

Northeastern Pennsylvania Educational Television Association

Amended and Restated Bylaws

ARTICLE 1

NAME, REGISTERED OFFICE, AND PURPOSES

1.1 **Name.** The name of the nonprofit corporation shall be **NORTHEASTERN PENNSYLVANIA EDUCATIONAL TELEVISION ASSOCIATION**, doing business as WVIA Public Media (the “**Corporation**”), a non-stock, non-profit corporation duly organized under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania.

1.2 **Registered Office.** The Corporation’s registered and principal office shall be located at 100 WVIA Way, Pittston, Luzerne County, Pennsylvania, or at such other location as determined from time to time by the Board of Directors. All such offices shall meet all applicable licensing requirements of the Federal Communications Commission.

1.3 **Mission and Purposes.**

1.3.1 **Mission.** The Corporation’s mission is to provide programming that educates, inspires, and entertains, and to foster citizenship, promote diverse cultures, and introduce unique perspectives that will inform and nurture our community.

1.3.2 **Purposes.** The purposes of the Corporation shall be as stated in the Corporation’s Articles of Incorporation (the “**Articles**”).

ARTICLE 2

MEMBERSHIP

2.1 The Corporation shall have no members.

ARTICLE 3

BOARD OF DIRECTORS

3.1 **Composition.**

3.1.1 **Size and Selection.** The Board of Directors (the “**Board**”) shall be the governing body of the Corporation and shall consist of no fewer than nine (9) and no more than twenty-one (21) voting Directors, including the President & Chief Executive Officer (the “**President**”) who, by virtue of his or her office, shall be a voting member of the Board.

3.1.2 **Qualifications of Directors.** Each Director of the Corporation shall be a natural

person of at least 21 years of age. No individual may serve on the Board of Directors or any committee if the individual has been banned from serving on the Board of a public company or convicted of crimes relating to fiduciary duty.

3.2 Powers and Duties. The business and affairs of the Corporation shall be supervised by the Board, and all powers of the Corporation are hereby granted to and vested in the Board, except as otherwise provided in these Bylaws, the Articles, or by the Pennsylvania Nonprofit Corporation Law of 1988, as amended, and other applicable Pennsylvania laws and regulations (“**Pennsylvania Law**”) or applicable federal laws and regulations such as the Communications Act of 1934 (the “**Communications Act**”). The Directors shall exercise due diligence consistent with their fiduciary duties that require them to act in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner that they believe is in the best interests of the Corporation.

3.3 Board Terms. Directors shall be elected to the Board for a term of three (3) years and may be re-elected for two additional three-year terms. A Director shall not be eligible for re-election for one (1) year after having served three consecutive three-year terms. Notwithstanding the foregoing, a Director who serves as Chair shall be permitted to serve beyond the maximum nine-year term limit for the number of years he or she serves as Chair and, in addition, for one (1) year past his or her term as Chair. Further, for Directors currently serving at the adoption of these Bylaws, such Directors who have exceeded the consecutive nine-year term limit shall serve until the expiration of their then-current term. Once elected, a voting Director shall serve for the prescribed term and until the Director’s successor shall have been elected and qualified, or sooner in the event the Director dies, resigns, becomes disqualified or is removed as provided in these Bylaws or as otherwise provided by Pennsylvania Law.

3.4 Meetings. The Board may meet in person, by teleconference, by videoconference, or by means of any other communications equipment by which all people participating in the meeting can simultaneously hear and communicate with each other. The Secretary of the Board or the Secretary’s designee shall take accurate minutes of all meetings and draft minutes shall be circulated to the Board for its review and correction prior to adoption. The final minutes of any Board meeting shall be ratified at the next successive full meeting of the Board of Directors. Except for closed meetings which may be held in accordance with the Communications Act to discuss confidential issues such as employee matters, proprietary information, legal issues and the like, all open meeting minutes shall be made available to the public once adopted by the Board as the official record of the meeting. All Board and Committee meetings shall comply with the Open Meetings requirements of the Communications Act as set forth in 47 U.S.C. Section 396 (g)(4) and (k)(4).

3.4.1 Annual Meeting. The Board of Directors shall hold an annual meeting (the “**Annual Meeting**”) for the purpose of electing Officers of the Corporation and for the transaction of other business. The Annual Meeting shall be held at such locations and on such dates/times as determined by the Board. Notice of the Annual Meeting shall be given to each Director at least seven (7) days before the time at which the meeting is to be held.

3.4.2 Regular Meetings. In addition to the Annual Meeting, the Board shall hold a minimum of three additional meetings (“**Regular Meetings**”) to be held on such date, time and place as the Board shall designate from time to time. At Regular Meetings, the Board shall transact such business as may properly be brought before the Board. Notice of each Regular Meeting shall be given to each Director at least seven (7) days before the time at which the meeting is to be held.

3.4.3 Special Meetings; Notice. Special meetings of the Board may be called by or at the request of the Chair, the Vice Chair, the President or by a majority of Directors (“**Special Meetings**”). Unless emergency circumstances dictate otherwise, notice of each Special Meeting shall be given to each Director at least two (2) days prior to the date thereof, and shall contain a statement of the general nature of the business to be transacted at such Special Meeting.

3.4.4 Form of Notice. Whenever written notice is required or permitted, by these Bylaws or otherwise, to be given to any Officer or Director, it may be given either personally delivered or by sending a copy thereof by postage prepaid first-class mail, postage by overnight delivery service (USPS, FedEx, UPS, etc.), facsimile transmission, e-mail, or other electronic communication to the person’s mailing address, facsimile number, or e-mail address as it appears on the books of the Corporation. Any person may change his or her contact information for purposes of notice with written notice to the Secretary. If the notice is sent by mail or overnight express delivery, it shall be deemed to have been given when deposited in the United States Mail or delivered to the overnight express delivery service. If the notice is sent by e-mail, it shall be deemed to have been given when sent from the sender’s outbox. The Corporation shall also provide notice of meetings to the public in a manner designed to comply with the Open Meetings requirements of the Communications Act.

3.4.5 Waiver of Notice. Whenever a written notice is required, by these Bylaws or otherwise, a waiver of such notice in writing, signed by the person or persons or on behalf of the entity or entities entitled to receive the notice shall be deemed equivalent to the giving of such notice, whether the waiver is signed before or after the time required for such notice. Except as otherwise required by Pennsylvania Law, the waiver of notice need not state the business to be transacted at, nor the purpose of, the meeting, except that the waiver of notice of a Special Meeting of the Board shall specify the general nature of the business to be transacted at the meeting. Attendance at any meeting shall constitute 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 business because the meeting was not called or convened upon proper notice.

3.4.6 Quorum; Voting/Manner of Acting; Adjournment. A majority of voting Directors in office shall be present at each meeting to constitute a quorum for the transaction of business. Except as otherwise specified in the Articles, these Bylaws or Pennsylvania Law, the acts of a majority of voting Directors present at a meeting at which a quorum is present shall be the acts of the Board. Participation in a meeting by conference telephone, videoconference or similar

communications equipment, whereby all persons participating in such meeting can simultaneously hear and communicate with each other, shall constitute presence in person at such meeting for all purposes including the establishment of a quorum. In the absence of a quorum, a majority of the Directors present and voting may adjourn the meeting until a quorum is present. The Directors shall act only as a Board and the individual Directors shall have no power as such, except that any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing, or by email, setting forth the action so taken shall be signed by, or emailed from, all of the voting Directors in office and shall be filed with the Secretary of the Corporation.

3.5 Compensation for Directors. Directors shall receive no compensation for their services on the Board, provided that the Board may authorize reimbursement of reasonable expenses incurred in the performance of Board duties on behalf of the Corporation. Notwithstanding the above, the President, as an employee of the Corporation, shall receive reasonable compensation for services rendered to the Corporation pursuant to the Corporation's Executive Compensation Policy.

3.6 Resignation, Removal of Directors; Vacancies.

3.6.1 Resignation. A Director may resign at any time by giving written notice to the Corporation. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of resignation or as designated by the Board with the consent of the resigning Director. To the extent that the resigning Director is an employee of the Corporation, said resignation will be without prejudice to any applicable contract rights of the resigning Director and the Corporation.

3.6.2 Removal. The Board may remove a Director at any time without assigning any cause, to the extent permitted by Pennsylvania Law. To the extent that a removed Director is an employee of the Corporation, said removal will be without prejudice to any applicable contract rights of the employee or the Corporation.

3.6.3 Vacancies. Vacancies in the Board occurring by death, resignation, disqualification, removal or otherwise, may be filled by majority vote of the Board to appoint a qualified individual nominated by the Governance Committee to serve the balance of the remaining term of the vacating Director.

3.7 Nomination and Election of Directors. Prior to each Annual Meeting, the Governance Committee shall submit a list of candidates to the Board for consideration for election and/or appointment, as the case may be, for expired terms and newly created Directorships. The Board will elect new Directors at the meeting immediately preceding the Annual Meeting to enable new Directors to begin their Board terms at the beginning of the Annual Meeting. Notwithstanding the foregoing, the Board Chair may submit a candidate for a newly created Directorship to the Governance Committee at any time and such candidate shall be considered at the Governance Committee meeting immediately following such nomination.

3.8 Conflict of Interest Policy. WVIA shall adopt a Conflict of Interest Policy to identify and address actual and perceived conflicts of interest.

ARTICLE 4 **OFFICERS**

4.1 Officers. All Officers of the Corporation, with the exception of the President (who shall be appointed by the Board), shall be elected by the Board by resolution based on candidates nominated by the Governance Committee and shall include a Chair, a Vice Chair, a Secretary, and a Treasurer (“Elected Officers”). The Elected Officers may also include one or more Assistant Secretaries, one or more Assistant Treasurers, and such other elected Officers as the Board may determine by resolution. Except for the offices of Chair, Vice Chair, and President, any number of offices may be held by the same person. The Officers shall be natural persons at least 21 years of age, and the Chair and Vice Chair shall be elected from among sitting Directors of the Corporation.

Employees and agents of the Corporation shall not be deemed to be Officers of the Corporation solely by reason of their title or job description, and only those persons elected to corporate offices by the Board or appointed as President of the Corporation by the Board shall be automatically entitled to the limitation of liability and indemnification protections set forth in Article 6 of these Bylaws.

4.2 Election. Except as otherwise provided by duly adopted resolution of the Board, the Chair and Vice Chair of the Corporation shall be elected from among the Directors of the Corporation at the Annual Meeting. The Secretary, Treasurer, and any other Officers are not required to be Directors of the Corporation, may be employees of the Corporation, and shall be elected by the Board at the Annual Meeting unless otherwise provided by a duly adopted resolution of the Board.

4.3 Term. Beginning with his or her appointment at the Annual Meeting, each Elected Officer shall hold office for one year, and until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or removal. Subject to Section 4.4.2, Officers elected to the position of Chair may be elected to no more than three consecutive terms in office. In the case of all other Elected Officers, there shall be no term limits other than those imposed on such Officer in his or her capacity as a Director.

4.4 Resignations and Vacancies; Removal.

4.4.1 Resignations. An Officer may resign from service as an Officer at any time by giving written notice to the Corporation. To the extent that a resigning Officer is also an employee of the Corporation, such resignation shall be without prejudice to any applicable contract rights of the resigning Officer and the Corporation. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of

resignation or as designated by the Board with the consent of the resigning Officer.

4.4.2 Vacancies. Vacancies in any of the offices occurring by death, resignation, disqualification, removal or otherwise may be filled by the Executive Committee by appointment of a qualified individual to the vacant office for an interim term based on candidates nominated by Governance Committee. Appointed interim Officers shall serve until the next Annual Meeting (“**Officer Interim Term**”), at which time the Governance Committee shall recommend candidates for election by the Board to fill such vacancy. The duration of an Officer Interim Term shall not count towards the Chair’s maximum number of terms.

4.4.3 Removal. Any Officer may be removed by the Board whenever, in its judgment, the best interests of the Corporation will be served, as permitted by Pennsylvania Law. Such removal shall be without prejudice to the contract rights, if any, of any person so removed.

4.5 Chair. The Chair shall preside over all meetings of the Board and the Executive Committee. By virtue of the office, the Chair shall be an *ex officio* voting member of all Board Committees (each, a “**Committee**”) during the Chair’s term in office. The Chair shall perform such other duties as may be assigned by the Board.

4.6 Vice Chair. In the absence of the Chair, the Vice Chair may perform all the duties of the Chair and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as may be assigned by the Board or the Chair.

4.7 President/CEO. The President shall be the Chief Executive Officer of the Corporation. The President shall be appointed by the Board and shall be employed by the Corporation. The President shall have responsibility for supervising and controlling the business and affairs of the Corporation, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. The President shall execute, in the name of the Corporation, deeds, mortgages, bonds, contracts, and other instruments authorized by the Board, except in cases where the execution thereof shall be expressly delegated by the Board to some other Officer or agent of the Corporation. By virtue of the office, the President shall be a voting member of the Board and all of the Board’s committees during his or her term of office, provided, however, that the President shall not participate in meetings or deliberations concerning the President’s hiring, termination, performance evaluation or compensation determinations, or in the approval of the Corporation’s annual audit. The President shall submit a report of the operations of the Corporation for the fiscal year to the Board at the Annual Meeting, and from time to time shall report to the Board on all matters within the President’s purview that may affect the Corporation. In the absence of the Chair and Vice Chair or when so directed by the Chair, the President may perform all the duties of the Chair, subject to the limitations on the President set forth in this Section 4.7 and, when so acting, shall otherwise have all the powers of and be subject to all the restrictions upon the Chair.

4.8 Secretary. The Secretary shall record all votes of the Board and the minutes of the

meetings of the Board in a book or books to be kept for that purpose. The Secretary shall see that required notices of meetings of the Board are given and that all records and reports are properly kept and filed by the Corporation. The Secretary shall be the custodian of the seal of the Corporation and shall affix the Corporate Seal to all documents when appropriate and as required by Pennsylvania Law. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board or the President.

4.9 Treasurer. The Treasurer shall have general responsibility for overseeing the Corporation's financial affairs and shall work closely with senior management to ensure proper financial policies and procedures are implemented and followed. The Treasurer shall report on the financial condition of the Corporation as required by the Board and shall perform such other duties as may be assigned by the President or the Board from time to time.

ARTICLE 5 **COMMITTEES**

5.1 Standing, Ad Hoc and Advisory Committees. The Board shall have the following Standing Committees: Executive Committee, Governance Committee, Audit and Finance Committee, Planning Committee and Development Committee. The Corporation may establish such other standing or ad hoc Committees as the Board deems advisable in the administration and conduct of the affairs of the Corporation. Each Committee shall operate pursuant to the terms of a Board-approved Committee Charter and shall have such power and authority as provided for in these Bylaws or in the charter, except as may be limited by Pennsylvania Law or by any other limitation imposed by the Board on such authority and power. Each Committee of the Board shall meet as necessary to accomplish its goals.

5.1.1 With the exception of certain *ex officio* Committee members who shall serve on Committees by virtue of the office they hold, the Chair shall appoint the Chair of each Committee and all other Committee members based on recommendations submitted by the Governance Committee. Committee vacancies occurring by death, resignation, disqualification, removal or otherwise, may be filled by the Chair.

5.1.2 Committee members, including Committee Chairs, shall serve one-year terms and may be reappointed to the same Committee for an unlimited number of terms. Non-Directors may serve as non-voting members of any Committee unless otherwise prohibited in these Bylaws or the Committee's charter; provided, however, that such persons may not constitute a majority of any Committee's membership. Each Committee may adopt its own rules of procedure not inconsistent with these Bylaws or its charter.

5.2 Limitation on Power of Committees. No Committee shall have the power or authority to institute any action reserved to the full Board in the Articles, these Bylaws, or under Pennsylvania Law, including but not limited to the following:

1. eliminating, removing, creating or filling the position of President;

2. authorizing distributions (if applicable);
3. adopting, amending or repealing the Articles or Bylaws;
4. amending or repealing any resolution of the Board;
5. creating or filling vacancies in the Board;
6. amending, repealing, or otherwise changing the charter of any Committee; or
7. acting on matters committed by the Bylaws or a resolution of the Board to another Committee of the Board.

The establishment of any Standing Committee(s) and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed by Pennsylvania Law.

5.3 Executive Committee. The Executive Committee shall include the Chair, the Vice Chair, the President, the Secretary, the Treasurer, the Chairs of each Standing Committee and no more than three (3) additional Directors appointed by the Chair on an annual basis. With the exception of the President who shall serve *ex officio*, all members of the Executive Committee must be Directors of the Corporation. Subject to Section 5.2, the Executive Committee is empowered to act for the Board in the management of the Corporation between Regular Meetings of the Board. Any actions taken by the Executive Committee on behalf of the Corporation shall be ratified by the Board at the next scheduled Regular or Annual Board meeting immediately following the action.

5.4 Governance Committee. The Governance Committee shall consist of the Chair and Vice Chair of the Board, the President and no fewer than three (3) voting Directors. All members of the Governance Committee must be Directors of the Corporation and, with the exception of the *ex officio* members, shall be appointed by the Chair on an annual basis in accordance with Section 5.1 hereof. The Governance Committee shall have the principal functions as identified in its charter. In general, the Governance Committee shall be responsible for such tasks as nominating Directors and Officers of the Corporation, reviewing and recommending revisions to the Corporation's Bylaws and executing general oversight and supervision over corporate governance matters. The Governance Committee will also ensure that the Corporation adheres to its long-standing commitment that diversity is a part of the fabric of the Corporation's mission and culture.

5.5 Audit and Finance Committee. The Audit and Finance Committee shall consist of no fewer than three (3) voting Directors, and such additional Directors and non-Directors as determined annually. The Chair and the President shall each serve on the Committee, *ex officio*. With the exception of the Audit and Finance Committee *ex officio* members, all other members of the Audit and Finance Committee shall be appointed by the Chair on an annual basis in accordance with Section 5.1 hereof. The Audit and Finance Committee shall have the principal functions as identified in its charter. In general, the Audit and Finance Committee shall monitor the financial performance of the Corporation, engage in financial, capital planning and budgeting for the Corporation, and review and recommend policies to protect and enhance the assets of the Corporation. In addition, the Audit and Finance Committee shall oversee of the integrity of the

Corporation's financial statements and the Corporation's compliance with legal and regulatory requirements and ethical standards, oversee of the effectiveness of the Corporation's internal controls, select and retain the Corporation's auditors, review the Corporation's audit report and make a recommendation to the Board regarding its approval. The Audit and Finance Committee shall also oversee compliance with Corporation's Conflict of Interest Policy and disclosure process. All members of the Audit and Finance Committee must be independent such that no member of the Audit and Finance Committee may: (1) be paid, directly or indirectly, for consulting or other services provided to the Corporation; or (2) have a conflict of interest with the Corporation's outside auditors.

5.6 Development Committee. The Development Committee shall consist of no fewer than three (3) voting Directors, and such additional Directors and non-Directors as determined annually. The Chair of the Board and the President shall each serve on the Development Committee, *ex officio*. With the exception of the Development Committee *ex officio* members, all other members of the Development Committee shall be appointed by the Chair on an annual basis in accordance with Section 5.1 hereof. The Development Committee shall have the principal functions as identified in its charter. In general, the Development Committee shall be responsible for aligning the Corporation's mission, vision, strategic initiatives, major programs, and services with its long-term revenue goals. The Development Committee will oversee the development of fundraising strategies, plans, and goals and identify new and innovative fundraising opportunities.

5.7 Planning Committee. The Planning Committee shall consist of no fewer than three (3) voting Directors, and such additional Directors and non-Directors as determined annually. The Chair and the President shall each serve on the Planning Committee, *ex officio*. With the exception of the Planning Committee *ex officio* members, all other members of the Planning Committee shall be appointed by the Chair on an annual basis in accordance with Section 5.1 hereof. The Planning Committee shall have the principal functions as identified in its charter. In general, the Planning Committee will lead the discussion on strategic issues and opportunities. The Planning Committee will also be responsible for addressing the Corporation's facility needs, which will coincide with the Corporation's strategic priorities.

5.8 Committee Meetings. Committees shall meet at such times and places as described in each Committee's charter or as requested by the Chair or otherwise provided in the Committee's charter to discuss matters related to the work of the Committee. The Committee Chair, or in his or her absence, the Vice Chair, or in such further absence of the Vice Chair, a chair appointed by majority vote of Committee members attending a meeting, shall preside over all such meetings. Meetings may be held in person, by teleconference or videoconference, or by means of other communications equipment by which all people participating in the meeting can hear and communicate with each other. A simple majority of the voting members of each Committee shall constitute a quorum for the transaction of Committee business. A majority vote of those voting members in attendance, where a quorum is present, is necessary to take action on Committee matters. All Committee meetings shall comply with the Open Meeting requirements of the Communications Act as set forth in 47 U.S.C. Section 396 (g)(4) and (k)(4).

5.9 Compensation for Committee Members. Committee members shall not receive any compensation for their services, as such. However, the Board may authorize reimbursement of reasonable expenses incurred in the performance of a Committee member's duties on behalf of the Corporation.

5.10 Community Advisory Board. Pursuant to Section 396 (k)(8) of the Communications Act, the Corporation has established a Community Advisory Board ("CAB"). The CAB shall operate in accordance with Bylaws approved by the Board and shall be responsible for reviewing: (1) the programming goals established by the Corporation, (2) the service provided by the Corporation, and (3) the significant policy decisions rendered by the Corporation. The CAB may also have other responsibilities as delegated by the Corporation in accordance with the Communications Act. The CAB shall advise the Board with respect to whether the Corporation's programming and other policies are meeting the specialized educational and cultural needs of the communities served by the Corporation and may make such recommendations as it considers appropriate to meet such needs. The CAB's role shall be solely advisory in nature, except to the extent other responsibilities are delegated to it by the Board. In no case shall the CAB have any authority to exercise any control over the daily management or operation of the Corporation.

ARTICLE 6

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

6.1. Scope of Indemnification.

1. Except to the extent that the Articles shall provide otherwise, the Corporation shall indemnify an Indemnified Representative against any Liability incurred in connection with any Proceeding in which the Indemnified Representative may be involved as a party or otherwise, by reason of the fact that such person is or was serving in an Indemnified Capacity, including, without limitation, Liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products Liability, except:

- a. where such indemnification is expressly prohibited by applicable law;
- b. where the conduct of the Indemnified Representative has been finally determined:
 - i. to constitute willful misconduct or recklessness within the meaning of 15 Pa. C.S.A. §§ 518(b), and/or 5746(b) or any superseding provision of law sufficient in the circumstances to bar indemnification against Liabilities arising from the conduct; or
 - ii. to be based upon or attributable to the receipt by the Indemnified Representative from the Corporation of a personal

benefit to which the Indemnified Representative is not legally entitled; or

- iii. to the extent such indemnification has been finally determined in a final adjudication to be otherwise unlawful.

2. If an Indemnified Representative is entitled to indemnification in respect of a portion, but not all, of any Liabilities to which such person may be subject, the Corporation shall indemnify such Indemnified Representative to the maximum extent for such portion of the Liabilities.

3. The termination of a Proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the Indemnified Representative is not entitled to indemnification.

4. For purposes of this Article:

- a. “Indemnified Capacity” means any and all past, present and future service by an Indemnified Representative in one or more capacities as a Director, officer, employee or agent of the Corporation, or, at the request of the Corporation, as a Director, officer, employee, agent, fiduciary or trustee of another Corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise;
- b. “Indemnified Representative” means any and all Directors and officers of the Corporation and any other person designated as an Indemnified Representative by the Board (which may, but need not, include any person serving at the request of the Corporation, as a Director, officer, employee, agent, fiduciary or trustee of another Corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise);
- c. “Liability” or “Liabilities” means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or cost or expense of any nature (including, without limitation, attorneys' fees and disbursements); and
- d. “Proceeding” means any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Corporation, a class of its security holders, if any, or otherwise.

6.2 Proceedings Initiated by Indemnified Representatives. Notwithstanding any other provision of this Article, the Corporation shall not indemnify under this Article an indemnified representative for any Liability incurred in a Proceeding initiated (which shall not be deemed to

include counter-claims or affirmative defenses) or participated in as an intervenor or amicus curiae by the person seeking indemnification unless such initiation of or participation in the Proceeding is authorized, either before or after its commencement, by the affirmative vote of a majority of the Directors in office. This section does not apply to reimbursement of expenses incurred in successfully prosecuting or defending the rights of an Indemnified Representative granted by or pursuant to this Article.

6.3 Advancing Expenses. The Corporation shall pay the expenses (including attorneys' fees and disbursements) incurred in good faith by an Indemnified Representative in advance of the final disposition of a Proceeding described in Section 6.1 or 6.2 upon receipt of an undertaking by or on behalf of the Indemnified Representative to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation pursuant to this Article. The financial ability of an Indemnified Representative to repay an advance shall not be a prerequisite to the making of such advance.

6.4. Securing of Indemnification Obligations. To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Corporation may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board shall deem appropriate. Absent fraud, the determination of the Board with respect to such amounts, costs, terms and conditions shall be conclusive and shall not be subject to voidability.

6.5 Payment of Indemnification. An Indemnified Representative shall be entitled to indemnification within thirty (30) days after a written request for indemnification has been delivered to the Secretary of the Corporation.

6.6 Contribution. If the indemnification provided for in this Article or otherwise is unavailable for any reason in respect of any Liability or portion thereof, the Corporation shall contribute to the Liabilities to which the Indemnified Representative may be subject in such proportion as is appropriate to reflect the intent of this Article or otherwise.

6.7 Discharge of Duty. An Indemnified Representative shall be deemed to have discharged such person's duty to the Corporation if he or she has relied in good faith on information, advice or an opinion, report or statement prepared by:

1. one or more officers or employees of the Corporation whom the Indemnified Representative reasonably believes to be reliable and competent with respect to the matter presented;

2. legal counsel, public accountants or other persons as to matters that the Indemnified Representative reasonably believes are within the person's professional or expert

competence; or

3. a committee of the Board on which he or she does not serve as to matters within its area of designated authority, which committee he or she reasonably believes to merit confidence.

6.8 Mandatory Indemnification of Directors, Officers, etc. To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or Proceeding referred to in 15 Pa. C.S.A. § 5741 or § 5742 or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith.

6.9 Contract Rights; Amendment or Repeal. All rights under this Article shall be deemed a contract between the Corporation and the Indemnified Representative pursuant to which the Corporation and each Indemnified Representative intend to be legally bound. Any repeal, amendment or modification hereof shall be prospective only and shall not affect any rights or obligations then existing.

6.10 Scope of Article. The rights granted by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification, contribution or advancement of expenses may be entitled under any statute, agreement, vote of disinterested Directors or otherwise, both as to action in an official capacity and as to action in any other capacity. The indemnification, contribution and advancement of expenses provided by or granted pursuant to this Article shall continue as to a person who has ceased to be an Indemnified Representative in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

6.11 Reliance on Provisions. Each person who shall act as an Indemnified Representative of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification, contribution and advancement of expenses provided by this Article.

6.12 Interpretation. The provisions of this Article are intended to constitute bylaws authorized by 15 Pa.C.S.A § 5746(a).

ARTICLE 7 **FISCAL YEAR**

7.1 Fiscal Year. The fiscal year of the Corporation shall begin on July 1 and end on the succeeding June 30.

ARTICLE 8

MISCELLANEOUS

8.1 Borrowing. No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authorization may be general or confined to specific instances.

8.2 Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officer's agent or agents of the Corporation as in such manner as shall from time to time be determined by the Board.

8.3 Execution of Written Instruments. After authorization in the manner provided by Pennsylvania Law or in these Bylaws, all contracts, deeds, mortgages, obligations, documents, and instruments, whether or not requiring a seal, may be executed by the President and attested by the Secretary, Treasurer, Assistant Secretary, or Assistant Treasurer, if any, or may be executed or attested, or both, by such other person or persons as may be specifically designated by the Board. All checks, notes, drafts, and orders for the payment of money shall be signed by such one or more Officers or agents as the Board may designate.

8.4 Gifts. The Board shall adopt a Gift Acceptance Policy and may, pursuant to that Policy, accept on behalf of the Corporation any gift, grant, devise, bequest, or contribution or any other means or manner of giving unto the Corporation assets for the general purposes or for specific purposes of the Corporation.

ARTICLE 9

AMENDMENTS

9.1 Amendment. These Bylaws may be altered, amended, repealed, and new Bylaws may be adopted only by an affirmative vote of a majority of all voting Directors of the Corporation present at any regular or special meeting duly convened, provided a quorum is present and Directors were provided with at least seven (7) days advance written notice of the proposed changes to these Bylaws.

Duly Approved and Accepted by the Board of Directors on October 6, 2023.