

BY-LAWS OF
EMERGENCY MEDICAL SERVICE INSTITUTE
A NONPROFIT CORPORATION

ARTICLE I

Introductory

Section 1.1 - Definition of By-laws: These By-laws constitute the code of rules adopted by the Emergency Medical Service Institute for the regulation and management of its affairs.

Section 1.2 - Purpose and Powers: This Corporation will have such purposes or powers as may be stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by the Pennsylvania Corporation Not-For-Profit Code.

The primary purposes of the Corporation are to direct and coordinate all the resources available for the effective provision of optimal emergency medical services in the ten counties -- Allegheny, Armstrong, Beaver, Butler, Fayette, Greene, Indiana, Lawrence, Washington and Westmoreland -- of Southwestern Pennsylvania (each referred to herein as a “county” and, collectively, as the “counties”).

ARTICLE II

Offices and Agency

Section 2.1 - Principal and Branch Offices: The principal place of business of this Corporation is Pennsylvania and is located at 221 Penn Avenue, Suite 2500, Pittsburgh, PA 15221. In addition, the Institute may maintain other offices either within or without the Commonwealth of Pennsylvania.

Section 2.2 - Registered Office: The location of the registered office of this Corporation is stated in the Articles of Incorporation. Such office will be continuously maintained in the Commonwealth of Pennsylvania for the duration of this Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and amend its Articles or file the appropriate statement with the Department of State.

ARTICLE III

Members

Section 3.1 - Members shall represent the interests of local government, major public and private and voluntary agencies, organizations, institutions and individuals concerned with emergency medical and health services, facilities and manpower. Members shall be selected as follows: Each county shall designate an official representative of its governing body to serve as a member; each major municipality and consortia of local governments who have joined together for Emergency Medical Services purposes shall be entitled to membership upon written request; the Chairman and the Vice Chairman of each county Emergency Medical Services Council shall be members of the Institute; any major public or private or voluntary agency, institution, or organization concerned with Emergency Medical Services in the counties shall be entitled to membership upon written request; individuals who have demonstrated special interest in or contribution to Emergency Medical Services in the counties may be invited to become members;

and any current member of the Board of Directors who is not already a member of the Corporation shall be a member during such time as he or she is a director.

Section 3.2 - The amount of membership fees or dues, if any, the date on which they are payable and the means of collection thereof may be determined, from time to time, by the Board of Directors, at their discretion.

Section 3.3 - A member may be expelled and such member's membership thereby terminated for failure to act in furtherance of the purposes of the Corporation as stated in Section 1.2, or for failing to fulfill any duties assigned by the Board of Directors or any committee thereof after a hearing held before such number of other members of the Corporation as would constitute a quorum for the transaction of business, held upon thirty days notice to all parties, and after a majority vote at such meeting in favor of expulsion.

Section 3.4 - Membership of a natural person shall terminate upon the death of the member or upon an adjudication by a court of competent jurisdiction of legal incompetency. Membership may not be transferred in any manner.

ARTICLE IV

Meetings of Members

Section 4.1 - All meetings of the members shall be held at the registered office or such other places, either within or without the Commonwealth of Pennsylvania, as the Board of Directors may from time to time determine.

Section 4.2 - A meeting of members shall be held the first Friday of October of each calendar year for the election of directors at large at such place as the Board of Directors shall determine. If the annual meeting shall not be called and held within six months after the

designated time, any member may call such meeting at any time thereafter. Elections for directors at large shall be by voice vote, unless, following the appointment of judges of an election for any particular meeting as provided in section 4.14, such judges determine that the election for directors at large at that meeting shall be by written ballot. At that meeting the Board of Directors shall cause to be distributed an annual report of the activities of the organization. This annual report shall include but need not be limited to: activities and accomplishments of the previous year, a financial statement of income and expenses, and a statement disclosing the names of officers and directors.

Section 4.3 - Written notice of the annual meeting specifying the place, date and hour of the annual meeting shall be given at least five days prior to the meeting.

Section 4.4 - Special meetings of the members, for any purpose or purposes, other than those regulated by statute or by the Articles of Incorporation, may be called at any time by the president, or the Board of Directors, or ten percent (10%) of the members, upon written request delivered to the secretary of the Corporation. Upon receipt of any such request it shall be the duty of the secretary to fix the time of the meeting, which shall be held not less than ten nor more than sixty days thereafter, as the secretary may fix. If the secretary shall neglect or refuse to fix the date of the meeting the person or persons calling the meeting may do so.

Section 4.5 - Written notice of any special meeting of members, stating the place, the date and hour and the general nature of the business to be transacted thereat, shall be given each member entitled to vote thereat at such address as appears on the books of the Corporation, at least five days before such meeting, unless a greater period of notice is required by statute in a particular case.

Section 4.6 - Business transacted at all special meetings shall be confined to the business stated in the call.

Section 4.7 - Ten percent (10%) of the members entitled to vote, present in person or represented by proxy, shall be necessary to constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by statute or by the Articles of Incorporation or by these by-laws. If, however, any meeting of members cannot be organized because a quorum has not attended, the members entitled to vote thereat, present in person or by proxy, shall have power, except as otherwise provided by statute, to adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of directors at large, such meeting may be adjourned only from day to day or for such longer periods not exceeding fifteen days each as a majority of the members present in person or by proxy shall direct, until such directors shall have been elected. At any adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified.

Section 4.8 - When a quorum is present or represented at any meeting, the vote of a majority of the members having voting powers, present in person or represented by proxy, shall decide any question brought before such meeting, unless the question is one which, by express provision of the statutes or of the Articles of Incorporation or of these by-laws, a different vote is required in which case such express provision shall govern and control the decision of such question.

Section 4.9 - In the case of any meeting called for the election of directors at large, those who attend the second of such adjourned meetings, although less than a quorum as fixed in this Article, shall nevertheless constitute a quorum for the purpose of election of directors at large. In

the case of any meeting called for any other purpose those who attend the second of such adjourned meetings, although less than a quorum as fixed in this Article, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting, if written notice of such second adjourned meeting, stating that those members who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each member of record entitled to vote at such second adjourned meeting at least ten days prior to the day named for the second adjourned meeting.

Section 4.10 - Except as otherwise provided by statute or the Articles of Incorporation or these by-laws, at every members' meeting every member shall have one vote. Except as otherwise provided in the Articles of Incorporation, in each election of directors at large every member shall be entitled to one noncumulative vote for each at large director's position.

Section 4.11 - Any other corporation which is a member of this Corporation may vote by any of its officers, unless some other person, by resolution of the board of directors of such other corporation, or a provision of its articles or bylaws, a copy of which resolution or provision certified to be correct by one of its officers shall have been filed with the secretary of this Corporation, shall be appointed its general or special proxy, in which case such person shall be entitled to vote herein. Any unincorporated organization which is a member of this Corporation may vote by any person designated as its special or general proxy by a resolution of its governing body or members, if a copy of such resolution, certified to be correct by a member of its governing body shall have been filed with the Secretary of this Corporation.

Section 4.12 - Each member who is a natural person entitled to vote at a meeting of members may authorize another person or persons to act for him by proxy, either to vote at a meeting or to sign a written consent. Every proxy shall be executed in writing by the member, or

his duly authorized attorney in fact, and filed with the secretary of the Corporation. Each and every proxy shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until notice thereof has been given to the secretary of the Corporation. No unrevoked proxy shall be valid after eleven months from the date of its execution, unless a longer time is expressly provided therein, but in no event shall a proxy be voted on after three years from the date of its execution. A proxy shall not be revoked by the death or incapacity of the maker unless before the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the secretary of the Corporation.

Section 4.13 - The secretary of the Corporation shall make, at least five days before each meeting of members, a complete list of the members entitled to vote at the meeting, arranged in alphabetical order, with the address of each, which list shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any member during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting.

Section 4.14 - In advance of any meeting of the members, the Board of Directors may appoint judges of election, who need not be members, to act at such meeting or any adjournment thereof. If judges of election be not so appointed, the presiding officer of any such meeting may, and on the request of any member or his proxy shall, make such appointment at the meeting. The number of judges shall be one or three. If appointed at a meeting on the request of one or more members or proxies, a majority of the members present and entitled to vote shall determine whether one or three judges are to be appointed. No person who is a candidate for office shall act as a judge. The judges of election shall do all acts required by Section 5762 of the Pennsylvania

Corporation Not-For-Profit Code and such acts as may be proper to conduct the election or vote with fairness to all members, and shall make a written report of any challenge or question or matter determined by them and execute a certificate of any fact found by them, if requested by the presiding officer of the meeting or any member or his proxy. Any report or certificate made by them shall be prima facie evidence of the facts stated therein. If there be three judges of election, the decision, act or certificate of a majority shall be effective in all respects as the decision, act or certificate of all.

Participation in Meeting by Telephone

Section 4.15 - One or more members may participate in a meeting of the members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and all members so participating shall be deemed present in person at the meeting.

Informal Action by Members

Section 4.16 - Except as otherwise provided in the Articles of Incorporation any action required to be taken at a meeting of the members 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 members who would be entitled to vote at a meeting for such purpose and shall be filed with the secretary of the Corporation.

ARTICLE V

Directors

Section 5.1 - The number of directors which shall constitute the whole board shall be not less than twenty-nine (29) nor more than forty-one (41). Directors shall be natural persons of full age and need not be residents of Pennsylvania or members in the Corporation.

Section 5.2 - The member representing each county's governing body, the Chairman or Vice Chairman of each county's Emergency Medical Services Council, as designated by the respective Councils, and the immediate past president of the Corporation for one year after he ceases to be president, shall be directors.

Section 5.3 - Each county's Emergency Medical Services Council may also designate its Chairman or Vice Chairman, whomever was not designated as a director, or such one (1) or more other persons as it deems appropriate to serve at the meeting of the Board as an alternate to its director, and each county's governing body may designate one (1) or more alternates to its director. In the absence from a meeting of the Board of Directors of a director for whom an alternative or alternates shall have been designated, any one (1) alternate for such director may attend such meeting and exercise all the powers the director could exercise if in attendance.

Section 5.4 - Sixteen (16) additional directors shall be elected by the members at the annual meeting for a term of two (2) years and shall not be eligible to serve more than three (3) consecutive terms of office. These board members shall be known as at-large directors. Nine (9) of these directors at large shall be residents of Allegheny County jointly selected by this Corporation's Nominating Committee and the Allegheny County Emergency Medical Services Council. Directors at large who have served three (3) consecutive terms shall be eligible for election after one two (2) year term has expired. The members may also select one (1) or more alternates for each at-large director. In the absence of an at-large director from a meeting of the

board of directors, any one (1) alternate to such director may attend such meeting and exercise all the powers such director could exercise if in attendance.

Section 5.5 - At-large vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors at large, shall be filled by a majority of the directors at a regular meeting or one called for such purpose, and a quorum for the purpose of such meeting shall be 40% of the directors remaining in office. Each person so elected shall be a director until his successor is elected by the members as set forth in Article Four, who may make such election at the next annual meeting of the members or at any special meeting duly called for that purpose and held prior thereto.

Section 5.6 - The business and affairs of the Corporation shall be managed by its Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these by-laws directed or required to be exercised and done by the members. The Board of Directors shall approve the Mission and Vision Statements of the corporation in order to identify the purpose and philosophy of the organization, and shall approve the organizational structure of the organization.

Meetings of the Board

Section 5.7 - The meetings of the Board of Directors may be held at such place within the Commonwealth of Pennsylvania or elsewhere as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.

Section 5.8 - Except as otherwise provided by statute the first meeting of each newly elected board may be held at the same place and immediately after the meeting at which such directors were elected and no notice need be given to the newly elected directors in order legally

to constitute the meeting; or it may convene at such time and place as may be fixed by the consent or consents in writing of all the directors.

Section 5.9 - Regular meetings of the board may be held at such time and places as shall be determined from time to time, by resolution of at least a majority of the board at a duly convened meeting, or by unanimous written consent. Notice of each regular meeting of the board shall specify the date, place and hour of the meeting and shall be given each director at least 24 hours before the meeting either personally or by mail or telegram or by telephonic transmission of written notice.

Section 5.10 - Special meetings of the board may be called by the president on 24 hours notice to each director, either personally or by mail or by telegram or by telephonic transmission of written notice; special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two directors. Notice of each special meeting of the board shall specify the date, place and hour of the meeting. The notice need not state the general nature of the business to be conducted at such special meeting.

Section 5.11 - At all meetings of the board forty percent (40%) 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 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 or by the Articles of Incorporation or by these by-laws. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting. It shall not be necessary to give any notice 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.

Committees of Directors

Section 5.12 - The Board of Directors may, by resolution adopted by a majority of the whole board, designate one or more committees in addition to Standing Committees, each committee to consist of one or more of the directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee to the extent provided in such resolution or in the by-laws, shall have and may exercise all of the powers and authority of the Board of Directors, except that no such committee shall have any power or authority as to the following: (i) the submission to the members of any action requiring approval of members under this article; (ii) the filing of vacancies in the Board of Directors; (iii) the adoption, amendment or repeal of the by-laws; (iv) the amendment or repeal of any resolution of the board; (v) action on matters committed by the by-laws or resolution of the Board of Directors to any committee of the board. In the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member.

Participation in Meeting by Telephone

Section 5.13 - One or more directors may participate in a meeting of the board or of 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, and all directors so participating shall be deemed present at the meeting.

Informal Action by Directors or Committees

Section 5.14 - Any action which may be taken at a meeting of the directors or of the members of a committee of the board 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 committee, as the case may be, and shall be filed with the secretary of the Corporation.

Compensation of Directors

Section 5.15 - In no event shall any compensation be paid to a director that would subject the Corporation to any tax for self dealing imposed by Section 4941 of the Internal Revenue Code of 1986, as amended or any successor statute (hereinafter "the Internal Revenue Code").

ARTICLE VI

Officers

Section 6.1 - The officers of the Corporation shall be chosen by the directors from among the directors and shall be a president, a vice-president, a secretary and a treasurer. Any number of offices may be held by the same person.

Section 6.2 - The Board of Directors, immediately after each annual meeting of members, shall elect a president, a vice- president, a secretary and a treasurer.

Section 6.3 - The Board of Directors may also choose such other officers and assistant officers and agents as the needs of the Corporation may require who shall hold their offices for such terms and shall have such authority and shall perform such duties as from time to time shall be determined by resolution of the board.

Section 6.4 - The salaries of all officers and agents of the Corporation shall be fixed by the Board of Directors. No such compensation shall be paid that would subject the Corporation to any tax for self dealing imposed by Section 4941 of the Internal Revenue Code.

Section 6.5 - The officers of the Corporation shall hold office until their successors are chosen and have qualified. Any officer or agent elected or appointed by the Board of Directors, may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If the office of any officers becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

The President

Section 6.6 - The president shall be the chief executive officer of the Corporation; he shall preside at all meetings of the members and directors, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the board are carried into effect.

Section 6.7 - He shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and 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. He shall also execute all contracts in which the total expenses to the corporation over the life of the contract total ten thousand dollars (\$10,000.00) or more, once the contract has been approved by the Board or Executive Committee.

The Vice-President

Section 6.8 - 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 as the Board of Directors or executive committee may prescribe or the president may delegate to him.

The Secretary

Section 6.9 - The secretary shall attend all sessions of the board and all meetings of the members and record all the votes of the Corporation and the minutes of all the transactions in a book to be kept for that purpose, and perform like duties for the executive and any committees of the Board of Directors when required. He shall give, or cause to be given, notice of all meetings of the members and of special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision he shall be. He shall keep in safe custody the corporate seal of the Corporation, and, when authorized by the board, affix the same to any instrument requiring it, and, when so affixed, it shall be attested by his signature or by the signature of the treasurer or an assistant secretary.

The Treasurer

Section 6.10 - The treasurer shall have the custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as shall be designated by the Board of Directors.

Section 6.11 - He shall disburse the funds of the Corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the board, or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the Corporation.

Section 6.12 - If required by the Board of Directors he shall give the Corporation a bond in such sum, and with such surety or sureties as may be satisfactory to the Board of Directors, for the faithful discharge of the duties of his office and for the restoration to the Corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers,

money and other property of whatever kind in his possession or under his control belonging to the Corporation.

Section 6.13 - He shall be responsible for the preparation and submission of all reports, tax returns and other filings that the Corporation may be required to file with federal government, the Commonwealth of Pennsylvania or any other political subdivision.

Executive Director

Section 6.14 - The Board of Directors shall employ an Executive Director who will administer, conduct, and coordinate the affairs of the Corporation within the policies and general directives of the board. He shall serve without vote as an ex-officio member of the Board of Directors and all committees of the Corporation, and shall provide a report of the activities of his office when called upon at any meeting of the Board of Directors. The Executive Director shall have the authority to employ, assign, and release all staff personnel of the Corporation in accordance with policies and practices approved by the Board of Directors.

ARTICLE VII

Standing Committees

Section 7.1 - The Executive Committee shall consist of the president, vice president, secretary and treasurer and six (6) directors nominated by the president and approved by the Board of Directors. The Executive Committee shall act for the Corporation, subject to the limitations set forth in Section 5731 of the Pennsylvania Corporation Not-For-Profit Code, during intervals between Board of Directors meetings. All actions taken by the Executive

Committee shall be reported to and ratified by the Board of Directors at the first meeting following such action.

Section 7.2 - The Nominating Committee shall select nominees for election as officers and as directors at-large. The president of the Corporation shall select five (5) members to serve on the Nominating Committee. The Nominating Committee shall select nominees for the nine (9) Allegheny directors at-large jointly with the Allegheny Emergency Medical Services Council.

Section 7.3 - The Corporation may also, from time to time, by action of the members or the Board of Directors, establish such other standing committees and vest such standing committees with such powers as the members or Board of Directors shall deem appropriate, subject to the limitations set forth in the Pennsylvania Corporation Not-For-Profit Code.

ARTICLE VIII

Fixing Record Date

Section 8.1 - The Board of Directors may fix a time, not more than seventy days prior to the date of any meeting of members or any adjournment thereof as a record date for the determination of the members entitled to notice of, and to vote at, any such meeting. In such case only members of record on the date so fixed shall be entitled to notice of, and to vote at, such meeting, notwithstanding any increase or other change in membership on the books of the Corporation after any record date fixed as aforesaid. If no such record date is fixed, the record date for determining members entitled to notice of or vote at a meeting of members shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. The record date for determining members entitled to express consent or dissent to corporate

action in writing without a meeting, where no prior action by the Board of Directors is necessary, shall be the day on which the first written consent or dissent is expressed. The record date for determining members for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

ARTICLE IX

GENERAL PROVISIONS

Financial Report to Members

Section 9.1 - The directors of the Corporation shall present annually to the members a report, the contents of which are prescribed in Section 5553 of the Pennsylvania Corporation Not-For-Profit Code, a copy of which report shall be filed with the minutes of the annual meeting of members.

Checks and Notes

Section 9.2 - All checks or demands for money and notes of the Corporation shall be signed by such one or more agents or officers as the Board of Directors may from time to time designate.

Fiscal Year

Section 9.3 - The fiscal year shall end on the last day of June.

Seal

Section 9.4 - The corporate seal shall have inscribed thereon "The Emergency Medical Service Institute Corporate Seal, Pennsylvania". Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Notices

Section 9.5 - Whenever, under the provisions of the statute or of the Articles of Incorporation or of these by-laws, notice 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 mail, postage prepaid, or by telegram, charges prepaid, to his address appearing on the books of the Corporation or, in the case of directors, supplied by him to the Corporation for the purpose of notice. If the notice is sent by mail or by telegraph, 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 for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by the Pennsylvania Corporation Not-For-Profit Code.

Section 9.6 - Persons authorized or required to give notice of a meeting of members may, in lieu of any written notice of a meeting of members required to be given by statute, give notice of such meeting by causing notice of such meeting to be “officially published.” If 80% of the members of record entitled to vote at the meeting do not have addresses of record within the territory of general circulation of the newspapers required for “official publication”, the notice shall also be published in newspapers which have an aggregate territory of general circulation which includes the addresses of record of at least 80% of such members of record. “Officially publish” means to publish in two newspapers published in the English language in the county in which the registered office of the Corporation is located, one of which shall be a newspaper of general circulation and the other the legal newspaper, if any, designated by the rules of court for the publication in legal notices; or if there is no such legal newspaper, in two newspapers of general circulation published in the county. When there is but one newspaper of general circulation published in any county, advertisement in such newspaper shall be sufficient. When

no other frequency is specified the notice shall be published one time in the appropriate newspaper or newspapers. Notice given under this section 9.6 shall be deemed to be written notice to every member of record entitled to vote at the meeting.

Section 9.7 - Whenever any written notice is required to be given by statute or by the Articles of Incorporation or by these by-laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent of the giving of such notice. Except in the case of a special meeting of members, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting 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.

ARTICLE X

Liability and Indemnification

Section 10.1 - DIRECTORS' PERSONAL LIABILITY. A director of the Corporation shall not be personally liable for monetary damages as a result of any action taken or any failure to take any action; provided, however, that this Section shall not apply (1) if the director has breached or failed to perform the duties of office relating to standard of care and justifiable reliance, as set forth in the Directors' Liability Act, 42 Pa. Con. Stat. Section 8363, its amendments or any successor statutes in effect at the time of the alleged breach or failure to perform, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness, or (2) to the responsibility or liability of a director pursuant to any criminal statute,

or (3) to the liability of a director for the payment of taxes pursuant to local, State or Federal law. The rights conferred by this Section shall continue as to any person who has ceased to be a director and shall inure to the benefit of the heirs, executors and administrators of such person. Any repeal or amendment of this Section 10.01 shall be by vote of the members but shall not adversely affect any right existing at the time of such repeal or amendment to which any director or former director may be entitled under this Section.

Section 10.2 - MANDATORY INDEMNIFICATION OF OFFICERS AND DIRECTORS. The Corporation shall indemnify, except as prohibited by law (including but not limited to the indemnification provided by 42 Pa. Con. Stat. Section 8365 of the Directors' Liability Act), each director or officer (including each former director or officer) of the Corporation who was or is made a party to or a witness in or is threatened to be made a party to or a witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was an authorized representative of the Corporation, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding.

Section 10.3 - MANDATORY ADVANCEMENT OF EXPENSES TO OFFICERS AND DIRECTORS. The Corporation shall pay expenses (including attorneys' fees and disbursements) incurred by a director or officer of the Corporation referred to in Section 10.02 hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in such Section. The expenses incurred by such director or officer shall be paid by the Corporation 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 person is not entitled to be indemnified by the Corporation as provided in Section 10.05 hereof.

Section 10.4 - NO 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 the Directors' Liability Act, 42 Pa. Con. Stat. Section 8361 et seq. or any successor statute as in effect at the time of such alleged action or failure to take action.

Section 10.5 - INDEMNIFICATION RIGHTS, SUPPLEMENTAL AND CONTINUING. 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 members or disinterested Directors, statute or otherwise (including any right of indemnification arising pursuant to Sections 5741 et seq. of the Pennsylvania Corporation Not-For-Profit Code), 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 members or the Board of Directors of the Corporation shall

not adversely affect any right or protection existing at the time of such repeal or modification to which any person may be entitled under this Article.

Section 10.6 - INSURANCE. The Corporation may purchase and maintain insurance on behalf of any person referred to in Sections 10.2 and 10.4 hereof against any liability asserted against or incurred by such person in any capacity, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article. The Corporation may, in lieu of or in addition to the purchase and maintenance of insurance, establish and maintain a fund of any nature or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article or otherwise. The Board of Directors, without approval of the members, shall have the power to borrow money on behalf of the Corporation, including the power to pledge the assets of the corporation, from time to time to discharge the obligations with respect to indemnification, the advancement and reimbursement of expenses, and the purchase and maintenance of insurance referred to in this Article.

Section 10.7 - AUTHORIZED REPRESENTATIVE. For purposes of this Article, the term “authorized representative” shall mean a director, officer, employee or agent of the Corporation or of any subsidiary of the Corporation, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Corporation or by any subsidiary of 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.

ARTICLE XI

Operating Guidelines

Section 11.1 - In addition to the purposes set forth in Section 1.2, the Corporation is organized to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Section 11.2 - No part of the net earnings of the Corporation shall inure to the benefit of any director, member or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director, member or officer, of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 11.3 - The Corporation will distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

Section 11.4 - The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.

Section 11.5 - The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

Section 11.6 - The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code.

Section 11.7 - The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Section 11.8 - Notwithstanding any other provision or these by-laws or of the Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

Section 11.9 - Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII

Amendments

Section 12.1 - The by-laws may be altered, amended or repealed by a majority vote of the members entitled to vote thereon at any regular or special meeting duly convened after notice to the members of that purpose, or by a majority vote of the members in office of the Board of Directors at any regular or special meeting duly convened, subject always to the power of the members to change such action by the directors, and except on certain subjects committed exclusively to the members as described in Section 5504 (b) of the Pennsylvania Corporation Not-For-Profit Code.