

THESE BYLAWS AMEND AND RESTATE, EFFECTIVE JANUARY 14, 2015, IN THEIR ENTIRETY, ALL PRIOR VERSIONS OF BYLAWS PREVIOUSLY ADOPTED BY THE ROTARY CLUB OF LANCASTER, A PENNSYLVANIA NONPROFIT CORPORATION, REFERRED TO IN THESE AMENDED AND RESTATED BYLAWS AS THE CORPORATION OR THE CLUB.

AMENDED AND RESTATED BYLAWS

OF

THE ROTARY CLUB OF LANCASTER

(a Pennsylvania nonprofit corporation)

ARTICLE I

OFFICES, FISCAL YEAR AND MISSION

Section 1.0.1 REGISTERED OFFICE. The registered office of the Corporation in Pennsylvania shall be at 679 E. Ross St., Lancaster, PA 17602 until otherwise established by an amendment of the Corporation's articles of incorporation ("Articles") or by the board of directors and a record of such change is filed with the Pennsylvania Department of State in the manner provided by law.

Section 1.0.2 OTHER OFFICES. The Corporation may also have such other office, within or outside of Pennsylvania, as the board of directors may from time to time designate or business may require.

Section 1.0.3 FISCAL YEAR. The fiscal year of the Corporation shall begin the first (1st) day of July in each calendar year and end on the thirtieth (30th) day of June in the following calendar year.

Section 1.0.4 MISSION. The Corporation is organized as a membership service organization and a local affiliate of Rotary International (RI), an international organization. In addition to membership activities including fellowship and participation in RI matters, the Corporation engages in supporting community and other charitable purposes. Except for the annual meeting at which elections are held as set forth in Section 4.02(b) below, meetings of the members, which shall be held Wednesday at noon of each week unless cancelled by the President of the Corporation for inclement weather or the board of directors on account of holidays or other good cause, shall not be meetings for Club business but for fellowship and programs.

ARTICLE II

NOTICE -WAIVERS -MEETINGS GENERALLY

Section 2.0.1 MANNER OF GIVING NOTICE.

(a) General Rule. Whenever written notice is required to be given to any person under the provisions of Pennsylvania law, the Articles or these Bylaws, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, facsimile, email, or by telegram, charges prepaid, to his address appearing on the books of the Corporation or, in the case of directors, supplied by him to the Corporation for the purpose of notice. If the notice is sent by mail, facsimile, e-mail, or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person or confirmation of the facsimile or e-mail transmission is received. A notice of meeting shall specify the place, day and time of the meeting and any other information required by any other provision of Pennsylvania law, the Articles or these Bylaws.

(b) Adjourned Meetings. 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 2.0.2 NOTICE OF MEETINGS OF BOARD OF DIRECTORS.

(a) Requirement.

(1) Annual meetings of the board of directors need not be held. If an annual meeting of the board of directors is held, notice of the annual meeting of the board of directors shall be given to each director in writing at least five (5) business days before the day on which the meeting is to be held.

(2) Notice of a regular meeting of the board of directors need not be given, except by announcement of the same at the prior regular meeting or by the adoption of a resolution by the board of directors establishing the places, dates, and times of regular meetings.

(3) Notice of a special meeting of the board of directors shall be given to each director by telephone, e-mail or in other writing at least twenty-four (24) hours before the time at which the meeting is to be held.

(b) Content. Every required notice of a meeting shall state the place, date, and time of the meeting and, in the case of an annual meeting, the business to be transacted at, and the purpose of, the annual meeting. Unless otherwise provided by Pennsylvania law, neither the business to be transacted at, nor the purpose of, any special meeting of the board of directors need be specified in a notice of such meeting.

Section 2.0.3 WAIVER OF NOTICE.

(a) Written Waiver. Whenever any written notice is required to be given under the provisions of Pennsylvania law, the Articles or these Bylaws, 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 this subsection, neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of such meeting.

(b) Waiver by Attendance. 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 2.0.4 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 2.0.5 EXCEPTION TO REQUIREMENT OF NOTICE. Whenever any notice or communication is required to be given to any person under the provisions of Pennsylvania law, the Articles or these Bylaws, 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.

Section 2.0.6 USE OF CONFERENCE TELEPHONE AND SIMILAR EQUIPMENT. One or more persons may participate in a meeting of the board of directors by means of conference telephone or similar communication 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 III

MEMBERSHIP

Section 3.0.1 MEMBER. The Corporation shall have members. The conditions and qualifications for membership shall be those established by RI. Any provision of Pennsylvania law requiring notice to, the presence of, or the vote, consent or other action by, members of a nonprofit corporation in connection with any matter shall be satisfied by notice to, the presence of, or the vote, consent or other action by, the board of directors of the Corporation. Members sole right shall be to elect the board of directors as provided herein and the management of the Corporation shall be done by the board of directors as representatives of the membership. The board of directors may in its discretion establish other categories of membership.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.0.1 POWERS; STANDARD OF CARE.

(a) General Rule. Unless otherwise provided by Pennsylvania law, 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 directors. The recommended Rotary Club Bylaws issued by Rotary International provide that a club's bylaws must contain a provision that the governing body of the club is the board of directors consisting at a minimum of the president, immediate past president, president elect, and secretary. These Bylaws are intended and believed to satisfy such requirement, albeit the positions of vice president and president-elect are one and the same for the Corporation.

(b) Standard of Care; Justifiable Reliance. A director shall stand in a fiduciary relation to the Corporation and shall perform his duties as a director, including duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner the director reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his 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:

(1) One or more officers or employees of the Corporation whom the director reasonably believes to be within the professional or expert competence of such person.

(2) 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.

(3) A committee of the board upon which the director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

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

(c) Consideration of Factors. In discharging the duties of their respective positions, the board of directors, committees of the board and individual directors may, in considering the best interests of the Corporation, consider the effects of any action upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (b) above.

(d) Presumption. Absent breach of fiduciary duty, lack of good faith or self-dealing, any action taken as a director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

(e) Notation of Dissent. A director who is present at a meeting of the board of directors, or of a committee of the board, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent is entered in the minutes of the meeting or unless the director files a written dissent to the action with the secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of the action. Nothing in this section shall bar a director from asserting that

minutes of the meeting incorrectly omitted his dissent if, promptly upon receipt of a copy of such minutes, the director notifies the secretary in writing of the asserted omission or inaccuracy.

Section 4.0.2 QUALIFICATION AND SELECTION OF DIRECTORS.

(a) Qualifications. Each director of the Corporation shall be a natural person of full age.

(b) Election of Directors. Except as otherwise provided in the Articles or these Bylaws, directors of the Corporation shall be elected annually by the members of the Corporation at a regular Club meeting in March or such other membership meeting in close proximity thereto as the board of directors may establish. There shall be two persons nominated and running for election for each director slot that is open. Voting for Directors shall be by ballot. Directors so elected shall begin their term at the start of the next Rotary year beginning the following July 1. The candidates receiving the highest number of votes cast shall be elected. Nominations shall be made by and the elections shall be overseen by the Past Presidents Committee of the Club.

Section 4.0.3 NUMBER AND TERM OF OFFICE.

(a) Number. The board of directors shall consist of thirteen directors, four of whom shall be the Officers and one of whom shall be the immediate past president. One of the officer positions, that of Treasurer, shall be an appointed position and the Treasurer shall be a member of the board of directors serving at the pleasure of the Board. In the case of a permanent vacancy during the term of a Director, such as the resignation of a Director, the Board shall fill the vacancy by appointment of the unsuccessful candidate who received the highest number of votes in the immediately preceding election. In the case of a temporary vacancy, such as a leave of absence of a Director for good cause shown, the President may recommend to the Board, which shall vote on the recommendation, a Club member to hold the Director position until the duly elected Director is able to return to service. Directors shall not be classified.

(b) Term of Office. Directors shall generally be elected for three year terms. Each director shall hold office until the expiration of the term for which he was elected and until a successor has been selected and is qualified or until his earlier death, resignation or removal. A decrease in the number of directors shall not have the effect of shortening the term of any incumbent director. A director may run for reelection for a second three year term. If reelected, the Director shall become an officer of the Corporation at the expiration of the director's second three year term and thereafter serve four years on the board as an officer or past officer, all as set forth in Section 5.01 of these bylaws.

(c) Resignation. Any director may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as shall be specified in the notice of resignation.

Section 4.0.4 VACANCIES.

(a) General Rule. Permanent vacancies in the board of directors resulting from a resignation shall be filled by selecting the candidate with the highest vote at the most recent election who was not elected. However, a director so selected to replace a resigning director will be selected

to serve a normal three year term and not simply to serve the remaining term of the director who resigned. Temporary vacancies created by a director requesting a leave of absence may be filled by a majority vote of the remaining members of the board though less than a quorum, or by a sole remaining director, and each person so selected shall be a director to serve for the balance of the unexpired term, and until a successor has been selected and qualified or until his earlier death, resignation or removal.

(b) Action by Resigned Directors. When one or more directors resign from the board effective at a future date, the directors then in office, including those who have so resigned, shall have power by the applicable vote to fill the vacancies, the vote thereon to take effect when the resignations become effective.

Section 4.0.5 REMOVAL OF DIRECTORS. The board of directors may declare vacant the office of a director who has been convicted of an offense punishable by imprisonment for a term of thirty (30) days or more, or if, within sixty (60) days after notice of his selection, the director does not accept the office either in writing or by attending a meeting of the board of directors, or if, after appointed and beginning to serve, the director does not attend four consecutive board meetings.

Section 4.0.6 PLACE OF MEETINGS. Meetings of the board of directors may be held at such places, within Lancaster County, Pennsylvania, as the President of the Corporation may from time to time designate, or as may be designated in a notice of the meeting.

Section 4.0.7 ORGANIZATION OF MEETINGS. At every meeting of the board of directors, the President, or, in the case of a vacancy in the office or absence of the President, one of the following officers present, in the order stated, shall act as chairman of the meeting: the Vice President; the secretary or, in the absence of the secretary, the Treasurer. In the absence of any such officer, any person appointed by the members of the board of directors at which a quorum is present shall act as chairman of the meeting.

Section 4.0.8 ANNUAL MEETINGS. No annual meeting of the board of directors need be held. If an annual meeting of the board of directors is held, the board of directors may fix the date and time of the annual meeting of the board.

Section 4.0.9 REGULAR MEETINGS. Regular meetings of the board of directors shall be held monthly at such places, dates and times as shall be designated by the President. In the absence of such a designation, the regular meetings of the board of directors shall be held at the principal office of the Corporation at 5:00 pm on the third Tuesday of each month; provided, however, that the President of the Corporation shall have the authority to modify the schedule to cancel or suspend meetings where seasonal fluctuations in the Corporation's activities render a meeting unnecessary in the President's good faith judgment.

Section 4.0.10 SPECIAL MEETINGS. Special meetings of the board of directors shall be held whenever called by the President or by two (2) or more members of the board of directors. In calling a special meeting, the notice shall specify the purpose and be given not less than one (1) business day in advance of the meeting. Special meetings may be held before or after regular meetings of the members to conduct or approve club business.

Section 4.0.11 QUORUM OF AND ACTION BY DIRECTORS.

(a) General Rule. If there are thirteen directors serving at any time, a majority of the directors in office shall be necessary to constitute a quorum for the transaction of business. If at any time there are less than thirteen directors serving, a majority in number of the then serving directors shall be needed to constitute a quorum. The acts of a majority of the directors present at a meeting at which quorum is present shall be the acts of the board of directors. If a member of the board of directors is present at the beginning of a meeting but leaves during the meeting, a quorum shall continue to exist unless the sole reason for the director's attendance is to object to the validity of the meeting and any business conducted at the meeting.

(b) Voting Rights. Each director shall be entitled to one (1) vote.

(c) Action by Written Consent. Any action which may be taken at a meeting of the directors may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors in office and shall be filed with the secretary of the Corporation. For this purpose, an e-mailed consent shall be considered a written consent and all such e-mails concerning an action may be printed and filed with the secretary of the Corporation.

Section 4.0.12 EXECUTIVE AND OTHER COMMITTEES.

(a) Establish and Powers. The board of directors may, by resolution adopted by a majority of the directors in office, establish one or more committees to consist of one or more directors of the Corporation. Committees of the board of directors so established to conduct Club business shall be different than, and in addition to, committees of the members selected by the incoming President from members who have expressed interest in committee work. Any committee, to the extent provided in the resolution of the board of directors, shall have and may exercise all of the powers and authority of the board of directors, except that no such committee shall have any power or authority as to the following, which shall require action by the board at a duly-called meeting:

(1) The filling of vacancies in the board of directors, except that the Past Presidents Committee of the Club shall have the power to do so with respect to regular elections as provided by Section 4.02(b) of these Bylaws.

(2) The adoption, amendment or repeal of these Bylaws.

(3) The amendment or repeal of any resolution of the board.

(4) Action or matters committed by a resolution of the board of directors to another committee of the board.

(b) Alternative Committee Members. 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 constituting a quorum, may unanimously appoint another director to act at the meeting in the place of the absent or disqualified member.

- (c) Term. Each committee of the board shall serve at the pleasure of the board.

Section 4.0.13 COMPENSATION.

The board of directors shall serve without compensation, although may be reimbursed for expenses incurred by them in performing their duties.

ARTICLE V

OFFICERS

Section 5.0.1 OFFICERS GENERALLY.

(a) Number, Qualifications and Designation. The officers of the Corporation shall be a President, a Vice President (or President Elect), a Secretary, and a Treasurer. Except as expressly provided otherwise in these Bylaws, officers shall be directors of the Corporation who have completed two elected terms as directors. If at any time there are no directors who have completed two terms as officers when the need arises to fill officer positions, the director(s) with the most seniority who are willing to serve shall fill such vacant officer positions in the manner otherwise provided in these Bylaws. The President, Vice President (or President Elect), Secretary, and Treasurer shall be natural persons of full age. Upon completion of the second elected term of a director's membership on the board of directors, a director shall become the Secretary of the board of directors for one Rotary year, then succeed to the position of Vice President of the board of directors for a second Rotary year, then become the President of the Board of directors for an additional one Rotary year period. If more than one director is completing a second term of office at the end of the same Rotary year, the order of succession shall be determined by appointing first the director who had the highest vote total in the last election and so forth. The Treasurer shall be appointed by the board of directors, shall be a member of the board of directors and an officer, and may serve at the pleasure of the board of directors for an unlimited term of time. The record of succession of the officers shall be maintained by the immediate Past President of the Club.

(b) Resignations. Any officer may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as may be specified in the notice of resignation.

(c) Bonding. The Corporation may secure the fidelity of any or all its officers by bond or otherwise.

(d) Standard of Care. An officer shall perform his duties as an officer in good faith, in a manner he 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.

Section 5.0.2 ELECTION AND TERM OF OFFICE. The officers of the Corporation need not be elected, except that they are elected indirectly by virtue of the fact that they are first elected to two terms as directors before becoming officers.

Section 5.0.3 TEMPORARY APPOINTMENT OF OFFICERS AND AGENTS. The board of directors may from time to time appoint and designate a director or officer to handle such business of the Corporation as may be required in the absence of the President, Vice President, Secretary and Treasurer, including signing documents and authorizing action by others with whom the Corporation contracts.

Section 5.0.4 NO CONTRACT RIGHTS. Election or appointment of an officer or agent shall not of itself create any contract rights in the officer or agent.

Section 5.0.5 REMOVAL OF OFFICERS AND AGENTS. Any officer or agent of the Corporation may be removed at any time by the board of directors, with or without cause, but such removal shall be without prejudice to the contract rights, if any, of any person so removed.

Section 5.0.6 VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the board of directors or by the officer or committee to which the power to fill such office has been delegated pursuant to Section 5.03, 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 5.0.7 AUTHORITY. All officers of the Corporation, as between themselves and the Corporation, shall respectively have such authority and perform and affairs of the Corporation as are provided in these Bylaws or may be provided by or pursuant to resolutions or orders of the board of directors.

Section 5.0.8 THE CHAIRMAN AND VICE CHAIRMAN OF THE BOARD. The President, or in the absence of the President the Vice President, shall serve as chairman of the board to preside at all meetings of the board of directors. In the absence of the President and the Vice President, the Secretary of the board, shall preside at a meeting of the board of directors. The person serving as chairperson shall perform such other duties as may from time to time be requested by the board of directors.

Section 5.0.9 THE PRESIDENT. The president shall be the chief executive officer of the Corporation and shall have general supervision over the business and operations of the Corporation, subject however, to the control of the board of directors. The president shall sign, execute, and acknowledge, in the name of the Corporation, contracts or other instruments authorized by the board of directors, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors, 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 form time to time may be assigned by the board of directors.

Section 5.0.10 THE VICE PRESIDENT. The Vice President of the Corporation shall serve as the President elect of the Corporation and fill in for the President when the President is absent and unavailable. The Vice President shall be responsible for such duties, including planning and implementation of an annual holiday party and participation in bell ringing for the Salvation Army,

as has historically been performed by the Vice President. The Vice President shall participate in planning for the year in which the Vice President shall be President of the Corporation, including attendance at RI's President Elect Training Seminar (PETS) and selection of Club committee chairs and assignment of directors to lead Club lanes of service.

Section 5.0.11 THE SECRETARY. The secretary shall attend all meetings of the board of directors and shall record all votes of the directors and the minutes of the meetings of the board of directors 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 which are to be executed on behalf of the Corporation under its seal; and, in general, shall perform all duties as may from time to time be assigned by the board of directors or the president.

Section 5.0.12 THE TREASURER. The treasurer shall have or provide for the custody of the funds or other property of the Corporation; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the Corporation; shall deposit all funds in his custody as treasurer in such banks or other places of deposit as the board of directors may from time to time designate; shall, whenever so required by the board of directors, render an account showing all transactions as treasurer and the financial condition of the Corporation; shall work with the President and the board of directors to prepare and present a budget for the Corporation; and, in general, shall discharge such other duties as may from time to time be assigned by the board of directors or the president.

ARTICLE VI

LIMITATION OF DIRECTORS' LIABILITIES AND INDEMNIFICATION

Section 6.0.1 LIMITATION OF LIABILITY. To the fullest extent permitted by Pennsylvania law, a director or officer of the Corporation shall not be personally liable to the Corporation or others for monetary damages for any action taken or any failure to take any action, unless the director has breached or failed to perform the duties of his office and such breach or failure constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section 6.0.1 shall not apply with respect to the responsibility or liability of a director under any criminal statute or the liability of a director for the payment of taxes pursuant to local, state or federal law.

Section 6.0.2 INDEMNIFICATION.

(a) 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, by reason of the fact that such person 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 expenses (including attorneys' fees), amounts paid in settlement, judgments, and fines actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided, however, that no indemnification shall be

made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

(b) Advance of Expenses. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suite, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount if it shall be ultimately determined that he is not entitled to be indemnified by the Corporation as authorized in this Article VI.

(c) Indemnification Not Exclusive. The indemnification and advancement of expenses provided by this Article VI shall not be deemed exclusive of any other right to which persons seeking indemnification and advancement of expenses may be entitled under any agreement, vote of disinterested directors, or otherwise, both as to actions in such persons' official capacity and as to their actions in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of any such person.

(d) Insurance, Contracts, Security. The Corporation may purchase and maintain insurance on behalf of any person, may enter into contracts of indemnification with any person, and may create a fund of any nature which may, but need not be, under the control of a trustee for the benefit of any person, and may otherwise secure, in any manner, its obligations with respect to indemnification and advancement of expenses, whether arising this Article VI or otherwise, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article VI.

Section 6.0.3 EFFECT OF AMENDMENT. Any repeal or modification of this Article VI shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation or any right of any person to indemnification from the Corporation with respect to any action or failure to take any action occurring prior to the time of such repeal or modification.

ARTICLE VII

MISCELLANEOUS

Section 7.0.1 SEAL. The corporate seal, if any, shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, Pennsylvania."

Section 7.0.2 CHECKS. All checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons as the board of directors, or any person authorized by resolution of the board or directors, may from time to time designate.

Section 7.0.3 CONTRACTS.

(a) General Rule. Except as otherwise provided by Pennsylvania law, the board of directors may authorize any officer 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.

(b) Statutory Form of Execution of Instruments. Any note, mortgage, evidence of indebtedness, contract or other instrument in writing, or any assignment or endorsement thereof, executed or entered into between the Corporation and any other person, when signed by one or more officers or agents having actual or apparent authority to sign it, or by the president or vice president and secretary or assistant secretary or treasurer or assistant treasurer of the Corporation, shall be held to have been properly executed for and in behalf of the Corporation. Such fact shall be without prejudice to the rights of the Corporation against any person who shall have executed the instrument in excess of his actual authority.

(c) Seal. Except as otherwise required by Pennsylvania law, the affixation of the corporate seal shall not be necessary to the valid execution, assignment or endorsement by the Corporation of any instrument in writing.

Section 7.0.4 INTERESTED DIRECTORS OR OFFICERS; QUORUM.

(a) General Rule. A contract or transaction between the Corporation and one or more of its directors or officers or between the Corporation and another corporation, partnership, association, or other organization in which one or more of its directors or officers are directors officers, or have a financial interest, shall not be void or voidable solely for that reason, or solely because in the meeting of the board of directors which authorizes the contract or transaction, or solely because his or their votes are counted for that 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 of directors, 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 of directors of the Corporation.

(b) Quorum. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board which authorizes a contract or transaction specified in subsection (a) above.

Section 7.0.5 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 depositaries as the board of directors 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 of directors shall from time to time determine.

Section 7.0.6 CORPORATE RECORDS. The Corporation shall keep appropriate, complete and accurate books or records of account, minutes of the proceedings of the directors, and a copy of these Bylaws, including all amendments thereto to date, certified by the secretary of the Corporation. All such records shall be kept at the registered office of the Corporation in Pennsylvania or at its principle place of business. Any books, minutes or other records may be in

written form or any other form capable of being converted into written form within a reasonable time.

Section 7.0.7 REPORTS.

(a) Need for Report. If required by law, the board of directors, with the assistance of the president and treasurer and outside advisers, as needed, shall prepare and present an annual report containing such matters as may be required. In addition, if determined to be appropriate by the board of directors, the Corporation shall prepare and present to the board of directors or the members, or both, reports, including reports 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 principle 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, 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.

(b) Place of Filing. If an annual report is prepared and presented, the annual report shall be filed with the minutes of the annual meeting of the board of directors and such other places as may be required by law or by RI.

Section 7.0.8 AMENDMENT OF BYLAWS. These Bylaws may be amended or repealed by the Corporation's board of directors. Any change in these Bylaws shall take effect when adopted otherwise provided in the resolution effecting the change.

Section 7.0.9 With the exception of Sections 4.02(b), 4.03, 4.04, 5.01(a) and 5.02, concerning the succession plan for directors and officers of the Corporation, any section of these bylaws that is inconsistent with the Model bylaws of RI shall be deemed amended and replaced by the Model bylaws of RI, as and when adopted by RI, to the extent necessary to cause these bylaws to comply with the requirements of RI.