

BY-LAWS
OF THE
WASHINGTON AREA HUMANE SOCIETY

1527 Route 136
Eighty Four, PA 15330

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Article I
Title

SECTION 1. The name of this organization as incorporated under the laws of the Commonwealth of Pennsylvania by decree of the Court of Common Pleas of Washington County on the 29th day of January, Anno Domini one thousand nine hundred six is **WASHINGTON AREA HUMANE SOCIETY**.

SECTION 2. Corporate Offices

- a. The registered office of the Society shall be in Eighty Four, Pennsylvania at such place, as the Board of Directors shall from time to time establish.
- b. The Society may also have offices at such other places as its Board of Directors may from time to time determine.

Article II
Mission of the Society

SECTION 1. The mission of the Washington Area Humane Society shall be to provide the means for the prevention of cruelty to animals, to enforce all laws designated for the protection of animals, to promote responsible pet ownership, to place all adoptable animals into responsible homes, and to strengthen the human/animal bond. This shall be carried out through cruelty investigations and prosecutions; education of children and adults, the promotion of animal training; counseling to reduce the number of animal surrenders; temporary shelter of homeless animals; nurturing and improving the behavior of the animals in our care; veterinary services for sheltered animals; placement counseling for prospective adopters; development of educational literature about pet care; pet therapy visits to nursing facilities; an active volunteer corps; and other such lawful activities to effectuate these purposes.

The Society shall spay or neuter animals entrusted to its care in order to decrease the overpopulation of dogs and cats and to minister to all animals in their care according to prevailing policies.

The Society shall support and maintain an animal shelter and staff for the temporary care and housing of stray and unwanted animals with the intention, whenever possible, of placing them in acceptable homes with responsible owners or to humanely euthanize them in accordance with prevailing policies of this society.

SECTION 2. The Corporation is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania for the following purpose or purposes:

- a. The Corporation shall have unlimited power to engage in and do any lawful act or activity for which a nonprofit corporation may be incorporated under the Nonprofit Corporation Law of 1988, and further, the Corporation is organized specifically for charitable, educational and scientific purposes.
- b. The Corporation is organized exclusively for charitable, educational and scientific purposes, in particular to provide for the care of homeless, neglected and abused animals within the Commonwealth of Pennsylvania, the providing of services itself, the making of contracts

- or distributions to organizations that qualify as exempt organizations under Section 501(c)3 of the Internal Revenue code of 1954, as amended, (or the corresponding provision of any future Internal Revenue Law), to provide those same services to abused, neglected and homeless animals.
- c. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or interfere in (including the distribution of statements) any political campaign on behalf of any candidate for public office.
 - d. The Corporation shall solicit, accept, receive and hold title to any and all funds, property, real and personal, whosoever situated, whether by purchase, gift, bequest, devise or otherwise, either absolutely or in trust for any of its stated purposes, to invest and reinvest and to manage, distribute and handle such funds and property, real or personal, and to hold, expend and distribute the same in accordance with the purposes of the Corporation and any restrictions or instructions from any donor which are not inconsistent with those purposes.
 - e. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
 - f. Notwithstanding any other provisions set forth herein, the Corporation shall not carry on any other activities not permitted to be carried on: (1) by a corporation exempt from Federal Income Tax under Section 501(c)3 of the Internal Revenue Code of 1954, as amended, or corresponding provision of any subsequent federal tax laws, or (2) by a corporation, contributions to which are deductible for federal income tax purposes.
 - g. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes of Corporation, in such manner or to such organization or organizations, organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an organization or organizations described in Section 501(c)3 of the Internal Revenue Code of 1954, as amended.
 - h. The Corporation shall conduct affairs of the Corporation so that no distinction shall be made as to race, color, creed, sex, age or handicap with regard to membership, employment, professional staff or delivery of services.
 - i. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
 - j. The term for which the Corporation is to exist is: Perpetual
 - k. The Corporation is organized upon a non-stock basis.

Article III Membership

SECTION 1. The membership of the Society shall consist of those persons subscribing to the mission of the Society and who give financial support. Membership in the Society shall consist of the following categories:

- a. Annual Members—persons eighteen (18) years of age or older who provide annual financial support to the Society. Annual Members shall be entitled to voting privileges at the annual meeting, and any duly called special meeting, of the Society.
- b. Junior Members—persons under the age of eighteen (18) who provide annual financial support to the Society. Junior Members shall not be entitled to voting privileges for the Society.
- c. Honorary Members—Honorary Members are individuals who have been selected for such membership by the Society because of conspicuous services rendered either to the Society or in furtherance of the objectives of the Society. Honorary Members shall not be entitled to voting privileges for the Society, unless also an Annual Member.

SECTION 2. Fees for membership shall be set, from time to time, by the Board of Directors.

SECTION 3.

- a. Only members whose membership is valid as of thirty (30) days prior to an annual meeting shall have the right of notice of, and attendance at, the annual meeting of the members.
- b. Only members whose membership is valid as of thirty (30) days prior to a special meeting shall have the right of notice of, and attendance at, the special meeting of the members.
- c. Each Annual Member may vote on any issue duly brought before the membership at an annual meeting or special meeting by casting one (1) vote per matter under consideration and may cast one (1) ballot in the election of directors at an annual meeting. Each Annual Member must personally attend the meeting to be entitled to cast a vote. No Annual Member shall vote by proxy.

SECTION 4. Any member may be expelled from the society for cause by a vote of 2/3 of the Board of Directors in attendance at any board meeting.

SECTION 5. A membership list shall be kept by the Society and such list shall presumptively be the correct listing of names and addresses of the members who are in good standing.

SECTION 6. No person who is an employee of the Washington Area Humane Society may qualify for membership.

**Article IV
Certain Member Rights**

SECTION 1. The Board of Directors or other body shall present annually to the members of the Society a report, verified by the president and treasurer or by a majority of the directors or members of such other body, showing in appropriate detail the following:

- a. The assets and liabilities, including any trust funds, of the Society as of the end of the fiscal year immediately preceding the date of the report;
- b. The principal changes in assets and liabilities, including any trust funds, during the year immediately preceding the date of the report;
- c. The revenue of receipts of the Society, both unrestricted and restricted to particular purposes during the year immediately preceding the date of the report;
- d. The expenses or disbursements of the Society, for both general and restricted purposes during the year immediately preceding the date of the report; and
- e. The number of members of the Society as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

SECTION 2. The annual report of the Board of Directors shall be filed with the minutes of the meetings of the members.

SECTION 3. Every member shall, upon written request, either emailed or mailed to the Society, have a right to examine, in person or by agent or attorney, during the usual hours for business the register, books and records of account, and records of the proceedings of the members and directors and to make copies or extracts there from. In every instance where an attorney or other agent is the person who seeks the right of inspection, the demand shall be accompanied by an instrument signed by the member that identifies the requester as his/her agent. The Society may take up to ten (10) business days to reply to any such demand.

SECTION 4: Only the Membership shall have the right to change the size of the Board at the annual meeting or any special meeting of the Membership.

**Article V
Meetings of the Society Membership**

SECTION 1. The annual meeting of the Society will be held in September each year, at such hour and place as shall be fixed by the Board of Directors. Notice and agenda of the meeting shall be mailed to members, and posted on the Society's website, at least thirty (30) days in advance of the date set for such meeting.

The order of business at the annual meeting shall be:

- a. Reading of the Minutes of the previous annual meeting and any special meeting of the membership;

- b. Reports of Board Officers and Administrators;
- c. Presentation of Nominees / Membership Interview;
- d. Election of the Board of Directors by the membership;
- e. Unfinished Business;
- f. New Business.

SECTION 2. Special meetings of the membership may be called at any time by the Board of Directors or by the President and shall be called by the President or the Secretary upon the written request of either twenty-five (25) members or 20% of the members of the Society, whichever is less. Notice of special meetings shall state the purpose for which they have been called and shall be mailed to each member of the Society. Notices of special meetings shall be mailed to members of the Society, at least thirty (30) days in advance of the date set for such meeting.

SECTION 3. A quorum for the transaction of business at the annual and/or special meetings of the membership shall consist of those Annual Members present.

SECTION 4. Any question concerning parliamentary procedure at meetings of the Society shall be determined by reference to Robert's Rules of Order Newly Revised Edition 1989, or any subsequently revised edition thereof.

SECTION 5: The ballot shall list all nominees and stipulate the maximum number of nominees that each member may vote for.

SECTION 6: The purchase, sale and acquisition of membership in the Society shall be suspended commencing on the date that notice of an annual meeting or special meeting is mailed or otherwise sent to the members and shall not resume until the day after the applicable annual meeting or special meeting has been held.

Article VI Board of Directors

SECTION 1. The business, property and fiduciary affairs of the Society shall be administered by a Board of Directors consisting of thirteen (13) members elected at the annual meeting of the members. The terms in office of the Board of Directors shall be in overlapping three-year terms comprised of approximately one-third (1/3) of membership each so that one (1) group shall be elected each year, to allow for experience in service to be maintained on the Board at all times. Board members shall not serve more than two (2) consecutive full 3-year terms and at the conclusion of the two (2) consecutive full 3-year terms, shall not be eligible for re-election for one (1) full year thereafter. Vacancies occurring in any group may be filled by the Board for the remainder of the term of office.

SECTION 2. The Society through the Board of Directors shall have all powers which may be granted by the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, its amendments or any subsequently enacted law, except as such powers may be limited by the Articles of Incorporation or these By-Laws.

SECTION 3. The Board of Directors at the organizational meeting immediately following the annual election shall choose a President, Vice President, Secretary, and Treasurer who will be chosen from one of its current members.

SECTION 4. In addition to the other powers, The Board of Directors shall at all times, have power to:

- a. purchase or otherwise acquire, to sell, convey, lease and encumber any real, personal or mixed property;
- b. to borrow money, to expend the funds and to exercise any and all other powers over the property and estate of the Society;
- c. to choose all officers, appoint all attorneys, solicitors, agents, assistants and employees; to prescribe their duties, fix their compensation and order their discharge and removal;
- d. to determine the amount and character of all bonds required of any officer or employee and designate all depositories;
- e. to provide all rules and regulations and generally to transact the entire business of the Society.

The report of the Society's independent auditor for the previous calendar year shall be provided at the annual meeting as a part of the report of the Board.

SECTION 5. The Board shall also have the power to declare vacant the seat of any member of the Board who shall have been:

- a. absent from three (3) consecutive meetings or a total of four (4) meetings out of the previous twelve (12) months.
- b. if he/she is declared of unsound mind by the order of the court or
- c. is convicted of a felony or any offense of animal abuse, or
- d. if within sixty (60) days after notice of his or her selection he or she does not accept such office either in writing or by attending a meeting of the Board of Directors.

The Board of Directors, by a vote of 2/3 majority of all the Board of Directors present, may remove any member of the Board of Directors for cause or those reasons stated in this section. Any Director may resign at any time by giving written notice to the President.

SECTION 6. The Directors shall not be entitled to receive compensation from the Society for their services as Directors. Nothing herein contained shall be construed to preclude any Director from serving the Society as an officer, or in any other capacity, and receiving compensation therefore. Directors shall upon proper documentation be entitled to reimbursement of reasonable, actual approved expenses incurred in furtherance of the business of the Society.

SECTION 7. Prior to the annual meeting each year, the Board shall appoint a public accountant of known repute whose duty shall be to audit the books and accounts of the Treasurer or other person or corporation having the custody of the funds of the Society.

SECTION 8. The Board at its annual organization meeting shall appoint a Nominating Committee of no less than three (3) members whose duty it shall be to make nomination for the Directors to be elected at the ensuing annual meeting.

SECTION 9. Other Nominations. For the purpose of allowing nominations from outside the Nominating Committee recommendations, any member of the Society may nominate a candidate by submitting to the Secretary of the Board of Directors a written petition containing the legal signatures and addresses of a minimum of twenty-five (25) Annual Members of voting status in the Society, the name of said candidate prior to August first of any year at the Society's principal office in order for said candidate's name to be included on any written ballot at the annual meeting of the Society. Any such candidate shall at a minimum meet the requirements set forth in SECTION 10 of these by-laws. In the absence of additional, written nominations by August first, nominations will be closed.

SECTION 10. The qualifications for becoming and remaining a Director of the Society are as follows

- a. Each Director must be an Annual or Honorary Member of the Society in good standing.
- b. Each Director must attend every meeting of the Board unless necessarily absent.
- c. Each Director must serve on one of the committees and/or accept a reasonable number of work assignments.
- d. Each Director shall encourage volunteer efforts from members and boost the organization whenever possible. Their ongoing financial support is encouraged.

SECTION 11. Vacancies in elected Directors due to death, removal, resignation or an increase in the authorized number of Directors may be filled by a vote of the Board at any regular meeting of the Directors or at a special meeting duly called for that purpose. A Director elected to fill a vacancy shall hold office for the remainder of the original Board Member's term.

Article VII Meetings of the Board

SECTION 1. The Board of Directors shall meet for organization immediately following the annual meeting of the members and at least on a quarterly basis at such times and places as it shall designate.

SECTION 2. Special meetings may be called at any time by the President or shall be called by the President or Secretary upon the written request of 50% of the members of the Board.

SECTION 3. A majority of the directors in office shall constitute a quorum for the transaction of business.

SECTION 4. Written notice of the time and place of any **regular or special meeting** of the Board shall be given to each director at least three (3) days in advance. Any notices to Directors or Officers shall

be delivered personally by mail, phone or by electronic delivery to said Directors or Officer at the recipient's address of record as the same shall appear on the books and records of the Society. Notice by mail shall be deemed to have been delivered in person or by electronic means shall be deemed to have been delivered when received. Notice of any meeting may be waived by a written waiver of such notice, which is signed by all Directors entitled to such notice.

SECTION 5. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent to such action is signed by all members of the Board, and such written consent shall be filed in the minute book of the Board.

SECTION 6. Participation at Meetings via Telecommunication. Any one or more of the Directors may participate in any meeting of the Board or any committee by means of a conference telephone call or by any means of communication by which all persons participating in the meeting are able to hear or otherwise communicate with one another. Directors participating by means of telecommunications media shall be deemed to have been present in person at such meeting. The use of cell phones does not satisfy this requirement.

SECTION 7. Any question concerning parliamentary procedure at meetings of the Board of Directors shall be determined by reference to Robert's Rules of Order Newly Revised Edition 1989, or any subsequently revised edition thereof at that time.

Article VIII Officers

SECTION 1. President. The President shall be the Chair of the Executive Committee, preside at the meetings of the Society and of the Board of Directors, preserve order, appoint all committees, have the power to suspend any agent or employee; may sign on behalf of the Society any documents which the Board has authorized to be executed, except where signing and execution thereof is expressly delegated by the Board or these By-Laws to other officer or agent, or is otherwise required by law. He or she shall be an ex officio member of all committees unless otherwise specified by the Board of Directors.

SECTION 2. Vice President. The Vice President shall perform the duties of President when for any cause that officer fails to act, and perform such other duties as the President may, from time to time, determine.

SECTION 3. Secretary.

a. The Secretary shall:

- 1) keep the minutes of the proceedings of the Society and of the Board of Directors and properly record and preserve the same,
- 2) notify officers of their election and committees of their appointments, give all notices and perform all duties required under the provisions of these by-laws,
- 3) have custody of the corporate seal and of all books and papers appertaining to the office, and
- 4) perform such other duties as are ordinarily performed by a secretary or that may from time to time be required by the President or assigned by the Board.

The Secretary shall have the power to delegate or assign the aforementioned duties to an assistant approved by the Board.

- b. The Secretary shall keep a complete roster of the names and addresses of the members of the Society and shall at each annual meeting or any meeting of the Society thereof submit a correct list of those entitled to vote.
- c. The Secretary shall maintain a roster of all board members, their previous and present terms of office.
- d. The Secretary shall present the minutes in writing to the Board of Directors for any regular and special meetings held at the next regular meeting.

SECTION 4. Treasurer. The Treasurer shall collect the membership fees and other income of the Society, deposit the same in the designated depository or depositories and make disbursements in accordance with the directions of the Board of Directors upon warrant or voucher approved by the president. The treasurer shall have charge of all the funds of the Society and shall from time to time, receive the income therefrom. The Treasurer shall have or direct the custody of all Society funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Society, and shall keep the moneys of the Society in separate accounts to the credit of the Society.

- a. The Treasurer shall in general perform all duties incident to the office of Treasurer and such other duties as may be from time to time assigned by the President or the Board of Directors. The Treasurer shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer.
- b. At the close of each fiscal year, the Treasurer shall prepare and submit to the Board of Directors for audit a detailed account of all receipts and expenditures for the preceding year.
- c. The Treasurer shall present a monthly financial report in writing to the Board of Directors on a regular basis.
- d. The Treasurer shall have the power to delegate or assign the aforementioned duties to an assistant approved by the Board.

Article IX Removal of Officers and Filling of Officer Vacancies

SECTION 1. Any vacancy in an office may be filled or new offices may be created and filled in the same manner as the election of officers set forth in Section 3. ARTICLE VI of these By-Laws. Any officer elected to fill such a vacancy shall serve for the unexpired term of the predecessor in office.

SECTION 2. The Board may remove any officer from his/her office at any time with or without cause by a majority vote of the Board members present.

Article X Standing Committees

SECTION 1. Standing Committees. The Standing Committees shall be the Executive Committee, the Nominating Committee, the Employee Relations Committee, Euthanasia Committee, Public Relations Committee, and the Finance Committee. In addition to the foregoing committees, the Board may, from time to time, establish such other committees, as the needs of the Society shall warrant. With the exception of The Executive Committee, all Committee members shall be appointed by the President as set forth in these By-Laws. Committee members shall serve one (1) year or until the selection or appointment of their successors or until their earlier death, resignation or removal. Committee members shall be eligible to succeed themselves. The Chairman of each committee shall report to the Board as required and shall be appointed by the President for a term of one year, not to exceed three years duration.

SECTION 2. Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer. The Executive Committee shall have the power to transact all regular business of the Society during the period between the meetings of the full Board, provided such action shall not conflict with the policies and resolutions of the Board. Executive Committee actions shall be reported fully to the Board at the Board's next meeting. The Committee shall cause to be prepared and shall submit to the Board before the end of each fiscal year, a budget for the ensuing year and shall be responsible for developing long-term capital plans for the Society.

SECTION 3. Nominating Committee. The Nominating Committee shall consist of not less than (3) persons. The Nominating Committee shall nominate qualified individuals for election to the Board. The Board, may accept, modify or reject the recommendations of the Nominating Committee. The secretary shall notify applicants of the final disposition of their application.

SECTION 4. Finance Committee. The Finance Committee shall make recommendations to the Board for the deposit or other care of funds.

SECTION 5. Employee Relations Committee. The Employee Relations Committee shall consist of not less than three (3) members of the Board of Directors. It shall:

- a. recommend to the Board the establishment and oversight of reasonable policies and procedures, which ensure a satisfactory state of operations at the Society's place of business,
- b. serve as an advisory and arbitration body on behalf of those individuals who are employed by, or serve as a volunteer to, the Society.

SECTION 6. Euthanasia Committee. No animal shall be euthanized without the approval of the Euthanasia Committee unless it is determined by the shelter manager on duty to be an emergency situation and the committee is not available for prior approval. The Committee shall consist of three (3) members of the Board of Directors who shall gather information and investigate the details about each animal on an individual basis. Their objective is to determine if an animal should be euthanized based on guidelines set by the Board of Directors.

SECTION 7. Public Relations Committee. The Committee shall consist of no less than three (3) members of the Board of Directors and shelter manager on duty. They shall be responsible for all public relations of the Society and communications with the media. The Committee is to provide all pertinent information on a timely basis to all Board Members and seek Board approval when necessary.

Article XI

Operations

SECTION 1. The fiscal year of the Society shall end on the 31st day of December of each year.

SECTION 2. Execution of Documents. Checks or other orders for the payment of money on the general corporate account may be signed by any two of the following officers: (1) the Treasurer or any Assistant to the Treasurer; (2) the President or a Vice-President; (3) the Secretary or any Assistant to the Secretary. Contracts, leases or other instruments executed in the name of and on behalf of the Society will be signed by the Secretary and by the President or Vice President.

SECTION 3. Books and Records. This Society will keep complete books and accounts of record, and will also keep minutes of the meetings of the Board of Directors and the minutes of the meetings of the Membership of the Society

SECTION 4. Inspection of Books and Records. All books and records of this Society may be inspected by any director for any proper purpose at any reasonable time.

SECTION 5. Corporate Seal. The corporate seal, if any, shall be in such form as shall be approved from time to time by the Board of Directors. The official seal shall bear the prevailing corporate logo of the Society and the following inscription. "Washington Area Humane Society, Eighty Four, PA".

Article XII Amendments

These by-laws may be altered or amended at an annual meeting of the Society by majority vote of the Annual Members of the Society present at such a meeting, provided any alteration or amendment proposed shall have been submitted, in writing, to the Secretary by July 1 of the year the annual meeting is to occur at the Society's principal place of business and no proposed alteration or amendment to the by-laws shall be considered at the annual meeting if not so provided. The proposed amendments or alterations shall then be voted upon by the Board of Directors, and duly entered on the minutes of the Board of Directors. Notice that the proposed amendments will be voted upon at the annual meeting shall be announced along with the notice of the meeting in accordance with Article V (Section 1) of these by-laws. These by-laws may also be amended at a meeting of the Board of Directors by a vote of 2/3 majority of all Board of Directors present, provided that the proposed amendment(s) does/do not directly affect the rights of the membership in an adverse way as set forth in the Society's current by-laws.

Article XIII Indemnification Provisions

SECTION 1. The Society shall indemnify each person who is or was a director, officer, or employee of the Society, or any other Society in which he served as such at the request of the Society, against any and all liability and reasonable expense that may be incurred by him in connection with WAHS or against any and all liability and reasonable expense that may be incurred by him in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of the Society or for such other Society or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he may become involved, as party or otherwise, by reason of his being or having been a director, officer, or employee of the Society or such other Society, or by reason of any past or future action taken or not taken in his capacity as such director, officer or employee, whether or not he

continues to be such at the time such liability or reasonably believed to be in the best interest of the Society or such other society, as the case may be, and, in addition, in any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful. As used in the Article, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by, a director, officer, or employee, other than amounts paid to the Society itself or to such other societies served at the other Society's request.

SECTION 2. The termination of any claim, action, suit or proceeding, civil or criminal, by judgment, settlement (whether with or without Court approval) or conviction, or upon a plea of guilty or of nolo contendere or its equivalent, shall not create a presumption that a director, officer, or employee did not meet the standards of conduct set forth in the first sentence in this Article, except where there has been a judgment rendered specifically finding that the action of such director, officer, or employee constituted gross negligence or misconduct.

SECTION 3. Any such director, officer, or employee referred to in this Article who has been wholly successful, on the merits or otherwise, with respect to any claim, action, suit or proceeding of the character described herein shall be entitled to indemnification as of right. Except as provided in the preceding sentence, any indemnification hereunder shall be made at the discretion of the Society, but only if (1) the Board, acting by a quorum consisting of directors who are not parties, or who have been wholly successful with respect thereto, shall find that the director, officer, or employee has met the standards of conduct set forth in the first sentence of this Article, or (2) independent legal counsel (who may be the regular attorney of the Society) shall deliver to it their written advice that, in their opinion, such director, officer, or employee has met such standards.

SECTION 4. Expense incurred with respect to any such claim, action, suit or proceeding may be advanced by the Society prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it ultimately be determined that he is entitled to indemnification under this Article.

SECTION 5. The rights of indemnification provided in this Article shall be an addition to any rights to which any person concerned may otherwise be entitled by contract or as a matter of law, and shall inure to the benefit of the heirs, executors, or administrators of any such persons.

SECTION 6. Liability of Directors. A Director of the Society shall not be personally liable for monetary damages as such for any action taken or any failure to take action as a director of this Society unless both of the following are shown:

- a. In performing the duties of Director, he or she shall be entitled to rely in good faith on opinions, information, reports or statements, including financing statements and other 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 Society which the Director reasonably believes to be reliable and competent in the manners presented;
 - 2) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional competence of such persons;
 - 3) A committee of the Board, upon which the Director does not serve, duly designated in accordance with the law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence. Provided, however, a Director shall not be considered to be acting in good faith if he has such knowledge concerning the matter in question which would cause his reliance to be unwarranted.
- b. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Provided, however, that the foregoing shall not apply to responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for payment of taxes pursuant to local, state or federal law.

Article XIV Insurance

SECTION 1. The Society shall secure and maintain Directors' and Officers' liability insurance coverage annually, the amounts of same to be determined by the Board of Directors.

SECTION 2. The Society shall secure and maintain any other insurance coverage annually, liability or otherwise based, as may be required by laws of the Commonwealth of Pennsylvania or the United States of America, or as may be deemed appropriate or advisable by the Board of Directors or its legal counsel(s).

The foregoing are certified to be the true and correct amended By-Laws of the Society as of October 8, 2014. They constitute a revision of the By-Laws of the Society as approved by a majority vote of the members of the Society present at the annual meeting on September 10, 2014 and as approved and adopted by Board Resolution on October 8, 2014.