



**CORPORATE BYLAWS OF
THE BETHEL PARK COMMUNITY FOUNDATION,
INCORPORATED**

**INCORPORATED UNDER THE LAWS
OF THE COMMONWEALTH OF PENNSYLVANIA**

The Corporate Bylaws of
The Bethel Park Community Foundation, Incorporated
Are hereby amended and completely restated as the date last below written
To read as follows:

Revised 1/29/2021

BY-LAWS
OF
BETHEL PARK COMMUNITY FOUNDATION INCORPORATED

ARTICLE I

NAME, OFFICE, FORM AND SEAL

Section 1.1 Name. The name of the Corporation is Bethel Park Community Foundation, Incorporated (hereinafter sometimes referred to as the "Corporation" or the "Foundation").

Section 1.2 Registered Office. The registered office of the Corporation shall be 5100 West Library Ave., Bethel Park, PA 15102-2787 until otherwise established by an amendment of the Articles or by the Board of Directors, and a record of such change is filed with the Department of State of the Commonwealth of Pennsylvania in the manner provided by law. The Corporation may also have offices at such other places as the Board of Trustees may from time to time appoint or the activities of the corporation may require.

Section 1.3 Seal. The corporation shall have no seal.

ARTICLE II

PURPOSE AND MISSION

Section 2.1 Purposes. The purposes for which the Corporation is organized and shall be operated are exclusively charitable, scientific, or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted and as hereafter amended (the "Code"), and are more fully set forth in the Corporation's Articles of Incorporation. The Corporation shall not enter into any agreement, nor shall its Trustees or officers adopt any resolutions or Bylaw, take any action or carry on any activity by or on behalf of the Corporation not permitted to be entered into, taken, or carried on by an organization that is (i) described in Section 501(c)(3); (ii) 170 (c)(2) of the Code; and (iii) an organization subject to either the Pennsylvania Nonprofit Corporation Law of 1988, 15 Pa. C.S.A. §§5101 et seq., and/or the Solicitation of Funds for Charitable Purposes Act, December 19, 1990, No. 202 SS 1-24, as amended.

Section 2.2 Mission. The Foundation's mission is to foster an improved quality of life for the residents of Bethel Park. It has been formed to secure funding, allocate economic and human resources and manage projects to achieve:

- Needed community facilities
- Opportunities for extended educational and technological understanding
- Expanded recreational and leisure time activities
- Enlarged exposure to the fine and performing arts
- Community Health & Safety

As a non-profit Corporation managed by a volunteer board of Trustees, it will effectively enhance educational, government, civic and cultural resources of the community of Bethel Park.

ARTICLE III

MEMBERS AND TRUSTEES

Section 3.1 Members. The Foundation shall have no members. All rights which would otherwise rest in the members shall rest in the Board of Trustees. Each Trustee shall have one vote.

Section 3.2 General Powers. Unless otherwise provided by statute, the Articles of Incorporation, or these Bylaws, all powers vested by law in the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Trustees.

Section 3.3 Property. No Trustee shall have any right, title or interest in or to the property of the Corporation.

Section 3.4 Number, Qualification and Term of Office.

- (a) The number of Trustees shall be not less than nine (9) or more than thirty-five (35); however, the number of voting Trustees may be increased or decreased to any odd number, by a vote of the Trustees. Any change in the number of Trustees shall receive the approval, by resolution, of the Trustees before it becomes effective. Each Trustee of the Corporation

shall be a natural person of full age who may but need not be a resident of Bethel Park, Pennsylvania.

- (b) All Trustees shall be appointed by those remaining duly qualified Trustees.
- (c) Each Trustee shall hold office until the annual meeting three (3) years following his or her election or until his or her death, or until he or she shall resign, or until he or she shall have been removed in the manner provided excepting that at the inception of the Foundation one-third (1/3) shall agree to a two-year term, and the remainder shall agree to a one-year term. All terms may be renewed once, but after six (6) consecutive years as a Trustee, a Trustee must resign for at least a twelve-month period. Persons that would be described in Section 4946 (c) (A) or (C) through (G) of the Code, shall never constitute more than one-third (1/3) of the Trustees of the Corporation; and such persons, together with representatives of banks or trust companies which serve as Trustees, investment advisors, custodians, or agents for or with respect to funds or held for the benefit of the Corporation shall never constitute more than one-half (1/2) of the Trustees of the Corporation.

Section 3.5 Resignation. Any Trustee of the Corporation may resign at any time after giving written notice to the President of the Board or to the Secretary of the Corporation. The resignation of any Trustee shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.6 Vacancies. Any vacancy in the Board of Trustees caused by death, resignation, disqualification, removal, or other cause, shall be filled by a majority vote of the Board of Trustees whereupon said person shall hold office for the remaining term of that Trusteeship or until his or her successor shall be duly elected and qualified by the remaining Trustees.

Section 3.7 Annual Meeting. As soon as practicable and not more the sixty (60) days after the beginning of the new fiscal year, the annual meeting of the Corporation shall be held for the purpose of election of officers of the Corporation and any other business or transactions as shall come before the meeting. The Board of Trustees may hold its meeting at such place or places within the Commonwealth of Pennsylvania as it may choose for time to time

Section 3.8 Regular Meetings. Regular meetings of the Board of Trustees shall be held at such time and place within the State of Pennsylvania as the Board may determine by resolution adopted by a vote of the Board of Trustees.

Section 3.9 Special Meetings. Special meetings of the Board of Trustees shall be held whenever called by the President of the Board or by three or more of the Trustees.

Section 3.10 Notice of Meetings. Notice of each regularly scheduled meeting for a calendar year will be distributed to the membership during the January meeting. Any special meeting of the Board of Trustees shall be mailed, emailed, texted or individually telephoned each trustee, at least Ninety-Six (96) hours prior to the time which the special meeting is to be held. Each such notice shall state the time and place of the meeting, the purpose thereof and any other information required by any other provision of the Pennsylvania Non-Profit Corporation Law, the Articles, or these Bylaws.

Notwithstanding the foregoing, any meeting of the Board shall be a legal meeting without any notice thereof having been given, if all the Trustees of the Corporation then in office shall be present or waive such notice in writing or via email before, at, or after such meeting. Whenever written notice is required to be given to any person under the provision of the Pennsylvania Non-Profit Corporation Law or by the Articles or these Bylaws, the notice may be emailed, texted, sent by first class mail, or delivered personally to the address supplied by the Trustee for the purpose of this notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. If the notice is sent by email, or text it shall be deemed to have been given to the person entitled thereto when dispatched to the email addressed supplied by the Trustee.

Section 3.11 Use of Conference Telephone and Similar Equipment. The board as a whole, or individuals as needed may participate in a meeting of the Board of Trustees or of any Committee of the Corporation by virtual means - conference telephone, web conferencing or similar means of communications 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 at the meeting.

Section 3.12 Quorum and Manner of Acting. Except as otherwise provided by statute or by these By-Laws, a minimum of fifty-one percent (51%) of the Trustees shall be required to constitute a quorum for the transaction of the business at any meeting, and the act of the majority of the Trustees present or virtual as stated in Section 3.11 at any meeting at which a quorum is present shall be the act of the Board of Trustees . In the absence of a quorum, a majority of the Trustees present may adjourn any meeting until a quorum be had. Notice of any adjourned meeting need not be given.

Section 3.13 Removal of Trustees. Any Trustee may be removed with or without cause at any time. Removal shall be by a vote of two-thirds of the Trustees of the Corporation at a regularly scheduled meeting of the Trustees. If action is required prior to the next regularly scheduled meeting of the Board of Trustees, a special meeting of the Trustees shall be called for that purpose. Proper notice must be given in writing ten (10) days prior to such a special meeting to the Trustees and to the specific Trustee being removed. The vacancy on the Board of Trustees caused by any such removal shall be filled in the manner specified in Section 3.6 hereinabove.

Section 3.14 Proxies. Proxies shall not be allowed or used.

Section 3.15 Executive Committee. The Executive Committee of the Board of Trustees shall consist of (i) all of the officers of the Board of Trustees described in Section. 4.1 of these By-laws and (ii) up to three Trustees, referred to as Executive Committee Members at Large, which are appointed by the President of the Board. Each Trustee / Executive Committee Member at Large shall be entitled to one (1) vote on all matters coming before the Executive Committee. The Executive Director of the Corporation shall also serve on the Executive Committee but shall not be entitled to vote on matters coming before the Executive Committee. The Executive Committee must have a minimum of 4 members of the Executive Committee present at any meeting where a vote is to be taken, or the approval of funds will occur. The Executive committee has the ability to collect votes asynchronously, for grants that do not exceed five hundred dollars. Asynchronous voting includes the use of documented emails or text messaging, and where further discussion regarding a vote is needed, synchronous communication (in person, telephone conference, or web conference) can be used to clarify matters.

The Executive Committee shall have full authority to act on behalf of the full Board between regularly scheduled meetings, except that such Executive Committee shall not: (i) fill or create any vacancy on the Board; (ii) adopt, amend or repeal any By-law; (iii) amend or repeal any resolution of the Board; (iv) undertake any major new program, activity or fundraising event or terminate the same; (v) dispose of assets in excess of \$5,000 in any one year, except in the regular course of business of the Corporation; (vi) incur indebtedness, other than current accounts payable or make any unbudgeted expenditures in excess of \$5,000, unless such authority is specifically delegated to the Executive Committee by the Board of Trustees; or (vii) take any other action which may be prohibited from time to time by the full Board of Trustees or which are committed by a resolution of the Board of Trustees to another committee of the Board. A majority of the members of the Executive Committee present and voting at a meeting in which a quorum is present shall constitute the act of the Executive Committee. The Executive Committee, by a 75% majority vote of the Executive Committee, is authorized to approve grants to and including five hundred dollars (\$500.00) for each documented grant. All expenditures must be individually documented in the minutes of the Executive Committee meeting.

Section 3.16 Compensation. Trustees, as such, shall not receive any compensation for their services as Trustees.

ARTICLE IV OFFICERS

Section 4.1 Number. The officers of the Corporation shall be a President of the Board, a Vice-President, a Secretary, a Treasurer, and such other officers as may be appointed by the Board of Trustees.

Section 4.2 Election, Term of Office and Qualifications. All officers shall be elected annually by the Trustees of the Corporation and, except in the case of officers appointed in accordance with the provisions of Section (3.6), each shall hold office for a period of one (1) year and until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign or until he or she shall have been removed in the manner provided. Officers shall be elected by and from among the Trustees.

Section 4.3 Resignation. Any officer may resign at any time by giving written notice of his or her resignation to the Board of Trustees, to the President of the Board, or to the Secretary of the Corporation. Any such resignation shall take effect at the specified time therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.4 Removal. Any officer may be removed with cause, by a vote of the Board of Trustees at a meeting called for the purpose, and such purpose shall be stated in the notice or waiver of notice of such meeting unless all the Trustees of the Corporation shall be present there at.

Section 4.5 Vacancies. A vacancy in any office because of death, resignation, removal, or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in the By-laws for election or appointment to such office.

Section 4.6 President of the Board. The President shall preside at meetings of the Board of Trustees and shall have such powers and duties as may be specified in the By-laws or prescribed by the Board of Trustees. If no Executive Director has been appointed by the Board of Trustees, the President shall exercise the powers and have the responsibilities of the Executive Director.

Section 4.7 Vice President. The Vice President shall have such powers and perform such duties as may be specified in the By-laws or prescribed by the Board of Trustees or by the President of the Board and, shall succeed the President in his or her power and duties in order designated by the Board of Trustees should the Presidency be vacated.

Section 4.8 Secretary. The Secretary shall be Secretary of the proceedings of the meetings of the Board of Trustees, and it shall be the responsibility of the Secretary that all records of those proceedings are

kept, even when absent. The Secretary shall, when directed to do so, cause proper notice of Meetings of the Board of Trustees. The Secretary shall perform such other duties as may from time to time be prescribed by the Board of Trustees or by the President of the Board and, in general, shall perform all duties incident to the Office of Secretary.

Section 4.9 Treasurer. The Treasurer shall cause to be kept accurate accounts of all monies of the Corporation received or disbursed. The Treasurer shall deposit all monies, drafts and checks in the name of, and to the credit of, the Corporation in such bank depositories as a majority of the whole of the Board of Trustees by resolution, shall from time to time designate. He or she shall have the power to endorse for deposit all notes, checks, and drafts received by the Corporation. He or she shall be solely responsible for the disbursement of any sums less than an amount established from time to time by resolution of the Board for the disbursement of funds for the purposes designated in the Articles of Incorporation. The Treasurer shall cause to be rendered to the President of the Board of Trustees, whenever required, an account of all transitions as Treasurer and of the financial condition of the corporation, and shall perform such other duties as may from time to time be prescribed by the Board of Trustees or by the President of the Board, and, in general, shall perform all duties incident to the office of Treasurer.

Section 4.10 Executive Director and Other Officers.

- (a) Executive Director. The Board of Trustees may appoint an Executive Director for such term as may be determined by the Board of Trustees. If appointed, the Executive Director shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Trustees, the Executive Director shall be in charge of the business and affairs of the Corporation, shall see that the resolutions and directives of the Board are carried into effect except in those instances in which responsibility is assigned to some other person by the Board of Trustees, and, in general, shall discharge all duties incident to the office of Executive Director and such other duties as may be prescribed by the Board of Trustees. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Trustees, the Executive Director may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Trustees has or with the Secretary or any other officer thereunto authorized by the Board of Trustees, according to the requirements of the form of the instrument. The Executive Director may vote subject to direction and control of the Board of Trustees, all securities which the Corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the Corporation by the Board of Trustees.

- (b) Other Officers. The Corporation may have such other officers and agents as may be deemed necessary by the Board of Trustees, who shall be appointed in such manner, have such duties and hold their offices for such terms as may be determined by resolution of the Board of Trustees.

Section 4.11 Advisory Board. The Board of Trustees may establish an Advisory Board to assist in the development and operation of the Foundation. The Advisory Board may be appointed by the Board of Trustees in any number the Trustees may from time to time deem necessary. The Advisory Board shall have no vote in Foundation matters and no authority to affect Foundation policy.

Section 4.12 Election Procedure. The nominating committee shall provide each Trustee with a list of officers at least thirty (30) days prior to the annual meeting. The slate of officers shall be presented for vote at the annual meeting. A vote of a majority of duly qualified Trustees shall be required to elect officers.

ARTICLE V COMMITTEES

Section 5.1 Committees. The Board, by resolution adopted by a majority vote of the Trustees then in office, may create one or more additional committees from time to time as it may deem necessary or advisable. Unless otherwise designated by the Board, the President of the Trustees shall designate the members and the Chair and Vice-chair of each committee.

Section 5.2 Powers and Reporting. Each committee shall have and exercise all of the powers and authority granted to it in these By-laws or in the Board resolution creating it. Each committee shall keep full minutes of its proceedings and shall report its actions to the President of the Board of Trustees as directed by that President at the next meeting of the Board and shall consult with the President as necessary between meetings of the Board of Trustees.

Section 5.3 Tenure. Except as otherwise provided in Section 5.6(d) each member of a committee shall hold office for a period of one (1) year commencing on the date of the annual meeting and ending one (1) year afterward. Committee vacancies shall be filled by appointment by the Chair for the unexpired term thereof. Tenure on the focus committee shall be at the pleasure of the Executive Committee.

Section 5.4 Meetings and Notices. Meetings of the committees may be called by the Chair of the committee, or the President of the Board of Trustees. Each committee shall meet no less frequently than annually. Oral or written notice of the time and place of any meeting of a committee, except in an emergency, shall be given at least three (3) days prior to the meeting.

Section 5.5 Quorum. A minimum of fifty-one percent (51%) of the members of a committee shall be required to constitute a quorum for the transaction of business at any meeting of such committee, and the act of the majority of the members present at any meeting at which a quorum is present shall be the act of the committee.

Section 5.6 Standing Committees.

- (a) Executive Committee. The Executive Committee shall consist of those individuals described in Section 3.15 of these By-laws and shall have and exercise all of the powers and authority granted to it by these By-laws and the Board of Trustees.
- (b) Finance. The Finance Committee shall be chaired by the Treasurer and shall have and exercise all of the powers and authorities granted to it by these By-laws and the Board of Trustees.
- (c) The Nominating Committee. The Nominating Committee shall have all the power and authority granted by it by these By-laws and by the Board. A Nominating Committee of at least (3) Trustees and chaired by the Vice President shall be appointed at least one hundred-twenty (120) days before the end of the calendar year. The Nominating Committee shall produce a list of Trustees willing to serve as officers. The list of officers shall be presented to all duly qualified Trustees as least thirty (30) days prior to the annual meeting. Officer shall be elected at the annual meeting as prescribed by these By-laws.

The Nominating Committee will prepare a list of new potential new Trustees and/or Trustees eligible to serve a second three (3) year term as prescribed in these By-laws. The Nominating Committee will present them to the entire Board of Trustee prior to, or at the Trustees' November meeting. This will allow the Board of Trustee to review and vet potential Trustees. A simple majority vote by the quorum of the Trustees present at that meeting will be necessary to elect a new Trustee. Upon being selected as a Trustee the new Trustees will start their term at the next scheduled meeting, normally in January or at the Annual meeting.

- (d) Special Committees. The Executive Committee may establish one or more special committees from time to time as may be deemed necessary or advisable for corporation purposes.
- (e) With the exception of the Executive and Nominating Committees, Committee members may be comprised of non-Trustee volunteers, who may or may not be residents of the Bethel Park community.

ARTICLE VI
FISCAL AGENTS

Section 6.1 Fiscal Agents. The Corporation may designate such fiscal agents, investment advisors, and custodians as the Board of Trustees may select by resolution. The Board of Trustees may at any time, with or without cause, discontinue the use of the service of any such fiscal agent, investment advisor, or custodian.

ARTICLE VII
FIDUCIARY RESPONSIBILITY

Section 7.1 Fiduciary Responsibility. It shall be the policy of the Corporation that the Board of Trustees shall assume and discharge fiduciary responsibility with respect to all funds held or administered by the Corporation.

ARTICLE VIII
POLICIES WITH RESPECT TO
DISTRIBUTION OF PRINCIPAL AND INCOME
AND RELATED MATTERS

Section 8.1 Distributions. It shall be the goal of the Corporation to make annual distributions for one or more of the purposes for which it was organized, including administrative expenses and amounts paid to acquire an asset used (or held for use) directly in carrying out one or more of its purposes, in an amount determined by the Board of Trustees to be appropriate. In any such distribution of funds, no discrimination shall be made on account of age, sex, color, religious affiliation or national origin of the individuals or programs to be benefited thereby.

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Section 8.2 Use of Owned Assets. It shall be the policy of the Corporation that the principal of any fund, title to which is vested in the Corporation, may be distributed or used in such amounts and at such times as the Corporation acting through its Board of Trustees may deem advisable; provided, however, that if the principal of any such fund is subject to any restriction, condition, limitation, or trust that is not consistent with the foregoing policy, it shall be distributed or sold in accordance with such restriction, condition, limitation, or trust. If in the sole judgment of the Board of Trustees, such restriction, condition, limitation, or trust becomes unnecessary, incapable of fulfillment, or inconsistent with the needs of the Foundation, the Board of Trustees may institute proceedings in a court of competent jurisdiction to seek modification or elimination thereof.

Section 8.3 No Self-Dealing. It shall be the policy of the Corporation not to engage in any act which would constitute "self-dealing" as defined in Section 4941 (d) of the Code.

Section 8.4 No Jeopardy Investments. It shall be the policy of the Corporation to assure that no funds, whether title thereto is vested in the Corporation or is vested in a trust for the benefit of the Corporation, are invested or reinvested in such a manner as to jeopardize the carrying out of any purposes for which the Corporation is organized.

Section 8.5 Expenditure Responsibility. It shall be the policy of the Corporation that the Corporation, through its Board of Trustees will exercise "expenditure responsibility" as defined in Section 4945 (h) (1) and (2) of the Code, with respect to all grants and distributions.

Section 8.6 Reasonable Return. The Board of Trustees shall take steps to assure that each Trustee, agent, or custodian with respect to the aggregate of the trusts or funds that are a component of the Corporation, administer such trust or fund in accordance with accepted standards of fiduciary conduct to produce a reasonable return.

ARTICLE IX
BOOK OF RECORD, AUDIT, FISCAL YEAR, BOND

Section 9.1 Books and Records. The Board of Trustees of the Corporation shall cause to be kept:

- (1) Records of all proceedings of Trustees and committees; and

- (2) All financial statements of the Corporation; and
- (3) Articles of Incorporation and By-laws of the corporation and all amendments thereto and restatements thereof; and
 - a. Such other records and books of account as shall be necessary and appropriate to the conduct of the Foundation business.

Section 9.2 Audit and Publication. The Board of Trustees shall cause the financial statements of the Corporation to be compiled, reviewed, or audited at least once in each fiscal year for the immediately preceding fiscal year in such a manner as may be deemed necessary or appropriate, but in any event in accordance with the requirements of the Solicitation of Funds for Charitable Purposes Act (10 P.S. 62.1 et seq.). The Board of Trustees shall also make such inquiry as the Board of Trustees deems necessary for the benefit of the Corporation, and shall retain such inquiry as the Board of Trustees deems necessary or advisable into the condition of all trusts and funds held by any trustee, agent, or custodian for the benefit of the Corporation, and shall retain such person or firm for such purposes as it may deem appropriate. Upon completion of such compilation, review, or audit of the close of each fiscal year, the Trustees shall furnish statements for such fiscal year to any Bethel Park resident who makes a written request thereof, or when deemed by the Board as appropriate or necessary, shall arrange for publication thereof in one or more local newspapers having general circulation and distribution as may be selected by the Board of Trustees.

Section 9.3 Fiscal Year. The fiscal year of the Corporation shall end December 31 of each year.

Section 9.4 Bonding and Insurance. The Corporation shall obtain fidelity bond or insurance and criminal activities coverage on such people and in such amounts as may from time to time be deemed necessary or appropriate by the Board of Trustees.

ARTICLE X INDEMNIFICATION AND INSURANCE

Section 10.1 Indemnification. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation by reason of the fact that he or she is or was a Trustee, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise), against expenses including

attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 10.2 Negligence and Misconduct. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party of any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Trustee, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Trustee, officer, employee or agent of another Corporation, partnership, joint venture trust, or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to be the best interests of the Corporation, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 10.3 Successful Defense. To the extent that a Trustee, officer, or employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section (1) and (2) of this Article XI, or in the defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 10.4 Applicable Standard of Conduct. Any indemnification under Section (1) and (2) of this Article XI (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Trustee, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections (1) and (2) of this Article XI. Such determination shall be made (i) by the Board of Trustee by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (ii) if such

a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Trustees so directs, by an independent legal counsel in a written opinion.

Section 10.5 Non Exclusion of Rights. The indemnification provided by this Article XI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested Trustees, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 10.6 Insurance. The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article X.

ARTICLE XI

MISCELLANEOUS

Section 11.1 Amendments. The Board of Trustees may (i) amend, repeal or adopt new Articles of Incorporation from time to time, including amended or restated Articles, and (ii) amend, repeal or adopt new By-laws from time to time, and including amended or restated By-laws, to include or omit any provision which could be lawfully included or omitted. Any number of amendments, or an entire revision or restatement, of the Articles of Incorporation or By-laws, may be voted upon at a single meeting of the Board of Trustees and be adopted as such meeting, a quorum being present, upon receiving the affirmative vote of not less than two-thirds of the whole number of Trustees; provided, however, Article V of the Articles of Incorporation and Article II of these Bylaws (relating to the purpose of this Foundation) may be amended only with the approval and resolution of three-quarters of all qualified Trustees.

Section 11.2 Checks. All checks, notes, bills of exchange or other orders in writing shall be signed by two such persons as the Board of Trustees or any person authorized by resolution of the Board of Trustees may from time to time designate.

Section 11.3 Contracts. The Board of Trustees may authorize any Trustee, officers, or agent to enter into any contract or to execute or deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances. Any note, mortgage, evidence of indebtedness, contract or other document, or any assignment or endorsement thereof, executed or entered into between the Corporation and any other person when signed by one of more Trustees, officers or agent having actual or apparent authority to sign it, shall be held to have been properly executed for and in behalf of the Corporation, without prejudice to the rights of the Corporation against any person who shall have executed the instrument in excess of his or her actual authority.

Section 11.4 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may approve or designate, and all such funds shall be withdrawn only upon checks signed by one or more officers or employees as the Board of Trustee shall from time to time determine.

Section 11.5 Nonprofit Operations. The Corporation is organized as a non-profit corporation under the Pennsylvania Non-Profit Corporation Law exclusively for charitable, religious, educational, and scientific purposes, and is intended to qualify at all times as an exempt organization under Section 501(c)(3) of the Code. Accordingly, the provisions of these Bylaws shall be interpreted in such a manner or be deemed reformed in such a manner as is consistent with these objectives. Any provision hereof which cannot be intent of this Section, and which inconsistent with the intent manifested hereby, shall be void.

The undersigned Secretary of the Corporation hereby certifies that the forgoing bylaws, as amended and restated, have been duly adopted and filed this 25th day of January 2018.

Signed,

Britney Hollick
President

1/29/2021

Revised 3/23/2000

Revised 7/28/2016

Revised January 29, 2021