BYLAWS OF

ALLEGHENY CONFERENCE ON COMMUNITY DEVELOPMENT

A PENNSYLVANIA NONPROFIT CORPORATION

ADOPTED: June 13, 1945

AMENDED: April 18, 1950
September 18, 1951
September 15, 1952
June 18, 1956
September 30, 1957
June 16, 1958
October 1, 1958
September 21, 1959
November 18, 1963
November 21, 1966
November 18, 1968
November 9, 1970
November 26, 1973
November 19, 1990
April 21, 1997
October 25, 1999
September 19, 2001
January 9, 2002
July 9, 2002
January 1, 2003
July 12, 2005
November 8, 2007
January 22, 2008
November 11, 2009
May 19, 2010
November 16, 2011
January 17, 2018
August 30, 2018
May 24, 2022

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ALLEGHENY CONFERENCE ON COMMUNITY DEVELOPMENT
A PENNSYLVANIA NONPROFIT CORPORATION

ARTICLE I
INTRODUCTORY

Section 1.1 Name.

The name of the corporation is Allegheny Conference on Community Development (the "Corporation").

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)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or the corresponding provision of any future United States Internal Revenue Law), and in furtherance thereof shall seek to foster economic development and improve the quality of life in the area that includes, but is not limited to, Allegheny, Armstrong, Beaver, Butler, Fayette, Greene, Indiana, Lawrence, Washington and Westmoreland Counties, Pennsylvania ("Southwestern Pennsylvania"), to cooperate with the various agencies throughout Southwestern Pennsylvania that are engaged in related activities, to facilitate coordination of such activities and to solicit, collect and expend funds to carry out the foregoing purposes.

Section 1.3 Offices.

The principal and registered office of the Corporation shall be located at 11 Stanwix Street, 17th Floor, Pittsburgh, PA 15222 or at such other place as the Board of Directors may designate from time to time.

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 Seal.

The corporate seal of the Corporation shall be a circle with the name of the Corporation and the state of incorporation around the border and the words "Corporate Seal" in the center.

Section 1.6 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 members.

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 which shall administer, manage, preserve and protect the property of the Corporation.

Section 3.2 Number and Term.

The Board of Directors shall consist of a minimum of twenty-five and a maximum of sixty at-large voting Directors (the actual number to be determined from time to time by the Board of Directors). In addition, (i) the Chief Executive Officer ("CEO") of the Corporation and the Chairs of the Corporation's affiliates, the Pittsburgh Regional Alliance ("PRA"), the Pennsylvania Economy League of Greater Pittsburgh ("PELGP"), and the Greater Pittsburgh Chamber of Commerce ("Chamber") shall each serve as an ex-officio voting Director for so long as he/she holds such office; and (ii) the Immediate Past Chair shall serve as a voting ex-officio Director for so long as he/she holds such office.

Any past Chair of the Corporation, other than the Immediate Past Chair, shall be designated a Director Emeritus of the Board of Directors so long as he/she desires to serve as such. Any Director Emeritus shall have the right to attend all meetings of the Board of Directors, receive notices and enter into discussions at the meetings, but he/she shall have no right to vote.

With the exception of the ex-officio Directors, each Director shall serve for a term of one year or until such Director's successor has been duly elected and qualified or until the Director's earlier death, resignation or removal.

Section 3.3 Nomination and Election.

Directors shall be nominated by the Executive Committee, elected by the Directors at the annual meeting of the Corporation or any special meeting called for such purpose and take office on January 1 of the following calendar year, unless otherwise designated in the resolution electing the Director. The Executive Committee shall nominate one person for each Director position the term of which is due to expire in such year. The Directors shall elect or refuse to elect each person nominated by the Executive Committee. If the Directors do not elect one or more of the nominated persons, the Directors may either substitute another individual(s) for the rejected nominee(s) or may request that the Executive Committee present additional nominees for consideration by the Directors at a future time.

Should one or more additional vacancies exist in addition to those for which the Executive Committee has nominated candidates, nominations for such positions may be made from the floor prior to voting for new and replacement Directors.

Section 3.4 Vacancies.

In the case of any vacancy occurring on the Board by reason of death, resignation, refusal to serve, increase in the number of Directors or otherwise, the Executive Committee shall nominate one person for each such vacancy, and the Directors shall act to fill such vacancy in accordance with Section 3.3 hereof. Each Director so elected shall serve for the balance of the term of office and until the Director's successor is elected and qualified or until such Director's earlier death, resignation or removal. In the event that the Executive Committee fails for any reason to nominate a replacement, nominations may be made from the floor to fill such vacancies.

Section 3.5 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 3.6 Meetings.

The Board shall meet regularly at a date and time established by the Board. The annual meeting of the Board shall be held in the fourth quarter of the calendar year (or such other time as the Board Chair may designate from time to time). Special meetings shall be called by the Secretary upon the order of the Chair or at the written request of the number of Directors constituting a quorum of the Directors then in office and entitled to vote. The Chair shall preside at all meetings at which he/she is present. In the absence of the Chair, any one of the Vice-Chairs may preside, or, if no Vice-Chair is available, any Director designated by the Chair may preside. All meetings of the Board of Directors shall be held at the registered office of the Corporation unless otherwise designated in the notice. The Chair shall have the right to exclude any non-voting Director from all or a portion of a meeting, if the Chair determines in his/her reasonable discretion that it is in the best interest of the Corporation to exclude a non-voting Director. The Chair shall also have the right to hold executive sessions following any meeting, which at the discretion of the Chair may include or exclude any employees of the Corporation or of any employees of the Corporation's affiliates, including without limitation employees who may also be voting members of the Board of Directors.

Section 3.7 Quorum.

At all meetings of the Board of Directors, the presence of one-third of the Directors shall constitute a quorum. In addition to those Directors who are actually present at a meeting, Directors shall be deemed 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 3.8 Voting.

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

Section 3.9 Notices.

Written notice of the date, time and place of each meeting of the Board of Directors shall be given to all voting Directors at least five days in advance of the date thereof. Written notice may be given by any method permitted under the NPCL. 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 U.S. mail or with a telegraph office or courier service. All other notices shall be deemed to have been given when received.

Section 3.10 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 stated in such waiver, shall be deemed equivalent to the giving of such notice. 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 3.11 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 filed with the Secretary of the Corporation.

Section 3.12 Standard of Care and Fiduciary Duty.

Each Director shall stand in a fiduciary relation to this Corporation and shall perform his/her duties as a Director, including his/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/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/her reliance to be unwarranted.

Section 3.13 Conflict of Interest.

The Corporation shall at all times have in place a conflict of interest policy that has been approved by the Board of Directors.

Section 3.14 Removal of Directors.

The Board of Directors, by a majority vote of all of the Directors, may remove and declare vacant the office of a Director for any reason.

ARTICLE IV
OFFICERS

Section 4.1 Enumeration.

The officers of the Corporation shall be a Chair, one or more Vice-Chairs, a Chief Executive Officer, a Secretary, a Treasurer and such other officers and assistant officers as the Directors may, from time to time, designate. One person may hold two or more offices. The immediate past Chair of the Corporation shall be an additional officer with the title Immediate Past Chair.

Section 4.2 Term of Office.

Each officer, other than the Chief Executive Officer and the Immediate Past Chair, shall serve for a term of one year and until the officer's successor is duly elected or appointed and takes office. After the Chair serves three consecutive terms in office, he/she is not eligible to serve as Chair for a period of one year. The Chief Executive Officer shall be appointed by and serve at the pleasure of the Board of Directors.

Section 4.3 Nomination and Election.

All officers, with the exception of the Chief Executive Officer and the Immediate Past Chair, shall be nominated by the Executive Committee from among the Directors in accordance with the procedure set forth in these Bylaws, elected by the Directors at the annual meeting of the Board of Directors or a special meeting called for such purpose and take office on January 1 of the following calendar year, unless otherwise designated in the resolution electing the officer. The Directors shall elect or refuse to elect each person nominated by the Executive Committee.

If the Directors do not elect one or more of the nominated persons, the Directors may either substitute another individual(s) for the rejected nominee(s) or may request that the Executive Committee present additional nominees for consideration by the Directors at a future time.

Should one or more additional vacancies exist in addition to those for which the Executive Committee has nominated candidates, nominations for such positions may be made from the floor prior to voting for new and replacement Directors.

Section 4.4 Vacancies.

Any vacancy in an officer position may be filled by the Directors entitled to vote from among candidates nominated by the Executive Committee. The Chair may, however, fill vacancies in the offices of Secretary and Treasurer, or any other office designated by the Board, for the period ending upon the date when such vacancy is filled by the Board. Each officer so appointed shall serve for the balance of the term of office and until the officer's successor is elected and qualified or until such officer's earlier death, resignation or removal.

Section 4.5 Chair.

The Chair shall preside at all meetings of the Board at which he/she is present. Unless otherwise provided for in these Bylaws, the Chair shall have the right to appoint members of standing and ad hoc committees.

Section 4.6 Chief Executive Officer.

The Chief Executive Officer shall be the chief executive officer of the Corporation and for purposes of the NPCL shall act as president of the Corporation, shall be responsible for all operations of the Corporation under the direction of the Board of Directors, and shall have and may exercise such powers as are appropriate to such position.

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 affix the corporate seal at the direction of the Chair and, generally, shall 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 as may be assigned to him/her 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 (i) full and accurate accounts of receipts and disbursements are kept; (ii) 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; (iii) 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 (iv) an annual audit of the Corporation's books and records is performed by an auditor selected by the Board.

In performing these functions, the Treasurer may rely on employees of the Corporation or any affiliated corporation who possess appropriate training and skills and whose employment responsibilities include management or organization of the Corporation's affairs. In addition, the Treasurer shall serve as the chair of the Audit & Finance Committee as provided for in Section 5.3.

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 that 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 Removal of Officers.

The Directors may remove any officer elected or appointed to office whenever in their judgment the best interests of the Corporation will be served. Notwithstanding the foregoing, such removal shall not impact any contractual agreement between such officer and the Corporation.

ARTICLE V
COMMITTEES AND TASK FORCES

Section 5.1 Committees.

The Corporation shall have the following standing committees: Executive Committee, Audit & Finance Committee, Personnel & Compensation Committee and Governance Committee. There shall be such other standing and ad hoc committees as the Board may deem advisable in the administration and conduct of the affairs of the Corporation. Such committees of the Board shall meet as necessary to accomplish their goals. The Board is authorized in its discretion to approve reimbursement for travel and actual expenses necessarily incurred by members of committees in attending committee meetings and in performing other official duties as such. Except as otherwise provided in these Bylaws or in the resolution creating the applicable committee, committee chairs and members shall be appointed annually by the Chair and may be reappointed to a committee for an unlimited number of terms. Any person authorized by these Bylaws to appoint the chair and/or members of any committee may appoint himself/herself as chair and/or a member of a committee. The chair of each committee shall determine the date, time and place of all committee meetings. Each committee may adopt its own rules of procedure not inconsistent with these Bylaws.

Section 5.2 Executive Committee.

The Executive Committee shall consist of the officers of the Corporation and the Chairs of the PRA, the PELGP and the Chamber, the chairs of each of the standing committees, and at least five other Directors of the Corporation chosen from and by the Board of Directors as a whole (the "At-Large Executive Committee Members"). Two of the At-Large Executive Committee Members may be replaced each year. The Chair of the Corporation shall serve as the chair of the Executive Committee. In the absence of the Chair, any one of the Vice-Chairs may preside or

any Executive Committee member designated by the Chair may preside. Other than to the extent set forth in these Bylaws, the Executive Committee may act for the Board between meetings. The Executive Committee shall meet at such times as the Chair may call or on petition of three Executive Committee members. At least twenty-four hours' oral or written notice shall be given for such meetings. A quorum for conducting business at a meeting of the Executive Committee shall be no fewer than five voting members. The Chair shall present a full report of all Executive Committee decisions to the Board at the next regularly scheduled meeting of the Board.

Section 5.3 Audit & Finance Committee.

The Audit & Finance Committee shall serve as an advisory committee to the Board of Directors. The Audit & Finance Committee shall consist of up to ten members, each of whom must be independent and free from any relationship that might be considered a conflict of interest, who may or may not be Directors. The Treasurer of the Corporation shall serve as the chair of the Audit & Finance Committee. Each member shall serve a term of one year. Should a member of the Audit & Finance Committee fail to serve his/her entire term due to resignation, removal, death or any other reason, the Chair of the Corporation shall appoint a replacement member who will serve the remainder of the absent member's term.

The Audit & Finance Committee shall meet as often as it deems necessary but at least twice a year. The responsibilities of the Audit & Finance Committee shall be set forth in its Charter, as approved by the Executive Committee from time to time.

Section 5.4 Personnel & Compensation Committee.

The Personnel & Compensation Committee shall serve as an advisory committee to the Board of Directors. The Personnel & Compensation Committee shall consist of seven members, each of whom must be independent and free from any relationships that might be considered a conflict of interest, who may or may not be Directors. Each member shall serve a term of one year. Should a member of the Personnel & Compensation Committee fail to serve his or her entire term due to resignation, removal, death or any other reason, the Chair of the Corporation shall appoint a replacement member who will serve the remainder of the absent member's term.

The Personnel & Compensation Committee shall assure the efficient implementation and administration of consistent, competitive and well-communicated personnel and compensation policies for the Corporation, the PRA, the PELGP and the Chamber. The Committee shall meet as often as it deems necessary but at least twice a year. The responsibilities of the Personnel & Compensation Committee shall be set forth in its Charter, as approved by the Executive Committee from time to time.

Section 5.5 Governance Committee.

The Governance Committee shall consist of the Chair and Vice Chair of the Corporation, the Chairs of the PRA, the PELGP and the Chamber, and up to five (5) additional Board Members recommended by the Chair of the Corporation. In addition, the immediate past Chair of the Corporation, who shall serve as the Committee Chair. The Governance Committee shall make recommendations to the Executive Committee regarding the appointment of the chairs and certain directors of the PRA, the PELGP and the Chamber as provided for in the bylaws of the

PRA, the PELGP and the Chamber. In making such recommendations, the members of the Governance Committee shall consult with the boards of directors of their respective affiliates. The responsibilities of the Governance Committee shall be set forth in its Charter, as approved by the Executive Committee from time to time.

Section 5.6 Limitation on Power of Committees.

No committee, including the Executive Committee, shall have any power or authority as to the following:

(a) The creation or 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 that by its terms is amendable or repealable only by the Board; or

(d) Action on matters committed by the Bylaws or a resolution of the Board exclusively to another committee of the Board.

Section 5.7 Task Forces.

The Board of Directors may from time to time commission one or more task forces which may consist of such number of Directors and other persons as the Board deems appropriate, and the Board shall request such task forces to advise the Corporation and the Board of Directors on any matters within the general purposes of the Corporation or to carry out any activity in furtherance of the Corporation's charitable purposes. As the Investors' Council serves as a pool of talent available to the Corporation in carrying out its goals and agenda, individuals participating on all task forces commissioned under this Section 5.7 will be selected primarily from among individuals affiliated with participants in the Investors' Council.

ARTICLE VI
INVESTORS' COUNCIL

Section 6.1 Purpose.

The Investors' Council shall advise the Board of Directors regarding the Corporation's annual goals and agenda and the strategic plan for the Corporation and its affiliates. The Corporation shall convene the Investors' Council at least twice each year to report on the activities of the Corporation and its affiliates, to review the Corporation's progress in achieving its current goals and agenda and to seek input on the future annual goals and agenda of the Corporation.

Section 6.2 Investors' Council Participants.

The Investors' Council shall consist of one representative designated by each organization that has contributed to the Corporation at a minimum level established from time to time by the Corporation. In addition, there may be such ex-officio memberships as are established from time to time by the Corporation. Individuals affiliated with participants in the Investors' Council

shall be the primary source of candidates for consideration by the Executive Committee for service on any task force commissioned by the Corporation pursuant to Section 5.7.

Section 6.3 Officers.

The Corporation's Chair shall serve as the Chair of the Investors' Council. If it so desires, the Investors' Council may elect one or more Vice-Chairs to assist it in carrying out its work.

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/her 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, 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/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/her 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 under the terms of 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, 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/her 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/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/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 under the terms of 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. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. 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 appeal 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, officer or employee of the Corporation or of any corporation controlled by the Corporation, 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 a 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 Authorizing 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
RESTRICTIONS REGARDING THE OPERATIONS OF THE CORPORATION; ADMINISTRATION OF FUNDS

Section 9.1 No Private or Political Beneficiaries.

In keeping with the statement of purpose of the Corporation as set forth in its Articles of Incorporation, no part of the earnings or assets of the Corporation shall inure to the benefit of any private individual, and no substantial part of the activities of the Corporation shall consist of lobbying. The Corporation shall not engage in any political campaign activities on behalf of or in opposition to any candidate for public office.

Section 9.2 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 an organization to which contributions are deductible as charitable contributions in computing the net income of the contributor for purposes of federal income taxation.

Section 9.3 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 9.4 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 9.5 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 9.6 Definition of Code.

Unless the context requires otherwise, terms used in this Article IX of these Bylaws shall have the meanings ascribed to them in the Code. References to the Code in this Article shall be deemed to extend to corresponding provisions of any subsequent United States tax laws. The provisions of this Article shall apply notwithstanding other provisions of these Bylaws, if any, which are inconsistent.

ARTICLE X
BYLAW AMENDMENTS

Section 10.1 Authority.

These Bylaws may be altered, amended and/or repealed from time to time by the affirmative vote of a majority of the Directors entitled to vote.

Section 10.2 Notice.

The Directors of the Corporation shall be given at least ten days' prior written notice of any meeting at which proposed changes to the Bylaws of the Corporation are to be considered or acted upon. Such written notice shall include a copy of the proposed amendment or a summary of the changes to be effected thereby.