

**AMENDED AND RESTATED BYLAWS OF
SIGHTS FOR HOPE ENDOWMENT FOUNDATION
a Pennsylvania Nonprofit Corporation**

**Name change filed with the Pennsylvania Department of State
Sights for Hope Endowment Foundation – formerly known as Lehigh
County Association for the Blind Endowment Foundation and
Center for Vision Loss Endowment Foundation**

**ARTICLE I.
NAME, REGISTERED OFFICE, OTHER OFFICES AND DEFINITIONS**

Section 1.01 - Name. The name of the Corporation is the Sights for Hope Endowment Foundation.

Section 1.02 - Registered Office. The registered office of the Corporation shall be at 845 Wyoming Street, Allentown, Lehigh County, Pennsylvania, 18103, until otherwise established by an amendment of the Articles of Incorporation or by the Board of Directors and a record of such change is filed with the Pennsylvania Department of State in the manner provided by laws.

Section 1.03 - Other Offices. The Corporation may also have offices at such other places within or without Pennsylvania as the Board of Directors may from time to time appoint or the business of the Corporation may require.

Section 1.04 - Definitions:

- (a) "Corporation" shall mean the Sights for Hope Endowment Foundation.
- (b) "Sights for Hope, Inc." shall mean the Sights for Hope, Inc., a non-profit 501(c)(3) corporation under the Internal Revenue Code of 1986.
- (c) "Directors" shall mean a Director of the Corporation who is annually elected by the Members.
- (d) "Members" shall mean all members of the Board of Directors of the Sights for Hope Endowment Foundation.

ARTICLE II.
PURPOSES

Section 2.01 - Purposes. The Corporation shall be organized and operated for the following purposes:

(a) To qualify and operate as a domestic nonprofit corporation under the Pennsylvania Nonprofit Corporation Law of 1988, or the corresponding provisions of any successor statute, and to qualify and operate as a tax exempt organization under §501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provisions of any successor statute.

(b) To solicit, invest and manage charitable contributions and to use those contributions exclusively for the benefit of and for the funding of the programs and services of Sights for Hope, and to do everything reasonably necessary or appropriate for the accomplishment of the foregoing purposes. Such contributions shall be made to Sights for Hope, in accordance with policies and procedures as are established by the Board of Directors from time to time, and shall be approved at an Annual Meeting, a regularly scheduled meeting or Special Meeting of the Board. In furtherance thereof, the Corporation may accept gifts and bequests either without designation or with specific designation given in honor of or as memorials to such persons as may be named by the donors or testators. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions in the nature of grants, gifts, and contributions solely to Sights for Hope, Inc. The Corporation shall not be authorized to make any payments or distributions to any other organization or entity other than Sights for Hope, Inc.

(c) To operate exclusively for charitable purposes as set forth in the Articles of Incorporation including the making of distributions to Sights for Hope, Inc., as an exempt organization under §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

ARTICLE III.
ANNUAL MEETING

Section 3.01 - Annual Meeting. The Annual Meeting of the Members shall be held during the month of October each year, at such time and place as shall be designated by the Board of Directors of the Corporation. The purpose of the Annual Meeting is to nominate and elect the Directors of the Board of Directors for the Corporation and to transact such other business as may properly come before the Annual Meeting.

Section 3.02 - Notice of Annual Meeting. Notice of the place, date and hour of each Annual Meeting shall be given to all Members by the Secretary of the Corporation,

in the manner prescribed and shall be given to each Member in accordance with Section 4.06 at least five (5) days in advance of such Annual Meeting.

Section 3.03 - Quorum. A quorum for the purpose of holding any Annual Meeting shall be a majority of the Members of the Corporation entitled to vote, as the case may be.

ARTICLE IV. **MEMBERS**

Section 4.01 - Members. The Members of the Corporation shall consist of all Directors of the Board of Directors for the Corporation.

Section 4.02 - Rights of Members.

(a) Every Member in good standing shall have the right to vote and to hold office either as an officer or a member of the Board of Directors of the Corporation.

(b) Every Member or its agent or attorney shall, at such reasonable time or times and for any reasonable purpose, shall have the right to inspect the books, accounts and records of the Corporation.

Section 4.03 - Election. The election of Directors shall occur at the Annual Meeting of Members by a majority of those Directors voting at an Annual Meeting at which a quorum is present, in person or by proxy. At the Annual Meeting Members may vote by written proxy for the election of Directors. If there are more candidates than open positions, the candidates receiving the highest number of votes from the Members shall be elected. If the number of candidates equals the number of open positions, candidates receiving a majority of the votes cast by the Members shall be elected.

Section 4.04 - Special Meetings. Special meetings of the Members may be called by the Corporation's President at such times as he/she may deem necessary, or upon a written request signed by two members of the Board of Directors for the Corporation, or upon a written request signed by a majority of the Members entitled to vote.

Section 4.06 - Notice of Special Meetings. Notice of the place, date, hour and purpose of each Special Meetings shall be given to all Members by the Secretary of the Corporation, in the manner prescribed by Section 4.06 at least five (5) days in advance of such Special Meeting.

Section 4.06 - Manner of Notice.

(a) Annual Meeting. Notice of an Annual Meeting may be given to the Member either personally or by electronic transmission to the facsimile number or e-mail address supplied by that person for the purpose of notice. Such notice shall be

deemed to have been given to the Member when sent. Such notice shall specify the place, day and hour of the meeting and any other information which may be required by the Nonprofit Corporation Law of 1988, or these By-Laws.

(b) Special Meeting. Whenever notice of a Special Meeting is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by First Class or Express mail, postage prepaid, or courier service, charges prepaid, or by facsimile transmission, to that person's address (or facsimile number) appearing on the books of the Corporation, or supplied by that person to the Corporation for the purpose of notice. In addition, notice may be given by electronic transmission to the e-mail address supplied by that person for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited into the United States mail or deposited with a courier service for delivery to such person or, in the case of facsimile or electronic transmission, when dispatched. Such notice shall specify the place, day and hour of the meeting and any other information which may be required by the Nonprofit Corporation Law of 1988, or these By-Laws.

Section 4.07 - Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at a meeting shall constitute a waiver of notice, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 4.08 - Majority Vote. A majority of the members present shall be required to pass any motion at any meeting of the Members, unless otherwise provided in these By-laws.

Section 4.09 - Quorum. A quorum for the purpose of holding any meeting of the Special Meeting shall be a majority of the Members of the Corporation entitled to vote, as the case may be.

ARTICLE V. **BOARD OF DIRECTORS**

Section 5.01 - Powers. The Board of Directors shall have full power to manage and direct the activities and affairs of the Corporation. The Board of Directors may exercise all powers of the Corporation and do all lawful acts and things as are directed or required to be exercised and done by statute, the Articles of Incorporation or these Bylaws; provided, however, that the Board of Directors may not engage directly or indirectly in any activity that would invalidate the Corporation's status (1) as an organization of the type described in §501(c)(3) of the Code, or in the corresponding provision of any subsequent law, or (2) as an organization to which contributions are deductible under §170(c)(2) of the Code, or under the corresponding provision of any subsequent law.

Section 5.02 - Specific Powers. In addition to the general powers stated in Section 5.01, the following specific powers are expressly conferred on the Board of Directors of the Corporation: to purchase or otherwise acquire for the Corporation any property, right, or privilege which it is authorized to acquire at such price or consideration, and upon such terms as they deem expedient; to appoint, to remove or suspend subordinate agents or servants, and to determine their duties; to confer by resolution upon any officer or agent of the Corporation the power of permanently removing or suspending any subordinate officer or servant; to determine who shall be authorized, on behalf of the Corporation, to sign bills, notices, receipts, acceptances, endorsements, checks, releases, contracts and any other instruments; to delegate any of the powers of the Board of Directors to any standing committee, special committee, or to any officer or agent of the Corporation, with such powers as the Board of Directors may deem fit to grant; generally to do all such lawful acts and things as are not by law, or by the Articles of Incorporation, by the charter, or by these Bylaws, directed or required to be done by the Members.

Section 5.03 - Number, Composition, Qualifications, and Term.

(a) Number. The Board of Directors shall consist of no more than ten (10) persons or such greater number as is fixed from time to time by Resolution of the Members.

(b) Composition. The ten (10) Board of Directors shall be comprised of at least five (5) current or former members of the board of directors for Sights for Hope, Inc.

(c) Qualifications. Each Director of the Corporation shall: (i) be a natural adult person, but need not be a resident of the Commonwealth of Pennsylvania, and (ii) have a background in business, banking or finance.

(d) Term. Each Director shall be elected for a three (3) year term and until his/her successor shall be elected and shall qualify, or until his/her earlier death, resignation or removal in accordance with these Bylaws. There shall be no term limits. The initial Board of Directors shall be established so that four (4) of the Directors shall have a three (3) year term, three (3) of the Directors shall have a two (2) year term, and three (3) of the Directors shall have a one (1) year term. The terms of the initial Board of Directors shall commence upon the Corporation's filing of Amended Articles of Incorporation and adopting these Amended and Restated Bylaws. Thereafter, all terms of Directors shall commence on January 1 immediately following the annual election of Directors at the Annual meeting of the Members in October.

Section 5.04 - Nominations of Directors. Directors shall be nominated by the Members at the Annual Meeting of the Members.

Section 5.05 - Resignation. Any Director may resign at any time. Such resignation shall be made in writing and shall take effect at the time of its receipt by the Secretary of the Corporation, unless some other time be fixed in the resignation, in which case at that time. The acceptance of a resignation shall not be required to make it effective.

Section 5.06 - Removal. Any Director may be removed from office, without the assignment or proof of cause, by vote of two-thirds (2/3) of the Directors (excluding the subject Director) present at the Regular or Special Meeting at which the vote is taken provided that notice of the intention to consider removal of the Director has been included in the notice of the meeting. No Director shall be removed without having been given such notice of the meeting and without having had an opportunity to be heard, but no formal hearing procedure need be followed.

Section 5.07 - Vacancies. A vacancy in the Board, no matter how arising, maybe filled by election of a Director by the Members at an Annual Meeting, a Regularly Scheduled Meeting, or at a Special Meeting of the Members called for the purpose, to fill such vacancy for the unexpired term of the Director's predecessor and until his/her successor be elected. Election of a Director to fill a vacancy shall require the affirmative vote of majority of the Members present at an Annual, Regularly Scheduled or Special Meeting of the Members. Any Director elected to fill a vacancy shall serve for the balance of the unexpired term of the Director who is being replaced.

Section 5.08 - Borrowing Money and Real Estate Transactions. The Board of Directors shall have power to borrow money, pledge and mortgage real and personal property and to purchase in fee, or any lesser interest, any interest in property, real or personal, and to sell, in fee simple or any lesser interest, lease away, or dispose of any property, or interest in property, real or personal, owned by the Corporation.

Section 5.09 - Regular Meetings. Regular Meetings of the Board may be held at such time and place or places within the Commonwealth of Pennsylvania or elsewhere as the majority of the Directors may from time to time appoint or as may be designated in the notice calling the meeting, and may be adjourned by the Directors present to any other time and place; provided, however, that the Board shall have at least four (4) meetings annually.

Section 5.10 - Notice of Regular Meetings. Notice of Regular Meetings of the Board of Directors shall be given to each Director in accordance with Section 5.11 at least seven (7) days in advance of such Regular Meeting or Special Meeting and shall state, in the case of Special Meetings, the purpose of the meeting.

Section 5.11 - Special Meetings and Notice. Special Meetings of the Board may be called at any time by the President of Directors on seven (7) days notice to each Director, either by telephone or in accordance with Section 5.11. In addition, Special Meetings of the Board of Directors may be called by the President in like manner and on like notice upon the written request of any five (5) voting Directors in office.

Section 5.12 - Manner of Notice.

(a) Whenever notice of a regular meeting pursuant to Section 5.09 is required to be given to any person, it may be given to such person either personally or by electronic transmission to the facsimile number or e-mail address supplied by that person for the purpose of notice. Such notice shall be deemed to have been given to the person entitled thereto when sent. Such notice shall specify the place, day and hour of the meeting and any other information which may be required by the Nonprofit Corporation Law of 1988, or these By-Laws.

(b) Whenever notice of a special meeting pursuant to Section 5.10 is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by First Class or Express mail, postage prepaid, or courier service, charges prepaid, or by facsimile transmission, to that person's address (or facsimile number) appearing on the books of the Corporation, or supplied by that person to the Corporation for the purpose of notice. In addition, notice may be given by electronic transmission to the e-mail address supplied by that person for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited into the United States mail or deposited with a courier service for delivery to such person or, in the case of facsimile or electronic transmission, when dispatched. Such notice shall specify the place, day and hour of the meeting and any other information which may be required by the Nonprofit Corporation Law of 1988, or these By-Laws.

Section 5.13 - Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at a meeting shall constitute a waiver of notice, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 5.14 - Quorum. A number representing a majority of the current Board of Directors in office shall constitute a quorum for the transaction of business at any Regular Meeting or Special Meeting of the Board and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except as may be otherwise specifically provided by statute, the Articles of Incorporation or these Bylaws.

Section 5.15 - Participation in Meetings. One or more persons may participate in a meeting of the Board of Directors or a committee of the Board by means of conference telephone, video conference or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 5.16 - Adjourned Meetings. When a meeting is adjourned, it shall not be necessary to give notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 5.17 - Attendance. If a Director misses three (3) consecutive Meetings, the Board, in its discretion, may declare such Director's position vacant.

Section 5.18 - Rules of Order. All meetings of the Board of Directors shall be conducted in accordance with "Robert's Rules of Order," except as otherwise specified by existing federal and state laws governing such meetings.

Section 5.19 - Compensation of Directors. No Director shall receive any compensation for higher services as a member of the Board of Directors, but may be entitled to reimbursement of his/her reasonable expenses as determined from time to time by resolution of the Board of Directors. Nothing herein shall be construed as precluding any Director from receiving reasonable compensation for services rendered to the Corporation in any other capacity.

ARTICLE VI. **COMMITTEES OF THE BOARD OF DIRECTORS**

Section 6.01 - Nominating Committee. The President shall appoint, at least thirty (30) days prior to the Annual Meeting at which the Directors of the Board of Directors are nominated and elected, a Nominating Committee consisting of three (3) Members of the Corporation. The Nominating Committee shall present the names of the nominees for the Board of Directors at the Annual Meeting of the Members at which the election of the Board of Directors takes place.

Section 6.02 - Other Committees. The Board of Directors may create such other committees as may be deemed necessary or desirable, and the Board of Directors shall appoint their members. Any committee may create such sub-committees as may be deemed necessary or desirable.

ARTICLE VII. **OFFICERS**

Section 7.01 - Officers. The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers and assistant officers as the Board of Directors may from time to time authorize. Any two or more offices may be held by the same person. All of the officers shall be a member of the Board of Directors.

Section 7.02 - Nomination and Election, and Term of Office.

(a) Nominations and Election of Officers. The nomination and election of Officers shall occur at the first Regular Meeting of the Board of Directors that occurs after the Annual Meeting of the Members by a majority of those Directors voting at such Regular Meeting at which a quorum is present, in person or by proxy. At the Regular Meeting Directors may vote by written proxy for the election of Officers. If there are more candidates than open positions, the candidates receiving the highest number of votes from the Board of Directors shall be elected. If the number of candidates equals the number of open positions, candidates receiving a majority of the votes cast by the Board of Directors shall be elected.

(b) Term of Office. Officers shall be elected for a two (2) year term and until his/her successor has been elected and qualified or until his/her earlier death, resignation or removal.

Section 7.03 - Other Officers and Agents. The Board of Directors may appoint other subordinate officers and agents of the Corporation, prescribe their compensation and take from them such bond and security as the Board may deem appropriate. Such subordinate officers and agents of the Corporation shall hold their offices subject to the pleasure of the Board. The Board may designate one or more persons to act as Assistant Secretary or Assistant Treasurer, none of whom need be a Director.

Section 7.04 - Removal of Officers. Any Board Officer may be removed from office, without the assignment or proof of cause, by vote of two-thirds (2/3) of the Directors (excluding the subject Board Officer) present at the Regular or Special Meeting at which the vote is taken, provided that notice of the intention to consider removal of the Board Officer has been included in the notice of the meeting. No Board Officer shall be removed without having been given such notice of the meeting and without having had an opportunity to be heard, but no formal hearing procedure need be followed.

ARTICLE VIII.
DUTIES OF OFFICERS

Section 8.01 - President. The President shall be the chief executive officer of the Corporation. The President's duties shall include calling and presiding at all meetings of the Corporation, and the Board of Directors. The President shall be responsible for the general and active management of the affairs of the Corporation; see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board of Directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the Corporation; have the authority to execute bonds, mortgages and other documents requiring a seal, under the

seal of the Corporation, except where required or permitted by law to be otherwise signed and executed, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation, and except as otherwise limited by the Board of Directors; and shall be an ex-officio member without vote of all Committees.

Section 8.02 - Vice President. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President; and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 8.03 - Secretary. The Secretary shall be custodian of the books and records of the Corporation other than those in the custody of the Treasurer; shall be custodian of the seal and is hereby authorized to affix the seal to all documents, the execution and delivery of which are duly authorized. The Secretary shall attend all meetings of the Board of Directors and keep accurate records thereof in one or more minute books kept for that purpose and shall perform like duties for all Committees of the Board of Directors when required. He/she shall: give, or cause to be given, notice of all meetings of the Board of Directors; perform the duties customarily performed by the secretary of a corporation and such other duties as may be prescribed by the Board of Directors or President.

Section 8.04 - Treasurer. The Treasurer shall be the financial officer of the Corporation; shall have charge and custody of, and be responsible for, all funds of the Corporation, and the books and records relating to the same, and shall deposit all such funds in the name of the Corporation in depositories selected by the Board of Directors; shall render to the President and to the Board of Directors, upon request, an account of all the Treasurer's transactions as Treasurer and of the financial condition of the Corporation; shall, in general, perform such other duties as are incident to the office of Treasurer and as may be assigned by the Board of Directors or by the President and shall, if required to do so by the Board of Directors, furnish bond in such form and amount and to cover such risks as the Board of Directors may determine.

Section 8.05 - Assistant Officers. Each assistant officer shall assist in the performance of the duties of the officer to whom he/she is assistant and shall perform such duties in the absence of the officer. Such assistant officer shall perform such additional duties as the Board of Directors, the President or the officer to whom the person is assistant may from time to time assign to such assistant. Such officers may be given such functional titles as the Board of Directors shall from time to time determine.

ARTICLE IX. **FISCAL POLICIES**

Section 9.01 - Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July of each year and end on the last day of the succeeding June.

Section 9.02 - Depositories. The Board of Directors may establish such accounts with banks, trust companies, and other financial institutions, as it deems appropriate.

Section 9.03 - Audit. There shall be an annual audit of accounts by an independent public accountant chosen by the Board of Directors as soon as possible after the close of the fiscal year. An Audit Committee, which shall be appointed by the President of the Board with the advice and consent of the Board of Directors, shall meet with the auditors to review the audit. The audit shall be presented to the Board of Directors at its first meeting following the audit.

Section 9.04 - Dissolution. Upon dissolution, the Corporation's assets shall be disposed of in such manner, conforming to §501(c)(3) of the Internal Revenue Code of 1986, as amended, as is specified in the Corporation's Articles of Incorporation, as amended.

Section 9.05 - Restricted Gifts

(a) Any money, or other thing of value donated to the Center for Vision Loss, Inc. (the "Sights for Hope"), and transferred to the Corporation for a specific purpose or purposes shall be deemed a "Restrictive Gift".

(b) Any Restrictive Gift shall be transferred in full by the Sights for Hope to the Corporation and shall thereafter be at all times designated by the Corporation as "Restrictive Funds" and shall be transferred by the Corporation to the Sights for Hope only for use in furtherance of specific programs or activities consistent with the donor's intent as to the Restrictive Funds.

(c) Restrictive Funds shall never be used for purposes other than the donors intent in conjunction with the Restrictive Gift or to fund the general business operations of the Center for Vision Loss, even if the failure to do so will render the Sights for Hope unable to continue in existence. Upon the dissolution of the Sights for Hope, the Restrictive Funds shall, in each case, be donated and transferred by the Corporation to one or more organizations which shall at the time qualify as tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or to a governmental unit described in Section 170(c)(1) of the Code, whose mission is consistent with the donors intent in conjunction with the Restrictive Gift, and upon such organization or governmental units written agreement to use the funds only in furtherance of the donor's intent in conjunction with the Restrictive Gift, as determined by the Board of Directors.

ARTICLE X.

CONTRACTS, NOTES, CHECKS, TRANSACTION OF BUSINESS, ETC.

Section 10.01 - Checks and Drafts. All checks, drafts and orders for payment of money shall be signed in the name of the Corporation and shall be countersigned by such officers or agents as the Board of Directors shall from time to time designate for that purpose.

Section 10.02 - Contracts Involving Real Estate. The Corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by the vote of two-thirds (2/3) of the Directors in office of the Board of Directors.

Section 10.03 - Other Contracts Not Involving Real Estate. All contracts or agreements involving expenditure or commitment of funds, or incurring a liability, in an amount over a specific dollar limit set by the Board, shall require the approval of the Board of Directors. Unless otherwise directed by the Board of Directors, contracts or agreements not involving real estate and involving amounts less than that same dollar limit set by the Board may be approved by any two (2) officers of the Corporation, or the Board of Directors may authorize any one officer, or any other employee of the Corporation, to approve such contracts.

Section 10.04 - Execution of Contracts. Any contract or agreement approved by the Board of Directors shall be executed by the person or persons authorized in the Board's resolution of approval.

Section 10.05 - Transaction of Business. Whenever the lawful activities of the Corporation involve among other things the charging of fees or prices for its services or products, the Corporation shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Corporation.

ARTICLE XI.
**INDEMNIFICATION OF DIRECTORS, OFFICERS
EMPLOYEES AND AGENTS**

Section 11.01 - Indemnification with Respect to Third Party Actions. The Corporation shall indemnify any person who 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 Corporation) by reason of the fact that he/she is or was a Director, officer, or employee of the Corporation, or is or was serving at the request of the Corporation as a Director, officer or employee 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 him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in, or not opposed to, the

best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 11.02 - Indemnification with Respect to Derivative and Corporate Actions. The Corporation 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 Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a Director, officer, or employee of the Corporation, or is or was serving at the request of the Corporation as a Director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the court of common pleas of the county in which the registered office of the Corporation is located or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court of common pleas or such other court shall deem proper.

Section 11.03 - Mandatory Indemnification. To the extent that a Director, officer or employee of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 11.01 and 11.02, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

Section 11.04 - Procedures for Effecting Indemnification. Any indemnification under Sections 11.01 and 11.02 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that the indemnification of the Director, officer or employee is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Sections 11.01 and 11.02. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable a majority vote of a quorum is not obtainable, or, even if obtainable a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 11.05 - Limitation on Personal Liability of Directors. In accordance with and to the fullest extent permitted by Subchapter B of Chapter 57 of the Nonprofit Corporation Law of 1988, 15 Pa. C.S. §5711, et seq., no person who is or was a Director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director, unless:

(a) The Director has breached or failed to perform the duties of his/her office as defined in 15 Pa. C.S.A. §5712 (relating to standard of care and justifiable reliance); and

(b) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Section 11.06 - More Favorable Future Legislation: Power to Purchase Insurance. If Pennsylvania law hereafter is amended to authorize the further elimination of, or limitation on, the liability of Directors, then the liability of a Director of the Corporation, in addition to limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Pennsylvania law. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such liability, whether the Corporation would have the legal power to directly indemnify him/her against such liability.

Section 11.07 - Rights and Remedies Non-Exclusive. This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.

Section 11.08 - Advancing Expenses. Expenses incurred by a person entitled to indemnification pursuant to this Article or otherwise permitted by law in defending a civil or criminal action, suit or proceeding may be paid by the Corporation 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 the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

Section 11.09 - Duration and Extent of Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Director of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 11.10 - Insurance. The Corporation shall obtain appropriate Director's errors and omissions insurance consistent with the mandates of the indemnification set forth in this Section 11.

ARTICLE XII **BOOKS AND RECORDS**

Section 12.01 - Books and Records. The Corporation shall keep an original or duplicate record of the proceedings of the Board of Directors, and the original or a copy of these Bylaws, including all amendments thereto to date, certified by the Secretary of the Corporation. The Corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the Corporation in this Commonwealth, or at its principal place of business wherever situated.

ARTICLE XIII.
ANNUAL REPORT

Section 13.01 - Annual Reports. The Officers shall present annually to the Board of Directors a report, verified by the President and Treasurer, showing in appropriate detail the following (among other things):

(a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report;

(b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report;

(c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation; and

(d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

This report shall be filed with the minutes of the meeting of the Board of Directors.

ARTICLE XIV.
CONFLICTS OF INTEREST

Section 14.01 - Conflict of Interest. Although it shall not be encouraged, a business relationship may exist between a director or officer of the Corporation and the Corporation so long as the facts and circumstances of such relationship are fully disclosed to the Board of Directors, no more than fair market value is paid for such goods or services, and the relationship is approved by the Board of Directors; provided, however, that any affected Director shall remove himself/herself from any vote on or consideration of such relationship. Notwithstanding the foregoing, any such affected Director may be counted in determining the presence of a quorum at any Board meeting where action is taken on any such business relationship.

Section 14.02 - Annual Conflict of Interest Disclosure. Each Board Member will be required to complete a form annually disclosing any conflict of interest the Board Member has or may have for the upcoming year.

ARTICLE XV.
AMENDMENTS

Section 15.01 - Amendments. These Bylaws may be amended or repealed, and new Bylaws adopted, by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors present and entitled to cast a vote thereon at any Regular or Special Meeting of the Board of Directors; provided, however, that the written notice of such meeting shall have included a copy of the proposed amendments and/or new Bylaws.