

**CONSTITUTION AND BYLAWS  
OF THE  
CENTRE COUNTY UNITED WAY**

**ARTICLE I**

**PURPOSES; POWERS**

**Section 1. Corporation.** The Centre County United Way (the “Corporation”) is a Pennsylvania non-profit corporation qualified as an organization exempt from federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, supplemented or replaced (the “Code”).

**Section 2. Purposes.**

(a) **Purposes.** The Corporation is organized and operated exclusively for charitable purposes for the benefit of citizens of Centre County, as set forth more specifically in the Articles of Consolidation under which the Corporation was established, as amended from time to time. In furtherance of its purposes, the Corporation may: (1) receive and maintain a fund or funds of real or personal property, or both, and (2) subject to the restrictions and limitations set forth in this Article, use and apply the whole or any part of the income from these funds and the principal of these funds exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify for receipt of funding under the policies of the Corporation approved by the Board of Directors from time to time.

(b) **Tax-Exempt Organization.** In order to maintain its status as a tax-exempt organization, the Corporation’s activities in furtherance of its purposes shall be limited or restricted as follows:

(1) No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

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

(3) The Corporation shall not (i) make any investments in such manner as to subject it to tax under Section 4944 of the Code, (ii) make any taxable expenditures as defined in Section 4945(d) of the Code, (iii) engage in any act of self-dealing (as defined in Section 4941(d) of the Code), or (iv) retain any excess business holdings (as defined in Section 4943(c) of the Code).

(4) Notwithstanding any other provision of these Bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and the treasury regulations promulgated thereunder, as amended or supplemented, or by an organization to which contributions are deductible under Section 170(c)(2) of the Code and the treasury regulations promulgated thereunder, as amended or supplemented.

**Section 3. Powers.** In addition to any powers available to it as a non-profit corporation under applicable law, including the Pennsylvania Nonprofit Corporations Law, and specific powers vested in the

Board of Directors in Article II below, the Corporation may: (1) accept devises, bequests, and donations in trust to be distributed as directed by the testator or settlor, or in the absences of such directions, as it may determine to be used exclusively for charitable purposes for the benefit of citizens of Centre County; and (2) acquire, hold, lease, encumber, and convey real estate and personal and mixed properties in accordance with its purposes.

**Section 4. Time.** The Corporation is to exist in perpetuity.

## ARTICLE II

### BOARD OF DIRECTORS

**Section 1. Board of Directors.** The business and affairs of the Corporation shall be governed and managed by or under the direction of a Board of Directors of the Corporation. The Board of Directors shall consist of no less than twenty-five (25) persons and no more than thirty-five (35) persons, elected in accordance with this Article. Each director shall be entitled to one (1) vote.

**Section 2. Election; Term.** Upon election and appointment by the Board, each director shall serve for a term of three (3) years and shall continue to hold office until a successor has been appointed and qualified. Each director may be elected for an additional term of three (3) years; provided, however, a director may not be eligible to serve a third consecutive term until at least one (1) year shall have elapsed after the conclusion of the director's previous term, unless otherwise determined by resolution of the Board. The term of office for each director shall commence at the first regular meeting of the calendar year following his or her election, which shall be January, unless otherwise scheduled as provided herein, and shall continue until his or her successor shall have been elected or appointed in accordance with these Bylaws.

**Section 3. Representation.** To the extent possible, the Board of Directors shall be comprised of at least one (1) individual who, but preferably two (2) representatives, by reason of residence, association, or employment, from each of the following five (5) areas represents each of the following:

- (i) Bellefonte/Bald Eagle Intervalley Area;
- (ii) Moshannon Valley/Mountaintop Area;
- (iii) Penns Valley Area;
- (iv) Centre Region Area;
- (v) University Park Area/The Pennsylvania State University;
- (vi) Co-Chairs, Professional Advisory Committee (PAC) (or by whatever name);
- (vii) Representative of Centre Foundation;
- (viii) Representative of Centre County Government; and
- (ix) Representatives from strategic constituencies as identified, nominated and approved by the Board.

**Section 4. Removal; Resignation; Vacancies.**

(a) **Removal.** Any director may be removed from office with cause, by majority vote of the Board of Directors. For purposes of this section, "cause" shall mean failure to attend three (3) consecutive Board meetings without reasonable cause, as determined by the Board; failure to actively participate in United Way activities or the Annual Fund Campaign; or failure to observe the purposes and policies of the Corporation.

(b) **Resignation.** Any director may resign at any time by submitting notice of such resignation in writing to the Chairperson of the Board, who shall present the resignation to the Board at its next regular meeting.

(c) **Vacancies.** If a director is unable to complete a term, whether by reason of death, resignation or removal, the vacancy on the Board may be filled by appointment of an individual to fulfill the unexpired term, who shall be recommended by the Board Development Committee and approved by majority vote of the Board of Directors. Nominations for individuals to fulfill the vacancy may also be made from the floor at the meeting at which the vote on the fulfillment of the vacancy shall occur.

~~**Section 5. Other Participants.** In order to assure broad community representation, the following individuals shall be invited to attend and participate in Board meetings, but shall not be considered directors of the Corporation:~~

~~Directors Emeriti, Centre County United Way  
Co-Chairs, Professional Advisory Committee (PAC) (or by whatever name)  
Executive Director of Centre Foundation  
Representative of Centre County Government  
Representatives from strategic constituencies as identified, nominated and approved by the Board~~

**Section 56. Annual Meeting.** An annual meeting of the Board of Directors of the Corporation shall be held in November of each year, or at such other date and time determined by the Executive Committee. The annual meeting shall be held for the purpose of electing and appointing new directors and officers, and for the transaction of any other business as may come before the Board.

**Section 67. Regular Meetings.** The Board of Directors shall hold regular meetings at least every other month, unless otherwise determined by the Executive Committee.

**Section 78. Special Meetings.** Special meetings of the Board of Directors may be called by or at request of the Chairperson of the Board or by at least seven (7) or more members of the Board. The notice of the meeting shall state the purpose of the special meeting.

**Section 89. Notice of Meetings.** Notice of any annual, regular or special meeting shall be given at least five (5) days prior to the meeting by written notice delivered personally (including by telephone), electronically (including email or fax) or by mail to each director. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except for any proposal to alter, amend or repeal these Bylaws or to adopt new Bylaws, for which notice of the terms thereof must be given as above provided, neither the business to be transacted at, nor the purpose of, any annual or regular meeting of the Board of Directors need to be specified in the notice or waiver of notice of such meeting.

**Section 94. Meetings by Conference Telephone.** One or more persons may participate in a meeting of the Board of Directors (or any committee of the Board) by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

**Section 104. Meeting Quorum.** The presence of a majority of the directors entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

**Section 11.2. Action of the Board.** The act of the majority of the directors present at a meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required under the Articles of Consolidation, the Bylaws, or applicable law. However, any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors and filed with the Secretary of the Corporation.

**Section 13. Powers.** The powers of the Corporation, its business and property, shall be managed

and controlled by the Board of Directors. The Board of Directors shall have and is hereby vested with full, unlimited powers and authorities, except as it may be expressly limited by law, to supervise, control, direct and manage the property, affairs and activities of the Corporation, to determine the policies of the Corporation, to do or cause to be done any and lawful things for and on behalf of the Corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that (1) the Board of Directors shall not authorize or permit the Corporation to engage in any activity not permitted to be transacted by a non-profit corporation organized under the laws of the Commonwealth of Pennsylvania; and (2) none of the powers of the Corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the Corporation.

### ARTICLE III

#### COMMITTEES

##### Section 1. Committees.

(a) **Establishment; Appointment of Members.** The Board of Directors may establish standing and special or ad hoc committees which shall have such authority in the management of the Corporation's affairs as determined by the Board. Subject to specific requirements for appointments set forth in this Section below, the Chairperson of the Board shall appoint individuals to serve on such committees and the committee chairs, as needed to carry out the activities of the Board; provided, however, chairpersons of standing committees must be Board members.

(b) **Standing Committees.** The standing committees of the Board may include, but will not be limited to, the following: (1) Executive Committee; (2) Funds Distribution Oversight Committee; (3) Campaign Committee; (4) Communications Committee; (5) Community Impact and Initiatives Committee; (6) Finance Committee; (7) Human Resources Committee; and (8) Board Development Committee. Each member of a standing committee shall, unless otherwise specified herein or determined by resolution of the Board, serve on such committee until the next annual meeting of the Board of Directors and until a successor is appointed, unless (i) the committee shall be sooner terminated, (ii) the member shall resign by submitting notice of such resignation in writing to the Chairperson of the Board, (iii) the member shall be removed from such committee by majority vote of the Board, or (iv) the member shall cease to qualify as a member thereof. The following is a description of standing committee's purposes and functions, which may be changed by the Board from time to time (the Executive Committee is discussed in Section 2, below):

(i) **Funds Distribution Oversight Committee.** The Funds Distribution Oversight Committee shall guide the logistics of funds distribution. Recommended allocations to CCUW Partner Agencies will be made directly to the Board of Directors by the annually appointed group of panel chairs. The panel chairs shall be appointed by the Funds Distribution Oversight Committee. Recommend allocations to each partner organization will be based upon the undesignated pool available from the previous campaign as approved by the Finance Committee. An ad hoc committee may be appointed by the chair to provide advice and counsel to the Board of Directors as needed on matters concerning Special Initiatives Funding. (Special Initiatives Funding shall be defined as all special projects funding for human service agencies which falls outside of annual member organization allocations). This Committee shall also review requests for admission by new agencies and make recommendations to the Board.

(ii) **Campaign Committee.** The Campaign Committee shall organize, implement and complete an annual fund drive on the principle of campaigning to potential under guideline policy of the Corporation. Campaign chairs-elect will be approved by the Board.

(iii) **Communications Committee.** The Communications Committee shall strive to increase community awareness of the Corporation's activities by developing a year round communication plan to inform, educate and inspire the community.

(iv) **Community Impact and Initiatives Committee.** The Community Impact Committee shall solicit grants from non-profit, charitable organizations chairing a collaborative effort to create systemic change in providing human services or in addressing substantive human service issues. Projects must be deemed by the Committee to have long-term, community-wide impact. This Committee shall respond to one time funding requests from non-profit charitable organizations to assist with a fiscal emergency or to launch a new program or initiative.

(v) **Finance Committee.** The Finance Committee shall exercise responsibility for the financial affairs of the Corporation, recommending actions concerning the property of the Corporation, submitting timely financial condition reports, and recommendations to the Board.

(vi) **Human Resources Committee.** The Human Resources Committee shall be responsible for making recommendations to the Board and/or the Executive Director on issues of internal employee policies and procedures, and the implementation thereof, benefits and salaries.

(vii) **Board Development Committee.** The Board Development Committee shall be responsible for recommending to the Board a slate of nominees for directors and officers. The committee shall also evaluate and recommend, from time to time, structural changes to committees and campaign work to develop appropriate orientation materials for new members, and work with the Chairperson of the Board to provide on-going orientation for all Board members. ~~To the extent possible, the Board Development Committee shall contain a member from each of the geographical areas defined in Article II, Section 5. Notwithstanding anything to the contrary above, the Vice Chairperson shall serve as Chairperson of this Committee.~~

(c) **Action of Committees.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. The committees shall meet at such times and places designated by the committee chairperson.

## **Section 2. Executive Committee.**

(a) **Composition.** The Executive Committee shall consist of the officers of the Corporation, the immediate past Chairperson of the Corporation, and the Executive Director. The Executive Director shall be a non-voting member on the committee.

(b) **Responsibilities.** The Executive Committee may exercise the powers of the Board of Directors in the interim between Board meetings, except that the Executive Committee shall not have the power to adopt the budget, or to take any action which is a departure from policy established by the Board, or which represents a change in the affairs, business or policy of the Corporation. The Executive Committee shall submit reports of action by the committee taken at the next meeting of the Board of Directors.

(c) **Meetings.** Notice of the time, place and purpose of any meeting of the Executive Committee shall be given to the members of the committee at least twenty-four (24) hours prior to such meeting. The meetings may, at the discretion of the chair of the committee, be conducted by a telephone conference call or by appropriate electronic media.

## **ARTICLE IV**

### **OFFICERS**

#### **Section 1. Officers; Terms.**

(a) **Officers.** The elected officers of the Corporation shall consist of the Chairperson, the

Vice Chairperson, the Treasurer, and the Secretary.

(b) **Terms.** ~~The Chairperson and the Vice Chairperson shall each serve for a two-year term and the remaining~~ Each officer shall ~~each~~ serve for a term of a one-year ~~term~~, or until such later time as ~~their-his or her~~ successors shall have been elected and qualified.

## **Section 2. Election; Vacancies; Removal; Resignation.**

(a) **Elections.** Officers shall be elected at the annual meeting of the Board by majority vote of the directors present at the meeting.

(b) **Vacancies.** A vacancy in any office because of death, resignation, removal or otherwise shall be fulfilled for the unexpired portion of the term by an individual recommended by the Board Development Committee and approved by a majority vote of the Board of Directors at a regular or special meeting at which the vacancy is to be filled. Nominations for individuals to fulfill the vacancy may also be made from the floor at the meeting at which the vote on the fulfillment of the vacancy shall occur.

(c) **Removal.** Any officer may be removed from office by majority vote of the Board of Directors. For purposes of this section, "cause" shall mean where the Board of Directors deems such removal in the best interests of the Corporation.

(d) **Resignation.** Any officer may resign at any time by submitting notice of such resignation in writing to the Chairperson of the Board, who shall present the resignation to the Board at its next regular meeting.

## **Section 3. Duties.**

(a) **Chairperson.** The Chairperson shall preside at all meetings of the Board of Directors and the Executive Committee. The Chairperson shall be responsible to see that actions of the Board of Directors are carried into effect. The Chairperson shall be an ex-officio member of all committees and task forces established by the Board of Directors, and perform such other duties as are assigned by the Board of Directors or prescribed in these Bylaws.

(b) **Vice Chairperson.** The Vice Chairperson shall perform the duties of Chairperson in event of the Chairperson's absence or disability, and shall assist the Chairperson in such duties as the Chairperson or the Board shall assign.

(c) **Secretary.** The Secretary, with the assistance of the Corporation's staff, shall be responsible for notices of meetings required under these Bylaws, including Board meetings and Executive Committee meetings; for preparing or causing to be prepared the minutes for meetings of the Board and Executive Committee; and for attesting contracts or other instruments authorized by the Board. The Secretary shall be responsible for the corporate books and records, and shall perform such other duties as are incidental to the office of Secretary.

(d) **Treasurer.** The Treasurer, with the assistance of the Corporation's staff, shall be responsible for the receipt and custody of all funds of the Corporation; for the disbursement thereof as authorized by the Board of Directors; for keeping accurate accounts of all financial transactions of the Corporation; and for preparing or causing to be prepared financial statements and reports of the Corporation. The Treasurer shall be the Chairperson of the Finance Committee, and shall perform such other duties as are incidental to the office of Treasurer.

## **Section 4. Executive Director.**

(a) **Appointment.** The Board of Directors shall appoint an Executive Director, who shall be hired or replaced at the will of the Board as provided herein. The Board shall establish the qualifications required for the position of Executive Director and shall be responsible for interviewing and selecting the

Executive Director. The Board shall from time to time establish the compensation, including salary and benefits, for the Executive Director, in accordance with any personnel policies adopted by the Board. The Executive Committee shall otherwise be responsible for direct supervision of the Executive Director.

(b) **Duties; Authority Over Staff.**

(i) **Duties.** The Executive Director shall, subject to the authority and control of the Board of Directors, have overall responsibility for the routine management of the affairs of the Corporation, including the following specific duties:

(i) Provide advice, recommendations and assistance to the Board of Directors (in a non-voting capacity), the Chairperson, and other officers, committees, and shall be responsible for administering the operations of the Corporation;

(ii) Assist in the preparation of the annual operating budget;

(iii) Serve as liaison with agencies requesting "United Way Partner Agency" status, administer funds to partner agencies according to Board approved amounts, and ensure harmonious partner agency relations;

(iv) Assist in planning and executing the annual United Way campaign and utilize to maximum advantage the time and resources of volunteers;

~~(iv)~~ Serve on the Executive Committee, as a non-voting member; and

~~(viii)~~ Have such other powers, and perform such other duties, as may be required by the Board of Directors.

(ii) **Authority Over Staff.** The Executive Director shall have the authority to employ and release from employment all other employed staff in accordance with policies adopted by the Board of Directors.

(c) **Removal.** The Executive Director may be removed by a majority vote of the Board of Directors.

## ARTICLE V

### **MISCELLANEOUS**

**Section 1.** **Funds.** The funds for the maintenance of the Corporation and pursuit of its corporate purpose shall be raised by public subscription, and by donations of property by gift, bequest or devise by public-spirited citizens, organizations, corporations and others, herein referred to as the "Fund." Disbursements from the Fund shall be made by the Executive Director and others duly authorized in accordance with the Bylaws.

**Section 2.** **Depositories and Investments.** All funds shall be deposited to the credit of the Corporation in such banks or financial institutions designated by the Board of Directors.

**Section 3.** **Fiscal Year.** The fiscal year of the Corporation shall be July 1 through June 30.

**Section 4.** **Approval Signatures.** All contracts, checks and orders for payment, receipt or deposit of money and access to securities of the Corporation shall be as provided by resolution of the Board of Directors.

**Section 5.** **Budget.** Prior to the end of each fiscal year, an annual budget of estimated revenue and expenses for the upcoming year shall be prepared by the Finance Committee, with the assistance of the

Corporation's staff, and shall be submitted to the Board of Directors for approval prior to the beginning of the fiscal year for which the budget relates.

**Section 6. Audits.** An independent certified public accountant shall be engaged by the Board of Directors to conduct annual audits of the financial accounts and systems of the Corporation. A report of this audit shall be submitted to the Board of Directors for review as promptly as possible after completion.

**Section 7. Property.** Title to all property shall be held in the name of the Corporation, and used for the benefit of the Corporation.

**Section 8. Financial Reports.** A summary report of the financial operations of the Corporation shall be made at least annually to the public.

## ARTICLE VI

### DISSOLUTION

Upon a dissolution of the Corporation, the Board of Directors shall, after making payment for provision of all liabilities of the Corporation, dispose of the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such one or more organizations as shall at the time be qualified as organizations exempt from income tax under Section 501(c)(3) of the Code. Any assets not so distributed shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Corporation is then located, exclusively for such purpose or to such organizations as the Court shall determine are organized and operated exclusively for such purposes.

## ARTICLE VII

### INDEMNIFICATION

**Section 1. Limitation of Liability.** To the fullest extent permitted by law, no director or officer of the Corporation or the Executive Director shall be personally liable for monetary damages as such for any action taken or any failure to take any action unless: (a) such person has breached or failed to perform the duties of his or her office under Section 5712 of the Pennsylvania Nonprofit Corporation Law of 1988 (relating to standard of care and justifiable reliance), and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however that the provisions of this paragraph shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or to the liability of a director for the payment of taxes pursuant to local, state or federal law.

**Section 2. Indemnification and Insurance; Directors and Officers.**

(a) Each Indemnitee (as defined below) shall be indemnified and held harmless by the Corporation for all actions taken by him or her and for all failure to take action (regardless of the date of any such action or failure to take any action) to the fullest extent permitted by Pennsylvania law against all expense, liability and loss (including ,without limitation, attorneys fees, judgments, fines, taxes, penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by the Indemnitee in connection with any Proceeding (as defined below). No indemnification pursuant to this paragraph shall be made, however, in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

(b) The right to indemnification provided in this Section shall include the right to have the expenses incurred by the Indemnitee in defending any Proceeding paid by the Corporation in advance of the final disposition of the Proceeding to the fullest extent permitted by Pennsylvania law; provided that, if Pennsylvania law continues to so require, the payment of such expenses incurred by the Indemnitee in advance of the final disposition of the Proceeding shall be made upon delivery to the Corporation of an undertaking, by or on behalf of the Indemnitee, to repay all amounts so advanced without interest if it shall ultimately be determined that the Indemnitee is not entitled to be indemnified under this Section or

otherwise.

(c) Indemnification pursuant to this Section shall continue as to an Indemnitee who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors and administrators.

(d) For purposes of this Section, (A) "Indemnitee" shall mean each director or officer of the Corporation or the Executive Director who was or is a party to, or is threatened to be made a party to, or is otherwise involved in, any Proceeding by reason of the fact that he or she is or was a director or officer of the Corporation or the Executive Director or is or was serving in a capacity at the request or for the benefit of the Corporation as a director, officer, employee, agent, partner, or fiduciary of, or in any other capacity for, another corporation or any partnership, joint venture, trust, employee benefit plan, or otherwise; and (B) "Proceeding" shall mean any threatened, pending or completed action, suit or proceeding (including without limitation an action, suit or proceeding by or in the right of the Corporation), whether civil, criminal, administrative or investigative.

### **Section 3. Indemnification of Employees and Other Persons**

The Corporation may, by action of its Board of Directors and to the extent provided in such action, indemnify employees or agents of the Corporation as though they were Indemnitees under Section 2 above.

### **Section 4. Non-Exclusivity of Rights**

The rights to indemnification and to the advancement of expenses provided in this Article shall not be exclusive of any other rights that any person may have or hereafter acquire under any statute, provision of the Corporation's Articles of Consolidation or Bylaws, agreement, vote of directors, or otherwise.

### **Section 5. Insurance**

The Corporation may purchase and maintain insurance, at its expense, for the benefit of any person on behalf of whom insurance is permitted to be purchased by Pennsylvania law against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person under Pennsylvania or other law. The Corporation may also purchase and maintain insurance to insure its indemnification obligations whether arising hereunder or otherwise.

### **Section 6. Fund for Payment of Expenses**

The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise may secure in any manner its indemnification obligations, whether arising hereunder, under the Articles of Consolidation, by agreement, vote of members or directors, or otherwise.

**Section 7. Amendment.** The provisions of this Section relating to the limitation of liability, to indemnification and to the advancement of expenses shall constitute a contract between the Corporation and each of its directors and officers, and Executive Director, which may be modified as to any director or officer or Executive Director only with that person's consent or as specifically provided in this paragraph. Notwithstanding any other provision of these Bylaws relating to their amendment generally, any repeal or amendment of this Section which is adverse to any director or officer or Executive Director shall apply to such director or officer or Executive Director only on a prospective basis, and shall not reduce any limitation on the personal liability of a director, officer or Executive Director of the Corporation, or limit the rights of an indemnity to indemnification or to the advancement of expenses with respect to any action or failure to act occurring prior to the time of such repeal or amendment. Notwithstanding any other provision of these Bylaws, no repeal or amendment of these Bylaws shall affect any or all of this Section so as either to reduce the limitation of liability or limit indemnification or the advancement of expenses in any manner unless adopted by the unanimous vote of the directors of the Corporation then serving; provided that no such amendment shall have retroactive effect inconsistent with the preceding sentence.

**Section 8. Changes in Pennsylvania Law.** References in this Section to Pennsylvania law or to any provision thereof shall be to such law (including without limitation to the Nonprofit Corporation Law) as it existed on the date this Section was adopted or as such law thereafter may be changed; provided that (a) in the case of any change which expands the liability of directors or limits the indemnification rights or the rights to advancement of expenses which the Corporation may provide, the rights to limited liability, to indemnification and to the advancement of expenses provided in this Section shall continue as theretofore to the extent permitted by law; and (b) if such change permits the Corporation without the requirement of any further action by directors to limit further the liability of directors or limit the liability of officers or the Executive Director or to provide broader indemnification rights or rights to the advancement of expenses than the Corporation was permitted to provide prior to such change, then liability thereupon shall be so limited and the rights to indemnification and the advancement of expenses shall be so broadened to the extent permitted by law.

## ARTICLE VIII

### AMENDMENTS

The Bylaws of the Corporation may be amended by a simple majority vote of the directors present at any meeting of the Board of Directors, provided that: (1) notice of the proposed amendments shall have been delivered to each member of the Board, by mail or electronic mail, postmarked or dated seven (7) days before the meeting at which action is to be taken, and (2) notice of the meeting of the Board to vote upon the proposed amendment is given, in accordance with these Bylaws, to each member of the Board.

Adopted Initially:	February 4, 1971
Revised:	May 19, 1972
	March 14, 1973
	April 8, 1981
	April 14, 1982
	June 21, 1990
	March 21, 1991
	November 19, 1992
	July 15, 1993
	November 17, 1994
	January 17, 1996
	July 16, 1997
	January 29, 1998
	May 16, 2001
	November 15, 2004
	January 30, 2012
	October 19, 2015
	<u>, 2017</u>