

# **PMCA**

An International Association of Confectioners

## Constitution and Bylaws

As Revised and Ratified April 14, 2015

Founded in 1907 as the Pennsylvania Manufacturing Confectioners Association

[www.pmca.com](http://www.pmca.com)

## Past Presidents of PMCA

1911-1913	William B. Rosskam	1963	Samuel K. Blumenthal
1914	William P. Fender	1964	Robert W. Minter
1915-1916	C.W. Costello	1965	Carl A. Goldenberg
1917-1918	A.C. Keeley	1966	Richard M. Palmer
1919	R.R Lloyd	1967	A. Rodney Murray
1920	E.E. McClintock	1968	William J. Powers
1921-1922	H.C. Heckerman	1969-1970	Jay C. Musser
1923-1924	A.E. Sander	1971	John W. Vassos
1925-1926	Harry Dangerfield	1972	John Glaser
1927-1931	A.E. Sander	1973	Robert F. Keppel Jr.
1932	John A. Bachman	1974	Daniel P. McGovern
1933	William E. Johnson	1975	Walter L. Kalbach, Jr.
1933-1935	Ira W. Minter	1976	Duane D. Poulterer
1936-1937	Leo Rouf	1977	Joseph A. Marshall, Jr.
1938	Charles L. Supplee	1978	William A. Medlicott
1939	William B. Rosskam	1979	Silvio Crespo
1940-1941	R.F. Keppel, Sr.	1980	Larry B. Campbell
1942	H. Earl Erb	1981	Peter Van B. Heide
1943	Arthur Echil	1982	Achilles C. Pulakos
1944	J. Russell Moedinger	1983	John W. Hess
1945-1946	John Henry	1984	Stanley N. Glasbrenner
1947	C. Rudolph Kroekel	1985	Richard M. Palmer, Jr.
1948	F. Milton Demerath	1986	Marvin Ames
1949	Charles T. Clark	1987	Peter J. Hughes
1950	Philip Wunderle, III	1988-1989	David R. Goldenberg
1951	A.J. Napolitan	1990-1991	Robert R. Lucas
1952	Mark J. Heidelberger	1992-1993	David Deck
1953	David Sykes	1994-1995	Thomas P. Jackson
1954	Charles S. Grube	1996-1997	William A. Newton
1955	Otto J. Glaser	1998-1999	Michael Ferraro
1956	I. Harry Goldenberg	2000-2001	Logan Jones
1957	Clarence G. Bortzfield	2001-2003	Douglas W. Lehrian
1958	Richard M. Stark	2003-2005	Peter Blommer
1959	E.W. Meyers	2005-2008	Adrian Timms
1960	Clayton A. Minter, Jr	2008-2010	W. David Hess
1961-1962	John Woodward	2010-2012	Steven R. Marcanello
		2012-2014	Marlene Stauffer

## Summary of Changes

The last major revision in 2002 introduced active membership privileges to a much larger group of confectionery manufacturers and recommended a review in ten years. This current revision does not introduce many sweeping changes but seeks to streamline the administrative procedures of the association and brings the bylaws up to date to reflect changes in electronic communications.

The dedication of the PMCA members, directors and officers has ensured that the association continues to be successful in its mission. The Bylaws committee recommends that the bylaws be reviewed no later than in 2021.

W. David Hess  
Chairman, Bylaws Sub-Committee  
May 2012

## BYLAWS of PMCA

### An International Association of Confectioners

#### **ARTICLE I – ORIGIN**

Founded in 1907 as the Pennsylvania Manufacturing Confectioners' Association, the Corporation shall be known as PMCA, or as PMCA - An International Association of Confectioners, and is governed by the Pennsylvania Nonprofit Corporation Law (NPCL) of 1988, as amended.

#### **ARTICLE II – OFFICES**

1. The Corporation may have offices at such places as the Board of Directors may, from time to time, appoint or the activities of the Corporation may require.

#### **ARTICLE III – SEAL**

The Corporate seal shall have inscribed thereon the name of the Corporation, and the years of its incorporation.

#### **ARTICLE IV – PURPOSE**

1. The objectives of the Corporation are:
  - A. To Promote the welfare of its members;
  - B. To serve as a source of educational information to the industry and allied fields, and to the general public;
  - C. To promote research on problems pertaining to the industry;
  - D. To provide an open forum for the exchange of information among its membership through meetings ,publications and other means of communication;
  - E. To assist government agencies with industry information and convey governmental agency information to its membership;
  - F. To foster cooperation with other allied trade organizations pursuing similar goals.

#### **ARTICLE V – MEMBERS**

1. There shall be four classes of membership: active members, associate members, retired members, and association members.
  - A. Active members shall be manufacturers of confectionery and snack food products such as chocolate type confectionery products; solid, solid with inclusions, enrobed or molded with bakery product, candy, nut, fruit or granola or other center, panned, assortments, etc. Also, non-chocolate type confectionery; hard candy, chewy candy, soft candy, panned or candy coated nuts, fruit or granola or other center, panned, medicated hard candy, etc. as well as chewing gum and bubble gum, who pay the dues assessed by the corporation and who are accepted into membership.

Active members will be given written notification of the meetings of members; are entitled to attend meetings of members; are counted toward establishment of quorum; and are entitled to one vote.

- B. Associate members shall be those companies who are closely allied with the manufacture of confectionery products such as suppliers of ingredients, services, machinery or equipment, who pay the dues assessed by the corporation and who are accepted into membership, and who qualify under the policies adopted from time to time by the board of directors.

Associate members will receive notification of meetings and are entitled to attend and participate in discussions at the meetings of the members, but are not counted in the establishment of a quorum, and have no vote.

- C. Retired members shall be individuals who represented a previous membership and will be granted the status of any company they were previously employed by for board status.

Retired members will receive notification of meetings and are entitled to attend and participate in discussions at the meetings of the members, but are not counted in the establishment of a quorum, and have no vote.

- D. Association members shall be those organizations, associations, educational institutions or nonprofit corporations in the industry, or a closely allied industry, which actively conduct business for the good of the industry as a whole and the purpose of which is similar to the purposes of this Corporation.

Association members will receive notification of meetings and are entitled to attend and participate in discussions at the meetings of the members, but are not counted in the establishment of a quorum, and have no vote.

2. Application for active, retired, associate or association membership shall be made by submitting a completed application form to the PMCA office.
3. Applicants shall become members upon approval of two-thirds of the Directors present at any duly held regular or special meeting of the Board of Directors after such applicants subscribe to the Bylaws and pay dues, as hereinafter provided.
4. Any branch or division of a firm or corporation, if eligible, may become a member of the Corporation, membership classification to be assigned according to A, B, or D above.

#### **ARTICLE VI – MEETING OF MEMBERS**

1. Meetings of the members shall be held at the place or places as may, from time to time, be fixed by the Board of Directors.
2. The annual meeting of the members shall be held at the call of the Board of Directors at which time the members shall transact such business as may properly be raised at the meeting.
3. Special meetings of the members may be called at any time by the Chairman or by members where at least one-third of the active members join in the request or by directors where at least two-thirds of the directors join in the request. At any time, upon written request of any person who has called a special meeting, it shall be the duty of the Secretary to fix the time of the meeting which shall be held not more than 60 days after the receipt of the request. If the Secretary shall neglect or refuse to fix the time of 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 call and matters germane thereto.

4. Written notice of every meeting of the members, stating the time, place, object thereof, shall be given by, or at the direction of, the Secretary to each member of record entitled to vote at the meeting, at least ten days prior to 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. In the case of a special meeting, the notice shall specify the nature of the business to be transacted. Written notice is defined to include all methods of communication permitted by NPCL, as amended; in effect at the time the notice is issued.
5. A meeting of members duly called shall not be organized for the transaction of business unless a quorum is present. 'Present' is to be defined by NPCL, as amended, in effect at the time of meeting. The representation of at least 1/5 of the members entitled to vote shall constitute a quorum at all meetings of the members for the transaction of business, except as may be otherwise provided by law or by the Articles of Incorporation. The members present at a duly organized meeting 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 attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine. In the case of any adjourned meeting, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting, if written notice of such second adjourned meeting, stating that those members who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter is given to each member of record entitled to vote at such second adjourned meeting at least ten days prior to the day named for the second adjourned meeting. 'Written notice' is defined to include all methods of communication permitted by NPCL, as amended; in effect at the time the notice is issued.
6. 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.
7. Every active member of the Corporation shall be entitled to one vote. If membership is in the name of a firm or corporation, the name of the individual representative for such firm or corporation, who shall exercise the powers of membership, shall be duly certified to the Secretary of the Corporation by such firm or corporation. Such firm or corporation shall also specify which individual shall have the vote if such firm or corporation has more than one division or branch. Members shall be permitted to be represented or vote by proxy at any meeting. In the event that the individual representative of a firm or corporation is unable for good reason to be present at any meeting, such firm or corporation may designate an alternate representative, provided such alternate is duly certified to the Secretary of the Corporation prior

to the meeting and provided that such alternate is an employee or member of the corporation or firm. Upon request of a member, the books or records of membership shall be produced at any regular 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.

8. 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.
9. Retired, associate and association members may attend and participate in discussions at the meetings. However, such members shall not have a vote and must leave such meetings upon majority vote of active members present, excluding board members.
10. One or more persons may participate in a meeting of the members either in person or by other electronic communication methods through which all persons participating in the meeting can hear each other or read each other's comments, if permitted by NPCL. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
11. In all proceedings, Robert's Rule of Order shall govern, unless the matter at hand is otherwise expressly governed by a provision in the NPCL or the corporate bylaws.

#### **ARTICLE VII - DIRECTORS**

1. The business and affairs of this Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than eight nor more than twelve elected directors and, in addition, (1) all of the duly elected officers of the Corporation (except the Secretary) during the period in which any such individual is serving as an officer, and (2) the immediate past President of the Corporation who shall serve as Chairman of the Board of Directors, and (3) the-past Chairman Of the board of Directors, each of whom shall remain a director for the six successive years following the completion of their term as Chairman.
2. All directors shall represent active or associate members of the Corporation, or be a retired member.
3. The immediate past President of the Corporation shall be the Chairman of the Board of Directors who shall perform the duties of that office and preside over all meetings of the Board of Directors. The immediate past Chairman of the Board of Directors shall continue as director without standing for election for the next successive six years and, at the end of such six-year period, unless reelected as a director, shall become an honorary director for the remainder of his or her lifetime or until retirement or withdrawal from the confectionery industry, provided that such honorary director shall attend at least one meeting of the Board of Directors during

each 24-month period. Honorary directors shall not be counted in determining the number of directors as provided in paragraph 1 above.

4. The directors to be elected shall be elected by the members for terms of three years each, provided, however, that the Board of Directors may classify the terms of office of the directors to establish, as nearly as possible, terms of office so that of the total number of elected directors, one-third shall be elected each year. Of the total number of elected directors serving at any one time, no more than three may be Associate members and no more than two elected directors may be employees or associated with the same business enterprises engaged in the confectionery industry, such enterprises to be defined to include the divisions, subsidiaries or branches of such enterprise. Tenure of office for directors shall continue until their successors are duly elected and qualified, or until their earlier death, resignation or retirement.
5. In determining the identities of past Presidents and past Chairmen, all persons who served as a President or Chairman of the Executive Committee of the Pennsylvania Manufacturing Confectioners' Association prior to incorporation, will be considered to have served as President or Chairman of the Board of Directors, respectively, of the Corporation in such years of actual service.
6. In addition to the power 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 Bylaws directed or required to be exercised or done by the members. At any meeting, with the unanimous consent of those present being given, the Bylaws may be suspended for any specific purpose during said meeting until the next Annual Meeting of the Association.
7. The meetings of the Board of Directors may be held at such times and at such place or places as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.
8. One or more persons may participate in a meeting of the board of directors either in person or by other electronic communication methods through which all persons participating in the meeting can hear each other or read each other's comments, if permitted by NPCL. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting. Written or personal notice of every meeting of the Board of Directors shall be given to each Director at least two weeks prior to the day named for the meeting.
9. At least ½ of the directors in office shall be necessary to constitute a quorum for the transaction of business and 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. Honorary Directors shall not count as Directors for purposes of voting but may be counted for purposes of constituting a quorum at the direction of the Chairman of the Board. Any action that may be taken at a meeting of the directors may be taken without a meeting, if 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.



10. The Board of Directors may, by resolution adopted by a majority of the directors in office, establish one or more committees to consist of at least one director and such other members of the Corporation, as the Board of Directors may deem appropriate. No such committee, including the Executive Committee, shall have any power or authority as to the following:
  - A. The submission to members of any action required by statute to be submitted to the members for their approval.
  - B. The filling of vacancies on the Board of Directors.
  - C. The adoption, amendment or repeal of the Bylaws.
  - D. The amendment or repeal of any resolution of the Board.
  - E. Action on matters committed by the Bylaws or resolution of the Board of Directors to another committee of the Board.
11. 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 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. Chairs of committees shall serve at the pleasure of the President and shall be required to establish and maintain a charter for their committee.
12. The Board of Directors shall not be compensated for their services as such.
13. Meetings of the board of Directors may be attended only by the directors and honorary directors, and may include those designated by the Chairman.
14. The board of Directors must secure the fidelity of any or all such officers by bond or otherwise.

#### **ARTICLE VIII – OFFICERS**

1. The executive officers of the Corporation shall be the Chairman of the Board, President, Vice-President, Secretary, Treasurer and such other officers and assistant officers as the need of the Corporation may require. Each officer, except the Secretary who may be a contracted individual, shall be a member and upon being elected to office, shall become a director of the Corporation. The officers shall hold office for a term of two years and shall have such authority and shall perform such duties as are provided by the Bylaws and as may, from time to time, be prescribed by the Board of Directors. Any one person may hold only one office. The Executive Committee shall be comprised of the executive officers of the Corporation and would have the right to exercise all powers and authority of the full Board at the time that the Board of Directors is not in session.
2. The President, Vice-President and Treasurer shall be elected by the members of the Corporation at the annual meeting and shall hold office during the ensuing two fiscal years of the Corporation, and thereafter until their respective successors are duly elected and qualified. At any time there shall not be more than one elected officer who is an Associate Member.

3. The Secretary shall be appointed by the Board of Directors and shall hold office during the ensuing fiscal year of the Corporation, and thereafter until his or her successor is appointed and need not be a member of the Corporation.
4. The Chairman of the Board shall preside at all meetings of the Board of Directors. This office shall be filled by the immediate past President of the Corporation, who shall hold such office until the next President is elected. The President shall carry out the duties of the Chairman of the Board in the absence of the Chairman of the Board.
5. The President shall be the chief executive officer of the Corporation. The President shall preside at all the meetings of the members, have general and active management of the affairs of the Corporation and 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 to any other officer or officers of the Corporation. The President shall execute contracts, agreements, 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 or supervision and management usually vested in the office of president. The President shall cast the deciding vote in any meeting where there shall be a tie.
6. The Vice-President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as may be delegated from time to time by the President or the Board of Directors. The Vice-President shall serve as President in the absence of the President.
7. The Treasurer shall oversee the management of the operational funds and investments of the corporation. The Treasurer shall approve vouchers for disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, a report on the financial condition of the Corporation. The Treasurer shall serve as Chair of the Investment and Finance committee.
8. The Secretary shall attend all meetings of the Corporation, both regular and special, shall call the roll and record the attendance, and shall keep the minutes of the proceedings. The Secretary shall notify members of all meetings to be held, receive, read and file all communications, and, under the direction of the President or the Chairman of the Board shall conduct the general correspondence of the Corporation and shall notify candidates for membership of their election or rejection and shall furnish newly elected members with copies of the Bylaws of the Corporation. The Secretary shall also collect the dues and assessments of the Corporation and shall have available for inspection by any member in good standing, at the annual meeting, the annual financial reports.. 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 IX – VACANCIES OF OFFICE**

1. Resignation of any director, officer or agent, shall be in writing, and addressed to the Secretary of the Corporation, who shall refer such registration to the Board of Directors for its action. The resignation becomes effective upon receipt by the Secretary.
2. If the office of any director, 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 at least the unexpired term in respect of which such vacancy occurred and will be eligible for election for an additional two terms

#### **ARTICLE X – FEES, DUES AND ASSESSMENTS**

1. The annual dues of the Corporation shall be set for each year by the Board of Directors.
2. All dues are payable in advance.
3. Special assessments shall be approved by a vote of the active members only at a meeting of the members of the Corporation. A notice of the necessity for, and specific purpose of, such an assessment shall be mailed to each member at his address, as such address appears upon the records of the Corporation, at least thirty (30) days prior to the date on which such meeting is to be held.
4. No active member, while indebted to the Corporation for dues or assessments, shall have the right to vote at any of its meetings.
5. Members not paying their dues or assessments shall be notified, in writing, by the Secretary, of such indebtedness, and their names shall be dropped from the roll after the Secretary has sent, at reasonable intervals, two subsequent notices of delinquency. The Secretary shall then send formal notice of this action to the delinquent or delinquents and also report the sending of such notice to all of the members in his annual report.
6. Any member whose name may have been dropped may be reinstated if such member shall give to the Board of Directors sufficient reason for such nonpayment and shall discharge the indebtedness.

#### **ARTICLE XI – PENALTIES AND EXPULSION**

1. If any member of the Corporation, at any time, shall be thought guilty of any act in violation of the rules or prejudicial to the character and interests of the Corporation, or contrary to its Bylaws, a written complaint thereof, setting forth with particularity the facts as alleged, may be submitted to the Board of Directors, through its Secretary, by any member of the Corporation.
2. A copy of the complaint shall be served upon the accused member at least thirty (30) days before a meeting of the Board of Directors, and such member shall have the right to submit a written defense and to appear in person at such meeting, and such complaint shall then be investigated. Final action on the proposed expulsion will be taken at a later meeting after the investigation is completed.

3. If at any duly called meeting of the Board of Directors at which a quorum is present, by a vote of two-thirds of the members of the Board of Directors then present, the conduct of such member is found to be in violation of the rules or prejudicial to the character and interests of the Corporation, or contrary to its Bylaws, his suspension or expulsion may be ordered.
4. A member, so suspended or expelled, may have the decision of the Board of Directors reviewed at any regular or special meeting of the members of the Corporation. The action on the part of the Board of Directors, however, shall remain in full force and effect until modified or reversed by action of a majority of the members of the Corporation present at a duly called meeting of the members at which a quorum is present.

#### **ARTICLE XII – 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 membership register; giving the names of the members, and showing their respective addresses and the class and other details of the membership each. 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 or at its principal place of business wherever situated.
2. Every member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and 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. 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. The demand under oath shall be directed to the Corporation at its registered office or at its principal place of business wherever situated.

#### **ARTICLE XIII – TRANSACTION OF BUSINESS**

1. The Corporation shall make no purchase of real property nor sell, mortgage, lease or otherwise dispose of its real property, unless authorized by vote of 2/3 of the total number of voting directors then in office. Whenever there are 18 or more directors, the vote of a majority of the voting directors in office shall be sufficient. Unless otherwise restricted in these Bylaws, no vote or consent of the members of the Corporation shall be required to make effective such action by the Board of Directors. If the real property is subject to a trust, the conveyance 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 so doing, 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 or distributed in any manner whatsoever among the members, 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. All expenditures in excess of \$5,000.00 for a single transaction, not provided for in the approved budget for the fiscal year, shall require prior approval of the Board of Directors.
4. The fiscal year of Corporation shall begin on the first day of July.

#### **ARTICLE XIV – ANNUAL REPORT**

1. The Board of Directors shall present annually, to the members, a report verified by the President and Treasurer, or by majority of the directors, showing in appropriate detail the following:
  - A. The assets and liabilities, including any 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 years 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 names and addresses of the current members may be found.

This report shall be filed with the minutes of the meeting.

#### **ARTICLE XV – LIMITED LIABILITY AND INDEMNIFICATION**

1. A Director of this Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, except to the extent that exemption from liability for monetary damages is not permitted under the laws of the Commonwealth of Pennsylvania as now or hereafter in effect. The provisions of this section are intended to exempt the Directors of the Corporation from liability for monetary damages to the maximum extent permitted under the Pennsylvania Nonprofit Corporation Law of 1988, Section 5713, as amended.

Every person who was or is party, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative, or investigative,

including but not limited to any action by or in the name of the Corporation, by reason of the fact that he or a person of whom he is a legal representative is or was a director, officer, employee or committee member of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another Corporation, as a member of any committee of the Board, or as its representative in a partnership, joint venture trust or other enterprise, shall be indemnified and held harmless to the fullest extent permitted or authorized by the law of the Commonwealth of Pennsylvania, as the same exists or may hereafter be amended, against all expenses, liability and loss (including attorney's fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be contract right and shall include the right to be paid, by the Corporation, expenses incurred in defending any action, suit, or proceeding in advance of its final disposition upon delivery to the Corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it should ultimately be determined that he is not entitled to be indemnified by the Corporation. Determination of any questions concerning the right to indemnification shall be by majority vote of the disinterested members of the Board of Directors.

2. Such right of indemnification shall not be exclusive of any other right which the directors, officers, or representatives of the Corporation may have or hereafter acquire under any provisions of law, the Articles of Incorporation, Bylaws, agreements, insurance policies, vote of disinterested directors or otherwise, both as to action in their respective official capacities and as to action in another capacity while serving as a director, officer or representative. The Corporation may purchase insurance policies, enter into specific agreements with directors or officers, establish a security fund, or take such additional actions as the Board of Directors deems appropriate to carry out its obligation of indemnification.
3. The rights of a director or officer to indemnification and advance of expenses granted under this article are in the nature of a contract between the Corporation and each director or officer, and no amendment or repeal of any provision of this article of the Bylaws shall alter, to the detriment of such director or officer, the rights of such person to the advance of expenses or indemnification related to a claim based on an act of failure to act which took place prior to such amendment, repeal or termination. Such rights shall continue as to a person who has ceased to be director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

#### **ARTICLE XVI - 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 any means permitted by Pennsylvania Nonprofit Corporation Law of 1988, as amended, to his address appearing on the books of the Corporation, or, in the case of directors, supplied by him to the Corporation for purpose of 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 by courier service, when delivered to a courier service; if by facsimile transmission, upon receipt of successful fax transmission; or by confirmed receipt of any communications means, including electronic mail, permitted by Pennsylvania Nonprofit Corporation Law of 1988, as amended. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these Bylaws. 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 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. In the case of a special meeting of members such waiver of notice shall specify the general nature of the business to be transacted. 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 XVII – MICELLANEOUS PROVISIONS**

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 Pennsylvania Nonprofit Corporation Law of 1988, as amended.

#### **ARTICLE XVIII – AMENDMENTS**

Bylaws may be adopted, amended or replaced by the vote of members entitled to cast at least a majority of the votes which all members present are entitled to cast thereon at any regular or special meeting duly convened after notice to the members for that purpose.

#### **ARTICLE XIX – TAX PROVISIONS**

1. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

2. If the Corporation is deemed to be a private foundation for federal income tax purposes, the Corporation shall distribute its income and shall not make any expenditures or investments that would violate Sections 4941-4945 of the International Revenue Code, as amended.
3. Notwithstanding any other provision of Articles of Incorporation or these Bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c) (6) of the International Revenue Code and its Regulations as they now exist or as they may hereafter be amended.
4. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to a similar educational or scientific institution or entity or to a university, college, or other institution of higher learning, as approved by a majority vote of the active members.