

MUNICIPALITY OF MONROEVILLE
A HOME RULE COMMUNITY, ALLEGHENY COUNTY,
PENNSYLVANIA

ORDINANCE NO. 2296

AN ORDINANCE OF THE MUNICIPALITY OF MONROEVILLE, ALLEGHENY COUNTY, PENNSYLVANIA, A HOME RULE CHARTER COMMUNITY, AUTHORIZING THE ESTABLISHMENT AND FORMATION OF THE MONROEVILLE FOUNDATION, A NON-PROFIT CORPORATION

WHEREAS, the MUNICIPALITY OF MONROEVILLE deems it in the best interest of the Municipality to form and establish a non-profit corporation for economic development within the territorial limits of the MUNICIPALITY OF MONROEVILLE.

NOW, THEREFORE, BE IT ENACTED AND ORDAINED, by the Municipality of Monroeville as follows:

SECTION 1. The proper Municipal officials are hereby authorized and empowered to form and establish a non-profit corporation known as the Monroeville Foundation.

SECTION 2. The proper Municipal officials shall be authorized to execute any and all documents necessary to form and establish said non-profit corporation and perfect and file whatever documents are necessary with local, State and Federal Agencies concerning the creation of said non-profit corporation.

SECTION 3. Attached hereto and made part of this Ordinance are the Articles and Incorporation and By-Laws to be enacted by said non-profit corporation as part of its creation.

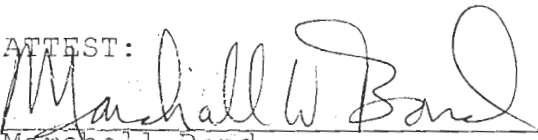
SECTION 4. Any provisions of this Ordinance shall be severable, and if any of the provisions hereof shall be invalid or unenforceable, the remaining provisions of the Ordinance shall remain in effect.

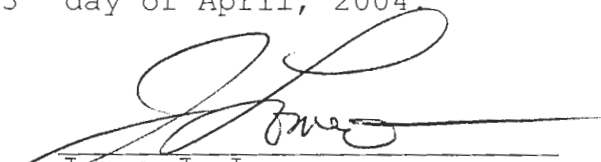
SECTION 5. Any Ordinance or part of any Ordinance conflicting with any of the provisions of this Ordinance are hereby repealed insofar as the same effects this Ordinance.

SECTION 6. If any sentence, clause, section, or part of this Ordinance is for any reason found to be unconstitutional, illegal or invalid, such unconstitutionality, illegality, or invalidity shall not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of this Ordinance. It is hereby declared as the intent of the Municipality that this Ordinance would have been adopted had such unconstitutional, illegal or invalid sentence, clause, section or part thereof not been included herein.

ORDAINED and ENACTED this 13th day of April, 2004.

ATTEST:


Marshall W. Bond
Municipal Manager


James J. Lomeo
Mayor

ENTERED INTO LEGAL BOOK: April 23, 2004

Entity Number _____

Secretary of the Commonwealth

ARTICLES OF INCORPORATION-DOMESTIC NONPROFIT CORPORATION

DSCB:15-5306 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 5306 (relating to articles of incorporation), the undersigned, desiring to incorporate a nonprofit corporation, hereby state(s) that:

1. The name of the corporation is: MONROEVILLE FOUNDATION, INC.

2. The (a) address of this corporation's initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) 2700 Monroeville Blvd., Monroeville, PA 15146 Allegheny County
Number and Street City State Zip County

(b) c/o: Same
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The corporation is incorporated under the Nonprofit Corporation Law of 1988 for the following purpose or purposes:

See Attached

4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

5. The corporation is organized upon a nonstock basis.

6. (Strike out if inapplicable): The corporation shall have no members

7. (Strike out if inapplicable): The incorporators constitute a majority of the members of the committee authorized to

incorporate: by the requisite vote required by the organic law of the association for the amendment of such organic law

8. The name and address, including street and number, if any, of each incorporator is:

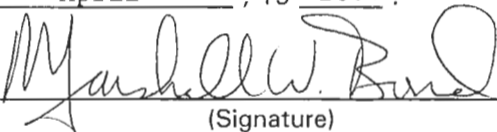
Name Address
Marshall W. Bond 2700 Monroeville Blvd., Monroeville, PA 15146

9. The specified effective date, if any, is: April 14, 2004
month day year hour, if any

10. Additional provisions of the articles, if any, attach an 8 1/2 x 11 sheet.

IN TESTIMONY WHEREOF, the incorporator(s) has

April ~~19~~ 2004 .



(Signature)

Marshall W. Bond

(Signature)

(Signature)

OF
MONROEVILLE FOUNDATION, INC.
A PENNSYLVANIA NONPROFIT CORPORATION

ARTICLE I
PURPOSE

Section 1.01 The purposes for which this Corporation is formed are those charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code including, providing a means whereby private and public sector sources may contribute funds to support programs, projects and activities which enhance the public health, safety, and welfare goals of the Municipality of Monroeville.

Section 1.02 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

Section 1.3 Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the corporation in such manner, or to such exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any

future United States Internal Revenue Law), as the Board of Directors shall determine.

Section 1.4 The form of this organization shall be a not-for-profit Corporation without a membership.

**ARTICLE II
OFFICE AND FISCAL YEAR**

Section 2.01 Registered Office. The registered office of the Corporation in the Commonwealth of Pennsylvania shall be maintained within the boundaries of the Municipality of Monroeville. The Corporation's initial registered office shall be at 2700 Monroeville Boulevard, Monroeville, Pennsylvania 15146 until otherwise established by a vote of a majority of the Directors in office, and a statement of such change is filed in the Department of State; or until changed by an appropriate amendment of the articles of the Corporation.

Section 2.03 Fiscal Year. The fiscal year of the corporation shall be the calendar year.

**ARTICLE III
BOARD OF DIRECTORS**

Section 3.01 Powers. The Board of Directors shall have full power to conduct, manage, and direct the business and affairs of the corporation; and all powers of the corporation are hereby granted to and vested in the Board of Directors.

Section 3.02 Composition. The Board of Directors shall include no less than seven (7) individuals and no more than fifteen (15) individuals.

The following positions shall be permanently occupied by individuals or designees holding the specified offices:

- Monroeville Municipal Manager (or his/her designee);
- Two (2) representatives from the Monroeville Municipal Council;

- One (1) - Monroeville Recreation Advisory Board or Department;
- At least three (3) and up to eleven (11) at-large representatives from the community.

Members appointed to the Board of Directors shall be approved by the Monroeville Municipal Council.

ction 3.03 Term of Office. The length of terms shall be three years. Eleven (11) individuals shall be designated to serve as Directors at the initial organization meeting. The initial seven (7) at-large Directors shall select lots representing one (1), two (2) and three (3) year terms. At-large directors shall be limited to serving two (2) terms.

ction 3.04 Resignation. Any Director may resign by submitting a written resignation to the Directorship, which shall become effective upon its receipt from such a Director or at any later time specified therein.

ction 3.05 Removal of Director. The Board of Directors may recommend at any of its meetings by a two-thirds (2/3) vote of the Directorship to declare any position vacant on the failure of its incumbent to attend at least one-half (1/2) of scheduled Board meetings during a calendar year, or to perform the duties of the position, provided that notice of the intention to act upon such matter shall have been given.

ction 3.06 Vacancies in the Board of Directors. Any vacancy occurring in the Board of Directors, including those by an appointee who has not commenced the term of office, resulting from the death, resignation, retirement, disqualification, expiration of term of office, or removal from office of any Director or other cause shall be filled by appointment by way of majority vote of the Director's attending the meeting and the approval of the Monroeville Municipal Council.

ction 3.07 Directors Compensation. No Director shall be paid any compensation for services as a Director and shall not benefit financially in any way solely by reason of being a Director or belonging to one of being a Director or belonging to one of its committees. The Directorship may provide

reimbursement or reasonable expenses incurred by officers or Directors in connection with authorized Foundation business.

Manner of Acting. The Board of Directors shall be organized and act as follows:

3.08.1 Meetings: Only Directors may vote at Board of Directors meetings.

3.08.2 Presiding: The President of the Board of Directors shall preside at meetings and, if not present, a Director of the Executive Committee, designated by the Chairman of that Committee shall preside.

3.08.3 Quorum: At all meetings of the Board of Directors, a presence of seven (7) members holding office shall be necessary and sufficient to constitute a quorum for the transaction of business. If a meeting cannot be organized because a quorum has not attended, a majority of the Directors present may adjourn the meeting from time to time until a quorum as fixed in this section shall be present; but notice of the time and place to which such meeting is adjourned shall be given to any Board Director not present either personally or by telephone at least eight (8) hours prior to the hour of reconvening. Resolutions of the Directors upon any matter shall be taken and be valid, only with the affirmative vote of at least a majority of the trustees present at a meeting duly convened, except as otherwise expressly provided in these Rules.

3.08.4 Lack of If there is not a quorum at the

Quorum: at the request of the Chairman, the Directors may take any action or adopt any resolution by telephone vote under such procedures as may be adopted from time to time by the Directors. Such action by resolution shall be authorized, approved and adopted upon receiving a unanimous vote from all Directors for the proposed action in the time period specified.

Section 3.09 Annual Meeting. An annual meeting of the Board of Directors shall be held during the month of June or on such other dates where the Board deems appropriate, at which time Directors remaining in office shall elect Directors to fill those positions which have expired. All appointments shall be approved by the Monroeville Municipal Council.

Section 3.10 Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as shall be designated from time to time by resolution of the Board. In no event shall the Board hold less than two (2) regular meetings during the calendar year in addition to the annual meeting. If the date fixed for any such regular meeting be a legal holiday under the laws of the State where such meeting is to be held, then the same shall be held on the next succeeding business day not a Saturday or Sunday, or at such other time as may be determined by resolution of the Board. At such meetings, the Board shall transact such business as may properly be brought before the meeting. Written notice of meetings with Agenda and Resolutions should be sent to Directors one week prior to the meeting.

Section 3.11 Special Meetings. Special meetings of the Board shall be held whenever called by the president or by two or more of the directors. Notice of such meetings shall be given to each Director by telephone, email, or in writing at least twenty-four hours (in the case of notice by telephone) or forty-eight hours (in the case of notice by email) or five days (in the case of notice by mail) before

the time at which the meeting is to be held. All other provisions of Section 3.01 of these By-Laws shall apply.

Section 3.12

Executive and Other Committees. The Board of Directors may, by resolution adopted by a majority of the directors in office, establish an Executive Committee and one or more other committees. Each committee shall consist of three or more Directors of the Foundation. The Board may designate one or more Directors as alternate Directors of any committee, who may replace any absent or disqualified Director at any meeting of the committee. In the absence or disqualification of Director, and the alternate or alternates, if any, designed for such Director, or any committee, the Director or Directors thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may appoint another Director by a unanimous vote to act at the meeting in the place of any such absent or disqualified Director. Each committee of the Board of Directors shall serve at the pleasure of the Board. The Executive Committee shall have and exercise all of the powers and authority of the Directorship in the management of the business and affairs of the Foundation, except that the Executive Committee shall not have any power or authority as to the following:

- (1) The filing of vacancies in the Board of Directors;
- (2) The adoption, amendment or repeal of the By-Laws;
- (3) The amendment or repeal of any resolution of the Board; and
- (4) Authorize the expenditure of funds.

No committee of the Board of Directors other than the Executive Committee, shall, pursuant to resolution of the Board or otherwise, exercise any of the powers or authority vested by these By-Laws or the Nonprofit Corporation Law of 1988 as amended in the Board of Directors as such, but any other committee of the Board may make recommendations to the Board or Executive Committee concerning the exercise of

such powers and authority. The establishment of any committee of the Board and the delegation thereto of power and authority shall not alone relieve any director of his fiduciary duty to the corporation. A majority of the Directors in office designated to a committee, or Directors designated to replace them as provided in this section, shall be present at each meeting to constitute a quorum for the transaction of business and the acts of a majority of the directors in office designated to a committee of their replacements shall be the acts of the committee. Each committee shall keep regular minutes of its proceedings and report such proceedings periodically to the Board of Directors.

ARTICLE IV
NOTICE-WAIVERS-MEETINGS

4.01 Notice, What Constitutes. Whenever written notice is required to be given to any person under the provision of the articles, these by-laws, or the Nonprofit Corporation Law of 1988, it may be given to such person, either personally or by sending a copy thereof by First-Class Mail, Postage Prepaid, or by telegram, charges prepaid, to his address supplied by him to the corporation for the purpose of notice. If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by law or these By-Laws. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at any adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

4.02 Waivers of Notice. Whenever any written notice is required to be given under the provision of the articles, these By-Laws or the Nonprofit Corporation Law of 1988 as amended, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise

required in these By-Laws, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 4.03 Exception to Requirement of Notice. Wherever any notice or communication is required to be given to any person under the provisions of the articles or these By-Laws, or the Nonprofit Corporation Law of 1988 as amended, or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action, and communication with such person is then unlawful, the giving of such notice of communication to such person not be required and there shall be no duty to apply for a license or other permission to do so.

ARTICLE V OFFICERS

Section 5.01 Number Qualifications and Designation. The officers of the corporation shall be a president, one vice president, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of Section 5.03 of this Article. Any number of offices may be held by the same person. Officers may but need not be directors of the corporation. The president and secretary shall be natural persons of full age, the treasurer may be a corporation, but if a natural person shall be of full age.

Section 5.02 Election and Terms of Office. The officers of the corporation, except those elected by delegated authority pursuant to Section 5.03 of this Article, shall be elected annually by the Board of Directors, and each such officer shall hold his/her office until the next annual organization meeting of the Board of Directors and until his successor shall have been elected and qualified, or until his/her earlier death, resignation or removal.

Section 5.03 Subordinate Officers, Committees and Agents. The Directorship may from time to time elect such other officers and appoint such committees, employees or other agents as the business of the corporation may require, including one or more assistant secretaries, and one or more assistant treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these By-Laws, or as the Directorship may from time to time determine. The Board of Directors may delegate to any officer or committee the power to elect subordinate officers and to retain or appoint employees or other agents, or committees thereof, and to prescribe the authority and duties of such subordinate officers, committees, employees or other agents.

Section 5.04 Resignations. Any officer or agent may resign at any time by giving written notice to the Board of Directors, or to the president or the secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.05 Removal. Any officer, committee, employee or other agent of the corporation may be removed, either for or without cause, by the Board of Directors or other authority which elected, retained or appointed such officer, committee or other agent whenever in the judgment of such authority the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

Section 5.06 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled by the Board of Directors by the officers or committee to which the power to fill such office has been delegated pursuant to this Article, as the case may be, and if the office is one for which these By-Laws prescribe a term, shall be filled for the unexpired portion of the term.

ection 5.07 General Power. All officers of the corporation, as between themselves and the corporation, shall respectively have such authority and perform such duties in the management of the property and affairs of the corporation as may be determined by resolutions or orders of the Board of Directors, or, in the absence of controlling provisions in resolutions or orders of the Board, as may be provided in these By-Laws.

ection 5.08 The President. The President shall be the Chief Executive Officer of the corporation and shall have general supervision over the activities and operations of the corporation, subject, however, to the control of the Directorship and the Chairman. The President shall sign, execute and acknowledge, in the name of the corporation, deeds, mortgages, bonds, contracts or other instruments, authorized by the Board of Directors except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these By-Laws, to some other officer or agent of the corporation; and, in general, shall perform all duties incident to the office of President, and such other duties as from time to time may be assigned to him by the Board of Directors.

ection 5.09 The Vice President. The Vice Presidents shall perform the duties of the President in his absence and such other duties as may from time to time be assigned to them by the Board of Directors or the President.

ection 5.10 The Secretary. The Secretary or Assistant Secretary shall attend all meetings of the Board of Directors and shall record all the votes of the directors and the minutes of the meetings of the Board and of committees of the board in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the corporation as required by law; shall be the custodian of the seal of the corporation and see that it is affixed to all documents to be executed on behalf of the corporation under its seal; and, in general, shall perform all duties incident to the office of Secretary, and such other duties as may from time to time be assigned to him by the Board or the President.

- 5.11 The Treasurer. The Treasurer or Assistant Treasurer shall have or provide for the custody of the funds or other property of the corporation and shall keep a separate bank account of the same to this credit as treasurer; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the corporation; shall deposit all funds in his custody as treasurer in such banks or other places of deposit as the Board of Directors may from time to time designate; shall, whenever so required by the Board of Directors of, render an account showing his transactions as Treasurer, and the financial condition of the corporation; and, in general, shall discharge such other duties as may from time to time be assigned to him by the Board or the President. There shall be an annual audit of the foundation by the Municipality or its designee.
- 5.12 Officers' Bonds. If requested, any officer shall give a bond for the faithful discharge of his duties in such sum, if any, and with such surety or sureties as the Board of Directors shall require.
- 5.13 Salaries. No salaries will be paid to officers elected by the Board of Directors.

ARTICLE VI
LIMITATION OF PERSONAL LIABILITY OF
DIRECTORS; INDEMNIFICATION OF DIRECTORS,
OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

- 6.01 Limitation of Personal Liability of Directors. A Director of the Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:
- (a) The Director has breached or failed to perform the duties of his or her office as defined; and
 - (b) The breach or failure to perform constitutes self-dealing willful misconduct or recklessness.

The provisions of this Section shall not apply to (a) the responsibility or liability of a director pursuant to any criminal

statute; or (b) the liability of a director for the payment of taxes pursuant to local, state or federal law.

Standard of Care and Justifiable Reliance.

(a) Director. A director of the Corporation shall stand in a fiduciary relationship to the Corporation, and shall perform his or her duties as a Director, including his or her duties as a Director of any committee of the Board of Directors upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interest of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (i) One or more officers or employees of the corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (ii) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person;
- (iii) A committee of the Board of Directors upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that

would cause his or her reliance to be unwarranted.

- (b) In discharging the duties of their respective positions, the Board of Directors committees of the Board and Individual Directors may, in considering the best interest of the corporation, consider the effects of any action upon employees, upon persons with whom the Corporation has business and other relations and upon communities which the officer or other establishments of or related to the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of Subsection (a) of this Section.
- (c) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

Indemnification in Third Party Proceedings. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or 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 person did not act in

good faith and in a manner which he or she reasonably believes to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceedings, had reasonable cause to believe that his or her conduct was unlawful.

Section 6.04

Indemnification in Derivative Action. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or, complete action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the Court of Common Pleas of Allegheny County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which the Court of Common Pleas or such other court shall deem proper.

Section 6.05

Mandatory Indemnification. Notwithstanding any contrary provision of the articles or these By-Laws, to the extent that a representative of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 6.03 or Section 6.04 above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

6.06 Determination of Entitlement to Indemnification. Unless ordered by a court, any indemnification under Section 6.03 or 6.04 above shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

(a) By the Directorship by a majority of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or

(b) If such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested Directors so directed, by independent legal counsel in a written opinion.

6.07 Advancing Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in Paragraphs 1 through 3 above.

6.08 Indemnification of Former Representatives. Each such indemnify may continue as to a person who has ceased to be a representative of the Corporation and may inure to the benefit of the heirs, executors and administrators of such person.

6.09 Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Corporation would otherwise have

the power to indemnify such person against such liability.

Section 6.10 Reliance on Provisions. Each person who shall act as an authorized representative of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided in this Article.

ARTICLE VII MISCELLANEOUS

Section 7.01 Corporate Seal. The Corporation shall have a corporate seal in the form of a circle containing the name of the Corporation, the year of incorporation and such other details as may be approved by the Board of Directors.

Section 7.02 Checks. All checks, notes, bills or exchange or other orders in writing shall be signed by such person or persons as the Board of Directors may from time to time designate.

Section 7.03 Contracts. Except as otherwise provided in these By-Laws, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7.04 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdraw only upon checks signed by such one or more officers or employees as the Board of Directors shall from time to time determine.

Section 7.05 Annual Report of the Directorship. The Board of Directors shall direct the President and Treasurer to present at the annual meeting of the Directorship a report showing in appropriate detail the following:

- (1) The assets and liabilities, including trust funds, during the year immediately preceding the date of the report.

- (2) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
- (3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
- (4) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
- (5) The annual tax return filing for the federal government and Commonwealth of Pennsylvania.

AMENDMENT

The By-Laws, to the extent allowed by law, may be altered, amended or represented by a vote of the majority of the voting Board of Directors in office at any Regular or Special Meeting convened.