**NURTURING MINDS, INC.**

**(a Pennsylvania Nonprofit Corporation)**

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**FIFTH AMENDED AND RESTATED**

**BYLAWS**

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**OFFICES AND UNITS**

## **Registered Office.** The location and post office address of the registered office of the Corporation in Pennsylvania shall be as specified in the Articles of Incorporation or by the Board of Directors.

## **Other Offices.** The Corporation shall also have offices at such other places within or without the Commonwealth as the Board of Directors may from time to time appoint and the business of the Corporation may require.

**PURPOSE**

## **Purpose**. The Corporation's activities, as authorized in its Articles of Incorporation, are as follows:

### The corporation is formed exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") (or the corresponding provision of any future United States Internal Revenue Law), and particularly, but not limited to:

Raise funds and provide financial support for the education of Tanzanian girls; and, subject to the limitations set forth in paragraphs (b), (c), (d), and (e) of this Section 2.1, to perform all other things and acts and exercise all other powers, rights and privileges which a nonprofit corporation may now or hereafter be organized or authorized to do or to exercise under the Pennsylvania Nonprofit Corporation Law of 1988, as amended from time to time.

### The corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, officer or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, contributions and distributions in furtherance of the purposes of the corporation set forth in the foregoing paragraph (a) of this Section 2.1.

### 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 or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

### Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any remaining assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the 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. The use of any surplus funds for private inurement to any person in the event of a sale or dissolution of the corporation is prohibited.

### Notwithstanding any other provisions of these Articles to the contrary, if the organization is subject to the provisions of Sections 4941 through 4945 of the Code (or the corresponding provision of any future United States Internal Revenue Law), the Directors are prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code which would subject the corporation to tax under Section 4943 of the Code, from making any investments which would subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code. In addition, the corporation shall make distributions at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code.

**NON-MEMBER CORPORATION**

## **No Members.** The Corporation shall have no members.

**DIRECTORS**

## **Number of Directors.** The Board of Directors shall consist of not less than ten (10) and not more than twenty-five (25) Directors, as shall be determined from time to time by resolution of the Board of Directors. Until otherwise determined by the Board, the Board shall consist of three (3) Directors.

## **Election of and Procedure for the Appointment of Directors and Advisors.** Except as otherwise provided in Section 4.1 hereof, Directors and Advisors may be elected to the Board at any time throughout the year, provided that (i) the admission of such new Director or Advisor is approved by the Board of Directors in accordance with this Section 4.2, and (ii) such new Director or Advisor delivers such documentation as the Nominating Committee shall require to so admit such new Director or Advisor to the Corporation, and (iii) such new Director or Advisor agrees in writing to be bound by these Bylaws. At the meeting of the Board of Directors at which a new Board is to be elected, or at such prior meeting as the Board may designate for acceptance of nominations, each member of the Board present at such meeting shall be entitled to nominate candidates for Directors and Advisors. At the same meeting, the members shall nominate and select a Chair and Vice-Chair of the Board. Acceptance of any nomination thereat shall require the approval of the Board. Voting by the Board on the nomination of candidates for Directors and Advisors shall be conducted at a meeting duly held and constituted or by written consent. Announcement at any duly convened Board of Directors meeting that nominations for candidates, or election of Directors and Advisors, or both nominations and elections, shall be had at the next Board meeting shall constitute sufficient notice of such action, provided notice is given to those Directors not present at such duly convened meeting as provided in Section 4.8 and 4.10, and further provided that if the time and place of the Directors' meeting or meetings at which candidates are to be nominated and Directors and Advisors are to be elected is designated by standing resolution, no notice other than such resolution shall be required.

## **Duties.** Each Director shall endeavor to promote the objectives of the Corporation to the best of his/her ability. Each is expected to attend as many of the meetings as possible and to personally promote and participate in the Corporation’s activities. Each member shall seek to give or raise $10,000 towards the Corporation’s activities, as specified in these Bylaws, during each year of that member’s service on the Board, subject to the Board’s discretion to change this requirement for particular Directors.

## **Succession.** A member of the Board of Directors shall generally serve a two (2) year term. A Director may serve more than one term on the Board, and may be re-elected to the Board after retiring. Three (3) months prior to the end of each Director’s two (2) year term, each Director shall notify the nominating committee chair of his/her intention to serve for a subsequent term. If a Director desires to serve for a subsequent term, he/she shall request approval from the Board of Directors on his/her subsequent term, which approval shall be by a minimum two-thirds majority vote of the full Board.

## **Resignation.** A Director may resign at any time by giving written notice to the Chair of the Board or President. Any such resignation shall take effect at the time specified, or if not specified shall take effect immediately upon the receipt thereof.

## **Removal.** Except as otherwise expressly provided in Section 11.6, a Director may be removed from the Board should he or she no longer meet the formal criteria for Board membership, as may be established and from time to time amended by the Board.

## **Vacancies.** Vacancies and newly created Directorships resulting from any increase in the authorized number of Directors shall be filled by a majority of the remaining members of the Board, though less than a quorum, and each person so elected shall be a Director until his successor is elected and qualified.

## **Powers.** The business of the Corporation shall be managed by its Board of Directors, which may exercise all powers of the Corporation.

## **Meetings.** The Board of Directors may hold meetings both regular and special, either within or without the Commonwealth of Pennsylvania.

## **First Meeting.** The first meeting of each newly elected Board of Directors shall be held immediately following the annual meeting at which such Directors are elected and no notice of such meeting shall be necessary or the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver signed by all of the Directors. At such regular annual meeting the Board of Directors shall organize itself and elect the officers of the Corporation for the ensuing year and may transact any other business.

## **Regular Meetings.** Regular meetings of the Board of Directors may be held at such time and at such place as shall from time to time be designated by the Directors. If such designation is by standing resolution of the Board no notice other than such resolution shall be required. If such designation is by resolution or consensus adopted at a duly convened meeting of the Board with respect to the next meeting of the Board, further notice need be given only to those Directors not present at such duly convened meeting, in person or by telephone, by telegram, by mail, by facsimile transmission, or by e-mail or other electronic communication.

## **Special Meetings.** Special meetings of the Board of Directors may be called by the Chair on twenty-four hours' notice to each Director and may be held at such time and at such place as shall from time to time be designated by the Directors. Notice may be given personally, by telephone, by telegram, by mail, by facsimile transmission, or by e-mail or other electronic communication. Special meetings may be called by the Secretary in like manner and on like notice on the written request of two Directors.

## **Purpose of Meetings.** Notice of a Directors' meeting shall specify the general purpose of the meeting if (a) the purpose of such meeting is to amend the Bylaws, (b) notice is required under Section 4.2 of a meeting to nominate or elect Directors, or (c) the meeting is a special meeting of the Directors.

## **Quorum and Action.** Except as otherwise provided in Section 4.4, at all meetings of the Board of Directors, a majority 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. Each Director shall be entitled to one vote. No Director shall have the right to cumulate his votes for any purpose. If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting for no more than ten days, without notice other than by announcement at the meeting, until a quorum shall be present.

## **Conference Telephone.** One or more Directors may participate in a meeting of the Board of Directors, or a committee thereof, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

## **Compensation.** Directors do not receive compensation for their services and shall receive reimbursement for their expenses, which the Board of Directors shall fix. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

## **Action by Written Consent.** Any action which may be taken at a meeting of the Directors or the members of any 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 the Directors or the members of the committee, as the case may be, and shall be filed with the minutes of the proceedings of the Board or committee.

**COMMITTEES**

## **Committees.** The Board of Directors may, by resolution adopted by a majority of Directors in office, establish one or more committees, each committee to consist of one or more Directors or other natural persons. Any such committee shall have and exercise the authority of the Board of Directors, to the extent provided by resolution of the Board of Directors or in the Bylaws except that no such committee shall have any power or authority as to the following:

### The filling of vacancies in the Board of Directors;

### The adoption, amendment or repeal of the Bylaws;

### The amendment or repeal of any resolution of the Board;

### Action on matters committed by the Bylaws or resolution of the Board of Directors to another committee of the Board;

### The purchase, mortgage, leasing or disposal of real estate;

### The removal of any officer or Director.

No such committee of Directors and other persons shall designate itself as a committee of the Board of Directors.

## **Committee Members.** All committee members and the chairperson of each committee shall be proposed by the Chair and approved by the Board. The Chair may, with the approval of the Board, designate one or more alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The Chair and the Executive Director, as well as other Directors, may attend any Committee Meeting at such Committee’s invitation.

## **Terms.** Members of committees shall serve for one year terms or for such terms as are set forth in the resolution establishing the committee. Vacancies in any committee shall be filled by the Chair and approved by the Board.

## **Minutes; Reports.** Minutes of the meetings of the committees shall be recorded and sent to the Board of Directors if required by resolution of the Board. Chairpersons of committees shall report regularly to the Board of Directors on the activities of their respective committees.

**OFFICERS, CHAIRS AND AGENTS**

## **Titles.** The officers of the Corporation shall be chosen by the Board of Directors at its annual meeting and shall be an Executive Director, Secretary, and Treasurer, or persons who shall act as such regardless of the name or title by which they may be designated. The Corporation may also have such other officers and agents as the Board shall from time to time authorize who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. The Executive Director, Secretary and Treasurer shall be natural persons of full age. The officers may, but need not be, members of the Board of Directors.

## **Salaries.** Any salaries of the officers of the Corporation shall be fixed by the Board of Directors.

## **Terms of Office.** Each officer selected by the Board under Section 6.1 shall serve for a 2-year renewable term of office. If an officer, who is also a Board member, has time left on his or her term of office when their Board service ends, the Board may, at its discretion, allow the officer to complete the term of office. Any officer elected or appointed by the Board of Directors may be removed, with or without cause, at any time by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors.

*Section 6.4* **Chair of the Board.** The Board shall elect a Chair of the Board whose responsibilities shall include ensuring that the Board of Directors is properly fulfilling its governance role; and striving to create harmony among the Board members and staff; The Chair shall designate (subject to the Board’s approval) chairs of committees and shall preside over Board meetings and serve as the representative of the Board.

*Section 6.5* **Vice-Chair.** One Vice-Chair may be elected and, in the absence or disability of the Chair of the Corporation, the Vice-Chair shall perform the duties and have all the powers and functions of the Chair. The Vice-Chair shall perform such duties as may be prescribed by the Board of Directors from time to time.

*Section 6.6* **Secretary.** The Secretary shall attend all meetings of the Board of Directors and record all the proceedings in a book to be kept for that purpose. The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his or her signature.

*Section 6.7* **Treasurer.** The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of all 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 may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chair and the Board of Directors, at its regular meetings, or when the Board of Directors so requests, an account of all the transactions as Treasurer and of the financial condition of the Corporation. The Treasurer may delegate any of these duties to the Executive Director or other employee of the Corporation.

*Section 6.8***Treasurer's Bond.** If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors, conditioned upon the faithful performance of the duties of the Treasurer's office, and for the restoration to the Corporation in the event of the Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind, belonging to the Corporation, that may come into the Treasurer's possession or under the Treasurer's control at any time whatsoever.

*Section 6.9* **Executive Director.** The Board shall appoint an Executive Director, who shall be an employee of the Corporation and shall generally be present by invitation at meetings of the Board of Directors, but shall not be a member of the Board. The Executive Director shall generally participate, by invitation, in all the committee meetings of the Board. The Executive Director shall be the chief executive officer of the Corporation; shall have general and active management of the business of the Corporation; and shall manage the day-to-day affairs of the Corporation; and shall see that all orders and resolutions of the Board of Directors are carried out and shall perform like duties for any duly authorized committee when required. The Executive Director shall give, or cause to be given, all required notices of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors.

*Section 6.10* **Co-Founders.** The Co-Founders of the Board, Polly Dolan and Tracey Dolan shall not be subject to the term limitations for Board Members of Section 4.4. They may resign from the Board, or be removed from the Board according to the procedures set out in these Bylaws or governing law applicable to all Board Directors.

*Section 6.11* **Advisor & Ambassador.** An advisor is an expert in his/her field and specialty pertinent to the mission of the Corporation. This person’s primary role is to advise and provide consultation to the Board on any decisions related to his/her area of expertise. The Advisor is expected to keep the Board current on issues, ideas and suggestions related to his/her expertise. An Ambassador is a highly visible individual that represents the Corporation and shares the news of the Corporation’s projects and efforts to raise funds for supporting secondary education for at-risk girls in Tanzania. Such an Ambassador is a prominent person within his/her field who is recognized and respected by the public and maintains a significant network of social contacts at significant levels in society and is willing to introduce and share with the Corporation such networks, advocating for the development of the Corporation’s cause. The Advisors and Ambassadors will generally be invited to, and may attend Board meetings and conference calls as they choose, though his/her presence will be requested when discussing topics pertinent to the Advisor or Ambassador. The term for an Advisor or Ambassador is a two (2) year term following the same procedure for term service as a member of the Board of Directors.

*Section 6.12* **Regional Coordinator.** A Regional Coordinator is an enthusiastic supporter of the Corporation and his/her role is to develop a strong network for fundraising within his/her geographic area and coordinates at least one annual fundraising event per year. The Coordinator will recruit volunteers to join the Corporation and solicit for donations and sponsorship.

**FINANCE**

*Section 7.1* **Fees and Profits.** The Corporation may charge fees or prices for services or products it renders within its lawful authority, and may receive such income and make an incidental profit thereon. All such incidental profits shall be applied to the maintenance and operation of the charitable activities of the Corporation, and in no case shall be divided or distributed in any manner whatsoever among the Directors or officers of the Corporation.

*Section**7.2* **Financial Reports.** The Chair and Treasurer shall present at the annual meeting of the Board a report, verified by the Chair and Treasurer, which report shall indicate in appropriate detail:

### 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;

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

### 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;

### 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.

Such report shall be filed with the minutes of the annual meeting of the Board.

**REAL ESTATE**

## **Authorization for Transactions.** The Corporation shall not purchase, sell, mortgage, lease away, or otherwise dispose of its real estate unless authorized by the vote of a majority of the members in office of the Board of Directors.

**INDEMNIFICATION AND INSURANCE**

SECTION 9 DEFINITIONS. For the purposes of this Article 9, the following definitions shall apply:

“Agent” means any person who: (i) is or was a director, officer, employee, or other agent of this Corporation; or (ii) is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise (“enterprise”).

“Proceeding” means any threatened, pending or completed action suit or proceeding, whether civil, criminal, administrative, or investigative and whether internal or external to the Corporation.

“Expenses” includes, without limitation, attorneys’ fees and any expenses of establishing a right to indemnification under this Article VII.

“Losses” mean the total amount which the agent becomes legally obligated to pay in connection with any proceeding, including judgments, fines, amounts paid in settlement and Expenses.

## **Limitation of Liability**. To the fullest extent permitted by Pennsylvania law now in effect and as amended from time to time, a Director of this Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless the Director has breached or failed to perform the duties of his or her office under Chapter 57, Subchapter B of the Pennsylvania Nonprofit Corporation Law, or any successor provisions thereto, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. This provision shall not apply to the responsibility or liability of a Director for payment of taxes pursuant to local, state or federal law.

## **Third Party Actions**. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to, or otherwise becomes involved in, any Proceeding (other than an action by or in the right of the corporation) by reason of the fact that the person is or was an Agent of the Corporation against Losses actually and reasonably incurred by the person in connection with such Proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal Proceeding, had no reasonable cause to believe the person’s conduct was unlawful. The termination of any 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 such a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal Proceeding, had reasonable cause to believe that the person’s conduct was unlawful.

## **Actions by or in the Right of the Corporation.** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to, or otherwise becomes involved in, any Proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was an Agent of the Corporation against Expenses actually and reasonably incurred by the person in connection with the defense or settlement of such Proceeding if the person acted in good faith and in a manner the person 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 by a court of competent jurisdiction to be liable to the Corporation unless and only to the extent that the court in which such Proceeding was brought shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such Expenses as the court shall deem proper.

## **Successful Defense.** To the extent that an Agent of the Corporation has been successful on the merits or otherwise in defense of any Proceeding referred to in Sections 2 and 3 of this Article 9, or in defense of any claim, issue or matter therein, he or she must be indemnified against Expenses actually and reasonably incurred by him or her in connection therewith.

## **Determination of Conduct.** Any indemnification under Sections 2 and 3 of this Article 9, (unless ordered by a court or advanced pursuant to Section 6 of this Article 9) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 2 and 3 of this Article 9. 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 Proceeding, or (b) if such a quorum is not obtainable or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) if a majority vote of a quorum consisting of directors who were not parties to the Proceeding so orders, by independent legal counsel in a written opinion.

## **Payment of Expenses in Advance.** Expenses incurred by an Agent in connection with a Proceeding shall be paid by the Corporation as they are incurred and in advance of the final disposition of such Proceeding upon receipt of an undertaking by or on behalf of such Agent to repay such amount if it shall ultimately be determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the corporation as authorized in this Article 9.

## **Indemnity Not Exclusive.** The indemnification and advancement of Expenses provided by, or granted pursuant to, the other provisions of this Article 9 shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of Expenses may be entitled under any by-law, agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

## **Insurance Indemnification.** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was an Agent of the Corporation against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person’s status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this Article 9.

## **Heirs, Executors and Administrators.** The indemnification and advancement of Expenses provided by, or granted pursuant to, this Article 9 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be an Agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

## **Further Amendment.** Notwithstanding any provision in this Article 9 to the contrary, in the event the Pennsylvania Law is either amended to provide, or interpreted by judicial or other binding legal decision to provide, broader indemnification rights than those contained herein, such broader indemnification rights shall be provided to any and all persons entitled to be indemnified pursuant to the Pennsylvania Law the intent of this provision being to permit the Corporation to indemnify, to the full extent permitted by Pennsylvania Law, persons whom it may indemnify thereunder.

## **Limitation of Liability**. To the fullest extent permitted by Pennsylvania law now in effect and as amended from time to time, a Director of this Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless the Director has breached or failed to perform the duties of his or her office under Chapter 57, Subchapter B of the Pennsylvania Nonprofit Corporation Law, or any successor provisions thereto, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. This provision shall not apply to the responsibility or liability of a Director for payment of taxes pursuant to local, state or federal law.

**CONFLICTS OF INTEREST**

## **Policy.** It is recognized that occasions may arise when a member of the Board of Directors or an officer of the Corporation has a financial interest in a contract or transaction upon which action is to be taken or withheld by the Board or a committee thereof. It is the policy of the Corporation and of its Board of Directors that:

### Any material facts as to such financial interest shall be disclosed by such Director or officer to the members of the Board or committee.

### The Director or officer having such financial interest on any matter shall not vote or use any personal influence in regard to the matter (except that he or she may state a position on the matter and respond to questions about it); however, such Director or officer may be counted in determining the quorum for the meeting at which the matter is voted upon. The interested Director shall leave the meeting during the Board’s general discussion of the matter and during any vote taken. The minutes of the meeting shall reflect whether such disclosure was made and whether such Director or officer abstained from voting.

### No contract or transaction in which a Director or officer has a financial interest shall be knowingly entered into by the Corporation unless it has been authorized in good faith by a vote of the disinterested members of the Board of Directors in accordance with the Pennsylvania Nonprofit Corporation Law.

**WHISTLEBLOWER POLICY**

## **General.** The Corporation subscribes to principles of ethics and conduct for its Directors, officers, and employees that require them to observe high standards of business and personal ethics in the conduct of their duties and responsibilities.

## **Reporting Responsibility.** It is the responsibility of all Directors, officers and employees to comply with the principles provided hereunder and to report violations or suspected violations in accordance with this Article 11.

## **Good Faith.** Anyone filing a complaint concerning a violation or suspected violation of ethical conduct must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious offense. A malicious or knowingly false accuser cannot utilize this Article 11 as a shield against other actions and remedies under the law.

## **Confidentiality.** Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

## **No Retaliation.** No Director, officer, or employee who in good faith reports a violation of ethical conduct shall suffer harassment, retaliation, or adverse consequence. An officer and/or Director who retaliates against someone who has reported a violation in good faith is subject to a review of ethical conduct by the Board of Directors and may be subject to actions for removal from the Board.

## **Investigation and Corrective Action.** Except as otherwise provided in these Bylaws or in the resolution creating the committee, an independent committee shall be established to investigate and resolve reported complaints and allegations concerning violations of ethical conduct. A member of the investigating committee shall notify the complainant and acknowledge receipt of the reported violation or suspected violation within a reasonable time. All reports shall be promptly investigated and appropriate corrective action shall be taken if warranted by the investigation. Corrective action may include internal remediation, such as removal, and/or referral of the matter to appropriate civil or criminal authorities. In the event removal of a Director is warranted, all Directors shall be given written notice of a meeting for which the agenda shall state the proposal of such removal and the specified charges. Notwithstanding anything to the contrary contained in these Bylaws, a Director may be removed for violating this Article 11 by a majority vote of the independent members of the Board.

**GENERAL PROVISIONS**

## **Construction of Powers.** Unless these Bylaws expressly or by clear construction or implication so provide, nothing contained in these Bylaws is intended to or shall limit, qualify, or restrict any powers or authority granted or permitted to nonprofit corporations by the Pennsylvania Nonprofit Corporation Law.

## **Corporate Seal.** The Board of Directors shall prescribe the form of a suitable corporate seal, which shall contain the full name of the Corporation and the year and state of incorporation.

## **Fiscal Year.** The fiscal year of the Corporation shall end on the 30th day of June of each year.

## **Checks.** All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

## **Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Pennsylvania Nonprofit Corporation Law or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a person, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting.

## **Record**s. An original or duplicate re­cord of the proceedings of the Directors and other bodies, the books or records of account and the Bylaws, shall be kept at the registered office or principal place of business.

## **Disposition of Income and Assets.** No part of the income or profits of the Corporation shall be paid, distributed or otherwise inure to the benefit of any Directors or officers or other private persons except that the Corporation shall be authorized to pay compensation in reasonable amounts to its Directors or officers for services rendered and to make payments and distributions in furtherance of its general corporate purposes including contributions and donations for charitable purposes. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any remaining assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the 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.

**AMENDMENTS**

## **Amendment of Bylaws.** These Bylaws may be altered, amended, or repealed by a majority vote of the Directors then in office and present at any regular or special meeting duly convened after notice to the Directors of the purpose of such meeting.