

Southern Pennsylvania Amateur Radio Club (SPARC), Inc.
PO Box 422 – Mount Joy, PA 17552
Revision September 2018

CONSTITUTION AND BYLAWS

CONSTITUTION

ARTICLE I NAME

The name of this organization shall be the Southern Pennsylvania Amateur Radio Club (SPARC) Incorporated, an organized independent public service organization.

ARTICLE II PURPOSE

The Southern Pennsylvania Amateur Radio Club, Inc., hereafter referenced as "SPARC" shall be a not-for-profit organization under the IRS Code as amended, specifically Section 501(c)(3).

To provide emergency communications networks in all spectrum as so authorized by the Federal Communications Commission.

The purposes for which the Corporation is organized are charitable and educational and without limiting the generality of the foregoing, include the following purposes:

- (a) To develop the use of amateur radio for communications for emergencies, disasters, and an emergency aid to individuals;
- (b) To develop the use of amateur radio for scientific and educational purposes;
- (c) To promote emergency and public service communications and facilities to serve the communities of the area;
- (d) To promote transportation safety by developing programs that provide information and assistance to vehicular users and the general public;
- (e) To coordinate efforts with and provide communications assistance to other organizations, i.e., American Red Cross, Salvation Army, Office of Emergency Preparedness, Amateur Repeater Organizations, ARES/ACS, and local public authorities in emergencies, disasters, and in times of need by request;
- (f) To develop and administer public information projects demonstrating and publicizing the potential benefits and the proper utilization of amateur radio to individuals, organizations, public and private schools, while not limited thereto;
- (g) To engage in any lawful act or activity for which corporations may be organized under the General Not-For-Profit Corporation Laws of the Commonwealth of Pennsylvania, but only to the extent and in such manner that such purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended from time to time.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers or other private persons, 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 in this Certificate of Incorporation. No substantial part of the

activities of the Corporation shall be 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 provisions of other activities not permitted to be carried on, (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Upon the dissolution of the Corporation, the Board of Directors shall, after paying, or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation to any such organization organized or operated exclusively for purposes similar to the purposes of this Corporation as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. If dissolution does occur, in the cooperative spirit of public services, it is recommended the assets be transferred to any like 501(c)(3) organization.

ARTICLE III OBJECTIVES

- A.** To promote cooperation with all forms of amateur radio communications in the event of a local disaster;
- B.** To assist or be of service to all City, Borough, Township, County, State or Federal Agencies that may have need for emergency radio communications;
- C.** To provide personnel to any service club, associations, groups, local agencies, or persons needing communications networks in accordance with current FCC Rules and Regulations as amended;
- D.** To cooperate with all other organizations having like objective.

ARTICLE IV OFFICERS

A. The officers shall consist of:

- (1) President
- (2) Vice-President
- (3) Treasurer
- (4) Secretary
- (5) Past President
- (6) Appointed Repeater Trustee
- (7) Appointed members at large in number to have the Board at an uneven number.

B. The above elected officers shall constitute five (5) members of the Board of Directors. Additional Board members will be elected or appointed to the Board annually by the above named officers, with a minimum of one (1) appointed person named. Additionally, the above five (5) officers may appoint an "Advisory Board" to the organization, of unlimited quantity without vote.

ARTICLE V MEMBERSHIP

Membership in this organization shall be as specified in the Bylaws.

ARTICLE VI MEETINGS

The organization shall meet regularly once per month or as otherwise stated by the Bylaws.

ARTICLE VII INITIATION FEES AND ASSESSMENTS

Every member of this organization shall pay fees and assessments as specified in the Bylaws.

ARTICLE VIII INSIGNIA-ORGANIZATIONAL PROPERTY

All insignia and printed materials provided by the organization will be the property of the corporation and shall not be used or displayed other than specified in the Bylaws.

ARTICLE IX AFFAIRS

The affairs of SPARC shall be conducted in accordance with this Constitution and Bylaws. The fiscal year for this corporation will be from 01 January to 31 December inclusive.

ARTICLE X AMENDMENTS

The Constitution and Bylaws may be amended as specified in the Bylaws.

ARTICLE XI BONDING

If the Board of Directors or Chief Executive Officer shall so require, any officer or agent of the corporation shall give bond to the Corporation in such amount and with such surety as the Board of Directors or the Chief Executive Officer as the case may be, deem sufficient, conditioned upon the faithful performance of their respective duties and offices. If bonding is required, this organization will fund the appropriate premium for such requirement.

BYLAWS

ARTICLE 1 MEMBERSHIP

A. MEMBERSHIP QUALIFICATIONS

Membership in the SPARC, Inc., shall consist of anyone in good character, having a common interest in radio communications, specifically amateur radio.

Membership in this organization will be extended to all members of any family. They will be permitted to participate in organizational activities and events.

B. CLASSES OF MEMBERSHIP

1. REGULAR MEMBER: Notwithstanding uses of the amateur radio services, currently licensed by the Federal Communications Commission, member will be licensed in all other spectrums as required. This class of member shall pay dues and assessments.

2. ACTIVE MEMBER: An active member is a regular member who has attended 50% of the past six (6) months meetings, is entitled to all privileges of the corporation, a vote, and is eligible to run for or hold office. Exceptions may be made to these requirements by a majority vote of the Board of Directors under special circumstances deemed to be in the best interest of the corporation, and will be made without prejudice.

3. ASSOCIATE MEMBER: A person not holding an amateur license, and also of good moral character, may support the organization by becoming a non-voting associate member without voice, who may not hold office, but may participate to the extent permitted by FCC regulations as amended. This class of member shall pay dues and assessments.

4. HONORARY MEMBER: Any individual, group of individuals, association, corporation or other entity interested in developing the use of amateur radio may be chosen as an Honorary member by a two-thirds vote of the membership. These members have no vote but may attend meetings and are exempt from all dues and assessments.

C. MEMBERSHIP APPLICATIONS:

1. Must complete an application form, submit with all enclosures requested, and forward to the organizations current mailing address or turn in at a regular BoD or Membership Meeting.

2. The Board of Directors will recommend or reject the application and forward the information and forms to the President. If accepted by the Board of Directors, the application will be presented to the membership for concurrence.

3. If acceptable, the President or his/her assistants will announce the application(s) at the next membership meeting.

4. The prospective membership application will be voted on for concurrence at the next regular scheduled meeting of the membership. Prospective member, when and if presented, must receive a 2/3 majority of the votes cast for acceptance for membership. Abstaining votes will not count as a vote. If majority vote is not in favor of the applicant, the applicant is rejected for a period of three (3) months, at which time the applicant may reapply.

5. If the application is approved and accepted then said member would be on probation with the organization for a period of three (3) months before final and permanent membership is assigned.

6. Subject applicants will not attend the meeting that the application is being voted upon. If, for some extenuating circumstances, the applicant appears at the meeting, he or she will be asked to depart from the meeting during the discussion and voting periods.

D. MEMBERSHIP DISMISSAL

1. Revocation of any license as issued by the Federal Communications Commission. Violation or non-compliance with any and all "Writ Agreements" as may be initiated by the organization from time to time.

2. While on club property or attending club activities, but not limited hereto, exhibiting disruptive or offensive behavior.

3. Acceptance of any monies or gifts for services rendered while engaged in organizational activities or projects.

4. Using the name Southern Pennsylvania Amateur Radio Club Inc., (SPARC, Inc.), or displaying the organization name without authorization from the organization..

5. Failure to follow procedures set forth by the Board of Directors.

6. Failure to abide by the Constitution and Bylaws of the organization, as amended.

7. Failure to comply with any organizational assessment.

8. Notification of dismissal from the organization shall be forwarded to the member by Certified Mail, Return Receipt Requested, signed by the President, and a copy of the letter maintained by the Secretary. This letter shall also request the member to return any and all organizational property within ten (10) days of receipt of letter.

9. A member shall be dismissed for conduct unbecoming a member, with final review by the Board of Directors. The member must be advised in writing of any and all charges relative to any dismissal actions.

10. A member can be dismissed for insubordination against any officer or member in charge of any organizational activity or project.

11. Dismissed members have the right to dispute their dismissal to the Board of Directors within thirty days after which the decision is final.

ARTICLE II ASSESSMENTS

A. All monies shall be collected and disbursed by the Treasurer. All checks shall be signed by the President or the Treasurer as minimum; however, other officers of the Board may be on the signatory cards.

B. Assessments are the organizational expenses of the organization and will be shared equally by all regular members.

C. Each member, depending on class of membership, will be required to pay dues and assessments as determined by the voting membership.

D. Only one yearly membership fee per household is assessed no matter how many licensed amateurs reside at that address.

ARTICLE III MEETINGS

- A.** The regular monthly meeting of the organization shall be held on the *fourth Tuesday* of each month at such hour and place as the organization may designate. Monthly meetings may be canceled at the discretion of the Board of Directors.
- B.** A notice of each meeting will be given on the SPARC, Inc., weekly net, conducted each Tuesday evening at 2100 hours on the assigned organizational repeater frequency.
- C.** A quorum for meetings will be ten (10) percent of voting membership plus one officer, and once declared, stands for the entire meeting.
- D.** Special meetings may be called by written request of at least fifty (50) percent of the voting membership, or by the President. If such special meetings are called, each member must be notified by correspondence, US Mail or Electronic Bulletins, including E-mail, not less than three (3) days prior to the special meeting. The business of this special meeting will be limited to the business stated in the meeting notice.
- E.** The Board of Directors of the organization shall meet at least once per month, usually the *second Tuesday* of the month, and the meeting will be conducted similar to the agenda for the membership meeting and activities. *It will be a meeting open to any member of SPARC who may attend but cannot vote in proceedings.*
- F.** The *monthly Membership Meeting* shall be conducted according to Robert's Rules of Order, as amended, and close to the agenda recommended:

- 1. Call to Order by President or Assistants and Greetings from President on behalf of the BoDs and club to all*
- 2. Introductions by the audience with names, call signs, and any extra information (Passing of the sign-in roster for all to sign)*
- 3. Review of Recent Past Club Events*
- 4. Reminder of Upcoming Events in next month or two*
- 5. Summarized Minutes and reading of any correspondence from the Secretary of Major Items (All minutes should be posted on the club's bulletin board for all to view)*
- 6. Summarized Treasurer's Report of any major out of the ordinary expenses and balances*
- 7. EMC Report of past / future events*
- 8. Report of the Membership Chair as to current number of members*
- 9. Any urgent business such as approvals and new members acceptance*
- 10. Brief inputs from the floor of any concerns or information*
- 11. Introduction of the Program and Speaker*
- 12. Presentation / Program*
- 13. Q&A Period from the floor as needed for any who can remain*
- 14. Adjournment of the official meeting*

ARTICLE IV DUTIES OF OFFICERS

A. PRESIDENT:

1. The President shall preside at all meetings of the organization and otherwise direct its affairs to the best of his/her ability, and shall be an ex-officio member of all committees. He/she shall conduct the meeting by parliamentary procedure in accordance with Robert's Rules of Order as amended.

B. VICE PRESIDENT:

1. In the absence of the President, he/she shall preside at organizational meetings, and otherwise assist the President as he requests. In the absence of the President, he/she shall direct all activities of the organization, and business meetings will be conducted by parliamentary procedure in accordance with Robert's Rules of Order, as amended. If the corporation so authorizes, he may countersign financial documents as required in performance of his/her duties.

2. The Vice President acts as Program Chairman and as such is responsible for all club special speakers and programs.

C. SECRETARY:

1. The Secretary shall keep an accurate record of the organizational meetings and the Board of Directors meetings, and shall transfer same to his/her successor.

2. The Secretary shall have charge of all correspondence and the master filing system of the organization. This does not prohibit other officers from maintaining files and records for the organization.

3. The Secretary shall have custody of all organizational records and documents of the organization other than that necessary to the Treasurer. Any member may inspect the organizational records at a reasonable time that is convenient to both the Secretary and the member.

D. TREASURER:

1. The Treasurer shall record and account for all monies received, including those received as assessments and/or initiation fees if so approved.

2. The Treasurer shall write checks and pay bills upon approval, or prior approvals, of the vote of the members during meetings, or as directed by the Board of Directors.

3. All checks will be signed by the Treasurer as authorized by the membership and on file with the financial institutions in use by the SPARC.

4. The Treasurer shall make a financial report to the organization or the Board of Directors upon request.

5. The Treasurer shall transfer the records, accounts, and all undistributed funds to the successor.

6. The Treasurer shall submit the organizational treasury records for inspection by any member at a reasonable time convenient to both the Treasurer and the member.

7. The Treasurer is permitted a petty cash fund of \$100.00.

8. The Treasurer and the President will accomplish all tax returns and allied submittals as required.

9. Yearly at the start of the fiscal year the treasurer shall present all financial records of the SPARC for review by a committee of at least two non Board members.

E. PAST PRESIDENT:

1. He/she will assist the officers in the transfer of duties.

2. The Past President's signature will be removed from all financial accounts of the organization within ten (10) days of the transfer of duties.

F. REPEATER TRUSTEE

1. He/she will see that all Federal Communication Commission regulations, as amended, are met.
2. He/she will insure current licenses of the repeater authorizations are posted within the repeater confines.

G. APPOINTEES TO THE BOARD:

1. He/she will be a member in good standing of the organization, and will assist the Board of Directors as instructed. The number of appointees will be such that there are an odd number of voting BoD members.

H. BOARD OF DIRECTORS:

1. The Board of Directors will consist of the five (5) elected officers and the appointees equaling an uneven number of Board members. The Board may elect or appoint as many appointees as deemed necessary, but must elect or appoint a minimum of one.
2. The Board shall have the authority to authorize the expenditure of up to a maximum of \$1000.00, less sales tax or freight charges, without approval of the membership.
3. They shall approve and levy assessments to cover operational expenses of the organization which will be announced by the President at the next regular membership meeting.
4. They shall act as a steering committee for the business of the organization, to make recommendations for the memberships approval.
5. They shall have the power to accept or reject gifts or donations made to the organization.
6. They shall review all applications for membership and present same to the membership with recommendations of approval or rejection.
7. They shall act as a Board of Review having full judgment for dismissal of a member from the organization.
8. Three (3) members will constitute a quorum for conducting Board business.
9. The President is the Chairman of the Board of Directors .
10. The Board of Directors shall appoint all committees. They shall have the power to dismiss, add, delete, or amend to, the duties of all committees and personnel appointed thereto.
11. The elected Board members shall have the power to dismiss the appointees to the Board, and to reappoint personnel to those positions.
12. The Board shall have the power to suspend any member for periods of 30, 60, or 90 days for violations of the Constitution and Bylaws, personal misconduct, or actions unbecoming a member, that should or would bring unfavorable jeopardy upon the organization.

13. In case of the absence of any officer of the corporation or for any other reason which may seem sufficient to the Board of Directors, the Board of Directors may, for the time being, delegate his authority and duties or any of them, to any other officer or to any director or appointee.

I TERM OF OFFICE:

1. The term of office will be two (2) years.
2. All officers may be incumbent for re-election if so desired.
3. An officer may relinquish his/her office upon written request. To the BoD.
4. An officer may be dismissed from office by a 2/3 vote of the active membership.
5. All elections will be by paper ballot .

J. ELECTION OF OFFICE:

1. The Board of Directors shall appoint a nominating committee to present to the organization, prospective nominees for vacant office(s).
2. The nominating committee will be appointed at least sixty (60) days prior to the annual election date in December. If the current elected persons are the only person meeting election requirements, the appointment need not be made.
3. At the next convenient regular meeting, the nominating committee will present to the organization, the nominees. Nominations will be open to the active membership, and nominees will be accepted from the floor.
4. At the next regular meeting of the organization, following the presentation of the nominees, a ballot election will be conducted to determine fulfillment of office.
5. Nominees will be elected to office by majority vote of a quorum of the active membership present.

K. ARTICLE V. ORGANIZATIONAL MATERIALS AND PROPERTY

- A.** All printed materials issued by the organization is organizational property, and shall be used as directed by the Board of Directors.
- B.** Organizational owned insignias such as caps, jackets, special signs, etc., shall be displayed as directed and approved by the Board of Directors.
- C.** Any real estate or equipment of the organization and its use shall be governed by the Board of Directors, and decisions made by the Board of Directors may be amended or overruled by a 2/3 vote of the active membership at a regular or special meeting, if said special meeting was called for that purpose.
- D.** Upon dissolution of the organization, its Charter, all real estate and equipment owned by the organization shall be transferred to a like organization, not-for-profit under the IRS rules Section 501(C3), as approved by the Board of Directors and the active membership. ~~(Deleted last lines)~~

***** concern here for the legal status and if we are covered - ask Chris Paterson *****

ARTICLE VI AMENDMENTS

A. This Constitution and these Bylaws may be amended at any regular meeting of the organization by a 2/3 vote of the active members present.

B. Such amendment(s) must be proposed in writing by an active member at the meeting immediately preceding that at which the amendment(s) are to be voted upon. Copies must be made available by the member submitting the amendment(s) in sufficient quantity to insure all receive copies.

C. Upon its adoption, a copy of the amendment(s) shall be made available to all members of the organization at the next regular scheduled membership meeting. These copies are not the responsibility of the member submitting the amendment(s); however, he/she may supply said copies if he/she so desires.

ARTICLE VII CAPITAL EXPENDITURES:

A. Any motion requiring a capital expenditure of organizational funds or assessments of members must be submitted in detail to the organization at a regularly scheduled meeting. Voting will proceed, if appropriately motioned and seconded, approved, voted and carried.

ARTICLE VIII BOOKS AND RECORDS:

A. The books, accounts and records of the corporation may be kept at such place or places within the Commonwealth of Pennsylvania.

B. The books, accounts and records of the corporation shall be open to inspection by any member at all times.

C. The corporate seal shall contain two concentric circles between which shall be name of the corporation and word "Pennsylvania" and in the center shall be inscribed the words "Corporate Seal".

ARTICLE IX STATEMENT OF NOT-FOR-PROFIT REQUIREMENTS

A. In addition to the aforementioned, shall establish and maintain communications networks and coordinate efforts also *covered* under Section 170(c)(2) of the Internal Revenue Code as amended, but only to the extent and in such manner that such purposes constitute charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended or superseded from time to time. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its purposes. No substantial part of the activities of this corporation shall be 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, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any other future United States Internal Revenue Law).

ARTICLE X COMMONWEALTH REQUIREMENTS

A. The Board of Directors will insure the requirements as set forth by the Commonwealth, as amended, are fulfilled in a timely manner, as listed below:

1. Insure the Decennial Filing Report is completed and submitted to the Department of State with appropriate fees.

2. In accordance with Act No. 46 of 1982, requires all non-profit organizations to register with the Department of State, Corporation Bureau, before beginning operations in Pennsylvania, and to annually notify the Corporation Bureau of any change in its officers. This registry must set forth the name of the corporation, the date of incorporation, the Act or the Assembly or Authority under which it was incorporated, the place of business, the post office address, the name of the president, chairman, secretary and treasurer, the amount of capital authorized by its articles of incorporation, if any, and the amount of capital paid into its treasury. Forms required are card SCB-5318 to be completed in duplicate, and Form DSCB-BCL206(Rev81) Corporate Registry Information to be submitted in triplicate, and forwarded to the Department of State, Corporation Bureau, Room 308, North Office Bldg., Harrisburg, PA 17120.

3. Solicitation of funds from citizens of the Commonwealth by Non-Profit organizations must register with the Department of State, Commission on Charitable Organizations, Room 308, North Office Building, Harrisburg, PA 17120.

4. If the Board desires, Pennsylvania Sales Tax Exempt Status may be obtained from the Department of Revenue, Exemption Unit, Bureau of Accounts Settlement, 7th Floor, Strawberry Square, Harrisburg, PA 17127. If this status is acquired, the Board of Directors will administer this filing as required.

ARTICLE XI MISCELLANEOUS:

A. The Board of Directors will insure that all corporation radiotelephone licenses are current at all times, and appropriate agreements, if any, with the membership are current and valid, as amended.

B. The Repeater Trustee is responsible for insuring the Board is acting in the organizations best interest in any variable licensing and /or implementation of additional systems.

C. Federal and State Surplus property, being prohibited from "cash" sales to any entity, which property was acquired from any of the surplus property programs, therefore, being in the possession of the organization at any time of dissolution, shall be transferred in kind to a like organization under the provisions of the IRS Code of 1954 as amended, specifically Section 501(c)(3), and like organization will in turn be governed by these same restrictions in reference to any and all Federal and State property surplus.

ARTICLE XII LIMITATION OF DIRECTOR LIABILITY

A. Personal Liability of Directors:

1. General Rule: A director of the organization shall not be personally liable for monetary damages for any action taken or failure to take any action, except to the extent that exemption from liability for monetary damages is not permitted under the laws of the Commonwealth of Pennsylvania as now or hereafter in effect. The provisions of this Subsection (a) are intended to exempt the directors of the organization from liability for monetary damages to the maximum extent permitted under the Pennsylvania Directors Liability Act (42PA.C.S.8361 et seq/) or under any other law now or hereafter in effect.

2. Specific Rule Under Director's Liability Act: Without limitation of Subsection (a) above, a director of the organization shall not be personally liable for monetary damages for any action taken or any failure to take any action, unless: (i) the director has breached or failed to perform the duties of his office under Section 8363 of the Director's Liability Act, and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of the preceding sentence shall not exempt a director pursuant to any criminal statute; or (ii) the liability of a director for the payment of taxes pursuant to local, state, or federal law.

B. Modification or Repeal:

The provisions of this Article may be modified or repealed in accordance with the procedures for amending these Bylaws, provided however, that any such modification or repeal shall not have any effect upon the liability of a director relating to any action taken, any failure to take any action, or events which occurred prior to the effective date of such modification or repeal.

ARTICLE X111 INDEMNIFICATION

A. General Rule:

Subject to the provisions of B below, the organization shall, to the fullest extent permitted under the laws of the Commonwealth of Pennsylvania as now or hereafter in effect, indemnify any person (and his heirs, executors and administrators, who was or is party, witness or other participant, or is threatened to be made a party, witness or other participant to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, actions by or in the right of the organization), by reason of the fact that he is at the request of the organizations a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against all expenses (including attorney's fees, court costs, transcript costs, fees of experts and witnesses, travel expenses and all other similar expenses), judgments, fines, penalties and amounts paid in settlement actually and reasonably incurred by his in connection with such action, suit or proceeding.

B. Standard of Conduct:

Except as provided in D below, indemnification shall be provided under Section 1 above, only if it is determined in accordance with the procedure set forth in Section 3 above that:

(i) the person seeking indemnification acted in good faith and in a manner he reasonable believed to be in or not opposed to the best interests of the organization; and (ii) the act or failure to act giving rise to the claim for indemnification does not constitute willful misconduct or recklessness. Notwithstanding the foregoing, no person shall be indemnified in any case where the act or failure to act giving rise to have constituted willful misconduct or recklessness; indemnification under this Article is impermissible by reason of federal law.

C. Procedure:

Except as provided under D below, indemnification under Section 1 above (unless ordered by a court) shall be made by the organization only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the person seeking indemnification has met the applicable standard of conduct set forth in Section 2 above. All such determinations shall be made in accordance with the following procedure:

1. Method of Determination: All determinations shall be made: (i) by the Board of Directors by majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding in respect of which indemnification is sought; or (ii) in the event that such a quorum is not obtainable, or even if obtainable, a majority of such quorum so directs, by independent Counsel in a written opinion to the Board of Directors, a copy of which shall be delivered to the person seeking indemnification.

2. Selection and Payment of Independent Counsel: In the event that a determination is to be made by independent counsel, such independent counsel shall be selected by the Board of Directors and the law firm or person so selected shall be subject to the approval of the person seeking indemnification, which approval shall not be unreasonably withheld.

The organization shall pay all reasonable fees and expenses of the Independent Counsel. For purposes of this Article, "Independent Counsel" shall mean a law firm, or a member of a law firm, that is experienced in matters of corporation law and that has not in the immediately preceding five years been retained to

represent the organization, the person seeking indemnification or any other party to the action, suit or proceeding giving rise to the claim for indemnification.

3. No Presumption: The termination of any action, suit or proceeding referred to in Section 1 above or of any claim, issue or matter therein, by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that a person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the organization or that the act or failure to act giving rise to the claim for indemnification constitutes willful misconduct or negligence.

D. Successful Defense:

Notwithstanding any other provisions of this Article, to the extent that a person has been successful on the merits or otherwise in defense so any action, suit or proceeding referred to in Section 1 abide, or in defense of any claim, issue or matter therein, he shall be indemnified by the organization against all expenses (including attorney's fees, court costs, transcript costs, fees of experts and witnesses, travel expenses, and all other similar expenses) actually and reasonably incurred by him in connection herewith.

E. Advance Payment of Expenses:

Subject to such terms, conditions and limitations, if any, as the Board of Directors may in its discretion determine to be appropriate, the organization shall advance all reasonable expenses, (including attorney's fees, court costs, transcript fees, fees of experts and witnesses, travel expenses and all similar expenses) reasonable incurred in connection with the defense of or other response to any action, suit, or proceeding referred to in Section 1 above upon receipt of any undertaking by or on behalf of the person seeking the advance to repay all amounts advanced if it shall ultimately be determined upon final disposition of such action, suit or proceeding that he is not entitled to be indemnified by the organization under the provisions of this Article.

Notwithstanding the provisions of the preceding sentence, the organization shall not be required to make any advance payment of expenses (or to make any further advance if one or more advances shall have been previously made) in the event that a determination is made by the Board of Directors that the making of an advance or further advance would be inappropriate in the circumstances.

F. No Duplication Of Payments:

The organization shall not be liable under this Article to make any payment of amounts otherwise indemnifiable hereunder if and to the extent that the person seeking indemnification has otherwise actually received payment under any insurance policy, contract, agreement or otherwise. In the event that the organization makes an advance payment of expenses to or on behalf of any person, such person shall repay to the organization the amount so advanced, if and to the extent that he subsequently receives payment therefore under any insurance policy, contract, agreement or otherwise.

G. Insurance:

The organization may purchase and maintain at its own expense one or more policies of insurance to protect itself and to protect and director, officer, employee or agent of the organization or of another corporation, partnership, joint venture, trust or other enterprise against any expense liability or loss incurred by such person in such capacity, whether or not the organization would have the authority to indemnify such person against any such expense, liability or loss under this Article or under the laws of the Commonwealth of Pennsylvania.

H. Indemnification Agreements:

The organization shall have authority of the Board of Directors to enter into an Indemnification Agreement with any person who may be indemnified by the organization pursuant to the provisions of this Article or otherwise. Any such indemnification agreement may contain such terms and conditions as a majority of the Board of Directors shall in the exercise of their discretion determine to be necessary or appropriate, provided that such terms and conditions may not be inconsistent with the substantive provisions of this Article. The fact that the organization has not entered into an indemnification agreement with any person shall not in any way limit the indemnification rights of such person under this Article or otherwise.

D. Non-Exclusivity:

The right to indemnification and to the payment of expenses incurred in defending against or otherwise responding to any action, suit or proceeding in advance of its final disposition as set forth in this Article shall not be exclusive of any other rights which any person may now have or hereafter acquire under any agreement, vote of members, vote of disinterested directors, or under any applicable law or under the Articles of Incorporation of the organization, or otherwise.

.1. Survival of Rights:

The indemnification rights provided to a person under the provisions of this Article shall continue after such person ceases to be a director or officer of the organization or of another entity, as to any action taken, any failure to take action, or any events which occurred while such person was a director or officer of the organization or of another entity.

K. Modification or Repeal:

The provisions of this Article may be modified or repealed in accordance with the procedures for amending these Bylaws, provided however, that any such modification or repeal shall not have any effect upon the indemnification rights of any person as they relate to any action taken, any failure to take action, or events which occurred prior to the effective date of such modification or repeal.

Proposed, motioned, seconded, voted upon and approved this FIRST day of January, 2019.

#1 Amendment: _____

#2 Amendment: _____

#3 Amendment: _____