

GO2 CHURCH PLANTING MINISTRIES

Bylaws

Adopted 12/7/2008

**BYLAWS
OF
Go2 CHURCH PLANTING MINISTRIES
(a Non-Profit Pennsylvania Corporation)**

**ARTICLE I
OFFICES**

1. The registered office of Go2 Church Planting Ministries (the “Corporation”) shall be at 320 North Third Street, Telford, PA 18969.
2. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the Corporation may require.

**ARTICLE II
SEAL**

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words “Corporate Seal, Pennsylvania”.

**ARTICLE III
MEMBERS**

1. Members shall consist of those original chartered members and any person who makes a contribution to the Corporation of at least \$500 in a single fiscal year and any person who makes cumulative contributions to the Corporation of at least \$2,500. Membership, once granted, shall be perpetual.
2. The Board of Directors may determine from time to time the amount of the annual contribution or the amount of the cumulative contributions required for membership in the Corporation; provided however that such changes shall not impact current members of the Corporation.
3. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, any may, by a majority vote of those present at any regularly constituted meeting, or terminate the membership of any member who become ineligible for membership.
4. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstated such former member to membership upon such terms as the Board of Directors may deem appropriate.
5. Membership in this Corporation is not transferable or assignable.

ARTICLE IV MEETINGS OF MEMBERS

1. Meetings of the members shall be held at the registered office of the Corporation unless another place within or outside the Commonwealth of Pennsylvania is selected, as may from time to time be determined by the Board of Directors.
2. The annual meeting of the members shall be held within 120 days of the close of the fiscal year, at a date and time specified by a majority of the members or by the Board of Directors, when they shall elect a Board of Directors and transact such other business as may properly be brought before the meeting. If the annual meeting shall not have been called and held within six (6) months after the designated time, any member may call such meeting.
3. Special meetings of the members may be called at any time by the President, or the Board of Directors, or by a group of members entitled to cast at least ten percent (10%) of the votes that all members are entitled to cast at the particular meeting. Upon written request of any person who has called a special meeting, it shall be the duty of the Secretary to fix the time for the meeting, which shall be held not more than sixty days after the receipt of the request. If the Secretary shall neglect or refuse to fix the time for the meeting, the person or persons calling the meeting may do so. Business transacted at all special meetings shall be confined to the objects stated in the meeting notice, and matters germane thereto.
4. Written notice of every meeting of the members, stating the time, place and object thereof, shall be given by, or at the direction of, the Secretary to each member of record entitled to vote at the meeting by publishing such meeting notice on the official GO-2 Church Planting Ministries website, at least forty-five (45) days prior the day named for the meeting, unless a greater period of notice is required by statute in a particular case. If the Secretary shall neglect or refuse to give notice of the meeting, the person or persons calling the meeting may do so by such other reasonable means generally used for such purposes. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted.
5. 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, give notice of such meeting by causing notice of such meeting to be published on the official GO-2 Church Planting Ministries website.
6. Except as may be otherwise provided by law or by the Articles of Incorporation, the members present at a duly organized meeting shall constitute a quorum and can do business until adjournment.
7. Any action which may be taken at a meeting of the members or of a class of 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.

8. Every member of the corporation shall be entitled to one vote. No member shall sell his vote for money or anything of value. Upon request of a member, the books or records of membership shall be produced at any regular meeting or special meeting of the corporation. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be members entitled to vote may vote. The right of a member to vote, and his right, title and interest in or to the corporation or its property, shall cease on the termination of his membership.
9. Voting may be by ballot, mail or any reasonable means determined by the Board of Directors. Election for directors need not be by ballot except upon demand made by a member at the election and before the voting begins.
10. In advance of any meeting of 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 are not so appointed, the presiding officer of any such meeting may, and on the request of any member shall, make such appointment at the meeting. The number of judges shall be one or three. No person who is a candidate for office shall act as a judge.

ARTICLE V DIRECTORS

1. The Board of Directors shall consist of no less than five (5) and no more than seven (7) members. A majority of the members of the Board of Directors must be members of a Grace Brethren Church.
2. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board of Directors 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 or by these By-Laws directed or required to be exercised or done by any other body.
3. Directors shall be elected to serve a term of three (3) years. To provide for a smooth transition over the life of the Corporation, three of the original charter Board members shall serve an initial term of three (3) years, and two charter Board members shall serve an initial term of two (2) years. The Board of Directors shall nominate candidates to fill any open positions so as to ensure a full complement of Board members at all times. The election to fill an unfilled Board position, to elect new Board members or to re-elect Board members shall take place at the annual meeting at the membership as prescribed in Article IV (1).
4. Upon the vacation of the office of director by resignation or other cause, the Board of Directors shall, at its next regular meeting or at a special meeting scheduled for such purpose, select a replacement to fill the unexpired term.

5. The meetings of the Board of Directors may be held at such times and at such place or places within this Commonwealth 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. An annual meeting of the Board of Directors shall be held within One-Hundred Twenty (120) days of the close of the fiscal year. At the annual meeting, the Board of Directors shall transact such business as may properly be brought before the meeting. If the annual meeting shall not be called and held within six months after the designated time, any member of the Board may call such meeting.
6. Written or personal notice, including email, of every meeting of the Board of Directors shall be given to each director at least five (5) days prior to the day named for the meeting.
7. 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. Any action which may be taken at a meeting of the directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors in office and shall be filed with the Secretary of the Corporation.
8. The members of the Board of Directors present at a duly organized meeting at which a quorum is present can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not been attained, those present may, except as otherwise provided by statute, adjourn the meeting and reconvene at such time and place as they determine. If a quorum still cannot be achieved after the second attempt to schedule the meeting, then those present may, except as otherwise provided by statute, may reconvene at such time and place as they determine and those who attend the third attempted meeting, shall constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting, provided a written notice of such third meeting is sent to the members of the Board of Directors, stating that those members of the Board of Directors who attend the third meeting shall constitute a quorum for the purpose of acting upon such resolution or other matter. The written notice shall be provided as set forth in Article V (4).
9. The Board of Directors may, by resolution adopted by a majority of the directors in office, establish one or more committees to consist of one or more directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board of Directors or in the Bylaws, 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:
 - (a) The adoption, amendment or repeal of the Bylaws.
 - (b) The amendment or repeal of any resolution of the Board.
 - (c) Action on matters committed by the Bylaws or resolution of the Board of Directors to another committee of the Board.

- (d) The execution of contracts binding the Corporation.
10. 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. In the absence or disqualification of a member of a committee, the members thereof present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. Each committee of the Board shall serve at the pleasure of the Board.
11. A director of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform such director's duties as a director, including duties as a member of any committee, in good faith, in a manner such director reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing such director's duties, a director shall be entitled to rely in good faith on information, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:
- (a) One or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented.
 - (b) Counsel, public accountants or other persons as to matters that the director reasonably believes to be within the professional or expert competence of such person.
 - (c) A committee of the board upon which the director does not serve, duly designated in accordance with law, as to matters within its designated authority, which the director reasonably believes to merit confidence.
12. **[Intentionally Blank]**
13. A director shall not be considered to be acting in good faith if such director has knowledge concerning the matter in question that would cause such director's reliance to be unwarranted.
14. In discharging the duties of their respective positions, the board of directors, committees of the board and individual directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers and customers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section.
15. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the Corporation.
16. A director of the Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- (a) The director has breached or failed to perform the duties of such director's office under this section.
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this section shall not apply to:
 - (i) The responsibility or liability of a director pursuant to any criminal statute; or
 - (ii) The liability of a director for the payment of taxes pursuant to local, State and Federal law.

ARTICLE VI OFFICERS

1. The executive officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers and assistant officers as the needs of the Corporation may require. Unless the term of office for any executive officer is changed by the Board of Directors, Officers shall hold their offices for a term of one (1) year and shall have such authority as from time to time shall be prescribed by resolution of the Board. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise. Officers must be members of the Corporation and must subscribe to the Statement of Belief of the Corporation. Any two (2) offices may be held by the same person.
2. The Officers shall be elected by the Board of Directors.
3. Any officer or agent 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 of any person so removed.
4. The Vice President shall serve in the capacity of the President in the event of the death or incapacity of the President, until such time as the Board shall elect a new President.
5. Unless the Board of Directors shall elect a Chairperson to preside at all meetings of the Directors, the President shall preside at all meetings of directors; shall have general and active management of the affairs of the Corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except as such may be by statute exclusively conferred on the President, to any other officer or officers of the Corporation. The President shall execute bonds, mortgages and other documents requiring a seal, under the seal of the Corporation. The President shall be an *ex officio* member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President. The President shall be a nonvoting, *ex officio* member of the Board.

6. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall keep the monies of the Corporation in a separate account to the credit of the Corporation. The Treasurer 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 President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all such director's transactions as Treasurer and of the fiscal condition of the Corporation.
7. The Secretary shall attend all sessions of the Board and act as clerk thereof, and record all the votes of the Corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform the like duties for all committees of the Board of Directors when required. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President. 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.

ARTICLE VII VACANCIES

1. If the office of any officer or agent, one or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.
2. Vacancies in the Board of Directors, including vacancies resulting from an increase in the 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 by the other members of the Board of Directors.

ARTICLE VIII BOOKS AND RECORDS

1. The Corporation shall keep an original or duplicate record of the proceedings of the members and the directors, the original or a copy of its Bylaws, including all amendments thereto to date, certified by the Secretary of the Corporation, and an original or a duplicate register, giving the names of the members of the Board of Directors, and showing their respective addresses. The Corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the Corporation in this Commonwealth, or at its principal place of business, wherever situate.
2. Every member of the Board of Directors shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney,

during the during the usual hours for business of any proper purpose, the register, books and records of account, and records of the proceedings of the directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member of the Board of Directors. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member of the Board of Directors. The demand under oath shall be directed to the Corporation at its registered office in this Commonwealth or at its principal place of business wherever situate.

ARTICLE IX MEMBERSHIP CERTIFICATES

1. Membership in the Corporation may be evidenced by Certificates of Membership, in which case the Certificates shall be in such form and style as the Board of Directors may determine. The fact that the Corporation is a nonprofit corporation shall be noted conspicuously on the face of each certificate. They shall be signed by the President and by the Secretary, and shall bear the corporate seal. The Corporation will keep the record of membership at its principal place of business.

ARTICLE X TRANSACTION OF BUSINESS

1. The Corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds (2/3) of the members in office of the Board of Directors, except that whenever there are eleven or more directors, the vote of a majority of the members in office shall be sufficient. If the real property is subject to a trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.
2. Whenever the lawful activities of the Corporation involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in doing so, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Corporation, and in no case shall be divided in any manner whatsoever among the directors or officers of the Corporation.
3. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

ARTICLE XI ANNUAL REPORT

1. The President and Treasurer shall present annually to the Board of Directors a report showing in appropriate detail the following:
 - (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.
 - (b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
 - (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
 - (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
 - (e) The number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the name and addresses of the current members may be found. This report shall be filed with the minutes of the annual meeting of the Board of Directors.

ARTICLE XII NOTICES

1. Whenever written 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 email, or by telegram, charges prepaid, to the address or email address appearing on the books of the Corporation, supplied by such person to the Corporation for the purpose of notice. If the notice is sent by mail, email, or 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, or in the case of email, when a return receipt notice is received by the sender of the email. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these By-Laws. When a special meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.
2. Whenever any written notice is required to be given under the provisions of the statute or the Articles or Bylaws of this corporation, 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 equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a 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 XIII MISCELLANEOUS PROVISIONS

1. The fiscal year of the Corporation shall begin on the first day of January.
2. One or more persons may participate in a meeting 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. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
3. So long as the Corporation shall continue to be organized on a nonstock basis, the Board of Directors shall have authority to provide for the members to make capital contributions in such amounts and upon such terms as are fixed by the directors in accordance with the provisions of Section 5541 of the Nonprofit Corporation Law of 1988.
4. The Board of Directors, by resolution, may authorize the corporation to accept subventions from members or nonmembers on terms and conditions not inconsistent with the provisions of Section 5542 of the Nonprofit Corporation Law of 1988, and to issue certificates therefore.

ARTICLE XIV STATEMENT OF BELIEF

We believe the Bible to be our infallible rule of faith and of practice, and feeling our responsibility to make known the divine message of the Bible, present the following articles as a statement of basic beliefs taught in the Bible which are common to our historic Christian faith and practice:

- **THE BIBLE.** The Word of God, the sixty-six Books of the Old and New Testaments, verbally inspired in all parts, and therefore wholly without error as originally given of God (2 Tim. 3:16; 2 Peter 1:21).
- **THE ONE TRUE GOD.** Existing eternally as three persons the Father, the Son, and the Holy Spirit (Luke 3:22; Matthew 28:19; 2 Cor. 13:14).

- **THE LORD JESUS CHRIST.** His preexistence and deity (John 1:13), incarnation by virgin birth (John 1:14; Matthew 1:18-23), sinless life (Heb. 4:15), substitutionary death (2 Cor. 5:21), bodily resurrection (Luke 24:36-43), ascension into heaven and present ministry (Heb. 4:14-16), and coming again (Acts 1:11).
- **THE HOLY SPIRIT.** His personality (John 16:7-15), and deity (Acts 5:3-4), and His work in each believer: baptism and indwelling at the moment of regeneration (1 Cor. 12:13; Rom. 8:9), and filling (Eph. 5:18) to empower for Christian life and service (Eph. 3:16; Acts 1:8; Gal. 5:22-23).
- **MAN.** His direct creation in the image of God (Gen. 1:26-28), his subsequent fall into sin resulting in spiritual death (Gen. 3:1-24; Rom. 5:12), and the necessity of the new birth for his salvation (John 3:35).
- **SALVATION.** A complete and eternal salvation by God's grace alone received as the gift of God through personal faith in the Lord Jesus Christ and His finished work (Eph. 2:8-9; Titus 3:5-7; 1 Peter 1:18-19).
- **THE CHURCH.** One true church, the body and the bride of Christ (Eph. 1:22-23; 5:25-32), composed of all true believers of the present age (1 Cor. 12:12-13); and the organization of its members in local churches for worship, for edification of believers, and for worldwide gospel witness, each local church being autonomous but cooperating in fellowship and work (Eph. 4:11-16).
- **CHRISTIAN LIFE.** A life of righteousness, good works and separation unto God from the evil ways of the world (Rom. 12:12), manifested by speaking the truth (James 5:12), maintaining the sanctity of the home (Eph. 5:22-6:4), settling differences between Christians in accordance with the Word of God (1 Cor. 6:1-8), not engaging in carnal strife but showing a Christlike attitude toward all men (Rom. 12:17-21), exhibiting the fruit of the Spirit (Gal. 5:22-23), and maintaining a life of prayer (Eph. 6:18; Phil. 4:6), including the privilege, when sick, of calling for the elders of the church to pray and to anoint with oil in the name of the Lord (James 5:13-18).
- **ORDINANCES.** The Christians should observe the ordinances of our Lord Jesus Christ which are (1)baptism of believers by triune immersion (Matt. 28:19) and (2)the threefold communion service, consisting of the washing of the saints' feet (John 13:1-17), the Lord's Supper (1 Cor. 11:20-22, 33-34; Jude 12), and the communion of the bread and the cup (1 Cor. 11:23-26).
- **SATAN.** His existence and personality as the great adversary of God and His people (Rev. 12:1-10), his judgment (John 12:31), and final doom (Rev. 20:10).

- **SECOND COMING.** The personal, visible, and imminent return of Christ to remove His church from the earth (1 Thess. 4:16-17) before the tribulation (1 Thess. 1:10; Rev. 3:10), and afterward to descend with the Church to establish His millennial kingdom upon the earth (Rev. 19:11-20:6).
 - **FUTURE LIFE.** The conscious existence of the dead (Phil. 1:21-23; Luke 16:19-31), the resurrection of the body (John 5:28-29), the judgment and reward of believers (Rom. 14:10-12; 2 Cor. 5:10), the judgment and condemnation of unbelievers (Rev. 20:11-15), the eternal life of the saved (John 3:16), and the eternal punishment of the lost (Matt. 25:46; Rev. 20:15).
1. Pursuant to Article VI (1), all Officers of the Corporation shall subscribe to the Statement of Belief as a prerequisite qualification to holding such office. Any Officer, or candidate for Office, shall be disqualified from holding any office should they refuse to subscribe to the Statement of Belief.

ARTICLE XV AMENDMENTS

Bylaws may be adopted, amended or repealed by the vote of members of the Board of Directors at any regular or special meeting duly convened after notice of that purpose.

ARTICLE XVI INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

1. Scope of Indemnification.
 - (a) General rule. The corporation shall indemnify an indemnified representative against any liability incurred in connection with any proceeding in which the indemnified representative may be involved as a party or otherwise by reason of the fact that such person is or was serving in an indemnified capacity, including, without limitation, liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability, except:
 - (1) where such indemnification is expressly prohibited by applicable law;
 - (2) where the conduct of the indemnified representative has been finally determined pursuant to Article XVI (6) or otherwise:

- (i) to constitute willful misconduct or recklessness within the meaning of 15 Pa.C.S. § 513(b) and 1746(b) and 42 Pa.C.S. § 8365(b) or any superseding provision of law sufficient in the circumstances to bar indemnification against liabilities arising from the conduct; or
 - (ii) to be based upon or attributable to the receipt by the indemnified representative from the corporation of a personal benefit to which the indemnified representative is not legally entitled; or
- (3) to the extent such indemnification has been finally determined in a final adjudication pursuant to Article XVI (6) to be otherwise unlawful.
- (b) Partial payment. If an indemnified representative is entitled to indemnification in respect of a portion, but not all, of any liabilities to which such person may be subject, the corporation shall indemnify such indemnified representative to the maximum extent for such portion of the liabilities.
- (c) Presumption. The termination of a proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the indemnified representative is not entitled to indemnification.
- (d) Definitions. For purposes of this Article:
 - (1) “indemnified capacity” means any and all past, present and future service by an indemnified representative in one or more capacities as a director, officer, employee or agent of the corporation, or, at the request of the corporation, as a director, officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise;
 - (2) “indemnified representative” means any and all directors and officers of the corporation and any other person designated as an indemnified representative by the Board of Directors of the corporation (which may, but need not, include any person serving at the request of the corporation, as a director, officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise)
 - (3) “liability” means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or cost or expense, of any nature (including, without limitation, attorneys’ fees and disbursements); and
 - (4) “proceeding” means any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil,

criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the corporation, a class of its security holders or otherwise.

2. **Proceedings Initiated by Indemnified Representatives.** Notwithstanding any other provision of this Article, the corporation shall not indemnify under this Article an indemnified representative for any liability incurred in a proceeding initiated (which shall not be deemed to include counter—claims or affirmative defenses) or participated in as an intervenor or amicus curiae by the person seeking indemnification unless such initiation of or participation in the proceeding is authorized, either before or after its commencement, by the affirmative vote of a majority of the directors in office. This section does not apply to a reimbursement of expenses incurred in successfully prosecuting or defending an arbitration under Article XVI (6) or otherwise successfully prosecuting or defending the rights of an indemnified representative granted by or pursuant to this Article.
3. **Advancing Expenses.** The corporation shall pay the expenses (including attorneys' fees and disbursements) incurred in good faith by an indemnified representative in advance of the final disposition of a proceeding described in Article XVI (1) or the initiation of or participation in which is authorized pursuant to Article XVI (2) upon receipt of an undertaking by or on behalf of the indemnified representative to repay the amount if it is ultimately determined pursuant to Article XVI (6) that such person is not entitled to be indemnified by the corporation pursuant to this Article. The financial ability of an indemnified representative to repay an advance shall not be a prerequisite to the making of such advance.
4. **Securing of Indemnification Obligations.** To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the corporation may maintain insurance, obtain a letter of credit, act as self—insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate. Absent fraud, the determination of the Board of Directors with respect to such amounts, costs, terms and conditions shall be conclusive against all security holders, officers and directors and shall not be subject to voidability.
5. **Payment of Indemnification.** An indemnified representative shall be entitled to indemnification within 30 days after a written request for indemnification has been delivered to the secretary of the corporation.
6. **Arbitration.**
 - (a) **General rule.** Any dispute related to the right to indemnification, contribution or advancement of expenses as provided under this Article, except with respect to indemnification for liabilities arising under the Securities Act of 1933 that the corporation has undertaken to submit to a court for adjudication,

shall be decided only by arbitration in the metropolitan area in which the principal executive offices of the corporation are located at the time, in accordance with the commercial arbitration rules then in effect of the American Arbitration Association, before a panel of three arbitrators, one of whom shall be selected by the corporation, the second of whom shall be selected by the indemnified representative and third of whom shall be selected by the other two arbitrators. In the absence of the American Arbitration Association, or if for any reason arbitration under the arbitration rules of the American Arbitration Association cannot be initiated, or if one of the parties fails or refuses to select an arbitrator or if the arbitrators selected by the corporation and the indemnified representative cannot agree on the selection of the third arbitrator within 30 days after such time as the corporation and the indemnified representative have each been notified of the selection of the other's arbitrator, the necessary arbitrator or arbitrators shall be selected by the presiding judge of the court of general jurisdiction in such metropolitan area.

- (b) Burden of proof. The party or parties challenging the right of an indemnified representative to the benefits of this Article shall have the burden of proof.
 - (c) Expenses. The corporation shall reimburse an indemnified representative for the expenses (including attorneys' fees and disbursements) incurred in successfully prosecuting or defending such arbitration.
 - (d) Effect. Any award entered by the arbitrators shall be final, binding and non-appealable and judgment may be entered thereon by any party in accordance with applicable law in any court of competent jurisdiction, except that the corporation shall be entitled to interpose as a defense in any such judicial enforcement proceeding any prior final judicial determination adverse to the indemnified representative under Article XVI (1)(a)(2) in a proceeding not directly involving indemnification under this Article. This arbitration provision shall be specifically enforceable.
7. Contribution. If the indemnification provided for in this Article or otherwise is unavailable for any reason in respect of any liability or portion thereof, the corporation shall contribute to the liabilities to which the indemnified representative may be subject in such proportion as is appropriate to reflect the intent of this Article or otherwise.
8. Mandatory Indemnification of Directors, Officers, Etc. To the extent that an authorized representative of the corporation has been successful on the merits or otherwise in defense of any action or proceeding referred to in 15 Pa.C.S. 1741 or 1742 or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees and disbursements) actually and reasonably incurred by such person in connection therewith.

9. Contract Rights; Amendment or Repeal. All rights under this Article shall be deemed a contract between the corporation and the indemnified representative pursuant to which the corporation and each indemnified representative intend to be legally bound. Any repeal, amendment or modification hereof shall be prospective only and shall not affect any rights or obligations then existing.
10. Scope of Article. The rights granted by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification, contribution or advancement of expenses may be entitled under any statute, agreement, vote of shareholders or disinterested directors or otherwise both as to action in an indemnified capacity and as to action in any other capacity. The indemnification, contribution and advancement of expenses provided by or granted pursuant to this Article shall continue as to a person who has ceased to be an indemnified representative in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.
11. Reliance of Provisions. Each person who shall act as an indemnified representative of the corporation shall be deemed to be doing so in reliance upon the rights provided in this Article.
12. Interpretation. The provisions of this Article are intended to constitute bylaws authorized by 15 Pa.C.S. §§513 and 1746 and 42 Pa.C.S. §8365.