

AMENDED AND RESTATED BYLAWS OF  
EMERGENCY MEDICAL SERVICE INSTITUTE

A NONPROFIT CORPORATION

ARTICLE I

Introduction

Section 1.1 These Bylaws have been adopted by the Emergency Medical Service Institute (the “Corporation”) for the regulation and management of its affairs.

Section 1.2 This Corporation will have such purposes or powers as may be stated herein or in its Articles of Incorporation, and such additional powers as are now or may be granted hereafter by the Pennsylvania Nonprofit Corporation Law.

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

ARTICLE II

Offices and Agency

Section 2.1 The principal place of business of the Corporation is located at 221 Penn Avenue, Suite 2500, Pittsburgh, PA, 15221. In addition, the Corporation may maintain other offices either within or without the Commonwealth of Pennsylvania as deemed appropriate or necessary by the Board of Directors.

Section 2.2 The location of the registered office of the Corporation shall be 221 Penn Avenue, Suite 2500, Pittsburgh, PA, 15221. The Board of Directors may, from time to time, change the address of its registered office by duly adopted resolution and amend its Articles of Incorporation or file the appropriate statement with the Department of State.

### ARTICLE III

#### Members

Section 3.1 Although the Corporation is not a statutory member corporation under the Pennsylvania Nonprofit Corporation Law, the Corporation shall permit members who 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 and who shall have the rights specified in these Bylaws.

Section 3.2 There shall be one class of members. Each member shall be entitled to cast one vote for the slate of Director at Large (as defined in Article V) nominees at the Annual Meeting, as described more fully in these Bylaws, provided such member is present in person to cast such vote. Members may not vote by proxy. A member may represent only one entity, or hold a position as a member by virtue of one category of membership, and shall be entitled to only cast one vote.

Section 3.3 Members shall be appointed or selected as follows:

- (a) Each County shall be entitled to one membership position which shall be filled by an official representative of that County's governing body. Such member shall be appointed annually, by written designation, by each governing body;

- (b) Each County's Emergency Medical Services Council shall be entitled to one membership position which shall be filled by an official representative of that County's Emergency Medical Services Council. Such member shall be appointed annually, by written designation, by each Council;
- (c) Any current member of the Board of Directors who is not already a member of the Corporation shall be designated as a member during such time as he or she is a Director.
- (d) Individuals who have demonstrated special interest in, or contribution to, Emergency Medical Services in the Counties may be invited to become members upon nomination by the Nominating Committee with the affirmative majority vote of the Board of Directors of the Corporation. Such individual membership shall remain active for the calendar year then in effect and may be renewed annually by the Board of Directors following the process specified herein. In order to be eligible to cast a vote for the slate of Director at Large nominees at the Annual Meeting, individual memberships must be renewed by the Board of Directors prior to April 1 each year.
- (e) 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. Each entity shall only be entitled to one membership position and one vote, regardless of the number of individuals represented by such entity. Requests for membership must be renewed annually prior to April 1 each year in order

to be eligible to cast a vote for the slate of Director at Large nominees at the Annual Meeting.

- (f) Any major municipality which provides Emergency Medical Services, and any consortia of local governments who have joined together for Emergency Medical Services purposes, shall be entitled to membership upon written request. Each entity shall only be entitled to one membership position and one vote, regardless of the number of individuals represented by such entity. Requests for membership must be renewed annually prior to April 1 each year in order to be eligible to cast a vote for the slate of Director at Large nominees at the Annual Meeting.

Section 3.4 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 3.5 A member's membership may be terminated by action of the Board of Directors for failure to act in furtherance of the purposes of the Corporation, as determined by the Board in its sole discretion. Additionally, any member of the Corporation who has been indicted or charged in any criminal matter shall automatically be deemed to have taken a leave of absence from the Corporation effective as of the date of the indictment or charge. Any member who is convicted of any criminal offense punishable by imprisonment of one year or more, whether or not prison time is actually served, or any crime involving moral turpitude (including fraud, bribery, sexual offenses and similar offenses, regardless of punishment), or who enters a plea of guilty or a plea of nolo contendere to any such offense, shall automatically be deemed to have resigned from membership without any further action by the Board of Directors.

Complaints or allegations regarding a member will be reviewed by the Executive Committee. Should the Executive Committee decide that a removal is necessary for any reason, including a determination that the best interests of the Corporation will be served thereby, it will present its findings at a regular or special meeting of the Board of Directors. A two thirds (2/3) majority affirmative vote of the Directors present in person at any regular or special meeting of the Board of Directors at which a quorum is present is required to remove the member. The member whose position is in question, if also a Director, shall not be permitted to vote in any matter affecting such person, nor shall such person be counted in determining the percentage of votes cast. All matters relative to the review process are considered confidential.

Section 3.6 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 of the member. Membership may not be transferred in any manner.

## ARTICLE IV

### Meetings of Members

Section 4.1 An annual meeting of the membership of the Corporation shall be held the first Friday of October of each calendar year, if not a legal holiday, or, if a legal holiday, then on the next succeeding day which is not a legal holiday, at such hour and place, within or without the Commonwealth of Pennsylvania, as may be determined from time to time by resolution of the Board of Directors. The Board of Directors, in its sole discretion, further reserves the right to designate another date on which to hold the annual meeting if it deems such rescheduled date to be more appropriate. Proper notice of a rescheduled annual meeting will be provided to members who are members of record as of April 1 of the year during which the annual meeting

will be held. At the annual meeting, the slate of Director at Large nominees shall be presented and voted upon, the annual report of the Board of Directors shall be made available to all members and such other business shall be transacted as shall properly come before the members. Any business may be transacted at the annual meeting, irrespective of whether or not the notice calling such meeting shall contain a reference thereto, except as otherwise expressly required herein or by law. The annual report shall include, but need not be limited to, a description of activities and accomplishments of the previous year, a financial statement of income and expenses, and a statement disclosing the names of the then-current Officers and Directors.

Section 4.2 Special meetings of the membership of the Corporation may be called at any time, for the purpose or purposes set forth in the call, by the President or by the Board of Directors of the Corporation. These special meetings shall be held at such location and time as may be fixed by the Board of Directors.

Section 4.3 A minimum of forty (40) members entitled to vote, present in person, shall be necessary to constitute a quorum at any meeting. Members may vote for the slate of Directors at Large at the annual meeting, but no vote of the members on any matter of business regarding the Corporation shall be binding on the Board of Directors.

Section 4.4 Notice of each annual meeting and of each special meeting of the membership of the Corporation shall be sent to each member by any means reasonably expected to reach the recipient, including mail, facsimile, overnight express courier, telephone, email or personal delivery, not less than five (5) days nor more than ninety (90) days prior to the date of the meeting. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the business to be transacted. No business may be transacted at any special meeting other than that stated in the notice of meeting and business that is germane thereto.

## ARTICLE V

### Directors

Section 5.1 The Board of Directors shall have the power to control the property, affairs and funds of the Corporation, and shall have the power and authority to do and perform all acts and functions consistent therewith. Each Director shall comply fully with the Conflict of Interest Policy of the Corporation in addition to any other applicable state laws and fiduciary duties governing or relating to conflicts of interest applicable to nonprofit and charitable corporations.

Section 5.2 The number of Directors which shall constitute the whole Board shall be not less than twenty-nine (29) or more than thirty-nine (39). Directors shall be natural persons of full age and must reside or work within the Counties. A person may serve as a Director in only one capacity and representing only one organization or entity and may only cast one vote on any matter before the Board. In the event a Director loses eligibility to serve in such capacity during his/her term, such Director shall be deemed to have resigned from the Board of Directors effective as of the time of the loss of eligibility but may remain as a member of the Corporation if so eligible.

Section 5.3 Twenty-one (21) of the Directors shall hold a position as a Director by virtue of the organization or entity they represent (“Standing Directorships”). The Standing Directorships shall be filled by (i) the member designated by each County’s governing body, (ii) the member designated by each County’s Emergency Medical Services Council, and (iii) the immediate past President of the Corporation. Such Directors shall be referred to as “Standing Directors.”

Section 5.4 In addition to the Standing Directors, up to eighteen (18) additional Directors may be elected by the members at the annual meeting as “Directors at Large.” Nine (9) Directors at Large shall be residents of Allegheny County, each of whom shall be jointly selected by the Corporation’s Nominating Committee and the Allegheny County Emergency Medical Services Council. Directors at Large shall serve for a term of two (2) years and may be re-elected for additional consecutive terms of office.

Section 5.5 Any Director may resign by submitting his or her resignation to the President or to the Vice President of the Board. Such resignation shall become effective upon its receipt by such Officer or as otherwise specified therein.

Section 5.6 Any Director who has failed to attend three (3) consecutive meetings of the Board of Directors without excused absences shall be subject to review by the Executive Committee. A recommendation by the Executive Committee for a Board Member to be removed shall be implemented upon a two-thirds (2/3) majority vote of the Directors present in person at a regularly scheduled or special meeting.

Section 5.7 In the event of a vacancy of a Standing Director seat, the Board of Directors shall request that the organization or entity which designated the initial representative designate a new representative to fulfill the remaining term of the departing representative. In the event of a vacancy of a Director at Large seat, the Nominating Committee shall present the name of one or more candidates to the Board of Directors at any regular or special meeting. The Board of Directors shall then, by majority vote, fill the vacancy in the Director at Large seat from the name(s) submitted by the Nominating Committee. Nominations from the floor, whether made verbally or by means of a “write-in” candidate, shall not be permitted. Each



person so elected shall serve as a Director at Large until his or her successor is elected by the members at the next annual meeting of the members.

Section 5.8 Newly elected members of the Board of Directors shall assume their duties immediately prior to the adjournment of the meeting in which they are elected.

Section 5.9 Any Director of the Corporation who has been indicted or charged in any criminal matter shall automatically be deemed to have taken a leave of absence from the Corporation effective as of the date of the indictment or charge. Any Director who is convicted of any criminal offense punishable by imprisonment of one year or more, whether or not prison time is actually served, or any crime involving moral turpitude (including fraud, bribery, sexual offenses and similar offenses, regardless of punishment), or who enters a plea of guilty or a plea of nolo contendere to any such offense, shall automatically be removed from the Board of Directors and the membership without any further action by the Corporation.

Additionally, any complaints or allegations regarding a Director will be reviewed by the Executive Committee. Should the Executive Committee decide that a removal is necessary for any reason, including a determination that the best interests of the Corporation will be served thereby, it will present its findings at a regular or special meeting of the Board of Directors. A two thirds (2/3) majority affirmative vote of the Directors present in person at any regular or special meeting of the Board of Directors at which a quorum is present is required to remove the Director. The Director whose position is in question shall not be permitted to vote in any matter affecting such Director, nor shall such Director be counted in determining the percentage of votes cast. All matters relative to the review process are considered confidential.

### Meetings of the Board

Section 5.10 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 5.11 The first meeting of each newly elected Board of Directors may be held at the same place and immediately after the meeting at which such new Directors were elected, and no notice need be given to the newly elected Directors in order legally to constitute the meeting.

Section 5.12 Regular meetings of the Board of Directors shall be held quarterly, on the second Thursday of March, June, September and December at the office of the Corporation or at such other place and time as determined by the President. In addition, the Board of Directors may hold its regular annual organizational meeting immediately following the annual meeting of the members, at which meeting of Directors the new Board shall organize itself and elect the Officers of the Corporation for the ensuing year and may transact any other business which is before it. Notice of any regular meetings of the Board of Directors, including the annual organizational meeting, shall be not required either as to time, place or purposes of such meeting, except that whenever the time or place of regular meetings shall be changed, notice of such action shall be given promptly to each member of the Board of Directors. Any business may be transacted at any regular meeting.

Section 5.13 Special meetings of the Board of Directors may be called by the President, or by any member of the Executive Committee of the Board of Directors, or at the written request of ten (10) members of the Board of Directors. Notice of special meetings shall be provided to each member of the Board of Directors at least one day in advance of the meeting.

This notice shall state the time and place and the business to be transacted at such special meeting.

Section 5.14 At all meetings of the Board of Directors, forty percent (40%) of the Directors in office shall be necessary to constitute a quorum for the transaction of any business. If a quorum is not present at the beginning of any meeting, the meeting may be postponed by a majority vote of the Directors present until a quorum is present, but notice of the time and place to which such meeting is rescheduled shall be given to any Directors not present by any means reasonably anticipated to notify such Directors at least eight (8) hours prior to the hour of reconvening. Resolutions of the Board shall be adopted, and any action of the Board upon any matter shall be valid and effective, with the affirmative vote of at least a majority of the Directors present in person at a meeting duly convened. In the event a quorum is present at the beginning of any meeting but is lost during the meeting, the meeting may continue and any action may be taken by the remaining Directors as shall be necessary, and such actions shall be valid and effective for all purposes within the authority of the Board of Directors.

Section 5.15 The President of the Board, if present, or if not, the Vice President, shall preside at each meeting of the Board. In the absence of the President and the Vice President, the Secretary or the Treasurer of the Corporation may preside.

Section 5.16 Minutes of each meeting of the Board of Directors shall be available to each Director at or before the next succeeding meeting. Approval of minutes of the prior Board meeting shall be part of the agenda of a regularly scheduled Board meeting.

Section 5.17 The Board of Directors may, from time to time, hold an executive session of the Board at which only voting Directors and others specifically invited by the presiding Officer shall attend. An executive session may be called by the presiding Officer or upon the

majority vote of the members of the Executive Committee present during any regular or special meeting of the Board of Directors. Discussions regarding any current or pending litigation matter, any employee matter or any other matter determined by the presiding Officer or the Executive Committee to be confidential shall be held, and any required action shall be taken, during an executive session. Minutes of an executive session, should they be kept, shall not be made available to any person who is not a Director.

Section 5.18 One or more Directors may participate in a meeting of the Board of Directors 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.

Section 5.19 Any action which may be taken at a meeting of the Board of 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 and shall be filed with the Secretary of the Corporation.

#### Compensation of Directors

Section 5.20 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 “Code”).

Section 5.21 Out-of-pocket expenses incurred by a Director for activities at which said Director represents the Corporation may be reimbursed, subject to the approval of the Executive Committee of the Board of Directors.

## ARTICLE VI

### Officers

Section 6.1 The Officers of the Corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer, each of whom shall be a member of the Board of Directors. The Board of Directors may also, from time to time, appoint such other Officers, assistant Officers and agents with such titles as it deems expedient and 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. Any two or more offices may be held by the same person except that the offices of President and Executive Director shall not be held by the same person.

Section 6.2 The Officers of the Corporation shall be elected by the Board of Directors at the re-organizational meeting which immediately follows the annual meeting of the members. All Officers shall be elected annually by the Board of Directors and shall serve for a term of one (1) year or until their successors have been duly elected and shall have qualified. Officers may be re-elected for subsequent or concurrent terms.

Section 6.3 Newly elected Officers of the Corporation shall assume their duties immediately prior to the adjournment of the meeting in which they are elected.

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 President or his/her designee shall represent the Corporation at any meeting of any organization or committee of which the Corporation is a member.

Section 6.6 Any Officer or agent elected or appointed by the Board of Directors, may be removed by the Board of Directors at any time, with or without cause or whenever, in its sole judgment, the best interests of the Corporation will be served thereby, by a two thirds (2/3) majority of all members of the Board of Directors. The Officer whose position is in question, if a Director, shall not be permitted to vote in any matter affecting such person, nor shall such person be counted in determining the percentage of votes cast. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. If the office of any Officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

#### The President

Section 6.7 The President shall exercise general supervision over the affairs of the Corporation and shall preside over any meeting of the Corporation or the Executive Committee at which he/she is in attendance. He/she shall have all of the powers and duties usually exercised by, and incident to, the office of the President. Unless the President is a regular member thereof, he/she shall be an ex-officio voting member of all committees of the Corporation. The President shall perform such other and further duties as shall from time to time be delegated to him/her by the Board of Directors or the Executive Committee.

The President shall also 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/she 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 or which has a term more than

one year, but only after the contract has been approved by the Board or the 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/her.

#### 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/she 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/she shall be. The Secretary 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/her signature or by the signature of the Treasurer or an Assistant Secretary.

#### The Treasurer

Section 6.10 The Treasurer shall be the financial and accounting Officer of the Corporation. It shall be the duty of the Treasurer (a) to be the principal Officer in charge of tax and financial matters of the Corporation; (b) to have charge and custody of and be responsible for the corporate funds; (c) to keep or cause to be kept appropriate, complete and accurate books

or records of account of all the business and transactions of the Corporation; (d) to render to the President and the Board of Directors, whenever they may require it, an account of all his transactions as Treasurer and a report as to the financial position and operations of the Corporation; and (e) to perform all duties incident to the office of Treasurer and such other duties as may from time to time be prescribed by the Board or by the President. All books or records kept by the Treasurer shall be open at all times for inspection by the Board of Directors.

#### Executive Director

Section 6.11 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. The Executive Director 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/her office when called upon at any meeting of the Board of Directors or Executive Committee. 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. The Executive Director may not execute any contract (i) in which the total expenses to the Corporation over the life of the contract total ten thousand dollars (\$10,000.00) or more, or (ii) which has a term more than one year without the specific approval of the Board of Directors or the Executive Committee.

### ARTICLE VII

#### Committees

Section 7.1 The Corporation shall have the standing committees described herein, and may also have such other ad hoc committees as are appropriate in the judgment of the Board of Directors or the Executive Committee. The chairperson and committee members of each



standing committee shall be members of the Board of Directors and shall be appointed by the President of the Board of Directors with the confirmation of the entire Board. The chairperson and committee members of each ad hoc committee may, but need not be, members of the Board of Directors and shall be appointed by the President of the Board of Directors. Confirmation of the entire Board shall not be required for members of ad hoc committees. All Committee chairpersons shall be directly responsible to the Executive Committee. Each committee member shall comply fully with the Conflict of Interest Policy of the Corporation in addition to any other applicable state laws and fiduciary duties governing or relating to conflicts of interest applicable to nonprofit and charitable corporations.

Section 7.2 Any meeting of any committee may be held, and any necessary action taken, 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 committee members so participating shall be deemed present at the meeting.

Section 7.3 The Corporation shall have, at a minimum, the following standing committees:

(a) Executive Committee: The Executive Committee shall consist of the President, Vice President, Secretary, 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 the Pennsylvania Nonprofit Corporation Law, 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 of the Board following such action. The Executive

Committee shall meet quarterly during the months of February, May, August and November, or on the call of the President, and at time and places designated by him/her.

The Executive Committee may, from time to time, hold an executive session of the Committee at which only voting members of the Committee and others specifically invited by the presiding Officer shall attend. An executive session may be called by the presiding Officer or upon the majority vote of the members of the Committee present during any meeting. Discussions regarding any current or pending litigation matter, any employee matter or any other matter determined by the presiding Officer or the Executive Committee to be confidential shall be held, and any required action shall be taken, during an executive session. Minutes of an executive session, should they be kept, shall not be made available to any person who is not a member of the Executive Committee.

Whenever a need arises to interpret the Bylaws of the Corporation, or a particular provision thereof, the Executive Committee shall determine the intent and application of the Bylaws, or such provision thereof. The determination of the Executive Committee in such situation shall be final and binding on the Corporation unless such determination shall be overruled by a three-fourth (3/4) majority of the Directors present at a duly convened meeting of the Board of Directors.

(b) Nominating Committee. The Nominating Committee shall consist of five (5) Directors designated by the President and approved by the entire Board. The Nominating Committee shall have the responsibility for submitting the names of candidates to serve as Directors at Large on the Board of Directors for the election held at the annual meeting (nominees for the nine (9) Allegheny County Directors at Large shall

be selected jointly with the Allegheny Emergency Medical Services Council). This Committee shall also have the responsibility for nominating candidates to be considered for election as Officers of the Corporation. This Committee shall also (i) receive requests for membership in the Corporation, (ii) identify potential individual members pursuant to Section 3.3(d) of these Bylaws, and (iii) make the appropriate recommendations to the Board of Directors. This Committee shall also have the responsibility for reviewing these Bylaws of the Corporation every three (3) years and recommending such amendments to these Bylaws as the Committee deems to be in the best interest of the Corporation.

Section 7.4 The President or the Board of Directors may also, from time to time, establish such other standing committees and ad hoc committees as are necessary or appropriate, in the judgment of the President or the Board, for the benefit of the Corporation and may vest such committees with such powers as the President or Board of Directors shall deem appropriate, subject to the limitations set forth in the Pennsylvania Nonprofit Corporation Law.

## ARTICLE VIII

### GENERAL PROVISIONS

#### Checks and Notes

Section 8.1 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 8.2 The fiscal year shall end on the last day of June.

### Seal

Section 8.3 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 8.4 Whenever, under the provisions of the statute or of the Articles of Incorporation or of these Bylaws, notice is required to be given to any person, it may be given to such person by any means reasonably expected to reach the recipient including, but not limited to, mail, facsimile, overnight express courier, telephone, email or personal delivery. Notice shall be deemed effective (i) if sent by mail, three business days following deposit, properly addressed and first class postage prepaid, in the United States mail; (ii) if sent by facsimile, upon receipt of a confirmation of delivery; (iii) if by express courier or personal delivery, upon delivery to the designated address; (iv) if sent by email, upon transmission to the last known email address of recipient; and (v) if sent by telephone, upon delivery of such notice to the designated person or an answering machine or voicemail system accessible by the intended recipient, or to an intermediary who agrees to communicate the message to the intended recipient.

Section 8.5 At the discretion of the Board of Directors or the Executive Committee, notice of meetings of members may, in addition to or in lieu of any means of notice described in these Bylaws, be given and deemed effective upon publication of such notice in a newspaper or newspapers of general circulation which include(s) the addresses of record of at least 80% of such members of record. For purposes of this section, the Pittsburgh Tribune Review and the Pittsburgh Post Gazette newspapers shall be deemed to have a general circulation sufficient to comply with the requirement contained herein.

Section 8.6 Whenever any notice is required to be given by statute or by the Articles of Incorporation or by these Bylaws, 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. 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 IX

### INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 9.1 The Corporation shall indemnify and defend any Director or officer, and may indemnify and defend any other employee or agent, who was or is a party to, or is threatened to be made a party to, or who is called as a witness in connection with, any threatened action, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation or a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise at the request of the Corporation, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding unless the act or failure to act giving rise to the claim for indemnification is determined by a disinterested majority of the Board of Directors, which may retain independent counsel in making such determination, to have constituted willful misconduct, recklessness, or self-dealing.

Section 9.2 The Corporation shall pay expenses incurred by an officer or Director, and may pay expenses incurred by any other employee or agent, in defending a civil or criminal action, suit or proceeding 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 he or she is not entitled to be indemnified by the Corporation, unless the act or failure to act giving rise to the claim for indemnification is determined by a disinterested majority of the Board of Directors, which may retain independent counsel in making such determination, to have constituted willful misconduct, recklessness, or self-dealing.

Section 9.3 The right to indemnification and advancement of expenses provided herein shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefits of the heirs, executors and administrators of such person.

Section 9.4 The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled, both as to action in his or her official capacity with the Corporation and as to action in another capacity while holding such office with the Corporation, under any Bylaw, agreement, contract, vote of a disinterested majority of the Board of Directors, or pursuant to the direction of any court of competent jurisdiction.

Section 9.5 The Corporation shall have the authority to create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner, its indemnification obligations, whether arising under these Bylaws or otherwise. This authority shall include, without limitation, the authority to (i) deposit funds in trust or in escrow,

(ii) establish any form of self-insurance, (iii) secure its indemnity obligation by grant of a security interest, mortgage or other lien on the assets of the Corporation or (iv) establish a letter of credit, guaranty or surety arrangement for the benefit of such persons in connection with the anticipated indemnification or advancement of expenses contemplated by this Article. The authority granted by this Section shall be exercised by the Board of Directors of the Corporation.

Section 9.6 The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or officer or representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her in any such capacity, or arising out of his or her status as such, whether the Corporation has the power to indemnify him or her against such liability under the laws of this or any other state.

Section 9.7 As soon as practicable after receipt by any person specified in this Article of notice of the commencement of any action, suit or proceeding specified in this Article, such person shall, if a claim with respect thereto may be made against the Corporation under this Article, notify the Corporation in writing of the commencement or threat thereof; however, the omission to notify the Corporation shall not relieve the Corporation from any liability under this Article, unless the Corporation shall have been prejudiced thereby, or from any other liability which it may have to such person other than under this Article. With respect to any such action as to which such person notifies the Corporation of the commencement or threat thereof, the Corporation may participate therein at its own expense and, except as otherwise provided below, to the extent that it desires, the Corporation, jointly with any other indemnifying party similarly notified, shall be entitled to assume the defense thereof, with counsel selected by the Corporation to the reasonable satisfaction of such person. After notice from the Corporation to such person

of its election to assume the defense thereof, the Corporation shall not be liable to such person under this Article for any legal or other expenses subsequently incurred by such person in connection with the defense thereof other than as otherwise provided below. Such person shall have the right to employ his or her own counsel in such action, but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of such person unless: (i) the employment of counsel by such person shall have been authorized by the Corporation; (ii) such person shall have reasonably concluded that there may be a conflict of interest between the Corporation and such person in the conduct of the defense of such proceeding or (iii) the Corporation shall not in fact have employed counsel to assume the defense of such action. The Corporation shall not be entitled to assume the defense of any proceeding brought by or on behalf of the Corporation or as to which such person shall have reasonably concluded that there may be a conflict of interest.

Section 9.8 A contract shall exist between the Corporation, its Directors and officers with respect to indemnification and advancement of expenses as provided by this Article and as otherwise provided by applicable law.

## ARTICLE X

### Operating Guidelines

Section 10.1 In addition to the purposes set forth herein and in the Articles of Incorporation, 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 10.2 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 10.3 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 10.4 The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.

Section 10.5 The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

Section 10.6 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 10.7 The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

Section 10.8 Notwithstanding any other provision or these Bylaws 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 10.9 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 XI

### Amendments

Section 11.1 These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by a resolution adopted by a two-thirds (2/3) affirmative vote of the Directors present at any special or regular meeting, provided that notice of the proposed amendment or the general nature thereof is given at least thirty (30) days prior to the meeting.