Corporation. A Director may be a salaried officer of the Corporation.

Section 3.7 Meetings.

The Board shall meet at least quarterly at dates and times established by the Board. The meeting immediately preceding the close of the Corporation's fiscal year or such other time as the Board may designate from time to time by resolution shall be the annual meeting of the Board. Special meetings shall be called by the President or at the written request of a number of Directors constituting a quorum of the Directors then in office and entitled to vote. All meetings of the Board of Directors shall be held at the registered office of the Corporation unless otherwise designated in the notice.

Section 3.8 Quorum.

At all meetings of the Board of Directors, the presence of a majority of the Directors in office and entitled to vote shall constitute a quorum. In addition to those Directors who are actually present at a meeting, Directors shall be deemed as present at such meeting if a telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time is used. The act of a majority of the Directors entitled to vote at a meeting at which a quorum is present shall be the act of the Board. A majority of the Directors present and entitled to vote, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Directors who are not present at the time of adjournment.

Section 3.9 Voting.

Each Director shall be entitled to one vote on each matter submitted to a vote of the Board of Directors.

Section 3.10 Notices.

Written notice of the date, time and place of each meeting of the Board of Directors shall be given to all Directors at least five (5) days in advance of the date thereof. Such notice shall set forth the date, time and place of the meeting. Notice may be given to the Director personally or by sending a copy thereof by any of the following methods:

- (a) By first class or express mail (postage prepaid), or by courier services (charges prepaid), to the Director's address supplied by the Director for the purpose of notice. Notice pursuant to this paragraph shall be deemed to have been given to the Director entitled thereto when deposited in the U.S. mail or courier service for delivery to that Director.
- (b) By facsimile transmission, e-mail, or other electronic communication to the Director's facsimile number or e-mail address supplied by the Director to the Corporation for the purpose of notice. Notice pursuant to this paragraph shall be deemed to have been given to the Director entitled thereto when sent.

Section 3.11 Waiver of Notice.

Whenever any written notice whatsoever is required to be given under the provisions of applicable law, the Articles of Incorporation of this Corporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time of the meeting stated in such notice, shall be deemed equivalent to the giving of such notice. In the case of a special meeting, such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a Director at a meeting shall constitute a waiver of notice of the meeting unless the Director attends 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 3.12 Consents.

Any action that may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and entitled to vote and shall be filed with the Secretary of the Corporation.

Section 3.13 Standard of Care and Fiduciary Duty.

Each Director shall stand in a fiduciary relation to this Corporation and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of this 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, each Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) one or more officers or employees of this Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such persons; and
- (c) a committee of the Board of this Corporation upon which the Director does not serve, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

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

Section 3.14 Factors That May Be Considered By Directors.

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 this Corporation, consider to the extent they deem appropriate.

- (a) the effects of any action upon any or all groups affected by such action, including employees, suppliers, customers and creditors of the Corporation, and upon communities in which offices or other establishments of the Corporation are located;
- (b) the short-term and long-term interests of the Corporation, including the benefits that may accrue to the Corporation from its long-term plans and the possibility that these interests may be best served by the continued independence of the Corporation;
- (c) the resources, intent and conduct (past, stated and potential) of any person seeking to acquire control of the Corporation; and
- (d) all other pertinent factors.

The Board of Directors, committees, and individual Directors are not required, in considering the best interest of the Corporation or the effects of any action, to regard any corporate interest or the interests of any particular group affected by such action as a dominant or controlling interest or factor. The consideration of interests and factors in the manner described in this section shall not constitute a violation of Section 3.14 hereof. The fiduciary duty of Directors shall not be deemed to require them to act as the Board of Directors, a committee, or an individual Director solely because of the effect such action might have or an acquisition or potential or proposed acquisition of control of the Corporation.

ARTICLE IV

OFFICERS

Section 4.1 Enumeration.

The officers of the Corporation shall consist of a President, a Secretary, a Treasurer and such other officers and assistant officers as the Board may, from time to time, designate. A person may hold more than one office in the Corporation except that the same person may not be the President and either Secretary or Treasurer.

Section 4.2 Term of Office.

With the exception of the initial officers, whose terms shall be specified in the resolution appointing them, each officer shall serve, commencing on the first day of January, for a term of two years and until the officer's successor is duly elected and takes office or until the officer's earlier death, resignation, or removal.

Section 4.3 Election.

All officers of the Corporation shall be elected by the Board at the annual meeting of the Board or at a special meeting of the Board called for such purpose.

Section 4.4 Vacancies.

Any vacancy in any office shall be filled by the Board, and each officer appointed to fill the vacancy shall serve for the unexpired portion of the term of the officer being replaced, and until the officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal.

Section 4.5 Resignation and Removal of Officers.

Any officer may resign at any time by giving written notice to the President, the Secretary, or the Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance of the resignation as determined by the Board. Any officer of the Corporation may be removed from office at any time by the Board, whenever, in the sole discretion of the Board, the best interests of the Corporation will be served.

Section 4.6 President.

The President shall be the chief executive officer of the Corporation and, as such, shall preside at all meetings of the Board and shall be responsible for and have supervision over the management and operation of the Corporation.

Section 4.7 Secretary.

The Secretary shall make, or cause to be made, minutes of all meetings of the Board of Directors. The Secretary shall be responsible for the timely mailing or delivery of all notices of meetings of

the Board of Directors, shall maintain all minutes and documents of the corporation after approval of such minutes and documents as approved by the Board and, generally, will perform all duties incident to the office of secretary of a corporation and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

Section 4.8 Treasurer.

The Treasurer shall supervise the financial activities of the Corporation. Specifically, the Treasurer shall see that (a) full and accurate accounts of receipts and disbursements are kept, (b) a system is in place such that all monies and other valuable effects are deposited in the name and to the credit of the Corporation in such depositories as shall be designated by the Board, (c) the Directors at the regular meetings of the Board or whenever they may require it, receive an account of the financial condition of the Corporation, and (d) when required by law or the Board, an annual audit of the Corporation's books and records is performed by an auditor selected by the Board. The Treasurer shall also perform such other duties as may be prescribed by the Board. In performing these functions, the Treasurer may rely on employees of the Corporation who possess special financial training and skills and whose employment responsibilities include management of the Corporation's financial affairs. In the absence or disability of the Treasurer, the Assistant Treasurer, if any, shall perform all the duties of the Treasurer and when so acting shall have all of the powers of and be subject to all of the restrictions upon the Treasurer.

Section 4.9 Other Officers.

Each other officer shall have such responsibilities and perform such duties as may be prescribed by the Board from time to time. Each assistant officer shall carry out the responsibilities and duties of the officer which the assistant officer assists in the event such officer is unable to perform such responsibilities or duties, except that no assistant officer shall become a Director solely by virtue of being an assistant officer.

Section 4.10 Bonds.

The Board may, in its discretion, require the Treasurer and any other officer to give bond in such amount and with such surety or sureties as may be satisfactory to the Board for the faithful discharge of the duties of the office and for the restoration to the Corporation, in case of the officer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind belonging to the Corporation in the officer's possession or under the officer's control.

ARTICLE V

COMMITTEES

Section 5.1 Committees.

The Corporation shall have the following standing committees: Program Committee, Communications Committee and Membership Committee. The Corporation shall also have such standing and ad hoc committees as the Board may deem advisable in the administration and conduct of the affairs of the Corporation. Each committee shall have such power and authority as provided for in these Bylaws or in the resolution creating such committee, except as such authority is limited by statute, by resolution creating or controlling the committee, or by any limitation imposed by the Board on such authority and power. Each committee of the Board shall meet as necessary to accomplish its goals. Except as otherwise provided in these Bylaws or in the resolution creating the applicable committee, committee chairpersons and members shall be appointed annually by the President and may be reappointed to a committee for an unlimited number of terms. Persons who are not Directors are eligible to serve as committee members. Any person authorized by these Bylaws to appoint the chairperson and/or members of any committee may appoint himself or herself as chairperson and/or member. The chairperson of each committee shall determine the date and place of all committee meetings. Each committee may adopt its own rules of notice and procedure not inconsistent with these bylaws.

Section 5.2 Limitation on Power of Committees.

No such committee shall have any power or authority as to the following:

- (a) the filling of vacancies in the Board of Directors;
- (b) the adoption, amendment or repeal of the Bylaws;
- (c) the amendment or repeal of any resolution of the Board; or
- (d) action on matters committed by the Bylaws or a resolution of the Board to another Committee of the Board.

Section 5.3 Program Committee.

The Program Committee shall consist of at least one (1) Director, acting as the Committee Chair, appointed by the Board and other members who serve on the Committee at the pleasure of the Committee Chair. The Program Committee shall be responsible for the implementation of member meetings to address pertinent topics determined by the Board and which further the purpose of the Corporation as stated in Section 1.2 above. Each implementation will encompass the identification of a qualified speaker or speakers, the location of the meeting, the development of the notice of the meeting to membership, the monitoring of attendance at said meeting and any other business of the Corporation as determined by the Board. The Program Committee shall meet at least four (4) times per year.

Section 5.4 Communications Committee.

The Communications Committee shall consist of at least one (1) Director, acting as the Committee Chair, appointed by the Board and other members who serve on the Committee at the pleasure of the Committee Chair. The Communications Committee shall be responsible for preparing and distributing correspondence and materials to the membership (such as emails or other mailings) regarding membership meetings, solicitations for membership, the maintenance of the corporation's website and any other business of the Corporation as determined by the Board. The Communications Committee shall meet at least four (4) times per year.

Section 5.5 Membership Committee.

The Membership Committee shall consist of at least one (1) Director, acting as the Committee Chair, appointed by the Board and other members who serve on the Committee at the pleasure of the Committee Chair. The Membership Committee shall be responsible for the development of marketing strategies and promotional materials designed to attract and retain members along with the implementation and dissemination of such materials to members and the general public. The Membership Committee shall also be responsible for the maintenance of the Corporation's membership roster. The Membership Committee shall meet at least four (4) times per year.

ARTICLE VI

CONFLICTS OF INTEREST

Section 6.1 General.

As each Director and Officer participates in the business of the Corporation, he/she has a fiduciary duty to act prudently and in the best interest of the Corporation, as opposed to his or her personal interest or the interest of some other person or entity. This policy is intended to assist Directors, Officers and committee members (each, a "Covered Individual") in satisfying their fiduciary duty to the Corporation.

Section 6.2 Definition of a Conflict.

An actual or potential conflict of interest exists when any of the following exists:

- (a) The Corporation does or proposes to do business with:
 - (i) a Covered Individual; or
 - (ii) a family member of a Covered Individual; or

- (iii) an organization in which a Covered Individual or family member has an ownership or investment interest or compensation relationship or serves as a director or officer; or
- (b) A Covered Individual receives remuneration for performing services for the Corporation and the Corporation is determining his or her remuneration; or
- (c) A Covered Individual or family member serves as an officer or director or key employee of, or has an ownership interest in or is compensated by, any organization that competes with the Corporation;
- (d) A Covered Individual or family member is employed by or serves on the board of an organization that receives or is seeking a grant from the Corporation; or
- (e) A Covered Individual is or may be unable to act in the best interest of the Corporation on any issue because of a personal situation or other reason.

Section 6.3 Disclosure.

Annually, each Covered Individual must complete a disclosure statement reflecting his or her interests. The President is responsible for reviewing the disclosure statements so that he/she is familiar with and can report potential conflicts. The full Board will review the disclosure statement of the President. In addition, each Covered Individual is personally responsible for disclosing his/her actual or potential conflict at the time the Corporation is considering a transaction that may involve a conflict or appearance of a conflict.

Section 6.4 Determining Whether a Conflict of Interest Exists.

After disclosure of a potential conflict and all material facts, the affected Covered Individual shall leave the room while the remaining disinterested members of the Board determine whether an actual conflict of interest exists in the particular circumstance.

Section 6.5 Procedures for Addressing the Conflict of Interest.

In the event the Board concludes that a conflict of interest exists, the following procedures shall be followed:

- (a) The affected Covered Individual may make a presentation to the Board considering the transaction or arrangement, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the conflict of interest.
- (b) The President or majority of the disinterested Directors present may appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement that presents the conflict.

- (c) Where reasonably possible, the Board or committee shall obtain comparable information with respect to the transaction or arrangement. Comparable information may include appraisals, valuations, competing offers or bids, compensation surveys, reports of experts and similar data. When setting compensation for a disqualified person, including without limitation a Director or Officer, the Corporation shall obtain comparable information and exclude from the decision making body the applicable disqualified person and any persons he/she supervises.
- (d) The Board or committee considering a transaction or arrangement involving a conflict of interest may approve such transaction or arrangement only after determining by majority vote of the disinterested members of the Board or committee (a) that the transaction or arrangement is in the Corporation's best interest and for its own benefit, (b) that it is fair and reasonable to the Corporation, and (c) after exercising due diligence, the Corporation would not obtain a more advantageous transaction with reasonable efforts under the circumstances.

Section 6.6 Minutes.

The minutes of all meetings shall reflect (i) the name of each person who disclosed or otherwise was found to have a potential conflict of interest; (ii) the nature of the interest and any action taken to determine whether an actual conflict existed; (iii) the determination as to whether an actual conflict of interest existed; (iv) the names of the persons who were present for discussions and votes relating to the transaction or arrangement; (v) the content of the discussions, including any alternatives to the proposed transaction or arrangement and the basis for the determination of the Board or committee, including any comparability data; (vi) the voting record, including any abstention from voting; and (vii) any action to be taken.

ARTICLE VII

LIMITATION OF PERSONAL LIABILITY OF DIRECTORS

Section 7.1 Limitation of Directors' Personal Liability.

A Director of the Corporation shall not be personally liable for monetary damages for any action taken unless the Director has breached or failed to perform the duties of his office under Chapter 57, Subchapter B of the NPCL as in effect at the time of the alleged action by such Director and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Such limitation on liability does not apply to the responsibility or liability of a Director pursuant to any criminal statute or for payment of taxes pursuant to any Federal, state or local law.

Section 7.2 Preservation of Rights.

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

ARTICLE VIII

INDEMNIFICATION

Section 8.1 Mandatory Indemnification of Directors and Officers.

The Corporation shall indemnify, to the fullest extent now or hereafter permitted by law (including but not limited to the indemnification provided by Chapter 57, Subchapter D of the NPCL), each Director and/or Officer (including each former Director or officer) of the Corporation who was or is or is threatened to be made a party to or a witness in any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative other than an action by or in the right of the Corporation, by reason of the fact that the Director or officer is or was an authorized representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Director or officer in connection with such action, suit or proceeding if such Director or officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action or 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 person did not act in good faith and in a manner that he reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 8.2 Mandatory Advancement of Expenses to Directors and Officers.

The Corporation shall pay expenses (including attorneys' fees) incurred by a Director or officer of the Corporation referred to in Section 8.1 hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 8.1 hereof in advance of the final disposition of such action, suit or proceeding, only upon receipt of an undertaking by or on behalf of such Director or officer to repay all amounts advanced if it shall ultimately be determined that the Director or officer is not entitled to be indemnified by the Corporation as provided in Section 8.4 hereof.

Section 8.3 Permissive Indemnification and Advancement of Expenses.

The Corporation may, as determined by the Board of Directors from time to time, indemnify, in full or in part, to the fullest extent now or hereafter permitted by law, any person who was or is or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative other than an action by or in the right of the Corporation, by reason of the fact that such person is or was an authorized representative of the Corporation or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, both as to action in his official capacity and as to action in another capacity while holding such office or position, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in conjunction with such action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person by reason of such person's participation in an action, suit or proceeding referred to in this Section 8.3 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as provided in Section 8.4 hereof.

Section 8.4 Scope of Indemnification.

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

Section 8.5 Miscellaneous.

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

existing at the time of such repeal or modification to which any person may be entitled under this Article.

Section 8.6 Definition of Authorized Representative.

For the purposes of this Article, the term, “authorized representative” shall mean a director or officer of the Corporation or of any corporation controlled by the Corporation, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Corporation or by any corporation controlled by the Corporation, or person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Corporation. The term “authorized representative” shall not include money managers or investment advisors (or any employees thereof) hired by the Corporation, and shall not include agents of the Corporation unless indemnification thereof is expressly approved by the Board of Directors.

Section 8.7 Procedure for Effecting Indemnification.

Unless ordered by a court, any indemnification under this Article VIII or the NPCL shall be made only following a determination that the indemnification is proper in the circumstances because the person seeking indemnification has met the applicable standard of conduct. Such determination shall be made

- (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not party to the action or proceeding; or
- (b) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

ARTICLE IX

OPERATIONS OF THE CORPORATION

Section 9.1 No Violation of Purposes.

In no event and under no circumstances shall the Board of Directors make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever the effect of which under applicable federal laws then in force will cause the Corporation to lose its status as a Corporation eligible for exemption from Federal income taxation under Section 501(c)(6) of the Code.

Section 9.2 Tax Records.

The Corporation shall maintain at its principal office a copy of its application for exemption and all tax returns filed with the Internal Revenue Service. To the extent required by law, such documents shall be made available during regular business hours for inspection by any person requesting to see them.

Section 9.3 Annual Report.

The Treasurer shall submit annually to the Board of Directors a statement containing those details required to be included under the provisions of the NPCL, as it may be amended from time to time or any successor statute governing Pennsylvania nonprofit corporations or these Bylaws.

Section 9.4 Books and Records.

This Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Board of Directors and committees. The Corporation will keep at its registered office the original or a copy of its Bylaws including amendments to date, certified by the Secretary of the Corporation.

Section 9.5 Policies.

The Board shall adopt and maintain policies relating to the protection of whistleblowers, document retention and distribution, and spending.

ARTICLE X

AMENDMENTS

Section 10.1 Authority.

These Bylaws and the Articles of Incorporation of the Corporation may be altered, amended and/or repealed from time to time by the affirmative vote of two-thirds (2/3) of the voting Directors in office at the time of the action.