

RESOLUTION NO. 51407-1

WHEREAS, Gettysburg Economic Development Corporation ("GEDC") is a newly formed corporation organized exclusively for the tax exempt purpose of fostering, promoting, and carrying on certain charitable objectives and for any other exempt activities as permitted under Section 501(c)(3) of the Internal Revenue Code; and

WHEREAS, GEDC, under law, will have full authority to receive, administer, and expend funds and to purchase, to enter into and to accept assignments of agreements of sale and options to purchase, to lease, to sell and convey, and to develop real property and facilities and perform such other acts as may be necessary or proper to accomplish such charitable objectives and other exempt activities in connection with economic development, the redevelopment and the economic revitalization of the community of the historic Borough of Gettysburg and its environs, but only to the extent permitted by the Pennsylvania Nonprofit Corporation Law; and

WHEREAS, GEDC's articles of incorporation clearly state the intent of the corporation is to focus its development activity within the scope of economic and redevelopment of the Borough of Gettysburg; and

WHEREAS, the Borough of Gettysburg, as incorporator, through its Borough Council, desires to adopt bylaws in the form attached hereto as Exhibit "A" pursuant to The Pennsylvania Nonprofit Corporation Code; and

WHEREAS, the Borough of Gettysburg, as incorporator, through its Borough Council, desires to appoint an initial Board of Directors pursuant to The Pennsylvania Nonprofit Corporation Code.

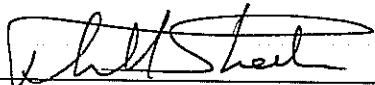
WHEREFORE, BE IT RESOLVED, that the Borough Council of the Borough of Gettysburg hereby adopts bylaws of GEDC substantially in the form attached hereto as Exhibit "A."

FURTHER RESOLVED, that the Borough Council of the Borough of Gettysburg hereby appoints the following directors to the Board of GEDC, effective January 1, 2007 to serve pursuant to the terms set forth in the bylaws: William P. Monahan, Jamie P. Fleet, Catherine Cresswell, Theodore H. Streeter, and Bernard A. Yannetti, Jr.

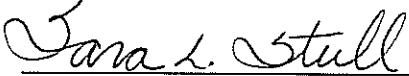
FURTHER RESOLVED, that the Board of Directors of GEDC have all authority granted to it pursuant to The Pennsylvania Nonprofit Corporation Code to conduct the business of the corporation.

THIS RESOLUTION DULY ADOPTED according to law on this 14th day of May, 2007, at a duly advertised regular meeting of the Borough Council of the Borough of Gettysburg.

BOROUGH OF GETTYSBURG

By: 
Theodore H. Streeter, President

Attest:


Sara L. Stull, Secretary

Approved this 14th day of May, 2007.

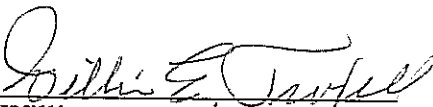
By: 
William E. Troxell, Mayor

Exhibit "A"

BYLAWS
OF THE
GETTYSBURG ECONOMIC DEVELOPMENT CORPORATION

ARTICLE I

Name, Purpose, Offices and Fiscal Year

Section 1.01. *Name.* The name of the corporation is Gettysburg Economic Development Corporation.

Section 1.02. *Purpose.* It is the purpose of the Gettysburg Economic Development Corporation to foster, promote, and carry on certain charitable objectives and any other exempt projects and activities in connection with the economic development, the redevelopment and the economic revitalization of the community of the historic Borough of Gettysburg and its environs as permitted under §501(c)(3) of the Internal Revenue Code or the corresponding section of any future Internal Revenue Law of the United States, both directly and by the application of assets or income distributions to organizations that qualify as exempt under §501(c)(3) of the Internal Revenue Code or the corresponding section of any future Internal Revenue Law of the United States. The Corporation does not contemplate pecuniary gain, incidental or otherwise, to its members. Profits, if any, accruing to the corporation shall be placed in the surplus fund to be used for the furtherance of the objects and purposes of the corporation as set forth herein.

Section 1.03. *Registered Office.* The registered office of the corporation in the Commonwealth of Pennsylvania shall be at 59 East High Street, Gettysburg, Adams County, Pennsylvania 17325 until otherwise established by a vote of a majority of the Board of Directors in office (the "Board"), and a statement of such change is filed in the Department of State; or until changed by an appropriate amendment of the articles of incorporation of the corporation.

Section 1.04. *Other Offices.* The corporation may also have offices at such other places within or without the United States of America as the Board may from time to time appoint or as the business of the corporation requires.

Section 1.05. *Fiscal Year.* The fiscal year of the corporation shall be the calendar year.

ARTICLE II
Membership

Section 2.01. *General Requirements.* Any person or establishment doing business in Gettysburg who is interested in the objectives and purposes of Gettysburg Economic Development Corporation shall be eligible to become a member thereof upon meeting all

membership requirements and payment of dues pursuant to a dues schedule adopted by the Board of Directors.

Section 2.02. *Dues and Approval.* Any person or establishment doing business in Gettysburg who wishes to become a member of Gettysburg Economic Development Corporation shall be eligible to become a member upon payment of dues as prescribed by current dues schedule and majority approval of membership.

Section 2.03. *Entities as Members.* Any firm, corporation, municipality or organization interested in the objectives and purposes of Gettysburg Economic Development Corporation shall be eligible to become an active member as prescribed in these Bylaws and may be represented at membership meetings of the corporation by any person in its employ or in its membership, duly appointed by the firm, corporation, or organization on an official registration form.

Section 2.04. *Waiver of Dues.* The Board reserves the right in its discretion to waive a membership dues payment for any member in consideration of in-kind contributions of the member in furtherance of the goals, objectives and purposes of Gettysburg Economic Development Corporation.

Section 2.05. *Sponsorships.* Sponsorships are available to any persons or business which provide a monetary sum and/or service to further the goals, objectives and purposes of Gettysburg Economic Development Corporation. Sponsors will be designated as such in designated promotions. A majority vote of the Board is required to be approved as a sponsor which will not be recognized as a member.

ARTICLE III Board of Directors

Section 3.01. *Powers.* The Board shall have full power to conduct, manage, and direct the business and affairs of the corporation; and all powers of the corporation are hereby granted to and vested in the Board.

Section 3.02. *Qualification and Selection.* Each director of the corporation shall be a natural person of full age, but need not be a resident of Pennsylvania. Directors shall be originally elected by a majority vote of the membership of the corporation. In the case of a vacancy during the term of office of director, a new director may be selected by the Board. No more than one representative from any group, business, or organization may serve concurrently as a director. This prohibition may be waived by special exception upon a majority vote of the membership at any meeting of the membership of the corporation. However, this prohibition shall not apply to directors representing the Borough of Gettysburg, its Borough Council, its mayor, administrators and staff which representation shall be limited to three (3) directors.

Section 3.03. *Number and Term of Office.* The Board shall consist of a minimum of five (5) directors up to a maximum of fifteen (15) members as may be determined from time to time by resolution of the Board. Each director shall hold office for a term of a maximum of five (5) years and until such time as his or her successor shall have been elected and qualified, or until his or her earlier death, resignation, or removal. The term of office of the directors shall be set so that the term of office of at least one (1) member of the Board shall expire each year. Therefore, the terms of office of the initial members of the Board may be set at one (1), two (2), three (3) and four (4) years to ensure that the term of office of at least one member of the Board shall expire each year.

Section 3.04. *Organization.* At every meeting of the Board, the president of the corporation, if there be one, or, in the case of a vacancy in the office or absence of the president of the corporation, the vice president of the corporation shall preside.

Section 3.05 *Resignations.* Any director of the corporation may resign at any time by giving written notice to the president or the secretary of the corporation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.06. *Vacancies.* The Board may declare vacant the office of a director if he or she is declared as incapacitated by an order of court, or convicted of a felony, or for any other proper cause, or if within sixty (60) days after notice of his or her selection, he or she does not accept such office either in writing or by attending a meeting of the Board.

Any vacancy or vacancies in the Board because of death, resignation, removal in any manner, disqualification, an increase in the number of directors, or any other cause, may be filled by a majority of the remaining members of the Board though less than a quorum, at any regular or special meeting, and each person so selected shall be a director to serve for the balance of the unexpired term.

Section 3.07. *Removal.* A director may be removed from office at any time for cause, including lack of attendance or participation, when it is reasonably believed that the best interests of the corporation would be served by such removal, and provided that a majority of the remaining directors shall consent to such removal. Should any director be absent from three (3) consecutive meetings without proper notice to the executive committee, the director shall be removed from office unless a majority of the remaining directors agree to retain the director. After a director is absent from two (2) consecutive meetings without proper notice, the Secretary shall notify the director in writing of the possibility of his or her removal from the Board of Directors and shall further notify the director of the date, time and location of the Board of Directors' meeting at which a decision will be made relative to the removal of the director from office.

Section 3.08. *Place of Meetings.* Meetings of the Board may be held at such place within or without Pennsylvania as the Board may from time to time appoint, or as may be designated in the notice of the meeting.

Section 3.09. *Regular Meetings.* Regular meetings of the Board shall be held at such time and place as shall be designated from time to time by resolution of the Board. If the date fixed for any such regular meeting be a legal holiday under the laws of the State where such meeting is to be held, then the same shall be held on the next succeeding business day, not a Saturday, or at such other time as may be determined by resolution of the Board. At such meetings, the Board shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given unless otherwise required by law or the Bylaws.

Section 3.10. *Special Meetings.* Special meetings of the Board shall be held whenever called by the president or by three (3) or more of the directors. Notice of each such meeting shall be given to each director by telephone or in writing at least twenty-four (24) hours (in the case of notice by telephone) or forty-eight (48) hours (in the case of notice by e-mail) or five (5) days (in the case of notice by mail) before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting.

Section 3.11. *Quorum, Manner of Acting, and Adjournment.* Except as otherwise provided in herein, a majority of the directors in office shall be present at each meeting in order to constitute a quorum for the transaction of business. Every director shall be entitled to one (1) vote. Except as otherwise specified in the articles of these Bylaws or provided by statute, 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. In the absence of a quorum, a majority of the directors present and voting may adjourn the meeting from time to time until a quorum is present. The directors shall act only as a board and the individual directors shall have no power as such, except that any action which may be taken at a meeting of the Board may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors in office and shall be filed with the secretary of the corporation.

Section 3.12. *Executive and Other Committees.* The Board may, by resolution adopted by a majority of the directors in office, establish an executive committee and one or more other committees, each committee to consist of two or more directors of the corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence of disqualification of a member, and the alternate or alternates, if any, designated for such member, or any committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. Each committee of the board shall serve at the pleasure of the Board.

The executive committee shall have and exercise all of the powers and authority of the Board in the management of the business and affairs of the corporation, except that the executive committee shall not have any power or authority as to the following:

- (1) The filling of vacancies in the Board.
- (2) The adoption, amendment or repeal of the Bylaws.
- (3) The amendment or repeal of any resolution of the Board.
- (4) The authorization or entry into any loan or any indebtedness of the corporation.
- (5) The authorization to submit or the submission of any subdivision or land development plans to the Borough of Gettysburg for final approval.
- (6) The final approval of any building construction plans.
- (7) The establishment of a sales price or entry into any agreements of sale for the sale of any real property owned by the corporation.
- (8) The decision to make any loans or grants to any corporation, partnership, association or any other organization.
- (9) The making or placing for investment of any funds of the corporation.

No committee of the Board other than the executive committee, shall, pursuant to resolution of the Board or otherwise, exercise any of the powers or authority vested by these Bylaws or the Nonprofit Corporation Law of 1988 in the Board as such, but any other committee of the Board may make recommendations to the Board or executive committee concerning the exercise of such powers and authority.

The establishment of any committee of the Board and the delegation thereto of power and authority shall not alone relieve any director of his fiduciary duty to the corporation.

A majority of the directors in office designated to a committee, or directors designated to replace them as provided in this section, shall be present at each meeting to constitute a quorum of the transaction of business and the acts of a majority of the directors in office designated to a committee or their replacement shall be the acts of the committee.

Each committee shall keep regular minutes of its proceedings and report such proceedings periodically to the Board.

Section 3.13. *Interested Directors or Officers; Quorum.* No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his or her or their votes are counted for such purpose, if:

- (1) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or
- (2) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board which authorized a contract or transaction specified in this section.

ARTICLE IV Officers

Section 4.01. *Number; Qualifications and Designation.* The officers of the corporation shall be a president, a vice president, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of Section 4.03 of this Article. Any number of offices may be held by the same person. Officers may but need not be directors of the corporation. The president, vice president, and secretary (or assistant secretary) shall be natural persons of full age (18 years of age or older); the treasurer (or assistant treasurer) may be a corporation, but if a natural person shall be of full age.

Section 4.02. *Election and Term of Office.* The officers of the corporation, except those elected by delegated authority pursuant to Section 4.03 of this Article, shall be elected annually by the Board, and each such officer shall hold his or her office until the next annual organization meeting of the Board and until his successor shall have been elected and qualified, or until his or her earlier death, resignation, or removal.

Section 4.03. *Subordinate Officers, Committees, and Agents.* The Board may from time to time elect such other officers and appoint such committees, employees or other agents as the business of the corporation may require, including one or more assistant

secretaries, and one or more assistant treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws, or as the Board may from time to time determine. The Board may delegate to any officer or committee the power to elect subordinate officers and to retain or appoint employees or other agents, or committees thereof, and to prescribe the authority and duties of such subordinate officers, committees, employees or other agents.

Section 4.04. *Resignations.* Any officer or agent may resign at any time by giving written notice to the Board, or to the president or the secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.05. *Removal.* Any officer, committee member, employee or other agent of the corporation may be removed, either for or without cause, by the Board or other authority which elected, retained or appointed such officer, committee or other agent whenever in the judgment of such authority 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.

Section 4.06. *Vacancies.* A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board by the officer or committee to which the power to fill such office has been delegated pursuant to Section 4.03 of this Article, as the case may be, and if the office is one for which these Bylaws prescribe a term, shall be filled for the unexpired portion of the term.

Section 4.07. *General Powers.* All officers of the corporation, as between themselves and the corporation, shall respectively have such authority and perform such duties in the management of the property and affairs of the corporation as may be determined by resolutions or orders of the Board, or, in the absence of controlling provisions in resolutions or orders of the Board, as may be provided in these Bylaws.

Section 4.08. *The President and Vice President.* The president, or in his or her absence, the vice president, shall preside at all meetings of the members of the Board, and shall perform such other duties as may from time to time be requested of him or her by the Board.

Section 4.09. *The President.* The president shall be the chief executive officer of the corporation and shall have general supervision over the activities and operations of the corporation, subject, however, to the control of the Board. The president shall sign, execute, and acknowledge, in the name of the corporation, deeds, mortgages, bonds, notes, contracts or other instruments, authorized by the Board except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these Bylaws, to some other officer or agent of the corporation; and, in general, shall perform

all duties incident to the office of president, and such other duties as from time to time may be assigned to him or her by the Board.

Section 4.10. *The Vice President.* The vice president shall perform the duties of the president in his or her absence and such other duties as may from time to time be assigned to them by the Board, or the president.

Section 4.11. *The Secretary.* The secretary or an assistant secretary shall attend all meetings of the Board and shall record all the votes of the directors and the minutes of the meetings of the Board and of committees of the board in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the corporation as required by law; shall be the custodian of the seal of the corporation and see that it is affixed to all documents to be executed on behalf of the corporation under its seal; and, in general, shall perform all duties incident to the office of secretary, and such other duties as may from time to time be assigned to him or her by the Board, or the president.

Section 4.12. *The Treasurer.* The treasurer or an assistant treasurer shall have or provide for the custody of the funds or other property of the corporation and shall keep a separate bank account of the same to his or her credit as treasurer; shall collect and receive or provide for the collection and receipt of monies earned by or in any manner due to or received by the corporation; shall deposit all funds in his or her custody as treasurer in such banks or other places of deposit as the Board may from time to time designate; shall, whenever so required by the Board, render an account showing his transactions as treasurer, and the financial condition of the corporation; and, in general, shall discharge such other duties as may from time to time be assigned to him or her by the Board, or the president.

ARTICLE V Meetings

Section 5.01. *General Meetings.* The general membership meetings shall be held from time to time as determined in accordance with these Bylaws. At least one (1) general membership meeting shall be held each year.

Section 5.02. *Special Meetings.* Any special meetings of the membership shall be called by the president at the request of the majority of the directors, or at the request of twenty-five (25%) percent of the general membership.

ARTICLE VI Notices; Waivers; Meetings

Section 6.01. *Notice, What Constitutes.* Whenever written notice is required to be given to any person under the provisions of the articles, these Bylaws, or the Nonprofit Corporation Law of 1988, it may be given to such person, either personally or by sending

a copy thereof by first class mail, postage prepaid, or by e-mail, to his or her mailing address or e-mail address supplied by him or her to the corporation for the purpose of notice. If the notice is sent by mail or e-mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or when sent electronically for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by law or these Bylaws

When a 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.

Section 6.02. *Waivers of Notice.* Whenever any written notice is required to be given under the provisions of the articles, these Bylaws, or the Nonprofit Corporation Law of 1988, 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 Article X, Section 10.06 of these Bylaws, 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.

Section 6.03. *Modification of Proposal Contained in Notice.* Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

Section 6.04. *Exception to Requirement of Notice.* Wherever any notice or communication is required to be given to any person under the provisions of the articles or these Bylaws, or the Nonprofit Corporation Law of 1988, or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action, and communication with such person is then unlawful, the giving of such notice or communication to such person shall not be required and there shall be no duty to apply for a license or other permission to do so.

Section 6.05. *Conference Telephone Meetings.* One or more persons may participate in a meeting of the Board or of a committee of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE VII
Limitation of Personal Liability of Directors; Indemnification
of Directors, Officers and Other Authorized Representatives

Section 7.01. *Limitation of Personal Liability of Directors.* 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 his or her office as defined in Section 7.02 below; and
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this Section shall not apply to (a) the responsibility or liability of a director pursuant to any criminal statute; or (b) the liability of a director for the payment of taxes pursuant to local, state or federal law.

Section 7.02. *Standard of Care and Justifiable Reliance.*

- (a) A director of the corporation shall stand in a fiduciary relationship to the corporation, and shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she 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 his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
 - (i) One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;
 - (ii) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person;
 - (iii) A committee of the Board upon which he or she does not serve, duly designated in accordance with the law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

- (b) In discharging the duties of their respective positions, the Board, committees of the Board and individual director may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon persons with whom the corporation has business and other relations and upon communities which the offices or other establishments of or related to the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section.
- (c) Absent breach of fiduciary duty, lack of 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.

Section 7.03. *Indemnification in Third Party Proceedings.* 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 representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against 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 reasonably believed to be in, or not opposed to, the best interests 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 interests 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 7.04. *Indemnification in Derivative Actions.* The corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to 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 representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in the manner he or she 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 to

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 of Common Pleas of Adams County or 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 which the Court of Common Pleas of such other court shall deem proper.

Section 7.05. *Mandatory Indemnification.* Notwithstanding any contrary provision of the articles of incorporation or these Bylaws, to the extent that a representative of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 7.03 or Section 7.04 above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 7.06. *Determination of Entitlement to Indemnification.* Unless ordered by a court, any indemnification under Section 7.03 or Section 7.04 above shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

- (a) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or
- (b) if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 7.07. *Advancing Expenses.* Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in paragraphs 1 through 3 above.

Section 7.08. *Indemnification of Former Representatives.* Each such indemnity may continue as to a person who has ceased to be a representative of the corporation and may inure to the benefit of the heirs, executors and administrators of such person.

Section 7.09. *Insurance.* The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or 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 such person and incurred by such person

in any capacity or arising out of such person's status as such, whether or not the corporation would otherwise have the power to indemnify such person against such liability.

Section 7.10. *Reliance on Provisions.* Each person who shall act as an authorized representative of the corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

ARTICLE VIII Bonds

Section 8.01. *Bonds.* The Board of Directors may require such officers to be bonded as it shall deem necessary, for any amount it may deem proper.

ARTICLE IX Dissolution

Section 9.01. *Dissolution.* In the event of dissolution of the corporation, all net assets shall be distributed to a single nonprofit corporation or to multiple nonprofit corporations organized under Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code. Any dissolution of the corporation shall be carried out in accordance with all statutory requirements and the requirements of these Bylaws, including the approval of a plan for dissolution.

ARTICLE X Miscellaneous

Section 10.01. *Corporate Seal.* The corporation shall have a corporate seal in the form of a circle containing the name of the corporation, the year of incorporation and such other details as may be approved by the Board.

Section 10.02. *Checks.* All checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons as the Board may from time to time designate.

Section 10.03. *Contracts.* Except as otherwise provided in these Bylaws, the Board may authorize any officer or officers, agent or agents, 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.

Section 10.04. *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 may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or employees as the Board shall from time to time determine.

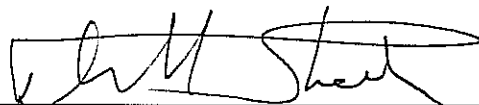
Section 10.05. *Annual Report of the Board.* The Board shall direct the president and treasurer to present at the annual meeting of the board a report showing in appropriate detail the following:

- (1) 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.
- (2) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
- (3) 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.
- (4) The expenses or disbursements of the corporation, both unrestricted 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.

Section 10.06. *Amendment of Bylaws.* These Bylaws may be amended or repealed, or new Bylaws may be adopted, by vote of a majority of the Board of the corporation in office at any regular or special meeting. Such proposed amendment, repeal or new Bylaws, or a summary thereof, shall be set forth in any notice of such meeting, whether regular or special.

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APPROVED this _____ day of _____, 2007.



Theodore H. Streeter, Secretary