

DOLLAR ENERGY FUND, INC.
(a Pennsylvania nonprofit corporation)

BY-LAWS

As Amended and Restated in their Entirety
(and superseding the previously Amended and Restated By-Laws
that were dated as of October 10, 2008)

Adopted and Effective as of _____, 2015

BY-LAWS

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ARTICLE I

DEFINITIONS; CONSTRUCTION AND INTERPRETATION.

Section 1.1 Definitions. As used in these By-Laws, the following capitalized words, terms and phrases have the meanings set forth in this **ARTICLE I**:

“**Annual Report**” is defined in *Section 11.5* hereof.

“**Articles of Incorporation**” means those certain Articles of Incorporation that were filed with the Department of State of the Commonwealth of Pennsylvania on April 19, 1983 to form the Corporation and commence its existence, as the same may be amended and in effect from time to time.

“**Audit Committee**” is defined in *Section 8.5* hereof.

“**Board of Directors**” is defined in *Section 7.1* hereof.

“**Business Day**” means any day other than a Saturday, a Sunday or a holiday on which national banking associations in the Commonwealth of Pennsylvania are authorized or required to be closed.

“**By-Laws**” means this code of rules adopted for the regulation and management of the business and affairs of the Corporation, as the same may be amended and in effect from time to time.

“**Chief Executive Officer**” is defined in *Section 9.11* hereof.

“**Code**” means the Internal Revenue Code of 1986, and any successor statute, as the same may be amended and in effect from time to time.

“Corporation” means DOLLAR ENERGY FUND, INC., the Pennsylvania nonprofit corporation formed by the filing of the Articles of Incorporation and organized pursuant to these By-Laws.

“Director” is defined in *Section 7.3* hereof.

“Executive Committee” is defined in *Section 8.2* hereof.

“Finance Committee” is defined in *Section 8.4* hereof.

“Indemnified Person” is defined in *Section 10.1* hereof.

“Majority Vote” means, as set forth in *Section 7.8* hereof, the vote of the majority of the Directors present at a meeting of the Board of Directors at which meeting there are enough Directors present to constitute a quorum.

“Nominating Committee” is defined in *Section 8.3* hereof.

“Notice” is defined in *Section 13.1* hereof.

“PaNPCL” means the Pennsylvania Nonprofit Corporation Law of 1988, and any successor statute, as the same may be amended and in effect from time to time.

“Past-President” is defined in *Section 9.6* hereof.

“President” is defined in *Section 9.5* hereof.

“Proceeding” is defined in *Section 10.1* hereof.

“Secretary” is defined in *Section 9.8* hereof.

“Treasurer” is defined in *Section 9.9* hereof.

“Vice President” is defined in *Section 9.7* hereof.

“Utility Company” means an entity that is classified as a “utility company” (or words of similar import) and licensed or otherwise authorized by its applicable jurisdiction to supply electric power, natural gas, shale gas, fuel oils and other petroleum products, potable water, telephone service, or other items or services to families and/or individuals.

“Utility Company Partners” means the Utility Companies that are identified from time to time on the Corporation’s “Vendor List” as a “Utility.”

“Utility Company Representative Director” is defined in *Section 7.3(b)(i)* hereof.

Section 1.2 Construction and Interpretation. Unless the context of these By-Laws requires otherwise: (a) words of any gender include each other gender; (b) words using the singular or plural number also include the plural or singular number, respectively; (c) the words “hereof,” “herein,” “hereby,” “hereto” and similar words refer to these entire By-Laws and not to any particular Article, Section, clause or any other subdivision of these By-Laws; (d) references to “Article,” “Section” or “clause,” are to the Articles, Sections and clauses, respectively, of these By-Laws; (e) the words “include” or “including” shall be deemed to be followed by the phrases “without limitation” or “but not limited to” whether or not such words are followed by such phrases or phrases of like import; and (f) titles for captions of Articles, Sections, clauses or other provisions set forth in these By-Laws are inserted only as a matter of convenience, and for reference, and do not in any way define, limit, extend, describe or otherwise effect the scope, meaning or intent of these By-Laws or any provision hereof. Whenever these By-Laws refer to a number of days, such number refers to calendar days unless Business Days are specified.

ARTICLE II **NAMES AND OFFICES.**

Section 2.1 Name. The registered name of the Corporation is “Dollar Energy Fund, Inc.” In addition to its registered name, the Corporation also conducts business in the names “Dollar Energy Fund,” “\$1 Energy Fund, Inc.,” “\$1 Energy Fund,” and variations of the foregoing. The Corporation may conduct its business in such other name or names that, from time to time, the Board of Directors deems to be desirable.

Section 2.2 Registered Office. The registered office of the Corporation is as set forth in the Articles of Incorporation. The Corporation, from time to time, may change its registered office.

Section 2.3 Other Offices. The Corporation’s principal, and other, offices shall be at such place or places, within or without the Commonwealth of Pennsylvania, that, from time to time, the Board of Directors deems to be desirable.

ARTICLE III **CORPORATE SEAL.**

Section 3.1 Corporate Seal. The Corporation may adopt a corporate seal.

ARTICLE IV
CHARITABLE PURPOSES AND GEOGRAPHIC AREA.

Section 4.1 *Charitable Purposes.* The purposes and activities of the Corporation are charitable in nature, as defined by, pursuant to, and in accordance with, §5103 of the PaNPCL and §501(c)(3) of the Code. Without limiting the generality of the foregoing, the Corporation is authorized to: (a) provide assistance and aid to families and individuals experiencing difficulty in affording adequate and safe utility supplies in order to maintain basic living standards; and (b) engage in such other activities that, from time to time, the Board of Directors deems to be desirable to further the charitable purposes and activities of the Corporation; *provided, however,* that the Corporation shall not engage in any activity that would materially adversely affect the Corporation's status and eligibility as a tax-exempt organization under §501(c)(3) of the Code.

Section 4.2 *Geographic Area.* The central geographic area in which the Corporation will engage in its charitable purposes and activities shall be within the boundaries of the Commonwealth of Pennsylvania. From time to time, the Board of Directors may designate geographic areas, in addition to the Commonwealth of Pennsylvania, in which the Corporation will engage in its charitable purposes and activities.

ARTICLE V
NO MEMBERS.

Section 5.1 *No Members.* At the annual meeting of the then "members" of the Corporation held on September 12, 2014, the then "members" of the Corporation adopted a resolution that the Articles of Incorporation, By-Laws, and other governing documents of the Corporation be amended and otherwise modified to provide that the Corporation shall not have any "members."

ARTICLE VI

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ARTICLE VII
THE BOARD OF DIRECTORS.

Section 7.1 *Management by the Board of Directors.* The business and affairs of the Corporation shall be managed by a board of directors (the "Board of Directors").

Section 7.2 *Power and Authority of the Board of Directors.* In addition to, and not in limitation of, the power and authority vested in a board of directors of a nonprofit corporation by the PaNPCL, the Board of Directors shall have the power and authority to cause the Corporation to do all acts and things that the Board of Directors deems to be desirable to further the charitable purposes and activities of the Corporation.

Section 7.3 *Number and Qualifications of Directors.*

(a) The Board of Directors shall consist of not less than eleven (11) and not more than twenty-one (21) directors (each a “Director”). Each Director: (i) shall be an individual natural person of full age; (ii) need not be a resident of the Commonwealth of Pennsylvania; and (iii) shall be elected by a Majority Vote of the then incumbent Directors. The term of office of a Director shall be for a period of three (3) years commencing on the date when the Director is elected. Except as set forth in ***Section 7.3(b)(ii)*** hereof with respect to the Utility Company Representative Director, a Director may serve for a maximum of two (2) successive three (3)-year terms, and a Director who has served for the maximum of two (2) successive three (3)-year terms may not be elected again until one (1) year after the expiration of such Director’s second three (3)-year term; *provided, however,* that: (A) the Past-President may continue to serve as a Director until a new President is elected by a Majority Vote of the Board of Directors; and (B) a Director may continue to serve as a temporary Director for more than two (2) successive three (3) year terms if, as a result of expiration of such Director’s second successive three (3)-year term, there would be less than eleven (11) Directors.

(b) (i) The Utility Company Partners may, collectively, submit pursuant to these By-Laws, including ***Section 8.3*** hereof, to the Nominating Committee, the name of one (1) individual who, if approved by a Majority Vote of the Board of Directors, would be the “Utility Company Representative Director.” The individual’s name must be submitted to the Nominating Committee at least ten (10) Business Days prior to the meeting of the Board of Directors at which such individual would be considered for approval by the Board of Directors to be the Utility Company Representative Director. The Utility Company Representative Director shall be counted, pursuant to ***Section 7.3(a)*** hereof, in the number of Directors comprising the Board of Directors.

(ii) The Utility Company Representative Director: (A) shall be an individual natural person of full age; (B) need not be a resident of the Commonwealth of Pennsylvania; and (C) shall be an employee of a Utility Company Partner.

(iii) The Utility Company Representative Director shall serve for a term of one (1) year; *provided, however,* that the Utility Companies may submit to the Nominating Committee for approval by a Majority Vote of the Board of Directors the name of the same individual to serve successive terms as the Utility Company Representative Director, up to a maximum of six (6) successive one (1)-year terms; *provided further, however,* that the individual who has served as the Utility Company Representative Director for the maximum term of six (6) successive one (1)-year terms may be approved by a Majority Vote of the Board of Directors to again be the Utility Company Representative Director.

(iv) If the individual who is the Utility Company Representative Director ceases to be an employee of a Utility Company, then: (A) that individual shall be deemed to be not qualified to be the Utility Company Representative Director; (B) the Utility Companies may submit to the Nominating Committee the name of another individual who, if approved by a Majority Vote of the Board of Directors, would be the Utility Company Representative Director;

and (C) the individual so approved by a Majority Vote of the Board of Directors would become the Utility Company Representative Director to serve out the remainder of the term of the individual who has been deemed to be not qualified to be the Utility Company Representative Director.

Section 7.4 *Vacancies on the Board of Directors.* Any vacancy occurring in the Board of Directors, including vacancies resulting from an increase in the number of Directors and/or vacancies resulting from the removal of a Director pursuant to **Section 7.5** hereof, may be filled on a temporary basis by individuals appointed by the Executive Committee; *provided, however,* that: (a) it is not necessary to fill such vacancy unless the filling of such vacancy is necessary in order to have the minimum number of Directors required pursuant to **Section 7.2** hereof. A Director so appointed (by the Executive Committee) to fill a vacancy shall be subject to the approval of a Majority Vote of the Board of Directors and, if so approved, shall serve the remainder of the term of the Director's seat to which he or she was appointed to fill. A Director appointed to serve less than a full three (3)-year term shall not be subject to the two (2) successive three (3)-years term limitation set forth in **Section 7.3** hereof until he or she is elected to a full three (3)-year term.

Section 7.5 *Removal of Directors.* The Executive Committee may remove a Director for any reason, or for no reason, including, but not limited to, if such Director: (a) misses three (3) consecutive meetings of the Board of Directors; (b) within sixty (60) days after his or her election as a Director, he or she does not accept such directorship (either in writing or by attending a meeting of the Board of Directors); or (c) he or she does not fulfill such other requirements of qualification as these By-Laws specify, including **Section 7.3** hereof; *provided, however,* that the actions of the Executive Committee to remove a Director may be invalidated by a Majority Vote of the Board of Directors.

Section 7.6 *Meetings of the Board of Directors.*

(a) *Annual meetings.* The Board of Directors shall hold an annual meeting of the Board of Directors.

(b) *Regular Meetings.* The Board of Directors shall hold regular meetings at least four (4) times per calendar year. The Executive Committee may schedule in advance the date, time and place for all regular meetings of the Board of Directors.

(c) *Special Meetings.* The President, the Executive Committee or any Director may, at any time, call a special meeting of the Board of Directors, which call shall set forth the general nature of the business to be transacted at such special meeting.

(d) *Scheduling.* The Executive Committee shall have the power and authority to schedule the date, time and place of the annual, regular and special meetings of the Board of Directors; *provided, however,* that special meetings of the Board of Directors shall be held within thirty (30) days after the date of the call for the special meeting.

Section 7.7 *Notice; Actual or Constructive Waiver.*

(a) Notice of every meeting of the Board of Directors, stating the date, time and place thereof, shall be given to each Director by, or at the direction of, the Secretary. The Notice shall be given not less than five (5) Business Days prior to the date named for the meeting; *provided, however,* that Notice shall not be required for regular meetings of the Board of Directors for which the date, time and place have been scheduled pursuant to ***Section 7.6(b)*** hereof.

(b) Attendance by a Director at any annual, regular or special meeting of the Board of Directors shall constitute a waiver by such Director of Notice of such meeting, except when such Director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the grounds the meeting was not lawfully or properly called or convened.

Section 7.8 *Quorum / Majority Vote.* At any meeting of the Board of Directors, the presence of forty percent (40%) of the entire Board of Directors shall constitute a quorum for the purpose of convening, organizing and conducting the meeting. The resolutions adopted and/or actions taken with the approval of a majority of the Directors constituting a quorum at any such meeting (a “Majority Vote”) shall be the resolutions adopted and/or actions taken by the entire Board of Directors.

Section 7.9 *Adjournment.* The Directors present at a duly convened and organized meeting of the Board of Directors may: (a) continue to transact business (including the election of Directors and/or Officers and/or the establishment of committees of the Board of Directors) until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum; or (b) adjourn the meeting to such other date, time and place that they determine.

Section 7.10 *Presumption of Assent.* The Secretary shall cause the minutes of each meeting of the Board of Directors to be made available to each Director at, or before, the next succeeding annual, regular or special (as the case may be) meeting of the Board of Directors. Every Director shall be presumed to have assented to such minutes unless the Director dissents (or proposes corrections) to such minutes before the adjournment of next succeeding annual, regular or special (as the case may be) meeting of the Board of Directors.

Section 7.11 *Participation by Conference Telephone or Other Electronic Communications.* Any and/or all Directors may participate in and/or hold a meeting of the Board of Directors by conference telephone or other electronic communications by means of which all Directors participating in the meeting can, directly or indirectly, hear and/or read the comments of each other Director, and participation in such meeting shall constitute attendance and presence by the participating Director at such meeting.

Section 7.12 *Action by Unanimous Written Consent in Lieu of a Meeting.* Any action which may be taken at any meeting of the Board of Directors, or any committee of the Board of Directors, may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, is signed by all of the Directors, or all of the Directors on the committee, as the

case may be, and is filed with the Secretary or otherwise inserted into the minute book(s) of the Corporation.

Section 7.13 Compensation and Expenses. A Director shall not be entitled to, or receive, any compensation for such Director's services to the Corporation as a Director, but, when approved by a majority of the disinterested Directors, may be reimbursed for expenses incurred. Anything contained in these By-Laws shall not be construed to preclude a Director from serving the Corporation in any other capacity and receiving compensation for such service.

Section 7.14 Standard of Care and Justifiable Reliance.

(a) A Director, including a Director who is serving on any committee of the Board of Directors, stands in a fiduciary relation to the Corporation and shall perform his or her duties: (i) in a manner that he or she reasonably believes to be in the interests of the Corporation; and (ii) with such care and diligence that a person of ordinary prudence would use under similar circumstances.

(b) In performing his or her duties as a Director, a Director shall be entitled to rely upon information, reports and/or statements, including financial statements and other financial data, in each case prepared and/or presented by any one or more of the following: (i) Officers or employees of the Corporation; (ii) attorneys, accountants or other professionals; and (iii) committees of the Board of Directors upon which he or she does not serve as to matters delegated by the Board of Directors to the committee.

(c) Absent a breach of fiduciary duty, lack of good faith or self-dealing, all actions taken (or not taken) by a Director shall be presumed to be in the interest of the Corporation.

(d) The Board of Directors shall adopt a "Conflict of Interest Policy" and may adopt such other policies that the Board of Directors deems desirable to assure that Directors would be acting in the interests of the Corporation and not in any self-interest.

Section 7.15 No Personal Liability of Directors.

(a) A Director or former Director shall not be personally liable for any direct, indirect, consequential, incidental, punitive or other damages suffered or incurred by the Corporation, or any other individual or entity, resulting from, relating to, arising out of, or in connection with, any action taken (or not taken), omission or error of judgment, by such Director in his or her capacity as a Director.

(b) The provisions of this ***Section 7.15*** shall be deemed to be a contract by and between each Director and the Corporation, and each Director shall be deemed to be serving in reliance on the provisions of this ***Section 7.15***. Any amendment or repeal of this ***Section 7.15***, or the adoption of any provision of the Articles of Incorporation or by-laws of the Corporation, including these By-Laws, that has the effect of increasing the liability of a Director, shall operate prospectively only and shall not affect the provisions of ***Section 7.15(a)*** hereof prior to the adoption of such amendment, repeal or provision.

ARTICLE VIII
COMMITTEES OF THE BOARD OF DIRECTORS.

Section 8.1 *Committees of the Board of Directors.*

(a) The Board of Directors, the Executive Committee or the President may establish one or more standing committees and/or special committees of the Board of Directors consisting of one or more Directors and/or other individuals. Other individuals so serving, or who have so served, on a committee shall be entitled to the provisions of ***Section 7.15*** hereof.

(b) A committee shall have, and may exercise, all of the power and authority vested in it pursuant to these By-Laws, or otherwise delegated to it by the Board of Directors, the Executive Committee or the President; *provided, however,* that a committee shall not have any power or authority to: (i) amend or repeal any resolutions adopted and/or actions taken by a Majority Vote of the Board of Directors; or (ii) take any action on matters granted by these By-Laws, or a resolution of a Majority Vote of the Board of Directors, to another committee of the Board of Directors.

(c) Committees shall submit such reports of meetings held, resolutions adopted and actions to be taken by, the committee and in such detail and at such frequency that the Executive Committee, the President or Board of Directors requests.

Section 8.2 *Executive Committee.*

(a) There shall be an executive committee of the Board of Directors (the “Executive Committee”) consisting of the President, the other Officers and the Past-President. The President (or the President’s designee) shall act as the chairperson of the Executive Committee and the Chief Executive Officer (and/or a designee or designees appointed by the Chief Executive Officer) shall act as the liaison (and/or the liaisons) between the Corporation’s staff and the Executive Committee.

(b) Except as otherwise provided in these By-Laws, including ***Section 8.1(b)(i)***, or a resolution adopted by a Majority Vote of the Board of Directors, the Executive Committee shall possess and exercise all of the power and authority of the Board of Directors.

Section 8.3 *Nominating Committee.*

(a) There shall be a nominating committee of the Board of Directors (the “Nominating Committee”) consisting of such Directors who are appointed by the President. The President shall designate the chairperson of the Nominating Committee and the Chief Executive Officer (and/or a designee or designees appointed by the Chief Executive Officer) shall act as the liaison (and/or the liaisons) between the Corporation’s staff and the Nominating Committee.

(b) The duties of the Nominating Committee include, but are not limited to: (i) selecting slates of one or more nominees to be elected as Directors and/or elected as Officers; (ii)

presenting to the Board of Directors the slate of nominees to be elected as Directors and/or Officers; and (iii) presenting to the Board of Directors for approval the individual who would become the Utility Company Representative Director.

Section 8.4 *Finance Committee.*

(a) There shall be a finance committee of the Board of Directors (the “Finance Committee”) consisting of such Directors appointed by the President. The Chief Executive Officer (and/or a designee or designees appointed by the Chief Executive Officer) shall act as the liaison (and/or the liaisons) between the Corporation’s staff and the Finance Committee.

(b) The duties of the Finance Committee include, but are not limited to: (i) ensuring that the bookkeeping and financial records of the Corporation are kept in a manner consistent with sound accounting practices; (ii) reviewing and revising budgets and periodic financial and other reports initially prepared by the staff of the Corporation; (iii) reviewing and making recommendations with respect to the allocation and investment of funds, current and projected liquidity position and short- and long-term investments; and (iv) assisting the Treasurer, the Chief Executive Officer and the other staff of the Corporation with respect to all of the foregoing.

(c) Resolutions adopted and/or actions approved to be taken by a majority of the members present (or otherwise participating in any manner pursuant to **ARTICLE VII** hereof) at a meeting of the Finance Committee shall be submitted to the Executive Committee for approval by the Executive Committee and subsequent presentation to the Board of Directors for approval by a Majority Vote of the Board of Directors.

Section 8.5 *Audit Committee.*

(a) There shall be an audit committee of the Board of Directors (the “Audit Committee”) consisting of at least three (3) Directors appointed by the President. Members of other committees of the Board of Directors shall not be precluded from being members of the Audit Committee and, unless otherwise prohibited by applicable law, rule or regulation or accounting policy, the Treasurer may be a member of the Audit Committee. At least one (1) member of the Audit Committee shall be able to understand and analyze financial statements and assess the overall competency of accounting and auditing firms engaged or to be retained by the Corporation. The other members of the Audit Committee should be financially literate. The members of the Audit Committee themselves shall appoint the chairperson of the Audit Committee; *provided, however*, that if the members of the Audit Committee fail to agree upon a chairperson, the President shall appoint the chairperson of the Audit Committee. Subject to **Section 8.5(d)** hereof, the Chief Executive Officer (and/or a designee or designees appointed by the Chief Executive Officer) shall be the liaison (and/or the liaisons) between the Corporation’s staff and the Audit Committee.

(b) The duties of the Audit Committee include, but are not limited to: (i) interviewing, evaluating and recommending to the Board of Directors for approval the independent auditors to be retained by the Corporation in connection with the auditing of the Corporation’s financial statements; (ii) overseeing and evaluating the performance of the

independent auditors; (iii) overseeing the integrity of the Corporation's financial accounting processes, standards and systems of internal controls regarding finance, accounting and use of assets; (iv) overseeing the operation of the Corporation's policies on conflicts of interest; (v) overseeing the performance of the Corporation's staff who have finance responsibilities; and (vi) providing an avenue of communication among the Corporation's independent auditors, management, staff and the Board of Directors.

(c) Resolutions adopted and/or actions approved to be taken by a majority of the members present (or otherwise participating in any manner pursuant to **ARTICLE VII** hereof) at a meeting of the Audit Committee may be presented by the Audit Committee directly to the Board of Directors and need not be submitted to the Executive Committee for approval by the Executive Committee.

(d) Notwithstanding anything contained in these By-Laws to the contrary, members of the Audit Committee shall have direct access to any and all personnel, equipment, books, records, notes, memoranda, compilations, studies, analyses, textual, graphic, audio and/or visual work, documents and other writings (in whatever form and/or media) of the Corporation, wherever located. Moreover, the Audit Committee shall have the power and authority to: (i) conduct any investigation and take any action it deems desirable in order to fulfill its responsibilities of independent oversight; and (ii) retain, at the Corporation's expense, special legal, accounting, or other professionals, consultants or experts that the Audit Committee deems to be desirable in order for the Audit Committee to maintain its independence and perform its duties.

ARTICLE IX
OFFICES, OFFICERS,
CHIEF EXECUTIVE OFFICER, ADMINISTRATORS AND MANAGERS.

Section 9.1 *Offices and Officers.* The Board of Directors shall have the power and authority, at any time and from time to time, to create and establish, and eliminate, any categories of office, to elect officers (herein referred to as "Officers") and to prescribe their duties and the scope of their power and authority. To be an Officer, he or she must be a Director but his or her term of office *as an Officer* shall be for one (1) year.

Section 9.2 *Election.* Officers shall be elected by a Majority Vote of the Board of Directors.

Section 9.3 *Removal and/or Resignation.* The Executive Committee, at any time, may remove any Officer from his or her office, with or without cause; *provided, however*, that the actions of the Executive Committee to remove an Officer may be invalidated by a Majority Vote of the Board of Directors. Any Officer may resign at any time by giving Notice of such resignation to the Executive Committee. Any such resignation shall take effect at the time specified in the Notice; *provided, however*, that the Executive Committee may accelerate the effective time specified in such Notice. If the time when such resignation becomes effective is

not specified in such Notice, such resignation shall be effective at the time when the Notice is deemed to have been delivered in accordance with **Section 13.1** hereof.

Section 9.4 Vacancies. The Executive Committee may fill any vacancy or vacancies in any office, as well as leave any office unfilled.

Section 9.5 President. The President (the “President”) shall perform such duties that, from time to time, are assigned to the President by the Board of Directors and/or the Executive Committee. The President, or the President’s designee, shall be the presiding officer at all meetings of the Board of Directors. The President shall see that all orders and resolutions of the Board of Directors and/or the Executive Committee are carried into effect, subject to the right of the Board of Directors and/or the Executive Committee to delegate to any other Officer or Officers any specific powers, except as may be by applicable law, including the PaNPCL, exclusively conferred on the President.

Section 9.6 Past-President. Whenever the Board of Directors elects a new President, the individual who served as the President immediately prior to the newly-elected President shall be known as the “Past-President” (the “Past-President”). The Past-President shall perform such duties that, from time to time, are assigned to him or her by the Board of Directors and/or the Executive Committee including, in general, assisting the newly-elected President in the orderly transition of the performance of the President’s duties. The Past-President will serve indefinitely until he or she resigns or is replaced when the individual who is the then incumbent President is replaced by the individual who is the newly-elected President, whereupon the individual who is the then incumbent President becomes the Past-President. As set forth in **Section 8.3** hereof, the Past-President shall be a member of the Executive Committee and may, but need not, be a Director; provided, however, that whether or not the Past-President is then a Director, the Past-President shall have full voting privileges as if he or she is a Director.

Section 9.7 Vice Presidents. The Board of Directors may create offices of one or more vice presidents (a “Vice President”) and such Vice President(s) shall perform such duties that, from time to time, are assigned to such Vice President(s) by the Board of Directors, the Executive Committee and/or the President.

Section 9.8 Secretary/Assistant Secretaries. The secretary and/or assistant secretary(s) (collectively, the “Secretary”) shall perform such duties that, from time to time, are assigned to the Secretary by the Board of Directors, the Executive Committee and/or the President including, but not limited to, keeping the minutes of the meetings of the Board of Directors in one or more books provided for that purpose.

Section 9.9 Treasurer/Assistant Treasurers. The treasurer and/or assistant treasurer(s) (collectively, the “Treasurer”) shall perform such duties that, from time to time, are assigned to the Treasurer by the Board of Directors, the Executive Committee and/or the President including, but not limited to, being a member of the Finance Committee and assisting the Finance Committee in the fulfillment by the Finance Committee of its duties.

Section 9.10 *Compensation and Expenses.* Officers of the Corporation shall not be entitled to, or receive, any compensation for their services as Officers, but may be reimbursed for expenses incurred when acting at the request of and on behalf of the Board of Directors, the Executive Committee or the President. Anything contained in these By-Laws shall not be construed to preclude an Officer from serving the Corporation in any other capacity and receiving compensation for such service.

Section 9.11 *Chief Executive Officer, Administrators and Managers.*

(a) The Board of Directors of the Corporation shall cause the Corporation to hire and employ an individual to be designated as the chief executive officer of the Corporation (the “Chief Executive Officer”) using whatever name, title, status and/or label that the Board of Directors decides to use (including, but not limited to, “Chief Executive Officer,” or “Executive Director”).

(b) The Chief Executive Officer shall have the power and authority to: (i) manage, perform and conduct the day-to-day business and operations of the Corporation; (ii) hire, fire, discipline and otherwise supervise the other employees of the Corporation and cause those employees to manage, perform and conduct the day-to-day business and operations of the Corporation; (iii) engage independent contractors to provide goods and/or services to the Corporation; (iv) determine the compensation to be paid to employees and the remuneration to be paid to independent contractors; and (v) exercise such other powers and authority delegated, and perform such other duties that are assigned, to the Chief Executive Officer by the Board of Directors.

(c) The Chief Executive Officer also shall have the power and authority to create and establish, and eliminate, any categories of positions, including staff positions, relating to the administration, management, supervision and/or conducting of the day-to-day business and operations of the Corporation and to prescribe their duties and the scope of their power and authority.

(d) The Chief Executive Officer and all other administrators, managers, supervisors, staff and other employees of the Corporation shall not be eligible to be Directors on the Board of Directors.

ARTICLE X
INDEMNIFICATION.

Section 10.1 *Indemnification.* Except as, and only to the extent, specifically prohibited by the PaNPCL or other applicable law, but subject to the limitations and conditions set forth in this **ARTICLE X**, the Corporation shall defend, indemnify and hold harmless each and every Director, Officer, trustee, employee and similar functionary of the Corporation, as well as individuals serving the Corporation at the request of the Corporation (individually, an “Indemnified Person” and collectively, the “Indemnified Persons”), from and against any and all pending or threatened claims, counter claims, cross claims, suits, actions, causes of action,

obligations, losses, damages (whether direct, indirect, incidental, consequential or otherwise), liabilities, fines, penalties (including for excise and similar taxes), exemplary and punitive damages and amounts paid in settlements (individually, a “Claim” and collectively, “Claims”), as well as all fees, costs and expenses, including legal, accounting, expert and/or other professional fees, costs and expenses (collectively, “Expenses”), in any proceeding, whether civil, criminal, administrative, arbitral or investigative (a “Proceeding”), through any and all trial and appellate levels, or any inquiry or investigation that leads, or could lead, to a Proceeding, by reason that the Indemnified Person, or anyone who is or was the legal representative of such Indemnified Person, is or was a Director, Officer, trustee, employee or similar functionary of the Corporation, or while the Indemnified Person otherwise is or was serving at the request of the Corporation, suffered or incurred by the Indemnified Person in connection with the defense of any and all Claims to which the Indemnified Person is, or is made, a party and resulting from, arising out of, or in connection with, any action taken (or not taken), omission and/or error of judgment by such Indemnified Person relating to the Indemnified Person status as such Director, Officer, trustee, employee or similar functionary, as well as individuals serving the Corporation at the request of the Corporation. It is expressly understood and agreed that the indemnification provided in this **ARTICLE X** could involve indemnification for negligence, strict liability and/or other theories of liability; *provided, however,* that, in each case, the Corporation shall not be obligated or otherwise required to defend, indemnify and hold harmless an Indemnified Person against Claims and Expenses if a court of competent jurisdiction determines that the Indemnified Person committed fraud, willful misconduct or gross negligence in connection with any such action taken (or not taken), omission or error of judgment and such action taken (or not taken), omission or error of judgment caused material harm to the Corporation. The rights granted pursuant to this **ARTICLE X** shall be deemed to be contract rights, and shall be a continuing right to indemnification to an Indemnified Person who has ceased to serve in the capacity that initially entitled such Indemnified Person to indemnification hereunder and any amendment, modification or repeal of this **ARTICLE X** shall not have the effect of limiting or denying any such rights with respect to actions taken or Proceedings arising prior to any such amendment, modification or repeal.

Section 10.2 Appearance as a Witness. Notwithstanding any other provision of this **ARTICLE X**, the Corporation shall pay, or reimburse, the Expenses incurred by an Indemnified Person in connection with such Indemnified Person’s appearance as a deponent, witness or other participant in any Proceeding even when such Indemnified Person is not a named defendant or respondent in the Proceeding.

Section 10.3 Advance Payment. An Indemnified Person’s right to indemnification under this **ARTICLE X** shall include the right to be paid, or reimbursed, by the Corporation in advance of the final disposition of the Proceeding even when the Indemnified Person’s ultimate entitlement to indemnification has not been determined; *provided, however,* that the payment of such Expenses in advance of the final disposition of a Proceeding shall be made only upon delivery to the Corporation of a written undertaking, by or on behalf of such Indemnified Person, to repay all amounts so advanced if it is ultimately determined that such Indemnified Person is not entitled to be indemnified under this **ARTICLE X**.

Section 10.4 *Rights are not Exclusive.* The right to indemnification against Claims and Expenses conferred upon an Indemnified Person pursuant to this **ARTICLE X** shall not be exclusive of any other right which the Indemnified Person may have or hereafter acquire under any law (common or statutory), any provision of the Articles of Incorporation or these By-Laws, or a decision or Majority Vote of the Board of Directors.

Section 10.5 *Insurance.* To protect itself and Indemnified Persons against Claims and Expenses, the Corporation, at its expense, may, among other matters, purchase and maintain insurance, letters of credit, act as self-insurer, or create reserves, trust and escrow funds, and/or pledge cash collateral or other funds or accounts.

Section 10.6 *Severability and Savings Clause.* If any provisions of this **ARTICLE X**, or the application thereof, to any Indemnified Person or circumstance, for any reason or to any extent, is deemed by a court of competent jurisdiction to be invalid or unenforceable, the remaining provisions of this **ARTICLE X** and the application of such provisions to other Indemnified Persons or circumstances shall not be affected thereby, and the Corporation shall nevertheless defend, indemnify and hold harmless each Indemnified Person as to Claims and Expenses with respect to any Proceeding to the fullest extent permitted by any applicable portion or portions of this **ARTICLE X** that have not been deemed to be invalid or unenforceable.

ARTICLE XI **CORPORATE FINANCE.**

Section 11.1 *Fiscal Year.* The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September of the following year.

Section 11.2 *Books and Records.* The Corporation shall keep, at its principal office, books and records of account (on paper, in electronic medium, or any other medium that the Chief Executive Office deems to be desirable as long as such records are capable of being reproduced), a record of the proceedings of the Board of Directors (and its committees), these By-Laws, including all amendments hereto, and a register, giving the names and respective last known addresses of the Directors.

Section 11.3 [THIS SECTION 11.3 IS INTENTIONALLY LEFT BLANK.]

Section 11.4 *Checks, Notes and other Corporate Obligations.* All checks, drafts, notes, demands for money or other obligations of the Corporation shall be signed by such individuals that the Board of Directors may from time to time designate and individuals designated by the Board of Directors shall have power, in the name of and on behalf of the Corporation, to endorse for collection and deposit all checks, drafts or other negotiable instruments payable to the Corporation.

Section 11.5 *Annual Report.* At each annual meeting of the Board of Directors, the Treasurer or his or her designees, shall present to the Board of Directors a report (herein referred

to as the “Annual Report”) showing, in appropriate detail, such financial information that the Board of Directors requests. Each Annual Report shall include, at a minimum, the following:

(a) the assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the Annual Report;

(b) the principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the Annual Report;

(c) the revenue or receipts of the Corporation, both unrestricted and restricted in particular purposes, for the year immediately preceding the date of the Annual Report, including separate data with respect to each trust fund held by or for the Corporation; and

(d) the expenses and disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the Annual Report, including separate data with respect to each trust fund held by or for the Corporation.

The Annual Report shall be filed with the Secretary for insertion into the minute book(s) of the Corporation.

ARTICLE XII **DISSOLUTION AND TERMINATION.**

Section 12.1 Dissolution and Termination. The Corporation shall dissolve, liquidate, wind up its affairs and terminate upon the first to occur of the following:

(a) the approval by a Majority Vote of the Board of Directors; or

(b) the entry of a decree of judicial dissolution pursuant to Subchapter G of the PaNPCL.

Section 12.2 Liquidation. Upon dissolution of the Corporation, the Board of Directors shall appoint one or more individuals or entities as a liquidating trustee of Corporation. The liquidating trustee shall proceed diligently to wind up the affairs of Corporation and make final distributions as provided in these By-Laws, the PaNPCL and the Code. The costs of liquidation shall be borne by Corporation as an expense.

Until final distribution, the liquidating trustee shall continue to manage and operate Corporation with all of the power and authority of the Board of Directors. The steps to be accomplished by the liquidating trustee include the following:

(a) as promptly as possible after dissolution and again after final liquidation, the liquidating trustee shall cause a proper accounting to be made of Corporation’s assets, liabilities, and operations through the last day of the calendar month in which the dissolution occurs or the final liquidation is completed, as applicable;

(b) the liquidating trustee shall pay, satisfy or otherwise discharge from Corporation's funds all of the debts, liabilities and obligations of Corporation (including all expenses incurred in liquidation) or otherwise make adequate provision for payment, satisfaction and/or discharge thereof (including the establishment of reserves and/or cash escrow accounts for contingent liabilities, including indemnification obligations, in such amount and for such term as the liquidating trustee may reasonably determine), all in accordance with such provisions of the PaNPCL and the Code as may be applicable; and

(c) all remaining assets of Corporation shall be distributed exclusively to one or more organizations that have purposes and activities which are the same as or substantially similar to the charitable purposes and activities of the Corporation set forth in *Section 4.1* of these By-Laws.

Section 12.3 Certificate of Cancellation. On completion of the distribution of assets as provided herein, the Corporation shall be terminated, and the liquidating trustee (or such other individuals or entities as the PaNPCL may require or permit) shall file a Certificate of Cancellation with the Secretary of State of the Commonwealth of Pennsylvania, cancel any other filings made pursuant to **ARTICLE II** hereof and take such other actions as may be necessary or desirable to terminate the existence of the Corporation.

ARTICLE XIII **NOTICES.**

Section 13.1 Notices. All notices and/or other communications (herein referred to as "Notices") required or permitted to be given pursuant to these By-Laws shall be given in written form, addressed to the intended recipient thereof and delivered: (a) by hand delivery; (b) by first class United States mail, postage paid, in which case such Notice shall be deemed to have been delivered on the second (2nd) Business Day after it is deposited in the mail; (c) by registered or certified mail, return receipt requested, or by courier or other express mail service, in which case such Notice shall be deemed to have been delivered upon receipt; (d) by facsimile transmission, in which case such Notice shall be deemed to have been delivered at the time specified in the transmission confirmation; or (e) by e-mail transmission, delivery receipt, in which case such Notice shall be deemed to have been delivered upon transmission. All Notices to be sent to a Director or any other individual or entity must be made at, or sent to, as the case may be, the last known address given to the Corporation by such Director or other individual or entity, or such other address as that the Director or other individual or entity specifies by Notice to the Corporation. All Notices to be sent to the Corporation must be sent to the Corporation's principal office.

ARTICLE XIV
AMENDMENTS.

Section 14.1 Amendments. The Board of Directors, by Majority Vote of the Board of Directors, may adopt, amend, restate and/or repeal all or any provision of these By-Laws.