

**CORPORATE BYLAWS
of
THE MERION CIVIC ASSOCIATION**

(a Pennsylvania nonprofit corporation)

ARTICLE I

NAME AND PURPOSES

Section 1-01. Name. The name of the corporation shall be The Merion Civic Association (herein the "Association")

Section 1-02. Purposes. The purposes of the Association are as stated in its Articles of Incorporation, as follows:

(a) The Association, which does not contemplate pecuniary gain or profit, incidental or otherwise, is formed exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, and any subsequent amendments thereto, and particularly to improve the social, economic and physical well-being of the people of the Merion, Township of Lower Merion, Montgomery County, Pennsylvania, by the following activities:

- (i) to maintain and improve the streets, public places and community of Merion;*
 - (ii) to promote superior civic conditions within the community, to include public health, safety and welfare; public improvements; cultural activities; recreation; community affairs; and education;*
 - (iii) to safeguard the community interest in matters of zoning, traffic, transportation, disaster preparedness and environmental issues;*
 - (iv) to purchase, hold lease and improve such real estate and other property as may be necessary and appropriate for the aforesaid purposes;*
 - (v) to provide a general clearing house for information and a forum where community problems may be presented and discussed;*
 - (vi) to interact with Township officials to the end that the public services of the community may be improved and effectively administered;*
 - (vii) to serve in any other manner possible for the best interests and general public welfare of the community; and*
 - (viii) to cooperate with similar organizations in the Greater Philadelphia Area in furtherance of the aforesaid purposes.*
- (b) No part of the Association's net earnings shall inure to the benefit of any contributor, director, trustee, officer or other individual, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein; no substantial part of the activities of the Association shall

consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by Section 501(h) of the Internal Revenue Code of 1986 (as amended from time to time) ; the Association shall not participate or intervene in any political campaign on behalf of any candidate for public office; and upon any dissolution or winding up of the Association, its assets remaining after all debts and expenses have been paid or provided for shall be distributed by the Board of Directors to one or more organizations qualifying for the exemption afforded by Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended from time to time). Notwithstanding any other provision hereof, the Association shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax-exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended from time to time).

ARTICLE II OFFICES

Section 2-01. Registered Office. The registered office of the Association in Pennsylvania shall be at the place designated in the Articles of Incorporation, subject to transfer as may be permitted by law.

Section 2-02. Other Offices. The Association may also have offices at such other places as the Board of Directors may from time to time appoint or the business of the Association may require.

ARTICLE III SEAL

Section 3-01. Corporate Seal. The corporate seal shall have inscribed thereon the name of the Association, the year of its incorporation and the words "Corporate Seal - Pennsylvania." Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

ARTICLE IV MEMBERSHIP

Section 4-01. Membership. Membership in-the Association shall be determined as follows:

(a) Qualifications of Members.

- (i) *Membership in the Association may be held by any person now or formerly a resident of Merion.*
- (ii) *There shall be four (4) types of Membership in the Association: Sustaining Annual Dues, Family Annual Dues, Husband and Wife Annual Dues, and Individual Annual Dues. The amount of dues corresponding to each Membership category shall be as set from time to time by the Board of Directors.*
- (iii) *Only those members who have paid dues for the current year shall be entitled to notice of or to vote at any meeting of members, or to be counted for a quorum.*
- (iv) *As used in these By-laws, the phrases "resident of Merion," "reside in Merion," and the like, shall be deemed to mean a person whose domicile is or was included in that area of the Township of Lower Merion, Pennsylvania, bounded on the South by City Avenue; on the East and North by Old Lancaster Road, Montgomery Avenue, Haverford Avenue, Narberth Avenue to the Amtrak right of way; thence along the northerly side of said right of way*

to Rockland Avenue; thence to Wynnewood Road, and on the westerly side, along said Wynnewood Road to City Line.

- (b) Procedures regarding application for membership, resignation from membership, and involuntary termination of membership shall be as established from time to time by the Board of Directors.

Section 4-02. Place of Meetings. All meetings of the members shall be held at the Merion War Tribute House, Merion, Pennsylvania, or at such other place, within or without the Commonwealth of Pennsylvania, as the Board of Directors or members may, from time to time, determine.

Section 4-03. Annual Meeting. An annual meeting of the members shall be held each year on the third Sunday in October at four P.M., or at such other time and place in the month of October as shall be fixed by the Board of Directors, for receipt of reports of operation from the Directors, the election of Directors, and the transaction of such other business as may properly be brought before the meeting. If a meeting for the election of Directors shall not be held within six (6) months after the designated time, any member may call such meeting at any time thereafter.

Section 4-04. Special Meetings. Special meetings of the Association may be called at any time by the President at his discretion, or upon a resolution of the Board of Directors, or by the written request of forty (40) members of the Association. In the case of a meeting called by members, the forty (40) members making such request shall deliver such request in writing to the Secretary of the Association and such request shall state the proposed purpose or purposes of the meeting; and it shall be the duty of the Secretary to call such meeting within five (5) days of the receipt of the request, the meeting to be held not later than thirty (30) days after receipt of the request. If the Secretary shall neglect or refuse to issue such call, the person or persons making the request may do so.

Section 4-05. Notice of Meetings, and Waiver of Notice

- (a) Written notice of every meeting of the members of the Association stating the day, hour, place, and purpose of meeting, shall be given by or at the direction of the person or persons authorized to call the meeting, to each member of the Association, at least ten (10) days prior to the date named for the meeting, to the last address of such member known to the Secretary unless a greater period of notice is required by law in a particular case.
- (b) Notice shall be deemed to have been properly given to a member of the Association when delivered personally, or by sending a copy thereof by first class or express mail, postage prepaid, or by a telegram (with messenger service specified), telex or TWX (with answerback received) or courier service, charges prepaid, or by telecopier, to his address (or to his telex, TWX, telecopier or telephone number) appearing on the books of the Association or supplied by him to the Association for the purpose of notice; and a certificate or affidavit by the Secretary or another officer shall be prima facie evidence of the giving of any notice required by these Bylaws. If the notice is sent by mail, telegraph or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office or courier service for delivery to that person or, in the case of telex or TWX, when

dispatched. Inclusion of the required information in any publication of the Association shall satisfy the notice requirement, if such is sent to each member by the required time.

- (c) Whenever any written notice is required to be given to a member of the Association under the provisions of applicable law or by these Bylaws, a waiver thereof in writing, signed by him either before or after the time stated therein, and whether before or after the meeting, shall be deemed equivalent to the giving of due notice. Except in the case of a special meeting of members, neither the business to be transacted at nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of any person at any meeting shall constitute a waiver of notice of such meeting, except where a person entitled to notice attends the meeting for the express purpose of objection to the transaction of any business because the meeting was not lawfully called or convened. Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may adopt it with such clarifying or other amendments as does not enlarge its original purpose without further notice to persons not present in person.

Section 4-06. Quorum. Except as otherwise provided by statute or in these Bylaws, the presence of forty members of the Association entitled to vote shall constitute a quorum at any meeting of the members of the Association for the election of Directors or for the transaction of other business. Unless provided by statute or in these Bylaws, the acts of the members of the Association present in person at a duly organized meeting that are entitled to cast at least a majority of the votes which all members of the Association present at such meeting are entitled to cast shall be the acts of the members of the Association. The members of the Association present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 4-07. Members Voting Rights. Subject to the provisions of this Section and except as may be otherwise provided by law or in the Articles of Incorporation, every member of the Association shall have the following voting rights:

- (a) Proxies may not be used, and personal presence is required both for the purposes of determining a quorum and for voting.
- (b) Each type of Membership (see Section 4.01 (a) (2)) shall be entitled to vote as follows:
- (i) *Sustaining Membership - one vote;*
 - (ii) *Family Membership - up to three votes;*
 - (iii) *Husband and Wife Membership - up to two votes;*
 - (iv) *Individual Membership - one vote.*
- (c) If the Sustaining Member is an organization, such as a foundation, then its vote may be cast by any officer of the organization. No person under the age of 18 shall be entitled to vote. In the case of the Family Membership, if there are more than three members of the family present, all age 18 or

over, then only three of such family members shall be entitled to vote, as the family may decide. In the case of a Husband and Wife Membership, each spouse must cast his own vote and neither can vote for the other.

Section 4-08. Elections of Directors; Cumulative Voting. Elections for Directors need not be by ballot except upon demand made by a member of the Association at the election and before the voting begins. Except to the extent that cumulative voting is required by law, Directors shall be elected by a plurality of the votes cast, in person, at a meeting of members of the Association entitled to vote thereat.

Section 4-09. Membership Record. The Association shall keep at a location designated by the Board of Directors a membership record in such form as the Board of Directors may deem appropriate containing the name and address of each member. In any case where membership has been terminated, such fact shall be recorded, together with the date on which the membership ceased.

Section 4-10. Membership Certificates. Except as may be otherwise provided by statute, each member of the Association may be issued a membership card or membership certificate, in the form approved by the Board of Directors, evidencing membership in the Association. The fact that the Association is a nonprofit corporation shall be noted conspicuously on the face of each card or certificate, if issued.

ARTICLE V. BOARD OF DIRECTORS

Section 5-01. Number, Qualifications, Election and Term of Office.

- (a) The business and affairs of the corporation shall be managed by a Board of thirty (30) Directors who shall be natural persons of full age. These thirty directors shall be divided into three classes of ten (10) Directors each, with one class of ten Directors to be elected at each annual meeting of members. The term of office of each Director shall be three years and shall end on the date specified when he was appointed or when his successor is elected and qualified, or upon his earlier death, resignation or removal. The term of one class of Directors shall expire in each year. Directors should have the ability to participate effectively in fulfilling the responsibilities of the Board of Directors. Directors need not be current residents of Merion or of Pennsylvania, but they must satisfy the membership requirements of Section 4-01. Nothing contained herein shall prevent any Director from being elected to any number of successive terms.
- (b) Only members who have paid dues for the Association year within which falls the date of the election shall be eligible for election as Director. No person shall be eligible for election as Director unless he has been nominated in a writing deposited with the Secretary at least three (3) days prior to the date of the election (except for optional filling of vacancies by members after removal of a Director, see Section 5-14(a)).
- (c) In addition to those Directors nominated and elected as provided in Subsections (a) and (b) above, there may be Directors Emeritus, without limitation of number, who shall serve for a period of one year, and shall be eligible for unlimited reelection. Nominations for Directors Emeritus shall

be made by the Nominating Committee and any person who has served as a Director or is so serving at the time the Nominating Committee makes its report shall be eligible.

Section 5-02. Vacancies. Except as provided in Section 5-14(a) pertaining to removal of directors by members, if the office of any Director (except a Director Emeritus) shall become vacant for any reason, the vacancy shall be filled by the affirmative vote of a majority of those present at any Board of Directors' meeting following the occurrence of the vacancy, even if the number of Directors remaining after the vacancy is less than a quorum. Any person chosen to fill a vacancy shall serve for the balance of the term of the person whom he succeeds.

Section 5-03. Place of Meetings. The meetings of the Board of Directors may be held at such place within or without the Commonwealth of Pennsylvania as a majority of the Directors may from time to time by resolution appoint, or as may be designated in the notice or waiver of notice of a particular meeting; in the absence of specification, such meetings shall be held at the registered office of the Association.

Section 5-04. Regular Meetings.

- (a) Regular meetings of the Board of Directors shall be held on the fourth Tuesday of each month (except July, August and December) at 7:45 P.M., or at such times as the Board may by resolution determine, but not less often than once each calendar quarter. If any day fixed for a regular meeting shall be a legal holiday, then the meeting shall be held at the same hour and place on the next succeeding business day.
- (b) Persons other than Directors may attend and/or participate in regular or special meetings of the Board (in addition to the provisions for attendance and participation by Directors Emeritus and Past Presidents in Section 5-07(b)) as may from time to time be determined by resolutions of the Board.

Section 5-05. Special Meetings. Special meetings of the Board of Directors may be called by the President at his discretion, and shall be called by him within three (3) days after the receipt of a written request to call such meeting given by at least six (6) Directors delivered to the Secretary, or upon a Resolution of the Board of Directors. Any such request by Directors shall state the purpose of the proposed meeting.

Section 5-06. Notice of Meetings and Waiver of Notice.

- (a) No notice need be given of regular meetings held at the time and place set forth in Sections 5-03 and 5-04. Written notice of every other regular or special meeting shall be given to each Director at least five (5) days prior to the day named for the meeting. Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering such resolution may adopt it with such clarifying language or other amendments as do not enlarge its original purpose without further notice to persons not present in person.
- (b) Notice shall be deemed to have been properly given to a Director of the Association when delivered to him personally, or by sending a copy thereof by first class or express mail, postage

prepaid, or by a telegram (with messenger service specified), telex or TWX (with answerback received) or courier service, charges prepaid, or by telecopier, to his address (or to his telex, TWX, telecopier or telephone number) appearing on the books of the Association or supplied by him to the Association for the purpose of notice; and a certificate or affidavit by the Secretary or another officer shall be prima facie evidence of the giving of any notice required by these Bylaws. If the notice is sent by mail, telegraph or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office or courier service for delivery to that person or, in the case of telex or TWX, when dispatched. Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting of the Board, the general nature of the business to be transacted.

- (c) Whenever any written notice is required to be given to a Director of the Association under the provisions of applicable law or by these Bylaws, a waiver thereof in writing, signed by him either before or after the time stated therein, and whether before or after the meeting, shall be deemed equivalent to the giving of due notice. Except in the case of a special meeting of Directors, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance by any person at any meeting shall constitute a waiver of notice of such meeting, except where a person entitled to notice attends the meeting for the express purpose of objection to the transaction of any business because the meeting was not lawfully called or convened.

Section 5-07. Quorum.

- (a) At all meetings of the Board, attendance by twelve (12) of the Directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present (including participants by telephone or similar communication as provided in Section 10-05) at a meeting at which a quorum is present shall be the acts of the Board of Directors, except as may otherwise be specifically provided by statute, or by the Articles of Incorporation, or by these Bylaws.
- (b) All Directors Emeritus and all Past Presidents (so long as they shall be dues paying members) shall be entitled to attend all meetings of the Board of Directors and participate therein, but they shall not be counted in determining a quorum, nor shall they be entitled to vote.

Section 5-08. Adjournment. Adjournment or adjournments of any regular or special meeting may be taken, and it shall not be necessary to give any notice of the resumption of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which such adjournment is taken. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting originally called.

Section 5-09. General Powers. The Board of Directors shall have the general management and control of the affairs and property of the Association, and may exercise all such powers of the Association and do or perform all such lawful acts and things as are not prohibited by statute or by the Articles of Incorporation or by these Bylaws, and shall have full power to act for the Association in the exercise of all its rights, privileges and powers and in the general

management of its business, including the power to acquire, sell, mortgage or pledge real or personal property. The Board shall have power to call upon the officers and standing committees of the Association for reports, and shall, in general, perform all duties and exercise all such powers as shall in the opinion of the Board be necessary for the welfare of the Association and for the furtherance of the purposes and objectives thereof.

Section 5-10. Real Estate. Notwithstanding anything to the contrary in the statute or in these Bylaws, the power to acquire, sell, mortgage or pledge real property shall require a vote of two-thirds of the members in office of the Board of Directors.

Section 5-11. Executive Committee. The Board of Directors may, by resolution adopted by a majority of the Directors in office, designate three or more of its number to constitute an Executive Committee, which, to the extent provided in such resolution, shall have and exercise the powers and authority of the Board of Directors in the management of the business of the Association, except that neither the Executive Committee, nor any other committee established by the Board, shall have any power or authority as to:

- (a) The filling of vacancies in the Board of Directors;
- (b) The adoption, amendment or repeal of these Bylaws;
- (c) The amendment or repeal of any resolution of the Board;
- (d) Action on matters committed by these Bylaws or Resolution of the Board of Directors to another committee of the Board; or
- (e) Action on matters pertaining to the acquisition, sale, mortgage or pledge of real property (such matters being reserved to the Board of Directors as provided in Section 5-10 above).

Action of the Executive Committee shall be ratified by the Board to the extent possible at its next regular or special meeting. Vacancies in the membership of the Committee shall be filled by the Board of Directors at a regular or special meeting of the Board. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting of the Board.

Section 5-12. Other Committees and Advisory Boards.

- (a) There shall be a Nominating Committee which shall consist of all Past Presidents of the Association who are dues-paying members. One member of the Committee shall be designated by the President to be Chairman. Once each year, sufficiently in advance of the annual meeting of members so as to be able to present its nominations to the Secretary in advance of the meeting as required by Section 5.01(b), and additionally, whenever there is a vacancy in the office of any Director or any officer (except as provided for optional filling of vacancies by members following removal in Section 5-14(a)), the Chairman shall convene a meeting of the Committee to select nominees for election as Directors at the annual meeting, for election as officers at the Directors' meeting next following such annual meeting, and nominees to fill any vacancies as they occur. In making its nominations for the office of Director, the Committee shall give due regard to the

desirability of widespread representation on a geographic basis and to the candidate's attendance record if he has previously served as a Director.

(b)

- (i) *There shall be such other Standing Committees with such duties and powers as the President may, with the concurrence of the Board of Directors, deem desirable. The members of these Committees shall be appointed each year by the President within one month after his election, and shall hold office for one year from the date of their appointment and until their successors are appointed and, qualify.*
- (ii) *Immediately upon the selection and appointment of the members of the Standing Committees, the President shall communicate to the Secretary the names of the members so appointed and the Committee to which each is appointed, and the Secretary shall forthwith, in writing, notify each member so appointed of his appointment and the names of the other members appointed to serve on the same Committee.*
- (iii) *The President, in appointing the members of the said Committee, shall in each instance designate one member so appointed as the Chairman thereof. The Chairman of each Committee, upon receiving notice of his appointment, shall call a meeting of his Committee for the purpose of organization and providing for the carrying on of the work of the Committee.*
- (iv) *There shall be no regular stated meetings of the Committees, but the Chairman of any Committee may in his discretion call a meeting at any time when he may deem it necessary or advisable, upon three days notice in writing to all the members of such Committee.*
- (v) *The Committees shall from time to time and whenever required by the Board of Directors, make a report of their doings to the Board of Directors.*
- (vi) *A majority of any Committee shall be necessary at any meeting to constitute a quorum for the transaction of any business.*
- (vii) *The President may, from time to time and at his sole discretion, create an ad hoc committee for any specified objective within the scope of the herein stated purposes of the Association.*

Section 5-13. Informal Action by Directors. Notwithstanding anything to the contrary contained in these Bylaws, any action which may be taken at a meeting of the Directors or of the members of the Executive Committee 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 or the members of the Executive Committee, as the case may be, and shall be filed with the Secretary of the Association.

Section 5-14. Removal of Directors.

- (a) **By the Members.** The entire Board or any individual Director may be removed from office, without assigning any cause, by the vote of members entitled to cast at least a majority of the votes which all members present would be entitled to cast at any regular or special meeting. In case the Board or any one or more Directors are so removed, new Directors may be elected by the members at that same meeting, or by the Board at a later meeting, as provided in Section 5-02;

provided, however, that if the entire Board is removed, new Directors shall be elected by the members of the Association.

- (b) **By the Board.** The Board of Directors, upon a majority vote of the Board then in office, may declare vacant the office of a Director if he be declared of unsound mind by an order of court, or convicted of a felony, or fails to attend any three consecutive regular meetings of the Board of Directors in any twelve (12) consecutive months, or for any other proper cause, or if, within sixty (60) days after notice of his election, he does not accept such office either in writing or by attending a meeting of the Board, and fulfill such other requirements of qualification as these Bylaws may specify.

Section 5-15. Liability of Directors. To the fullest extent permitted by Pennsylvania law, now in effect and as may be amended from time to time, a Director of the Association shall not be personally liable for monetary damages for any action taken or any failure to take any action.

ARTICLE VI

OFFICERS, AGENTS AND EMPLOYEES

Section 6-01. Officers.

- (a) The officers of the Association shall be natural persons of full age, and shall consist of a President, a First Vice-President, a Second Vice-President, a Third Vice-President, a Treasurer and a Secretary. They shall be elected by the Board of Directors by the affirmative vote of a majority of those present at its first meeting following the annual members' meeting each year, and shall hold office for a period of one year and until their successors are elected and qualify. All of the above offices, except that of Secretary, shall be filled by persons who are Directors, and the office shall be deemed to be vacant if the person holding it ceases to be a Director. No person shall serve as President for consecutive terms in excess of two.
- (b) The Board of Directors may also elect other officers and assistant officers as it may authorize from time to time.
- (c) In addition to the powers and duties prescribed by these Bylaws, the officers and assistant officers shall have such authority and shall perform such duties as from time to time shall be prescribed by the Board of Directors.
- (d) The officers and assistant officers of the corporation shall hold office until their successors are chosen and have qualified, unless they are sooner removed from office as provided by these Bylaws. The Board of Directors may add to the corporate title of any officer (other than the President) or assistant officer a functional title in word or words descriptive of his powers or the general character of his duties. If the office of any officer or assistant officer becomes vacant, the vacancy shall be filled by the Board of Directors. The elected officer shall fill the unexpired portion of the term to which he is elected.

Section 6-02. Agents or Employees. The Board of Directors may by resolution designate the officer or officers who shall have authority to appoint such agents or employees as the

needs of the Association may require. In the absence of such designation, this function may be performed by the President and may be delegated by the President to others in whole or in part.

Section 6-03. Salaries. All officers of the Association shall serve without pay, except that the Secretary may be paid such amount as shall from time to time be fixed by Resolution of the Board of Directors.

Section 6-04. Removal of Officers, Agents or Employees. Any officer, assistant officer, agent or employee of the Association may be removed or his authority revoked by Resolution of the Board of Directors, whenever in their judgment the best interests of the Association will be served thereby, but such removal or revocation shall be without prejudice to the rights, if any, of the person so removed to receive compensation or other benefits in accordance with the terms of existing contracts (if any). Any agent or employee of the Association likewise may be removed by the President or, subject to the supervision of the President, by the person having authority with respect to the appointment of such agent or employee.

Section 6-05. President; Powers and Duties. The President shall preside at all meetings of the Association; shall be Chairman of the Board of Directors; shall appoint or remove all Committees, except as provided otherwise in these Bylaws; call special meetings of the Association as provided in these Bylaws; have general superintendence and direction under the Board of Directors of all other officers of the Association to see that the said officers properly perform their duties; shall make a report of the activities of the Association to the Association at its annual meeting each year; shall from time to time report to the Board of Directors and to the Association all matters within his knowledge which the interests of the Association may require to be brought to their attention; and in general he shall have all the powers and duties usually vested in the President of such an Association. The President shall be a member, ex officio (with vote), of the Executive Committee (if any) and of every other committee, unless otherwise provided in the Resolution creating an Executive Committee or other committees.

Section 6-06. Vice Presidents; Powers and Duties. The First Vice-President shall be vested with all of the powers and shall be required to perform all of the duties of the President in the event of his absence or inability to serve, and the Second Vice-President shall be vested with all of such powers in the event that the President and the First Vice-President are unable to perform their duties, and the Third Vice-President shall be vested with all of the powers of the President in the event that the President, the First Vice-President and the Second Vice-President shall be unable to perform their duties respectively.

Section 6-07. Secretary; Powers and Duties. The Secretary shall keep a correct record of the proceedings of the Association and of the Board of Directors, of which he shall be the Ex-Officio Secretary; shall have charge of the correspondence of the Association and send out notices of all meetings; shall keep in safe custody the corporate seal of the corporation, and may affix the same to any instrument requiring it and attest the same; and shall deliver up to his successor all books and papers in his possession belonging to the Association at the expiration of his term of service. He shall furnish for publication such information as he shall receive from the officers, Directors or Standing Committees of the Association with the

request to secure publication thereof. He shall notify all newly elected members of their election and shall keep a roster of the Association containing the names and addresses of all members of the Association; he shall issue bills to all members for dues; and in general he shall perform such other duties as may from time to time be prescribed by the Board of Directors, or which usually pertain to the office of Secretary of such an Association.

Section 6-08. Treasurer; Powers and Duties. The Treasurer shall have the custody of the monies and investments of the Association of which he shall keep full and accurate accounts in books belonging to the Association, and shall at the expiration of his term of service render up to his successor all papers, monies, books and property of the Association whatsoever in his possession. He shall disburse the funds of the Association as may be ordered by the Association and the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Board of Directors at the regular meetings of the Board or whenever they may require it, an account of all his transactions as Treasurer, and of the financial condition of the Association, and at the regular meeting of the Board in November and of the Association in October, annually, a like report for the preceding year.

If required by the Board, the Treasurer shall give the Association a bond in such sum and with such surety or sureties as may be satisfactory to the Board for the faithful discharge of the duties of his office, and for the restoration to the Association, in case of his death, resignation, retirement or removal from office, of all books, records, money and other property of whatever kind in his possession or under his control belonging to the Association. In the event that the Board may require such bond, all costs and charges directly related thereto shall be borne by the Association.

ARTICLE VII

CONFLICTS OF INTEREST

Section 7-01. Policy. It is the policy of the Association and the Board of Directors that no contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association or other organization in which one or more of its Directors are directors or officers, or have a financial interest, or in which any Director or officer has any other conflict of interest, shall be authorized or entered into unless the material facts as to his interest and as to the contract or transaction are disclosed or are known to the Board of Directors, and the Board in good faith authorizes the contract or transaction by an affirmative vote of a majority of the Directors other than the interested Director or Directors. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes the contract or transaction.

ARTICLE VIII

DISSOLUTION

Section 8-01. Dissolution. Upon dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify a tax exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended from time to time, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 9-01. Third Party Actions. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that the person is or was a Director or officer of the Association, or is or was serving at the request of the Association as a Director, officer or representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding.

Section 9-02. Derivative Actions. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that the person is or was a Director or officer of the Association, or is or was serving at the request of the Association as a Director, officer or representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amount paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action or suit.

Section 9-03. Procedure for Effecting Indemnification. Indemnification under Sections 9-01 or 9-02 shall be automatic and shall not require any determination that indemnification is proper, except that no indemnification shall be made 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.

Section 9-04. Advancing Expenses. Expenses incurred by a person who may be indemnified under Section 9-01 or 9-02 shall be paid by the Association in advance of the final disposition of any 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 by a court of competent jurisdiction that he is not entitled to be indemnified by the Association.

Section 9-05. Indemnification of Employees, Agents and Other Representatives. The Association may, at the discretion and to the extent determined by the Board of Directors of the Association,

- (a) indemnify any person who neither is nor was a Director or officer of the Association but who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (and whether brought by or in the right of the Association), by reason of the fact that the person is or was an employee, agent or other representative of the Association, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding, and
- (b) pay such expenses in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking of the kind described in Section 9-04.

Section 9-06. Rights to Indemnification. Any amendment or modification of these Bylaws that has the effect of limiting a person's rights to indemnification with respect to any act or failure to act occurring prior to the date of adoption of such amendment or modification shall not be effective as to that person unless he consents in writing to be bound by the amendment or modification. The indemnification and advancement of expenses provided by or granted pursuant to these Bylaws to a person shall continue as to a person who has ceased to be a director, officer or representative of the Association and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 9-07. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or representative of the Association or is or was serving at the request of the Association as a director, officer, or representative of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these by-laws or otherwise.

ARTICLE X GENERAL PROVISIONS

Section 10-01. Corporate Records. The Association shall keep at a location designated by the Board of Directors original or duplicate records of the proceedings of the meetings of the members and the Directors and the original or a copy of its Bylaws, including all amendments and alterations thereto to date. The Association shall keep at its registered office complete and accurate books or records of account.

Section 10-02. Fiscal Year. The fiscal year of the Association shall be as determined by the Board of Directors.

Section 10-03. Right of Inspection. Each Director shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the books and records of

account, and records of the proceedings of the Directors and to make copies or extracts therefrom.

Section 10-04. Execution of Written Instruments. After authorization in the manner provided by law or in these Bylaws, all contracts, deeds, mortgages, obligations, documents and instruments, whether or not requiring a seal, may be executed by the President or a Vice President, and attested by the Secretary or the Treasurer or an Assistant Secretary or Assistant Treasurer, if any, or may be executed or attested, or both, by such other person or persons as may be specifically designated by Resolution of the Board of Directors. All checks, notes, drafts and orders for the payment of money shall be signed by such one or more officers or agents as the Board of Directors may from time to time designate.

Section 10-05. Telecommunications. One or more persons may participate in a meeting of the Board, or a committee of the Board, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such a meeting.

Section 10-06. Masculine to Include Feminine and Neuter. Whenever in these Bylaws the words "he," "his" or "him" are used, they shall be deemed, where appropriate, to mean the comparable feminine or neuter pronoun.

ARTICLE XI AMENDMENT OF BYLAWS

Section 11-01. Amendments.

- (a) These Bylaws may be amended by the affirmative vote of a majority of the members present at any duly convened meeting of the members, provided that the notice of the meeting shall set forth or describe the nature of each proposed amendment.
- (b) The Board of Directors, by the affirmative vote of a majority of the members thereof, may alter or amend provisions of these Bylaws, except for those provisions committed by statute to the exclusive amendment authority of the members, but no alteration or amendment shall be so made unless proposed at a regular or special or special meeting of the Board and adopted at a subsequent regular meeting. Any amendment so adopted by the Directors may be changed by the members as provided in Section 11-01(a) above.