

**BY-LAWS
OF
THE PENNSYLVANIA CANCER CONTROL CONSORTIUM (PAC³)**

**ARTICLE 1
ORGANIZATION AND PURPOSE**

Section 1. Name

The name of the corporation shall be the Pennsylvania Cancer Control Consortium (the “Corporation”), a nonprofit corporation organized under the laws of the Commonwealth of Pennsylvania, exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).

Section 2. Registered Office and Principal Executive Office

The principal and registered office of the Corporation shall be as set forth in the Articles of Incorporation of the Corporation (the “Articles of Incorporation”), as may be amended from time to time, or at such other place as the Board of Directors of the Corporation (the “Board”) may from time to time determine, or as activities of the Corporation may require.

The Corporation shall maintain such other offices within or without the Commonwealth of Pennsylvania (the “Commonwealth”) as the Board shall determine, or as activities of the Corporation may require. The registered office may be changed from time to time by filing the address of the new registered office with the Secretary of State of the Commonwealth as required by the laws of the Commonwealth (and with proper authority if outside the Commonwealth).

Section 3. Nature

The Corporation is a volunteer-driven organization composed of members with a particular commitment, capacity or area of expertise relevant to the Corporation's purposes and goals.

Section 4. Purposes

- a) The purposes for which the Corporation is organized and shall be operated are as set forth in the Articles of Incorporation.
- b) To accomplish its purposes, the Corporation shall (i) conduct any lawful business permitted under the Code, (ii) make, enter into and perform any contracts and other undertakings, and (iii) engage in any activities and transactions as may be ancillary to or necessary or advisable to carry out its purposes.

ARTICLE 2 MEMBERS

Section 1. Members

- a) Members. The names of the members of the Corporation are set forth on Exhibit A attached hereto, which may be revised from time to time to reflect the names of the then-current members. The Board shall have the sole authority and responsibility for the admission of new members and the removal of existing members of the Corporation. Admission to membership in the Corporation shall be within the control of the Board. The Board may from time to time prescribe such reasonable rules and regulations concerning the admission of members as it may deem just and proper.
- b) Classes of Membership. There shall be two (2) classes of membership in the Corporation as follows:
 - (i) Voting Members shall be (i) organizations who per annum contribute to the Corporation a minimum amount of support as established by the Board from time to time as the minimum support necessary to qualify for such membership, and (ii) individuals or organizations, as determined by the Board from time to time who meet other criteria as determined by the Board from time to time.
 - (ii) Non-Voting Members shall be the members who per annum contribute to the Corporation in any amount of support less than the minimum specified by the Board, from time to time, for Voting Membership as determined by the Board.
- c) Annual Meeting. The annual meeting of Voting Members to elect Directors and to transact such other business as may properly be brought before the meeting shall be held each year at such date, time and place as may be fixed by the Board, or upon approval of the majority of Voting Members, business of the annual meeting may be transacted through electronic or written communications.
- d) Special Meeting. Special meetings of members may be held at such date, time and place as may be fixed by the Board.
- e) Notice of Meeting. Written notice of each meeting of members, stating the date, time and place of the meeting and the purpose or purposes for which the meeting is called shall be sent electronically at least ten (10) days prior to such meeting to each member of the Corporation. Those members who are unable to receive electronic correspondence will be notified by written correspondence at his or her address as the same appears on the list of members of the Corporation maintained by the Secretary of the Corporation.
- f) Voting Rights. The Secretary shall maintain a complete list of all members of the Corporation and all information for the giving of notice to each member. A complete list of members entitled to vote at each meeting, arranged in alphabetical order, shall be made available to the Board at the time of the meeting.

Voting Members shall be entitled to vote for the election of Directors and on any other matters specifically submitted by the Board to the members for a vote of the Voting Members. Non-voting Members shall not have any voting rights. Except as otherwise provided by law or in the Articles of Incorporation, each Voting Member shall have the right to cast one (1) vote, in person or by proxy either electronically or by hard-copy ballot, with respect to matters properly placed before Voting Members for a formal vote, provided that if a Voting Member organization has more than one (1) representative, only one (1) representative, as chosen by such Voting Member organization, shall be entitled to vote on behalf of such Voting Member organization. The Board may fix in advance a time, which shall be at least ten (10) days before the date of any meeting of the members, as the record date for determining the members having the right to receive notice of and to vote at such meeting or any adjournment thereof, and in such case only members on such record date shall have such right. If no record date is fixed, the record date for determining the members having the right to receive notice of and to vote at a meeting of the members shall be at the close of business on the day prior to said meeting.

- g) Quorum. A quorum for any meeting of the members for the election of Directors or for any other formal vote of the Voting Members shall be comprised by the presence, in person or by proxy, of the majority of Voting Members.
- h) Action Without A Meeting. Except as may be otherwise provided in the Articles of Incorporation, any action which could be taken at a meeting of members may be taken without a meeting, if a consent in writing (either electronic or hard copy), setting forth the action so taken, is provided by a majority of the members who would be entitled to vote at a meeting for such purpose, and such consent is filed with the Secretary of the Corporation.
- i) Membership Non-Transferable. No member of the Corporation may transfer his or her membership or any right of any kind arising therefrom.
- j) Termination and Reclassification of Membership. Any member of the Corporation may be expelled from the Corporation for cause by a vote of not less than a majority of the members of the Board present and voting at a meeting of the Board, provided that a member may be expelled for cause only after a reasonable notice and opportunity to be heard by the Board. Upon voting to expel any member from the Corporation, the Board shall promptly give written notice to the expelled member setting forth the date on which the expelled member's membership shall terminate and the reasons for such termination. Members may be reclassified from one class of membership to another by the affirmative vote of the majority of the members of the Board present and voting at a meeting of the Board based upon the continuing qualification of such members for such classes of membership.

ARTICLE 3

BOARD OF DIRECTORS

Section 1. Authority

- a) All powers vested by law in the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board. The Board shall have full power to conduct, manage, and direct the business, establish the policies, and protect the property of the Corporation. All powers of the Corporation, except those specifically reserved by these By-Laws, are hereby granted to and vested in the Board.
- b) The Board shall keep, or cause to be kept, true, exact and complete books of account of the Corporation's affairs, in which shall be entered fully and accurately each transaction of the Corporation. The books of account shall be kept on a basis as determined by the Board. Such books of account, together with all correspondence, papers and other documents, shall be kept at the principal office of the Corporation. Except as otherwise provided herein, all financial books and records of the Corporation shall be kept in accordance with generally accepted accounting principles consistently applied or on such other basis as the Board may determine in accordance with applicable laws and regulations.

Section 2. Directors

- a) There shall be a minimum of fifteen (15) and a maximum of twenty-seven (27) voting directors on the Board ("Directors"), who shall be nominated by the Governance Committee and elected by the Voting Members, as outlined in Article II, Section 1 of these By-Laws. Directors shall be nominated from Voting Member organizations as set forth on Exhibit B attached hereto. The Board may at its discretion also nominate a Director who is not affiliated with a Voting Member organization but brings qualifications desired by the Board. The Board from time to time shall have the authority to revise the allocation of Board seats as set forth in Exhibit B by resolution of the Board. The individual Directors shall have no authority to act on their own to make decisions on behalf of the Corporation.
- b) On any matter brought to a vote, a member of the Board with a conflict between the interests of the Corporation, the interests of his or her employer or affiliated Voting Member organization, and/or personal interests, shall be responsible to declare such conflict and to proceed in accordance with the Corporation's Conflict of Interest Policy. Except as provided by the Conflict of Interest Policy adopted by the Board, no contract or transaction between the Corporation and one (1) or more of its directors or officers or between the Corporation and any other corporation, partnership, association or other organization in which one or more of the Corporation's Directors or officers are directors or officers, or have a financial or other interest, shall be void or voidable solely for such reason, or solely because the Director or officer is present at or participates in the meeting of the Board that authorizes the contract or transaction, or solely because votes of such director or officer or other directors are counted for such purpose, if: (1) the material facts as to the relationship or interest and as to the contract or transactions are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors even though the disinterested directors are less than a

quorum; or (2) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board that authorizes a contract or transaction specified herein unless otherwise prohibited by the Conflict of Interest Policy adopted by the Board but shall not have the right to vote on the matter brought to a vote, unless authorized under the provisions set forth in the Conflict of Interest Policy.

- c) The President, the Secretary, the Treasurer, the Immediate Past Chair, and the Executive Director of the Corporation shall be *ex officio* Directors; however, the Executive Director and Immediate Past Chair of the Corporation shall serve as an *ex-officio* Director with no right to vote.
- d) Notwithstanding Section 2(a) above, by a vote of two-thirds (2/3) of the Directors, the Board may choose to add one (1) or more Directors as determined by the Board whether or not they are employed or affiliated with a Voting Member organization. The Governance Committee shall advise the Board of potential candidates. Any new Director shall be elected by the Board.
- e) Volunteer advisors to the Board shall be appointed at the discretion of the Board. Such volunteer advisors may be called upon, from time to time and at the discretion of the Board, to comment upon business conducted by the Board. Volunteer advisors to the Board shall have no right to vote.
- f) No compensation shall be paid to any Director or volunteer advisor for services as a Director or volunteer advisor, but, at the discretion of the Board, a Director or a volunteer advisor may be reimbursed for travel and actual expenses necessarily incurred in attending Board meetings and performing other duties on behalf of the Corporation.

Section 3. Restriction Regarding Interested Directors

Notwithstanding any other provision of these By-Laws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, “interested persons” means either:

- a) Any person currently being compensated by the Corporation for services rendered to or on behalf of the Corporation within the previous (12) months, whether as a full-time or part-time officer or other employee, independent contractor, grantee or otherwise, excluding any reasonable compensation paid to a director as director; or
- b) Any brother, sister, ancestor, dependent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 3. Qualifications and Responsibilities

- a) The minimum qualifications of Directors, other than the *ex-officio* Directors, shall be the ability to be effective and influential representatives of the Corporation.

- b) Directors shall register their electronic and postal delivery addresses with the Secretary of the Corporation to ensure the validity of notices of meetings sent to them at such addresses.
- c) Directors shall oversee and conduct or cause to be conducted the business affairs, transactions, contracts, services and activities of the Corporation. This role and responsibility includes, but is not limited to:
- Ability to commit the specified amount of time and level of expertise to the affairs of the Corporation
 - Ability to attend, in person, at least two (2) of the three (3) meetings of the Board per year
 - Leadership or active participation on at least one (1) Committee and subsequent Committee reporting at Board meetings
 - Oversight of the Corporation's activities and functions
 - Organizational governance of the Corporation
 - Prioritization of goals and objectives of the Pennsylvania Comprehensive Cancer Control Plan (the "Plan") for implementation
 - Project concept development for strategic initiatives
 - Decision-making regarding the Corporation taking public positions on issues; advocacy and education
 - Evaluation of operations and overall outcomes of the Corporation and its activities in relation to implementation of the Plan
- d) Directors shall be individuals who assume fiduciary responsibility for the Corporation, are empowered or willing to obtain commitments of resources and support, and can be a voice for their organizations and/or constituencies. This includes, but is not limited to:
- Commitment from the Director's employer and affiliated Voting Member organization to financially support the Corporation as specified to be a Voting Member. In the event that the Director is not employed by or affiliated with a Voting Member organization, the Board may at its discretion request the Director to make a personal financial commitment at a level mutually agreed upon by the Board and the Director.
 - Identification and facilitation of contact with other individuals and/or organizations who may be willing to commit resources to the Corporation's mission.

Section 4. Chair and Vice-Chair of the Board

- a) The Chair of the Board shall preside over the Board meetings and see that all orders and resolutions of the Board and the Committees are carried into effect.
- b) The Vice-Chair of the Board shall assume the role of Chair of the Board in the absence of the Chair of the Board at any meeting of the Board.
- c) The Chair and Vice-Chair of the Board shall have such powers and perform such other duties as may be assigned to the Chair of the Board from time to time by the Board.
- d) The Chair of the Board and Vice-Chair of the Board shall be elected by the affirmative vote of the majority of the Directors at each Annual Meeting. The Chair of the Board and the Vice-Chair of the Board shall always be in separate classes or groups with respect to term of office as set forth in Section 5 below.

Section 5. Term

- a) Directors shall be classified, with respect to the time for which they severally hold office, into three (3) groups, as nearly equal in number as possible, as determined by the Board, one group to be originally elected for a term expiring at the annual meeting of members to be held in 2006, another group to be originally elected for a term expiring at the annual meeting of members to be held in 2007, and another group to be originally elected for a term expiring at the annual meeting of members to be held in 2008, with the Directors of each group to hold office until their successors are elected and qualified. At each annual meeting of the members, the successors of the group of Directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of members held in the third year following the year of their election, so that the term of office of one (1) class of Directors shall expire each year. Newly seated Directors shall be elected and take their places on the Board at the first meeting of the Board following the election.
- b) Except as specifically set forth herein, each Director shall hold office for a term of three (3) years and until his or her successor is appointed and qualified, or until his or her earlier resignation or removal. Directors may serve two (2) consecutive three (3) year terms. Notwithstanding the above, the Chair of the Board, the Vice-Chair of the Board, and the Immediate Past Chair shall not be bound by such Director term limits with respect to such positions.
- c) The Immediate Past Chair of the Board shall act as an ex-officio Director without the right to vote. The Immediate Past Chair of the Board shall serve for a term of at least one (1) year, or as otherwise determined by the Board from time to time.

Section 6. Meetings

- a) The Board shall hold regularly scheduled meetings at least three (3) times per year, which shall include the annual meeting of the Board (the “Annual Meeting”). Meetings, both regular and special, shall be held at such time, place or through a means of communication other than an in-person meeting as designated in the notice of each such meeting. At the discretion of the Chair of the Board, any member of the Board, or any member of a Committee designated by the Board, may participate in a meeting of the Board, or any Committee, by telephone conference, video conference or similar means by which all persons participating in the meeting can effectively communicate with each other, and such participation in a meeting shall constitute presence in person at the meeting, including for purposes of determining a quorum.
- b) Special meetings of the Board for any purpose or purposes may be called at any time by the Secretary upon (i) the order of the Chair of the Board, or (ii) at the written request of the number of Directors constituting a quorum of the Directors then in office and entitled to vote. The place or means of communication by which the meeting will be conducted shall be as designated in the notice.
- c) Parties other than the Directors shall attend part or all of any Board meetings upon the invitation and at the discretion of the Chair of the Board.

Section 7. Notice of Meetings

Written or personal notice of every meeting of the Board of Directors shall be received by each Director at least five (5) days prior to the meeting date.

Section 8. Quorum of and Action by Directors

- a) A quorum for the transaction of business shall consist of a majority of the voting members of the Board. The acts of a majority of Directors present and eligible to vote at a Board meeting shall be the acts of the Board. Any action which may be taken at a meeting of the Directors may be taken without a meeting, if the consent or consents in writing setting forth the action so taken shall be signed (either electronically or by hard copy) by at least a majority of all Directors in office, and shall be filed with the Secretary of the Corporation.
- b) Each Director entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote of the Board. The Board shall act by majority vote.
- c) A majority of the Directors present and entitled to vote at a meeting, whether or not a quorum exists, may adjourn any meeting of the Board to another time, place, or means of communication. Notice of any such adjourned meeting shall be given to the Directors who are not present at the time of adjournment.
- d) Except where inconsistent with law or these By-Laws, corporate proceedings shall be governed by the latest edition of *Robert’s Rules of Order* as approved or amended by the Board.

Section 9. Loss of Quorum

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business despite the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, if any action thereafter taken is approved by a least a majority of the required quorum for such meeting or such greater percentage as may be required by law, by the Articles of Incorporation, or by the By-Laws of the Corporation.

Section 10. Removal, Resignation, and Vacancy

- a) Any Director may be removed from office without assigning any cause by a vote of two-thirds (2/3) of the other Directors. Any Director may resign at any time upon providing written notice to the Corporation. When a Director so resigns or is removed, the vacancy shall be filled by a successor designated by the Board. The successor Director shall hold office until the expiration of his or her predecessor's term.
- b) If the office of any Director, officer or agent becomes vacant for any reason, the Board may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.
- c) The Board may declare vacant the office of a Director if he or she is declared of unsound mind by the order of court or is convicted of felony, or 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, and fulfill each other requirements of a qualification as the By-Laws may specify.
- d) The Board of Directors may declare vacant the office of a Director if he or she is absent or unexcused from two (2) of the three (3) regular Board meetings within a one-year period. Notwithstanding the above, with prior knowledge and approval of the Chair of the Board, a Director may have one (1) annual excused absence from Board meetings.

Section 11. Committees of the Board

- a) Committees. The Board may, by resolution adopted by a majority of the Directors in office or inclusion in these By-Laws, establish one (1) or more committees (each, a "Committee"), each Committee to consist of at least one (1) Director as Committee Chair and other Directors as appointed by the Board. Unless otherwise specifically set forth herein, the Board shall appoint the members of each Committee, either from the Board and/or from the Voting Membership. The Board or these By-Laws may designate any committee as a standing committee. The Board may designate one (1) or more Directors as alternate members of any Committee who may replace any absent or disqualified member at any meeting of the Committee or for purposes of any written action of the Committee.
- b) Committees, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board except that a Committee shall not have any power or authority as to: (i) the creation or filling of vacancies in the Board, (ii) the adoption, amendment or repeal of these By-Laws, (iii) the amendment, adoption or repeal of any resolution of the Board that by its terms is amendable or repealable only by the Board, or

(iv) action on matters committed by the By-Laws or resolution of the Board to another Committee of the Board. Each Committee of the Board shall serve at the pleasure of the Board. In order to facilitate the Corporation's governance and to assist the Board in discharging its duties and responsibilities, the following Committees are authorized, subject to the provisions of the By-Laws or any Committee charters adopted by the Board:

- (i) Executive Committee. The Chair of the Board, the Vice-Chair of the Board, the President, the Secretary, the Treasurer, the Immediate Past Chair and the Executive Director shall together form the Executive Committee. The presence of a majority of the voting members of the Executive Committee shall be necessary to constitute a quorum for the transaction of business of the Executive Committee. The Executive Committee shall have full power to conduct, manage and direct the business of the Corporation between meetings of the Board, except as specifically prohibited by these Bylaws or law, shall advise and aid the officers in all matters concerning the Corporation, and shall report its actions to the Board at the next regular meeting thereof. Specifically, the Executive Committee shall (i) review the budget and operations of the Corporation at least annually, (ii) request advice from the Finance Committee on the compensation and terms of employment of the Executive Director and, to the extent deemed appropriate by the Executive Committee, other senior staff and (iii) set the compensation and terms of employment of the Executive Director and, to the extent deemed appropriate by the Executive Committee, other senior staff. Additionally, when the Board is not in session, the Executive Committee shall have the power and authority (without limiting the generality of the foregoing) to approve and authorize borrowing money and purchasing, selling, mortgaging, leasing away and otherwise disposing of any personal property; provided, however, that the Executive Committee may not take any actions prohibited by these Bylaws or by law. The members of the Executive Committee shall be Directors. The Executive Committee shall be a standing committee.
- (ii) Governance Committee. The Chair of the Governance Committee shall be a Director. The Governance Committee Chair shall select members of this committee from Voting Member Organizations of the Corporation and/or from the Board. This committee shall be responsible for (i) submitting a slate of proposed candidates for Directors to the Board and if it deems appropriate, soliciting suggestions for nominations for Directors from voting members of the Corporation; (ii) reviewing and assessing the Corporation's governance issues, as related to policies, the By-Laws or Articles of Incorporation, and developing appropriate governance measures, policies, or changes to the By-Laws or Articles of Incorporation for Board consideration. The Governance Committee shall be a standing committee.
- (iii) Fund Development Committee. The Chair of the Fund Development Committee shall be a Director. The Fund Development Chair shall select members of this committee from Voting Member Organizations of the Corporation and/or from the Board. This committee shall be responsible for planning, directing, and executing or causing to be executed all fund development efforts for the Corporation, including funding for all operations and implementation efforts. The Fund Development Committee shall be a standing committee.

- (iv) Finance Committee. The Chair of the Finance Committee shall be a Director. The Finance Committee Chair shall select members of this committee from Voting Member Organizations and/or from the Board. It shall be the duty of the Finance Committee to (i) recommend to the Board the accounting firm to be selected by the Board, (ii) prepare and review budgets for Board approval; and (iii) oversee any matters relating to corporate financial reporting and accounting procedures and policies and the adequacy of financial, accounting and operating controls. The Finance Committee shall additionally submit to the Board any recommendations it may have from time to time with respect to financial reporting and accounting practices and policies and financial, accounting, and operation controls and safeguards. The Finance Committee shall be a standing committee.

- (v) Audit Committee. The Chair of the Audit Committee shall be a Director. The Audit Committee Chair shall select members of this committee from Voting Member Organizations and/or from the Board; no members of this committee shall be employees of the Corporation or any of its subsidiaries. It shall be the duty of the Audit Committee to (i) act on behalf of the Board in planning and supporting audits of major functions; (ii) meeting and reviewing with the independent auditors, the chief internal auditor, and the appropriate corporate officers, (iii) reviewing the scope of the respective audits of the independent auditors and the internal auditor, and (iv) review the results of such audits with the respective auditing agency and promptly report thereon to the Board. The Audit Committee shall be a standing committee.

- (vi) Priority Advisory Committee. The Chair of the Priority Advisory Committee shall be a Director. The Chair of the Education Committee and the identified Strategic Initiative Champion(s) shall serve on this committee. The Chair of the Priority Advisory Committee shall select other members of this committee from Voting Member Organizations and/or from the Board. It shall be the duty of the Priority Advisory Committee to identify annual priorities of the Corporation related to stated goals and objectives in the Pennsylvania Comprehensive Cancer Control Plan. The Priority Advisory Committee shall be a standing committee.

ARTICLE 4
MANNER OF GIVING NOTICE, WAIVER OF NOTICE,
ACTION WITHOUT MEETING, BY CONFERENCE
TELEPHONE AND MODIFICATION OF PROPOSALS

Section 1. Manner of Giving Notice

Whenever written notice is required to be given to any person under the provisions of the Nonprofit Corporation Law, as it may hereafter be amended, or by the Articles of Incorporation or these By-Laws, it may be given to the person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or by telegram (with messenger service specified), telex or TWX (with confirmation of receipt), or courier services, charges prepaid or by facsimile transmission (with confirmation of receipt), or e-mail to the Director's address (or to the Director's telex, TWX or facsimile number) supplied by the Director to the Corporation for the purpose of notice, or as otherwise allowed by law. Notice sent by mail, by telegraph or by courier service shall be deemed to have been given when deposited with a telegraph office or courier service for delivery, except that notice sent by regular mail shall be deemed to have been given forty-eight (48) hours after being deposited in the United States mail or, in the case of telex, TWX or facsimile transmission, when dispatched.

Section 2. Waiver of Notice

Whenever any written notice is required to be given by statute or the Articles of Incorporation or these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. 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, either in person or by proxy, at any meeting shall constitute a waiver of notice of the meeting, except where the person attends the 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 3. Action by Unanimous Written Consent

Any action required or permitted to be taken at a meeting of the Directors, or of any Committee, may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto in writing setting forth the action so taken is signed (electronically or by hard copy) by all the Directors in office, or by all the members of such Committee in office, as the case may be, and is filed with the Secretary of the Corporation.

Section 4. Meetings by Means of Conference Telephone

At the discretion of the Chair of the Board, one or more persons may participate in a meeting of the Directors, or of any Committee, by telephone conference, video conference or similar means by which all persons participating in the meeting can effectively communicate with each other. Such participation shall constitute presence at the meeting.

Section 5. Modification of Proposals

Whenever the language of a proposed resolution is included in a written notice of a meeting required to be given by statute or by the Articles of Incorporation or these By-Laws, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

ARTICLE 5 OFFICERS

Section 1. Officers

The officers of the Corporation shall be natural persons of legal age, and shall consist of a Chair, Vice-Chair, President, Secretary, and Treasurer. Officers shall be nominated by a member of the Board and shall be, unless otherwise specifically set forth herein, elected by the Board at the Annual Meeting, a regular meeting or a special meeting of the Board.

Section 2. President

The President shall have general supervision of the Executive Director of the Corporation, subject to the discretion of the Board. The President shall serve as an *ex-officio* Director with the right to vote, and shall act as the duly authorized representative of the Board in all matters in which the Board has not formally designated some other person for that specific reason.

Section 3. Secretary

The Secretary of the Corporation (“Secretary”) shall give, or cause to be given, timely notice of all meetings of the Board required to be given by law or by these By-Laws. The Secretary shall keep or cause to be kept, at the principal executive office of the Corporation or such other place as the Board may direct, a book of minutes of all meetings and actions of Directors. The minutes shall show the time, place and/or means of communication used for each meeting, whether regular or special (and, if special, how authorized and the notice given), the names of those present at Board meetings and the proceedings thereof. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or these By-Laws. The Secretary of the Corporation shall serve as an *ex-officio* Director with the right to vote.

Section 4. Treasurer

The Treasurer shall supervise the financial activities of the Corporation and shall possess skills and/or expertise relative to financial management. The Treasurer shall keep, or cause to be kept, accurate books of account for the Corporation and shall open said books of account for inspection by any Director or independent auditor appointed by the Board, when requested by the Board. The Treasurer shall deposit, or cause to be deposited, all money received by the Corporation, in the name and to the credit of the Corporation in banks or other places of deposit. The Treasurer shall disburse, or cause to be disbursed, the money of the Corporation by checks or vouchers. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board or these By-Laws.

Section 5. Executive Director

The Executive Director of the Corporation (the “Executive Director”) shall be responsible for day-to-day management of the Corporation including, but not limited to, implementing the statewide policies and objectives established by the Board, coordinating meetings of the Board, and instituting policies and procedures necessary for the Corporation to fulfill its purposes. The

Executive Director shall attend all meetings of the Board, and shall report on the Corporation's activities as directed by the Chair of the Board. He or she shall perform such other duties as may be prescribed by the Board, the Chair of the Board or the President, under whose supervision he or she shall be. The Executive Director shall serve as an *ex-officio* Director, without the right to vote.

Section 6. Chair of the Board

The Chair of the Board shall preside at all meetings of the members and of the Board at which he or she is present, and shall have such authority and perform such duties as the Board may from time to time designate.

Section 7. Vice-Chair of the Board

The Vice-Chair shall serve in the absence of the Chair and shall have such other duties as may be delegated to him or her by the Board. The Vice-Chair shall succeed the Chair upon the expiration of the Chair's term upon approval of the Board of Directors.

Section 8. Additional Officers of the Corporation

The Board may appoint such other officers and agents as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

Section 9. Terms of Office

- a) The Chair, the Vice-Chair, the Secretary, and the Treasurer shall each hold office for a one (1) year term and shall be limited to a maximum of two (2) consecutive terms in each respective office.
- b) The President, the Executive Director and any additional officers of the Corporation (as determined by the Board) shall hold office until his or her successor shall have been duly elected and qualified or until prior thereto, he or she shall have died, resigned, or been removed.
- c) Any officer may be removed, either with or without cause, by an affirmative vote of the majority of the Board at any regular or special meeting of the Board.
- d) Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.
- e) Any vacancy occurring in any office of the Corporation shall be filled by the Board.

Section 10. Qualifications, Authority, Duties, and Limitations on Powers of Officers of the Corporation

- a) The Chair, the Vice-Chair, the President, the Secretary and the Executive Director shall be Directors. Except as otherwise provided by law, the same person may hold at the same time one (1) or more offices except that the President and Secretary shall not be the same person.
- b) The officers shall have such authority and shall perform such duties as provided by the By-Laws and as from time to time be prescribed by the Board. The Board may secure the fidelity of any or all such officers by bond or otherwise.
- c) No officer shall take any action, enter into any agreement, make any representation or, by purposeful inaction, effect any of the actions or decisions which the Board is prohibited or restricted from enacting pursuant to these By-Laws.
- d) Subject to any restrictions set forth in the these By-Laws, the Articles of the Corporation, or the conflict of interest policy of the Corporation, the Chair, the Vice-Chair, the President, the Secretary, the Treasurer and the Executive Director shall have signatory power to execute legal documents in order to carry out the day-to-day operations of the Corporation, and as otherwise authorized by the Board of Directors from time to time.

ARTICLE 6
LIMITATION ON PERSONAL LIABILITY, INDEMNIFICATION AND INSURANCE

Section 1. Limitation of Personal Liability

The personal liability limitations of the Directors and certain other persons shall be as set forth in the Articles of Incorporation.

Section 2. Indemnification of Directors and Certain Other Persons

The Corporation shall indemnify the Directors and certain other persons as set forth in the Articles of Incorporation.

Section 3. Insurance

The Board may cause the Corporation to purchase, obtain and maintain insurance, at the Corporation's expense, to protect any person to be indemnified hereunder.

ARTICLE 7
RESTRICTIONS REGARDING THE OPERATIONS OF THE CORPORATION

- a) In keeping with the statement of purpose of the Corporation, no part of the earnings or assets of the Corporation shall inure to the benefit of any private individual, and no substantial part of the activities of the Corporation shall consist of lobbying and the Corporation shall not engage in any political campaign activities on behalf of or in opposition to any candidate for public office.

- b) In no event and under no circumstances shall the Board make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever the effect of which under applicable federal law then in force will cause the Corporation to lose its tax-exempt status as a charitable organization to which contributions are deductible in computing the net income of the contributor for purposes of federal income taxation.

ARTICLE 8
AMENDMENTS

These By-Laws may be amended or repealed, and new by-laws may be adopted, by the Board. Any change in the By-Laws shall take effect when adopted unless otherwise provided in the resolution effecting the change.

ARTICLE 9
DISSOLUTION

- a) The Board may develop a proposal for dissolution of the Corporation and submit it to the Voting Members as set forth in the manner as provided in the By-Laws. The Board may condition its submission of the proposal for dissolution on any basis.
- b) No less than a majority of all the votes entitled to be cast must be received in order for the proposal for dissolution to be adopted.
- c) In the event the Corporation is dissolved or liquidated, the Board, after paying or making provision for payment of all known liabilities of the Corporation, shall distribute the Corporation's property and assets to such other one or more organizations which are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code as, in the sole judgment of the Board, have purposes most closely allied to those of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and which are organized and operated exclusively for such purposes. No private individual shall share in the distribution of any Corporation assets upon the dissolution of the Corporation.

ARTICLE 10 GENERAL

Section 1. Corporate Seal

The Corporation may have a corporate seal which shall have inscribed thereon the name of the Corporation, the year of organization, and the words "Corporate Seal - Pennsylvania" or such inscription as the Board may determine. The seal may be used by causing it or a facsimile thereof to be impressed or affixed, or in any manner reproduced.

Section 2. Fiscal Year

The fiscal year of the Corporation shall begin on the 1st day of July and end on the 30th day of the following June.

Section 3. Reports

The Board shall cause a report of the activities of the Corporation to be prepared annually, or on a more frequent basis as deemed necessary and appropriate by the Board, and sent to such persons as the Board shall determine.

Section 4. Policies and Procedures

The Board shall adopt and implement a conflict of interest policy as well as other written policies and procedures as required by law and which provide guidelines to conduct the business and govern the affairs of the Corporation.

Amended on January 16, 2009