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2 | [Human-reviewed machine comparison to current Bylaws in force]

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5 | As further amended on 12 March 2001, 27 January 2003, 12 February 2003, 25
6 | September 2003, 2 August 2007, 3 April 2008, and 19 May 2009.-

7 | **AMENDED AND RESTATED BYLAWS**

8 | **OASIS Open**

9 | **A PENNSYLVANIA DOMESTIC NON-PROFIT CORPORATION**

10 | **ARTICLE 1: OFFICES**

11 | **Section 1 Principal Office**

12 | The principal office of the corporation for the transaction of its business shall be at such
13 | location within or without the Commonwealth of Pennsylvania as designated by the Board
14 | of Directors. The corporation shall have and continuously maintain in the Commonwealth
15 | of Pennsylvania a registered office at an address to be designated from time to time by
16 | the Board of Directors, which may, but need not, be the same as its place of business.

17 | **Section 2 Other Offices**

18 | The corporation may also have offices at such other places, within or without the
19 | Commonwealth of Pennsylvania, where it is qualified to do business, as its business may
20 | require and as the Board of Directors may, from time to time, designate.

21 | **ARTICLE 2: PURPOSES**

22 | OASIS is a global, member-driven community committed to improving the interoperability,
23 | portability, security and privacy of technology products and services through the
24 | development and promotion of collaborative open standards, open source, and open data
25 | projects.

26 | The primary objectives and purposes of this corporation shall be: (a) to provide an open
27 | venue to discuss market needs and directions, and to develop and refine standards,
28 | specifications, code, policies, and methodologies, (b) to encourage diversity, choice and
29 | interoperability among application and product implementations, and (c) to engage in
30 | other activities to encourage and make practical the adoption and use of the foregoing
31 | artifacts. It also may engage in any other activities and undertake any other actions
32 | permitted under the Pennsylvania Domestic Non-Profit Corporation Law.

33 | ~~(a) OASIS is a non-profit, international consortium of suppliers and users of products and~~
34 | ~~services that support open structured information standards. OASIS is dedicated to the~~
35 | ~~development, adoption, application, and implementation of structured information~~
36 | ~~standards.-~~

37 ~~(b) OASIS provides its members with an open forum to discuss market needs and~~
38 ~~directions, and to recommend guidelines for product interoperability. The consortium~~
39 ~~receives, coordinates, develops, and disseminates information describing structured~~
40 ~~information standards and related specifications, methods, recommendations, and~~
41 ~~technologies.~~

42 ~~(c) The work of OASIS complements that of other standards bodies, focusing on making~~
43 ~~structured information standards easy to adopt and standards-based products practical to~~
44 ~~use, in real-world, open system applications.~~

45 ~~(d) Because structured information standards do not constrain the architecture and~~
46 ~~functionality of applications, great diversity can and does exist among applications and~~
47 ~~product implementations. OASIS may establish guidelines for an implementation~~
48 ~~framework within which diverse products will be able to interoperate, without~~
49 ~~compromising the platform and product independence or the potential for diversity,~~
50 ~~growth, and extensibility inherent within structured information standards.~~

51 ~~(e) The Corporation may engage in other activities to encourage and make practical the~~
52 ~~adoption and use of structured information standards, and it may engage in any other~~
53 ~~activities and undertake any other actions permitted under the Pennsylvania Domestic~~
54 ~~Non-Profit Corporation Law. Notwithstanding the foregoing, the corporation shall not~~
55 ~~engage in any activities not permitted to be carried on by a corporation exempt from~~
56 ~~federal income tax under Section 501(c)(6) of the Internal Revenue Code, as amended,~~
57 ~~or the corresponding provision of any successor statute.~~

58 **ARTICLE 3: DIRECTORS**

59 **Section 3.1. Number and Qualifications of Directors**

60 (a) The corporation shall have not less than one (1) nor more than eleven (11) Directors,
61 as determined by the Board of Directors from time to time, -and collectively they shall be
62 known as the Board of Directors (hereinafter referred to as Board). The number may be
63 changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new
64 Bylaw, as provided in these Bylaws.

65 (b) Each Director shall be a natural person of the age 18 years or older, and need not be
66 a resident of the Commonwealth of Pennsylvania. Each Director shall be a member or an
67 employee, designee or representative of a member. No more than one Director shall be
68 an employee, designee or representative of one particular member at any time.

69 (c) Notwithstanding any other provision of these Bylaws, no Director may be either:

70 (i) Any person currently being compensated by the corporation for services rendered it
71 within the previous twelve (12) months, whether as a full-or-part time officer or other
72 employee, independent contractor, or otherwise, other than compensation payable to a
73 Director as Officer, as may be permitted in these Bylaws; or

74 (ii) Any brother, sister, ancestor, descendant, spouse, domestic partner, brother-in-law,
75 sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any person in
76 clause (i) above.

77 **Section 3.2. Powers of Board; Non-Profit Corporation**

78 Subject to the provisions of the Pennsylvania ~~Domestic~~ Non-Profit Corporation ~~Law~~
79 and any limitations in the Articles of Incorporation and Bylaws relating to action required
80 or permitted to be taken or approved by the voting members of this corporation, the
81 activities and affairs of this corporation shall be conducted and all corporate powers shall
82 be exercised by or under the direction of the Board.

83 The Board of Directors may exercise all such powers of the corporation and do all such
84 lawful acts and things as are directed or required to be exercised and done by statute, the
85 Articles of Incorporation or these Bylaws. Notwithstanding the foregoing, the corporation
86 shall not engage in any activities not permitted to be carried on by a corporation exempt
87 from federal income tax under Section 501(c)(6) of the Internal Revenue Code, as
88 amended, or the corresponding provision of any successor statute.

89 No member, Director, officer, employee, or other person connected with this corporation,
90 or any private individual, shall receive at any time any of the net earnings from the
91 operations of the corporation, provided, however, that this provision shall not prevent
92 payment to any such person of reasonable compensation for services performed for the
93 corporation in effecting any of its public purposes, provided that such compensation is
94 otherwise permitted by these Bylaws; and no such person or persons shall be entitled to
95 share in the distribution of, and shall not receive, any of the corporate assets on
96 dissolution of the corporation.

97 **Section 3.3. Duties of Directors-**

98 It shall be the duty of the Directors to: (a) Perform any and all duties imposed on them
99 collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
100 (b) Supervise the officers and agents of the corporation; (c) Meet at such times and
101 places as are established according to -of this corporation, or by these Bylaws; and
102 (d) Register their addresses as required for the operation of the corporation.

103 ~~(b) Appoint and remove, employ and discharge, and except as otherwise provided in~~
104 ~~these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents~~
105 ~~and employees of the corporation; (c) Supervise all officers, agents, and employees of~~
106 ~~the corporation to assure that their duties are performed properly; (d) Fulfill certain~~
107 ~~specific roles in pursuit of the goals of the corporation, such as President, Board Chair,~~
108 ~~Board Vice-Chair, Secretary, and Treasurer. (e) Meet at such times and places as~~
109 ~~required by these Bylaws; (f) Register their addresses with the Secretary of the~~
110 ~~corporation, so that notices of meetings sent by postal or electronic mail to them at such~~
111 ~~addresses shall be valid notices thereof.~~

112 **Section 3.4. Compensation of Directors**

113 Directors shall serve without compensation- in any capacity, except under the officer
114 compensation provisions of Section 5.11. They Directors shall be allowed reasonable

115 reimbursement of expenses incurred in the performance of their regular duties as
116 Directors specified in Section 3 of this Article.

117 Directors may not be compensated for rendering services to the corporation in any
118 capacity other than Director unless such other compensation is reasonable and is
119 allowable under the provisions of Article 4, Section 10.

120 [Section 5 Restriction Regarding Interested Directors][moved to Sec. 3.1(c)]

121 Notwithstanding any other provision of these Bylaws, no Director may be an interested
122 person. For purposes of this Section 5, an "interested person" means either:

123 (a) Any person currently being compensated by the corporation for services rendered it
124 within the previous twelve (12) months, whether as a full or part time officer or other
125 employee, independent contractor, or otherwise, excluding any reasonable compensation
126 paid to a Director as Director; or

127 (b) Any brother, sister, ancestor, descendent, spouse, domestic partner, brother-in-law,
128 sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such
129 person described in Section 5(a) above.

130 **Section 3.5. 6 Place of Board Meetings; Telecommunication and Electronic** 131 **Meetings**

132 Meetings of the Board shall be held by teleconference or other electronic technology, or
133 at the principal office of the corporation, unless otherwise provided by the Board or at
134 such place within or without the Commonwealth of Pennsylvania which has been
135 designated from time to time by resolution of the Board. One or more Directors may
136 participate in any physical meeting of the Board of Directors, or of any committee thereof,
137 by means of teleconference or other electronic technology. Teleconference or other
138 electronic technology used to conduct a Board meeting must permit all persons
139 participating in the meeting to hear one another. Participation in a meeting by such
140 means shall constitute presence in person at the meeting.

141 **Section 3.6. 7Regular Board Meetings**

142 Regular meetings of the Board shall be held a minimum of four (4) times per calendar
143 year.

144 **Section 3.7. 8Special Board Meetings**

145 Special meetings of the Board may be called by any two Directors or by the President or
146 by the Board Chair. Special Meetings shall be restricted solely to the topics for which the
147 meeting is called, as stated in the notice.

148 **Section 3.8. 9 Notice of Board Meetings**

149 Notice of meetings of the Board, stating the day, hour, and place or method of such
150 meeting, shall be provided to each Director, in accordance with the provisions of Article
151 12, at least five (5) calendar days before each regular meeting, and at least two (2)
152 calendar days before each special meeting. Meetings of the Board shall be held upon no
153 less than four (4) days' notice by first class postal mail or forty-eight hours' notice
154 delivered personally, by telephone, or by electronic mail. If sent by postal mail, the notice

155 ~~shall be deemed to be delivered on its deposit in the mails. Such notices shall be~~
156 ~~addressed to each Director at his or her address as shown on the records of the~~
157 ~~corporation. Notice of the time and place of holding an adjourned meeting need not be~~
158 ~~given to absent Directors if the time and place of the adjourned meeting are fixed at the~~
159 ~~meeting adjourned and if such adjourned meeting is held no more than twenty-four (24)~~
160 ~~hours from the time of the original meeting. Notice shall be given of any adjourned regular~~
161 ~~or special meeting to Directors absent from the original meeting if the adjourned meeting~~
162 ~~is held more than twenty-four (24) hours from the time of the original meeting.~~

163 ~~[Section 10 Contents of Notice]-~~

164 ~~Notice of Regular and Special meetings of the Board shall specify the place, day and~~
165 ~~hour of the meeting. The purpose of any Special Board meeting shall be specified in its~~
166 ~~the notice.~~

167 **Section 3.9.11 Waiver of Notice and Consent to Holding Meetings**

168 The transactions of any meeting of the Board, however called and noticed or wherever
169 held, are as valid as though the meeting had been duly held after proper call and notice,
170 provided a quorum, as hereinafter defined, is present and provided that either before or
171 after the meeting each Director not present signs a waiver of notice, a consent to holding
172 the meeting, or an approval of the minutes thereof. All such waivers, consents, or
173 approvals shall be filed with the corporate records and made a part of the minutes of the
174 meeting. Attendance of a Director at any Board meeting shall constitute a waiver of notice
175 of such meeting, except where a Director attends a meeting for the express purpose of
176 objecting, at the beginning of the meeting, to the transaction of any business because the
177 meeting was not lawfully called or convened.

178 **Section 3.1012 Quorum for Meetings**

179 A quorum for any meeting shall consist of a majority of Directors elected and seated as of
180 that meeting.

181 Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this
182 corporation, or by law, no business shall be considered by the Board at any meeting at
183 which a quorum, as defined in this Section ~~3.1012~~, is not present, and the only motion
184 which the Chair shall entertain at such meeting is a motion to adjourn from time to time,
185 which may be approved by a majority of the Directors remaining present at such meeting.
186 ~~However, a majority of the Directors present at such meeting may adjourn from time to~~
187 ~~time until the time fixed for the next regular meeting of the Board.~~

188 ~~When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any~~
189 ~~notice of the time and place of such adjourned meeting or of the business to be~~
190 ~~transacted at such meeting, other than by announcement at the meeting at which the~~
191 ~~adjournment is taken, except as provided in Section 10 of this Article.~~

192 ~~The Directors present at a duly called and held meeting at which a quorum is initially~~
193 ~~present may continue to do business notwithstanding the loss of a quorum at the meeting~~
194 ~~due to a withdrawal of Directors from the meeting, provided that any action thereafter~~
195 ~~taken must be approved by at least a majority of the required quorum for such meeting or~~

196 | ~~such greater percentage as may be specified by law, or the Articles of Incorporation or~~
197 | ~~these Bylaws of the corporation.~~

198 | **Section 3.11.13 Majority Action as Board Action**

199 | Every act or decision done or made by a majority of the Directors present at a meeting
200 | duly held at which a quorum is present is the act of the Board, unless the Articles of
201 | Incorporation or Bylaws of the corporation, or provisions of the Pennsylvania Domestic
202 | Non-Profit Corporation Law, require a greater percentage or different voting rules for
203 | approval of a matter by the Board.

204 | **Section 3.12.14 Conduct of Meetings**

205 | Meetings of the Board shall be presided over by the Board Chair, or, if no such person
206 | has been so designated or, if there is no Chair present, by the Board Vice-Chair or, in
207 | their absence, by the President of the corporation or, in the absence of each of these
208 | persons, by a chair chosen by a majority of the Directors present at the meeting. The
209 | Secretary of the corporation shall act as secretary of the meetings of the Board, provided
210 | that, in ~~their~~his or her absence, the presiding officer shall appoint another person to act as
211 | Secretary of the Meeting.

212 | Meetings shall be governed by the current edition of Robert's Rules of Order Newly
213 | Revised (RONR), as such rules may be revised from time to time, insofar as such rules
214 | are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation
215 | of this corporation, or with provisions of law.

216 | **Section 3.13.15 Action by Unanimous Written Consent Without Meeting**

217 | Any action required or permitted to be taken by the Board under any provision of law may
218 | be taken without a meeting, if all members of the Board shall individually or collectively
219 | consent in writing to such action. Such written consent or consents, which may be in
220 | electronic form, shall be filed with the minutes of the proceedings of the Board. Such
221 | action by written consent shall have the same force and effect as the unanimous vote of
222 | the Directors. ~~Any certificate or other document filed under any provision of law which~~
223 | ~~relates to action so taken shall state that the action was taken by unanimous written~~
224 | ~~consent of the Board without a meeting and that the Bylaws of this corporation authorize~~
225 | ~~the Directors to so act, and such statement shall be prima facie evidence of such~~
226 | ~~authority.~~

227 | **Section 3.14.16 Terms of Office**

228 | Each Director shall hold office for a two-year term and until ~~their~~his or her successor is
229 | elected and qualified or until ~~their~~his or her earlier death, resignation, or removal. To
230 | ensure continuity, members of the Board will hold staggered terms of office, with the
231 | minimum number of Directors needed to constitute a majority of the Board standing for
232 | election in every even-numbered year and the remaining Directors standing for election in
233 | every odd-numbered year.

234 | **Section 173.15. Election of Directors**

235 | (a) Frequency and Timing. Board elections, in accordance with Section ~~3.1416~~ above
236 | shall be held annually, normally in June. Timing of the election may be set by the Board
237 | to coincide with other activities of the corporation.

238 | (b) Eligibility. ~~Eligibility.~~ To be nominated for and serve on the Board of Directors, a
239 | person must qualify according to the eligibility criteria for Directors in Section 3.1. ~~be a~~
240 | ~~member of the Corporation or an employee, designee or representative of a member of~~
241 | ~~the Corporation.~~ No person may be nominated if their election could result in a violation of
242 | Section 3.1 Article 3, Section 1.

243 | (c) Reasonable Nomination and Election Procedures. This corporation shall make
244 | available to members reasonable nomination and election procedures with respect to the
245 | election of Directors by voting members. Such procedures shall be reasonable given the
246 | nature, size and operations of the corporation, and shall include a reasonable means of
247 | nominating persons for election as Directors; a reasonable opportunity for a nominee to
248 | communicate to the members the nominee's qualifications and the reasons for the
249 | nominee's candidacy; a reasonable opportunity for all nominees to solicit votes; and a
250 | reasonable opportunity for all voting members to choose among the nominees.

251 | ~~Upon the written request by any nominee for election to the Board and the payment with~~
252 | ~~such request of the reasonable cost of distribution (including postage), the corporation~~
253 | ~~shall, within ten (10) business days after such request (provided payment has been~~
254 | ~~made) distribute by postal or electronic mail to all voting members or such portion of them~~
255 | ~~that the nominee may reasonably specify, any material which the nominee shall furnish~~
256 | ~~and which is reasonably related to the election, unless the corporation within five (5)~~
257 | ~~business days after the request allows the nominee, at the corporation's option, the right~~
258 | ~~to do either of the following: (i) inspect and copy the record of the members' names,~~
259 | ~~postal or electronic mail addresses, and voting rights, at reasonable times, upon five (5)~~
260 | ~~business days' prior written demand upon the corporation, which demand shall state the~~
261 | ~~purpose for which the inspection rights are requested; or (ii) obtain from the Secretary,~~
262 | ~~upon written demand and payment of a reasonable charge, a list of the names, postal or~~
263 | ~~electronic mail addresses, and voting rights of those members entitled to vote for the~~
264 | ~~election of Directors, as of the most recent record date for which it has been compiled or~~
265 | ~~as of any date specified by the nominee subsequent to the date of demand.~~

266 | ~~The demand shall state the purpose for which the list is requested and the membership~~
267 | ~~list shall be made available on or before the later of ten (10) business days after the~~
268 | ~~demand is received or after the date specified therein as the date as of which the list is to~~
269 | ~~be compiled.~~

270 | ~~If the corporation distributes any written election material soliciting votes for any nominee~~
271 | ~~for Director at the corporation's expense, it shall make available, at the corporation's~~
272 | ~~expense, to each other nominee, in or with the same material, the same amount of space~~
273 | ~~or service that is provided any other nominee, with equal prominence, to be used by the~~
274 | ~~nominee for a purpose reasonably related to the election.~~

275 (d) Election by Written Ballot. Directors are elected by written ballot. Such ballots for the
276 election of Directors shall list the persons nominated at the time the ballots are mailed or
277 delivered. By vote of the Board, the corporation may develop an online voting process
278 that preserves a written record of the balloting.

279 Each voting member shall cast one ballot indicating up to as many separate votes as
280 there are Directors to be elected. Cumulative voting for the election of Directors shall not
281 be permitted. The candidates receiving the highest number of votes up to the number of
282 Directors to be elected shall be elected.

283 (e) Verification of Results. If the number of candidates exceeds the number of Director
284 positions to be elected, then the election results shall be verified at the expense of the
285 corporation by a neutral third-party, whose determination shall be final.

286 **Section 183.16. Vacancies and Removal of Directors**

287 (a) Vacancies. Vacancies on the Board shall exist on the death, resignation or removal of
288 any Director, and whenever the number of authorized Directors is increased. The Board
289 may declare vacant the office of a Director who has been declared of unsound mind by a
290 final order of court, or convicted of a felony, or been found by a final order or judgment of
291 any court to have breached any duty under the provisions of the Pennsylvania ~~Domestic-~~
292 Non-Profit Corporation Law, or if within 60 days after notice of their election, the Director
293 does not accept such office either in writing or by attending a meeting of the Board.

294 (b) Removal. If the corporation has less than fifty (50) members, Directors may be
295 removed without cause by a majority of all members. If the corporation has fifty (50) or
296 more members, Directors may be removed without cause by vote of a majority of the
297 votes cast at a membership meeting at which a quorum is present. If a Director fails to
298 attend 3 consecutive regularly-scheduled Board meetings, their seat will be declared
299 vacant.

300 (c) Resignation. Any Director may resign effective upon giving written notice to the Board
301 Chair, the President, the Secretary, or the Board, unless the notice specifies a later time
302 for the effectiveness of such resignation. No Director may resign if the corporation would
303 then be left without duly elected Director or Directors in charge of its affairs, except upon
304 notice to the Attorney General of the Commonwealth of Pennsylvania.

305 (d) Filling vacancies. If a Director vacancy occurs less than eight months before the end
306 of that Director's term, the vacancy ~~-vacancies on the Board-~~ may be filled by a majority
307 vote of the remaining members of the Board. ~~the Board.~~ If the number of Directors then
308 in office is less than a quorum, then such a position may be ~~positions are~~ filled by

- 309 (i) the unanimous written consent of the Directors then in office,
310 (ii) the affirmative vote of a majority of the Directors then in office at a meeting held
311 pursuant to notice or waivers of notice complying with this Article 3 of these Bylaws, or
312 (iii) a sole remaining Director.

313 Notwithstanding the above, if a Director vacancy occurs at least eight months before the
314 end of that Director's term, such vacancy shall not be filled by the Board, but rather shall
315 be filled by ~~and~~ a special election, to be held on the sooner of the two following dates:

316 (1) concurrently with the next general Board election, or (2) approximately six months
317 after the must take place and be completed within two months of the effective date of the
318 last general Board election. said vacancy.

319 Each person so elected shall be (e) Length of term. A person filling a Director to serve
320 vacancy as provided by this Section shall hold office for the balanceremainder of the
321 unexpired term. term of the person who created the vacancy or until their his or her earlier
322 death, resignation or removal from office.

323 **Section 193.17. ~~Non-Liability of Directors~~**

324 ~~The Directors shall not be personally liable for the debts, liabilities or other obligations of~~
325 ~~the corporation.~~

326 (a) A director of the corporation shall stand in a fiduciary relation to the corporation and
327 shall perform their duties as a Director, including their duties as a member of any
328 committee of the Board of Directors upon which the Director may serve, in good faith, in a
329 manner the Director reasonably believes to be in the best interests of the corporation, and
330 with such care, including reasonable inquiry, skill and diligence, as a person of ordinary
331 prudence would use under similar circumstances. In performing their duties, a Director
332 shall be entitled to rely in good faith on information, opinions, reports or statements,
333 including financial statements and other financial data, in each case prepared or
334 presented by any of the following: one or more officers or employees of the corporation
335 whom the Director reasonably believes to be reliable and competent in the matters
336 presented; legal counsel, public accountants or other persons as to matters which the
337 Director reasonably believes to be within the professional or expert competence of such
338 persons; or a committee of the Board of Directors upon which the Director does not
339 serve, duly designated in accordance with law, as to matters within its designated
340 authority, which committee the Director reasonably believes to merit confidence. A
341 Director shall not be considered to be acting in good faith if the Director has knowledge
342 concerning the matter in question that would cause their reliance to be unwarranted.

343 (b) In discharging the duties of their respective positions, the Board of Directors,
344 committees of the Board of Directors and individual Directors may, in considering the best
345 interests of the corporation, consider the effects of any action upon employees, suppliers
346 and customers of the corporation and communities in which offices or other
347 establishments of the corporation are located, and all other pertinent factors. The
348 consideration of these factors shall not constitute a violation of paragraph (a) of this
349 Section.

350 (c) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a
351 Director or any failure to take any action shall be presumed to be in the best interests of
352 the corporation.

353 (d) A Director of the corporation shall not be personally liable, as such, for monetary
354 damages for any action taken, or any failure to take any action, unless: the Director has
355 breached or failed to perform the duties of their office under paragraphs (a) through (c) of
356 this Section, and that breach or failure to perform constitutes self-dealing, willful
357 misconduct or recklessness.

358 (e) The provisions of paragraph (d) of this Section hereof shall not apply to: the
359 responsibility or liability of a Director pursuant to any criminal statute; or the liability of a
360 Director for the payment of taxes pursuant to local, state or federal law.

361 (f) Notwithstanding any other provisions of these Bylaws, the approval of members shall
362 be required to amend, repeal or adopt any provision as part of these Bylaws that is
363 inconsistent with the purpose or intent of this Section 3.17 and, if any such action shall be
364 taken, it shall become effective only on a prospective basis from and after the date of
365 such member approval. The provisions of this Section 3.17 were adopted by the
366 members of the corporation on _____, 2020.

367 **ARTICLE 45: COMMITTEES OF THE BOARD**

368 **Section 4.1. Executive Committee**

369 The Board may, by a majority vote of Directors elected and seated, designate two (2) or
370 more of its members (who may also be serving as unpaid officers of the corporation) to
371 constitute an Executive Committee, and delegate to such Executive Committee any of the
372 powers and authority of the Board in the management of the business and affairs of the
373 corporation, except for the following powers which are reserved for the full Board with-
374 respect to:

375 (a) The approval or submission to members of any action which, under law or the
376 provisions of these Bylaws, requires the approval of allthe voting members or of a
377 majority of allof the voting members of the corporation.

378 (b) The filling of vacancies on the Board or on any committee which has the authority of
379 the Board.

380 (c) The fixing of compensation of the Directors for serving on the Board or on any
381 committee.

382 (d) The amendment or repeal of Bylaws or the adoption of these Bylaws.

383 (e) The amendment or repeal of any resolution of the Board which by its express terms
384 cannot be so amended or repealed.

385 (f) The appointment of committees of the Board or the members thereof.

386 (g) The expenditure of corporate funds to support a nominee for Director after there are
387 more people nominated for Director than can be elected.

388 (h) The approval of any transaction to which this corporation is a party and in which one
389 or more of the Directors has a material financial interest, except as may be expressly
390 provided in the Pennsylvania Domestic-Non-Profit Corporation Law.

391 By a majority vote of its members then elected and seated~~in-office~~, the Board may at any
392 time revoke or modify any or all of the authority so delegated, increase or decrease by not
393 below two (2) the number of its members, and fill vacancies therein from the members of
394 the Board. The Executive Committee shall keep regular minutes of its proceedings when
395 substantive issues are decided, cause them to be filed with the corporate records, and
396 report the same to the Board from time to time as the Board may require.

397 | **Section 4.2. Advisory Board-Other Committees**

398 | The corporation shall have such other committees as may from time to time be
399 | designated by resolution of the Board. The Board shall appoint members to each such
400 | committee, and a chair for each committee, by resolution, all of who serve at the pleasure
401 | of the Board. All such ~~Such other~~ committees may consist of persons who are not also
402 | members of the Board. These additional committees shall act in an advisory capacity
403 | only to the Board and shall be clearly titled as "advisory" committees.-

404 | **Section 4.3. Meetings and Action of Committees**

405 | Meetings and actions of ~~e~~Committees shall be governed by the current edition of Robert's
406 | Rules of Order Newly Revised (RONR), as such rules may be revised from time to time,
407 | insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the
408 | Articles of Incorporation of this corporation, or with provisions of law. , noticed, held and
409 | taken in accordance with the provision of these Bylaws concerning meetings of the
410 | Board, with such changes in the context of such Bylaw provisions as are necessary to
411 | substitute the committee and its members for the Board and its members, except that the
412 | The time for ~~regular~~ meetings of committees may be fixed by resolution of the Board or by
413 | the committee. ~~The time for special meetings of committees may also be fixed by the~~
414 | ~~Board. The Board may also adopt rules and regulations pertaining to the conduct of~~
415 | ~~meetings of committees to the extent that such rules and regulations are not inconsistent~~
416 | ~~with the provision of these Bylaws.-~~

417 | The Board may also adopt rules and regulations for any advisory committee pertaining to
418 | committee quorum, voting membership, attendance requirements for retaining
419 | membership, and other matters regarding the conduct of meetings of committees to the
420 | extent that such rules and regulations are not inconsistent with the provision of these
421 | Bylaws. Unless otherwise specified in a Board resolution, all Board members are
422 | welcome to attend all meetings of advisory committees, whether or not they are a
423 | committee member.

424 | **ARTICLE 45: OFFICERS OF THE CORPORATION**

425 | **Section 5.1. Number of Officers**

426 | The officers of the corporation shall be a President, a Secretary, and a Treasurer. The
427 | corporation may also have other officers as are determined by the Board. Any number of
428 | offices may be held by the same person except that neither the Secretary nor the
429 | Treasurer may serve as the President or as Chairperson of the Board ("Board Chair").

430 | **Section 5.2. Qualification, Election and Term of Office**

431 | Any duly elected member of the Board of Directors may serve as President, Secretary, or
432 | Treasurer of the corporation subject to the restrictions in Section 5.1 Article 4 Section 1-
433 | above. Officers shall be elected by the Board, at any time, and each such officer shall
434 | hold office until ~~he or she~~ they resign or are removed by the Board or are otherwise
435 | disqualified to serve, or until ~~his or her~~ their successor shall be elected and qualified,
436 | whichever occurs first. The corporation may secure the fidelity of any or all of the officers
437 | by bond or otherwise.

438 | **Section 5.3. Subordinate Officers**

439 | The Board may appoint such other officers or agents as it may deem desirable, and such
440 | officers shall serve such terms, have such authority and perform such duties as may be
441 | prescribed from time to time by the Board.

442 | **Section 5.4. Removal and Resignation**

443 | Any officer may be removed, either with or without cause, by the Board, at any time. An
444 | officer may resign at any time by giving written notice to the Board or to the President or
445 | Secretary of the corporation. Any such resignation shall take effect at the date of receipt
446 | of such notice or at any later date specified therein, and, unless otherwise specified
447 | therein, the acceptance of such resignation shall not be necessary to make it effective.
448 | The above provisions of the Section shall be superseded by any conflicting terms of a
449 | contract which has been approved or ratified by the Board relating to the employment of
450 | any officer of the corporation.

451 | **Section 5.5. Vacancies**

452 | If the office of any officer becomes vacant for any reason, the vacancy may be filled by
453 | the Board of Directors. Any vacancy caused by the death, resignation, removal,
454 | disqualification, or otherwise, of any officer shall be filled by the Board. In the event of a
455 | vacancy in any office other than that of President, such vacancy may be filled temporarily
456 | by appointment by the President until such time as the Board shall fill the vacancy.
457 | Vacancies occurring in offices of officers appointed at the discretion of the Board may or
458 | may not be filled, as the Board shall determine.

459 | **Section 5.6. Duties of the President**

460 | The President shall, subject to the control of the Board, supervise and control the affairs
461 | of the corporation and the activities of the officers. They He or she shall perform all
462 | duties incident to their his or her office and such other duties as may be required by law,
463 | by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be
464 | prescribed from time to time by the Board.

465 | Unless another person is specifically appointed by the Board as Board Chair, the
466 | President Chairperson of the Board, he or she shall preside at all meetings of the Board.
467 | If applicable, the President shall preside at all meetings of the members. Except as
468 | otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws,
469 | they he or she shall, in the name of the corporation, execute such contracts, checks, or
470 | other instruments which may from time to time be authorized by the Board; and shall
471 | have the authority to execute bonds, mortgages and other contracts requiring a seal,
472 | under the seal of the corporation, except where required or permitted by law to be
473 | otherwise signed and executed and except where the signing and execution thereof shall
474 | be expressly delegated by the Board of Directors to some other officer or agent of the
475 | corporation.

476 | **Section 5.7. Duties of the Secretary**

477 | The Secretary shall attend all meetings of the Board of Directors and of the members and
478 | keep accurate records thereof in one or more minute books kept for that purpose; shall
479 | keep, or cause to be kept, at the principal office of the corporation, a register showing the

480 names and addresses of all members of the corporation and all members of the Board of
481 Directors; and shall perform the duties customarily performed by the secretary of a
482 corporation and such other duties as may be assigned to the Secretary by the Board of
483 Directors or the President.

484 ~~∴ (a) Certify and keep at the principal office of the corporation or at such other place as~~
485 ~~the Board may determine, the original, or a copy of these Bylaws as amended or~~
486 ~~otherwise altered to date.~~

487 ~~(b) Keep at the principal office of the corporation or at such other place as the Board may~~
488 ~~determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings~~
489 ~~of committees of Directors and of members, recording therein the time and place of~~
490 ~~holding, whether regular or special, how called, how notice thereof was given, the names~~
491 ~~of those present or represented at the meeting, and the proceedings thereof.~~

492 ~~(c) See that all notices are duly given in accordance with the provisions of these Bylaws~~
493 ~~or as required by law.~~

494 ~~(d) Be custodian of the records and of the seal of the corporation and when appropriate~~
495 ~~see that the seal is affixed to all duly executed documents, the execution of which on~~
496 ~~behalf of the corporation under its seal is authorized by law or these Bylaws.~~

497 ~~(e) Keep at the principal office of the corporation or at such other place as the Board may~~
498 ~~determine, a membership record containing the name, postal and electronic mail address~~
499 ~~of each and any members, and, in the case where any membership has been terminated,~~
500 ~~he or she shall record such fact in the membership record together with the date on which~~
501 ~~such membership ceased.~~

502 ~~(f) Exhibit at all reasonable times to any Director of the corporation, or to his or her agent~~
503 ~~or attorney, on request therefore, the Bylaws, the Membership record, and the minutes of~~
504 ~~the proceedings of the Directors of the corporation.~~

505 ~~(g) In general, perform all duties incident to the office of Secretary and such other duties~~
506 ~~as may be required by law, by the Articles of Incorporation of this corporation, or by these~~
507 ~~Bylaws, or which may be assigned to him or her from time to time by the Board.~~

508 **Section 5.8. Duties of the Treasurer**

509 The Treasurer shall be responsible for the custody of the corporate funds and securities;
510 shall be responsible for full and accurate accounts of receipts and disbursements in
511 books belonging to the corporation; prepare, or cause to be prepared, and certify, or
512 cause to be certified, the financial statements indicating the financial condition of the
513 corporation and its assets; and shall perform such other duties as may be assigned to
514 him by the Board of Directors or the President. The Treasurer shall give bond in such
515 sum and with such surety as the Board of Directors may from time to time direct.

516 ~~Subject to the provisions of Article 6 of these Bylaws relating to the "Execution of~~
517 ~~Instruments, Deposits and Funds," the Treasurer shall:~~

- 518 ~~(a) Have charge and custody of, and be responsible for, any funds and securities of the~~
519 ~~corporation, and deposit any such funds in the name of the corporation in such banks,~~
520 ~~trust companies, or other depositories as shall be selected by the Board.~~
- 521 ~~(b) Receive, and give receipt for, monies due and payable to the corporation from any~~
522 ~~source whatsoever.~~
- 523 ~~(c) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by~~
524 ~~the Board, taking proper vouchers for any such disbursements.~~
- 525 ~~(d) Keep and maintain adequate and correct accounts of the corporation's properties and~~
526 ~~business transactions, including accounts of its assets, liabilities, receipts, disbursements,~~
527 ~~gains and losses.~~
- 528 ~~(e) Exhibit at any reasonable times the book of account and financial records to any~~
529 ~~Director of the corporation, or to his or her agent or attorney, on request therefore.~~
- 530 ~~(f) Render to the President and Directors, whenever requested, an account of any or all of~~
531 ~~his or her transactions as Treasurer and of the financial condition of the corporation.~~
- 532 ~~(g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial~~
533 ~~statements to be included in any required reports.~~
- 534 ~~(h) In general, perform any duties incident to the office of Treasurer and such other duties~~
535 ~~as may be required by law, by the Articles of Incorporation of the corporation, or by these~~
536 ~~Bylaws, or which may be assigned to him or her from time to time by the Board.~~

537 **Section 5.9: Assistant Officer**

538 Each assistant officer appointed by the Board shall assist in the performance of the duties
539 of the officer to whom the assistant officer is assistant and shall perform such duties in
540 the absence of the officer. Such officer shall perform such additional duties as the Board
541 of Directors, the President or the officer to whom the assistant officer is assistant may
542 from time to time assign such assistant officer. Assistant officers may be given such
543 functional titles as the Board of Directors shall from time to time determine.

544 **Section 95.10. Assignment of Duties and Responsibilities**

545 The President may, with approval by the Board, confer various duties and responsibilities
546 described in Sections 5.6, 5.7 and 5.8 ~~6, 7 and 8 of this Article 4~~ upon designated staff,
547 who shall execute those duties and responsibilities as prescribed herein.

548 **Section 105.11. Officer Compensation**

549 The salaries of the officers, if any, shall be fixed from time to time by resolution of the
550 Board. In all cases, any salaries received by officers of this corporation shall be
551 reasonable and given in return for services actually rendered for the corporation which
552 relate to the performance of the purposes of this corporation.

553 **ARTICLE 6: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

554 **Section 6.1. Execution of Instruments**

555 The Board, except as otherwise provided in these Bylaws, may by resolution authorize
556 any officer or agent of the corporation to enter into any contract or execute and deliver
557 any instrument in the name of and on behalf of the corporation, and such authority may
558 be general or confined to specific instances. Unless so authorized, no officer, agent, or
559 employee shall have any power or authority to bind the corporation by any contract or
560 engagement or to pledge its credit or to render it liable monetarily for any purpose or in
561 any amount.

562 **Section 6.2. Checks and Notes**

563 Except as otherwise specifically determined by resolution of the Board, or as otherwise
564 required by law, checks, drafts, promissory notes, orders for the payment of money, and
565 other evidence of indebtedness of the corporation shall be signed by the corporation's
566 Treasurer or by its President, or designated staff if the President has conferred such
567 responsibility upon him or her under Section ~~5.10. 9, Article 4~~. In cases where a given
568 expenditure exceeds a monetary amount established by the Board, such instruments
569 shall also be countersigned by the President or Treasurer of the corporation.

570 **Section 6.3. Deposits**

571 All funds of the corporation shall be deposited from time to time to the credit of the
572 corporation in such banks, trust companies, or other depositories as the Board may
573 select.

574 **Section 6.4. Revenue from Operations**

575 Whenever the lawful activities of the corporation involve among other things the charging
576 of fees or prices for its services or products, the corporation shall have the right to receive
577 such income and, in so doing, may make incidental amounts of revenue over expenses.
578 All such incidental revenues shall be applied to the maintenance and operation of the
579 lawful activities of the corporation, and in no case shall be divided or distributed in any
580 manner whatsoever among the members, Directors or officers of the corporation.

581 **Section 46.5. Gifts and Subventions**

582 The Board, by resolution, may authorize the corporation to accept any contribution, gift,
583 bequest, devise or subvention for the purposes of the corporation, from members or
584 nonmembers on terms and conditions not inconsistent with the provisions of Section 5542
585 of the NPCL.

586 **ARTICLE 7: CORPORATE RECORDS, ~~AND~~ REPORTS ~~AND SEAL~~**

587 **Section 7.1. Maintenance of Corporate Records**

588 The corporation shall keep at its principal office or at such other place as the Board may
589 determine, either in written or in electronic form:

590 (a) Minutes of all meetings of Directors, committees of the Board and meetings of
591 members, indicating the time and place of holding such meetings, whether regular or

592 special, how called, the notice given, and the names of those present and the
593 proceedings thereof;

594 (b) Adequate and correct books and records of account, including accounts of its
595 properties and business transactions and accounts of its assets, liabilities, receipts,
596 disbursements, gains and losses;

597 (c) A record of its members, indicating their names, postal and electronic mail addresses,
598 the class of membership held by each member, and the termination date of any
599 membership;

600 (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date,
601 which shall be open to inspection by the members of the corporation at all reasonable
602 times during office hours.

603 **Section 2 Corporate Seal**

604 ~~The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at~~
605 ~~the principal office of the corporation office or at such other place as the Board may~~
606 ~~determine. Failure to affix the seal to corporate instruments, however, shall not affect the~~
607 ~~validity of any such instrument.~~

608 **Section 7.2-3 Director's Inspection Rights**

609 Every Director shall have the absolute right ~~on reasonable notice~~ ~~at any reasonable time~~
610 to inspect and copy all books, records and documents of every kind and to inspect the
611 physical properties of the corporation.

612 **Section 7.3-4 Member's Inspection Rights**

613 Every member shall have the following inspection rights, for a purpose reasonably related
614 to such person's interest as a member:

615 (a) To demand that the books or records of membership shall be produced at any regular
616 or special meeting of the corporation. If at any meeting the right of a person to vote is
617 challenged, the presiding officer shall require such books or records to be produced as
618 evidence of the right of the person challenged to vote, and all persons who appear by
619 such books or records to be members entitled to vote may vote.

620 (b) To inspect and copy the record of all members' names and postal and electronic mail
621 addresses, and voting rights, at reasonable times, upon ~~ten (10) five (5)~~ business days'
622 prior written demand on the corporation, which demand shall state the purpose for which
623 the inspection rights are requested.

624 (c) To obtain from the Secretary of the corporation, upon written demand and payment
625 of a reasonable charge, a list of the names, ~~postal and electronic mail addresses,~~ and
626 voting rights of those members entitled to vote for the election of Directors as of the most
627 recent record date for which the list has been compiled or as of the date specified by the
628 member subsequent to the date of demand. The demand shall state the purpose for
629 which the list is requested. The membership list shall be made available on or before the
630 later of ten (10) business days after the demand is received or after the date specified
631 therein as of which the list is to be compiled.

632 | ~~(de)~~ To inspect ~~upon reasonable notice~~~~in any reasonable time~~ the books, records, or
633 | minutes of proceedings of the members or of the Board or committees of the Board, by
634 | making upon written demand on the corporation by the member, ~~for a purpose-~~
635 | ~~reasonably related to such person's interests~~ a member.

636 | **Section 7.4. Inspection Rights and Conditions** ~~5 Right to Copy and Make Extracts~~

637 | Any inspection under the provisions of this Article 7:

638 | (a) may be made in person or by agent or attorney, and the right to inspection includes
639 | the right to copy and make extracts.-

640 | (b) may, when the data is requested by a member, be subject to redaction of private data
641 | subject to the corporation's data protection obligations. Any such redaction is subject to
642 | review by the appropriate Board committee.

643 | (c) may, when the data is requested by a member, omit or redact data subject to legal
644 | obligations of confidentiality or privilege. Any such omission or redaction is subject to
645 | review by the appropriate Board committee.

646 | (d) may, when requested by a Director, be conditioned on reasonable written agreement
647 | as reasonably requested by the corporation to maintain the confidentiality or privilege of
648 | any data subject to legal obligations of confidentiality or privilege.

649 | (e) may be conditioned upon payment by the requesting party of expenses reasonably
650 | incurred by the corporation in the assembly and transmission of the data.

651 | **Section 7.5. Annual Report**

652 | The Board shall cause an annual report to be distributed not later than one hundred and
653 | twenty (120) days after the close of the corporation's fiscal year to all Directors of the
654 | corporation and to any member who requests it in writing with payment of a reasonable
655 | charge for distribution. This report shall contain the following information in appropriate
656 | detail:

657 | (a) The assets and liabilities, including the trust funds, of the corporation as of the end of
658 | the fiscal year;

659 | (b) The principal changes in assets and liabilities, including trust funds, during the fiscal
660 | year;

661 | (c) The revenue or receipts of the corporation, both unrestricted and restricted to
662 | particular purposes, for the fiscal year;

663 | (d) The expenses or disbursements of the corporation, for both general and restricted
664 | purposes, during the fiscal year;

665 | (e) The number of members of the corporation as of the date of the report, together with a
666 | statement of increase or decrease in such number during the fiscal year, and a statement
667 | of the place where the names and addresses may be found.

668 | ~~(f) Any information required by Section 7 of this Article 7.-~~

669 | The annual report shall be accompanied by any report therein of independent
670 | accountants, or, if there is no such report, the certificate of an authorized officer of the
671 | corporation that such statements were prepared without audit from the books and records
672 | of the corporation.

673 If this corporation receives twenty-five thousand dollars (\$25,000) or more in gross
674 revenues or receipts during the fiscal year, the corporation shall automatically send the
675 above annual report to all members, in such manner, in such time, and with such
676 contents, including an accompanying report from the corporation's independent
677 accountants or certification of a corporate officer, as specified by the above provisions of
678 this Section [7.5]6 relating to the annual report.

679 ~~[Section 7.~~

680 ~~This corporation shall distribute by postal or electronic mail or deliver to all Directors and~~
681 ~~any and all members a statement within one hundred and twenty (120) days after the~~
682 ~~close of its fiscal year which briefly describes the amount and circumstances of any~~
683 ~~indemnification or transaction in which the corporation was a party, and in which the other~~
684 ~~party was:-~~

685 ~~(a) Any Director or officer of the corporation, or its parent or subsidiary (a mere common~~
686 ~~Directorship shall not be considered a material financial interest); or~~

687 ~~(b) Any holder of more than ten percent (10%) of the voting power of the corporation, its~~
688 ~~parent or its subsidiary.-~~

689 ~~The above statement need only be provided with respect to a transaction during the~~
690 ~~previous fiscal year involving more than fifty thousand dollars (\$50,000) or which was one~~
691 ~~of a number of transactions with the same person involving, in the aggregate more than~~
692 ~~fifty thousand dollars (\$50,000).-~~

693 ~~Similarly, the statement need only be provided with respect to indemnification or~~
694 ~~advances aggregating more than ten thousand dollars (\$10,000) paid during the previous~~
695 ~~fiscal year to any Director or officer, except that no such statement need be made if such~~
696 ~~indemnification was approved by the members pursuant to any provision of the~~
697 ~~Pennsylvania Domestic Non-Profit Corporation Law.-~~

698 ~~Any statement required by this Section 7 shall briefly describe the names of the interested~~
699 ~~persons involved in such transaction, stating each person's relationship to the~~
700 ~~corporation, the nature of such person's interest provided that in the case of a transaction~~
701 ~~with a partnership of which such person is a partner, only the interest of the partnership~~
702 ~~need be stated.-~~

703 ~~If this corporation provides all members with an annual report according to the provision~~
704 ~~of Section 6 of this Article 7, then such annual report shall include the information~~
705 ~~required in this Section 7.-~~

706 ~~-Annual Statement of Specific Transactions to Members]~~

707

ARTICLE 8: FISCAL YEAR

708 The fiscal year of the corporation shall begin on January 1st and end on December 31st
709 of each year.

710 | **ARTICLE 9.12: MEMBERS**

711 | **Section 9.1. Determination and Rights of Members; Classes and subclasses**

712 | The corporation shall have two classes of members: voting and non-voting. The Board
713 | shall have the authority by resolution to create subclasses within each of the two classes,
714 | and to establish the particular attributes, qualifications, fees, benefits, and the like in
715 | regard to each class and any subclasses within each class. No member shall hold more
716 | than one membership in the corporation. In the event that an organization may qualify for
717 | more than one class, the class attributes defined by the Board shall include an
718 | opportunity for such a member to elect between classes of membership.

719 | **Section 9.2. Qualifications of Members**

720 | Any organization or individual may become a member of this corporation, provided that
721 | they qualify for the admission criteria and requirements established in this Article 9 and
722 | are the organization or individual is willing and able to support its objectives as described
723 | in Article 2.

724 | *[Moved Sec. 9.3, Member Sections, to 9.12]*

725 | **Section 9.3. 4 Admission of Members**

726 | Applicants shall be admitted to membership on making an application therefore in writing
727 | and upon payment of first annual dues, or upon receipt of consideration, as specified in
728 | this Article 9 the following Sections of this Bylaw.

729 | **Section 9.4. 5 Fees and Dues**

730 | (a) A fee charged for making application for membership in the corporation may be
731 | specified from time to time by resolution of the Board. Such fees, if applicable, shall be
732 | payable with the application for membership.

733 | (b) The annual dues payable to the corporation by members shall be in such
734 | amounts amount as may be determined from time to time by resolution of the Board.

735 | **Section 9.5. 6 Number of Members**

736 | There is no limit on the number of members the corporation may admit.

737 | **Section 9.6. 7 Membership Record**

738 | The corporation shall keep a membership record containing the name, postal and
739 | electronic mail address of each member. Termination of the membership of any member
740 | shall be recorded in the record, together with the date of termination of such membership.
741 | Such record shall be kept at the corporation's principal office or at such other place as the
742 | Board may determine and shall be available for inspection by any Director or member of
743 | the corporation during regular business hours.

744 | The record of names and addresses of the members of this corporation shall constitute
745 | the membership list of this corporation and shall not be used, in whole or part, by any
746 | person for any purpose not reasonably related to a member's interest as a member.

747 | **Section 9.7. 8 Non-liability of Members**

748 | A member of this corporation is not, as such, personally liable for the debts, liabilities, or
749 | obligations of the corporation.

750 | **Section 9.8.9 Non-transferability of Membership**

751 No member may transfer a membership or any right arising therefrom unless otherwise
752 permitted by a resolution of the Board.

753 | **Section 9.9.10 Termination of Membership**

754 (a) Grounds for termination. The membership of a member shall terminate upon the
755 occurrence of any of the following events:

756 (i) Upon its notice of such termination delivered to the President of the corporation
757 personally or by mail, such membership to terminate upon the date of delivery of the
758 notice or date of deposit in the mail.

759 (ii) Upon a determination by the Board that the member has engaged in conduct
760 materially and seriously prejudicial to the interests or purposes of the corporation.

761 (iii) Upon failure to renew its membership by paying dues on or before their due
762 date, such termination to be effective thirty (30) days after written notification of
763 delinquency is given personally or mailed to such member by the Secretary of the
764 corporation. A member may avoid such termination by paying the amount of delinquent
765 dues within such thirty (30) day period following the mailing of the written notification of
766 delinquency.

767 (b) Procedure for Expulsion. Following the determination that a member should be
768 expelled under subparagraph (a)(ii) of this Section 10, the following procedure shall be
769 implemented:

770 (i) A notice shall be sent by first-class or registered mail to the last address of the
771 member as shown on the corporation's records, setting forth the fact that the Board has
772 determined that a member has engaged in conduct warranting expulsion and the details
773 of such conduct. Such notice shall be sent at least fifteen (15) days before the proposed
774 effective date of the expulsion.

775 (ii) The member being expelled shall be given an opportunity to be heard, either
776 orally or in writing, at a hearing to be held not less than five (5) days before the effective
777 date of the proposed expulsion. The hearing will be held by the Board in accordance with
778 the quorum and voting rules set forth in these Bylaws applicable to the meetings of the
779 Board. The notice to the member of their his or her proposed expulsion shall state the
780 date, time, and place of the hearing on their his or her proposed expulsion.

781 (iii) Following the hearing, the Board shall decide whether or not the member
782 should in fact be expelled, suspended, or sanctioned in some other way. The decision of
783 the Board shall be final.

784 (iv) Any organization expelled from the corporation shall receive a refund on dues
785 already paid. The refund shall be pro-rated to return only the un-accrued balance
786 remaining for the period of the dues payment.

787 | **Section 9.10.11 Rights on Termination of Membership**

788 All rights of a member in the corporation shall cease on termination of membership as
789 herein provided.

790 | **Section 9.11.12 Amendments Resulting in the Termination of Membership**

791 | Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of
792 | Incorporation or of the Bylaws of this corporation would result in the termination of all
793 | memberships or any class of memberships, then each amendment or amendments shall
794 | be effected only in accordance with the provisions of the Pennsylvania ~~Domestic~~ Non-
795 | Profit Corporation Law.

796 | **Section ~~3~~ 9.12 Member Sections *[moved to here]***

797 | The Board may elect to create Member Sections which shall operate within the
798 | framework of the corporation. Membership in such Member Sections shall be open to any
799 | member of the corporation.

800 | A Member Section focuses on particular structured information standards or families of
801 | standards as designated by its Rules of Procedure. The Rules of Procedure are
802 | established by the members of the Member Section and approved by the Board. Member
803 | Sections may receive funding as allowed by the Board. Each Member Section has a
804 | steering committee, which is selected by its members in accordance with the Rules of
805 | Procedure and governs the Member Section's activities and expenditures.

806 | The activities and expenditures of a Member Section shall be subject to the limitations on
807 | corporate actions contained in these Bylaws and in the Articles of Incorporation and shall
808 | also be subject to the provisions of the Pennsylvania Domestic Non-Profit Corporation
809 | Law. In addition, a Member Section shall be governed by those additional rules and
810 | regulations promulgated by the Board from time to time as may be applicable to Member
811 | Sections generally or to the Member Section in question.

812 | **ARTICLE ~~10~~13: MEETINGS OF MEMBERS**

813 | **Section ~~10.1~~ 10.1. Place of Meetings**

814 | Meetings of members shall be held at the principal office of the corporation or at such
815 | other place or places within or without the Commonwealth of Pennsylvania as may be
816 | designated from time to time by resolution of the Board. At the discretion of the Board,
817 | these meetings may be held by teleconference, ~~videoconference, webinar, or similar~~
818 | other technologies, so long as members have the opportunity to read or hear the
819 | proceedings substantially concurrently with their occurrence, vote on matters submitted to
820 | the members, pose questions to the directors and members, make appropriate motions,
821 | and comment on the business of the meeting. Participation by a member at such
822 | meetings of members will constitute presence of, or vote or action by, or consent or
823 | dissent of, the member.

824 | **Section ~~10.2~~ 10.2. Annual and Other Regular Meetings**

825 | The members shall meet annually at a minimum of one (1) time per calendar year for the
826 | purpose of transacting business as may come before the membership.

827 | **Section 10.3. Special Meetings of Members**

828 | Special meetings of the members shall be called by the Board, the Chair of the Board, or
829 | the President of the corporation. In addition, special meetings of the members for any
830 | lawful purpose may be called by ten percent (10%) or more of the voting members.

831 | **Section 10.4. Notice of Meetings of Members**

832 | (a) Time of Notice. Whenever members are required or permitted to take action in a
833 | meeting, a written notice of the meeting shall be given by the Secretary or President of
834 | the corporation not less than ten (10) nor more than ninety (90) days before the date of
835 | the meeting to each member who, on the record date for the notice of the meeting, is
836 | entitled to vote thereat.

837 | (b) Manner of Giving Notice. ~~Such notice Notice of a members' meeting or any report-~~
838 | ~~shall be given, in accordance with the provisions of Article 12 of these Bylaws, and either~~
839 | ~~personally or by mail or other means of electronic communication~~ addressed to the
840 | member at the address of such member appearing on the records of the corporation or
841 | given by the member to the corporation for the purpose of notice; or if no address
842 | appears or is given, at the place where the principal office of the corporation is
843 | located. ~~Notice shall be deemed to have been given in the time when delivered personally-~~
844 | ~~or deposited in the mail or sent by electronic mail or other means of written-~~
845 | ~~communication.~~

846 | (c) Contents of Notice. Notice of a membership meeting shall state the day, hour, and
847 | place or method place, date, time of the meeting and (i) In the case of a special meeting,
848 | the general nature of the business to be transacted, and no other business may be
849 | transacted, or (ii) In the case of a regular meeting, those matters which the Board, in the
850 | time notice is given, intends to present for action by the members. Subject to any
851 | provision to the contrary contained in these Bylaws, however; any proper matter may be
852 | presented at a regular meeting for each action.

853 | (d) Notice of Meetings Called by Members. If a special meeting is called by members as
854 | authorized by these Bylaws, the request for the meeting shall be submitted in writing,
855 | specifying the general nature of the business proposed to be transacted and shall be
856 | delivered personally or sent by registered mail to the Secretary of the corporation. The
857 | Secretary shall promptly fix the date and time of the meeting and cause notice to be given
858 | to the members entitled to vote of the same. The date for such meeting shall be not more
859 | than sixty (60) days after the receipt of the request.

860 | (e) Waiver of Notice of Meetings. The transactions of any meeting of members, however
861 | called and noticed, and wherever held, shall be as valid as though taken in a meeting
862 | duly held after regular call and notice, if a quorum is present and if, either before or after
863 | the meeting, each of the persons entitled to vote but who were not present signs a written
864 | waiver of notice or a consent to the holding of the meeting or an approval of the actions
865 | taken therein. All such waivers, consents and approvals shall be filed with the corporate
866 | records or made a part of the minutes of the meeting. Waiver of notices or consents
867 | need not specify either the business to be transacted or the purpose of any regular or
868 | special meeting of members, except that if action is taken or proposed to be taken for

869 | approval of any of the matters specified in subparagraph (f) of this Section **10.4**, the
870 | waiver of notice or consent shall state the general nature of the proposal.

871 | (f) Special Notice Rules for Approving Certain Proposals. If action is proposed to be
872 | taken or is taken with respect to the following proposals, such action shall be invalid
873 | unless unanimously approved by those entitled to vote or unless the general nature of the
874 | proposal is stated in the notice of meeting or in any written waiver of notice: (i) removal of
875 | Directors without cause; (ii) amending the Articles of Incorporation; and (iii) an election to
876 | voluntarily wind up and dissolve the corporation.

877 | **Section 10.5. Quorum for Member Meetings**

878 | A quorum shall consist of [one third] of the voting members of the corporation. The
879 | members present at a duly called and held meeting at which a quorum is initially present
880 | may continue to do business notwithstanding the loss of a quorum at the meeting due to
881 | a withdrawal of members from the meeting provided that any action taken after the loss of
882 | a quorum must be approved by at least a majority of the members required to constitute a
883 | quorum.

884 | In the absence of a quorum, any meeting of the members may be adjourned from time to
885 | time by the vote of a majority of the votes represented in person [or by proxy] at the
886 | meeting, but no other business shall be transacted at such meeting.

887 | When a meeting is adjourned for lack of a sufficient number of voting members at the
888 | meeting or otherwise, it shall not be necessary to give any notice of the time and place of
889 | the adjourned meeting or of the business to be transacted at such meeting other than by
890 | announcement at the meeting at which the adjournment is taken of the time and place of
891 | the adjourned meeting. However, if after the adjournment a new record date is fixed for
892 | notice or voting, a notice of the adjourned meeting shall be given to each member who,
893 | on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting
894 | shall not be adjourned for more than forty-five (45) days.

895 | Notwithstanding any other provision of this Article ~~1013~~, if this corporation authorizes
896 | members to conduct a meeting with a quorum of less than [one-third (1/3)] of the voting
897 | power, then no action may be taken on a matter unless the general nature of the matter
898 | was stated in the notice of the regular meeting. __

899 | **Section 10.6. Majority Action as Membership Action**

900 | Every act or decision done or made by a majority of voting members present in person or
901 | by proxy at a duly held meeting at which a quorum is present is the act of the members,
902 | unless the law, the Articles of Incorporation of this corporation or these Bylaws provide
903 | otherwise.

904 | **Section 10.7. Member Voting Rights**

905 | Each voting member is entitled to one vote on each matter submitted to a vote by the
906 | members. Voting at duly held meetings shall be by voice or ballot vote. Election of
907 | Directors, however, shall be by ballot only.

908 | **Section 10.8. Conduct of Membership Meetings**

909 | Meetings of members shall be presided over by the Chair of the Board, or, if there is no
910 | Chair present, by the Vice-Chair of the Board or, in their absence, by the President of the

911 corporation or, in the absence of all of these persons, by a Chair chosen by a majority of
912 the voting members present in person. The Secretary of the corporation shall act as
913 Secretary of all meetings of members, provided that, in ~~their~~~~his or her~~ absence, the
914 presiding officer shall appoint another person to act as Secretary of the Meeting.

915 Meetings shall be governed by the current edition of Robert's Rules of Order Newly
916 Revised (RONR), as such rules may be revised from time to time, insofar as such rules
917 are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation
918 of this corporation or with any provision of law.

919 **Section 10.9. Action by Written Ballot Without a Meeting**

920 Any action which may be taken at any regular or special meeting of members may be
921 taken without a meeting if the corporation distributes a written or electronic mail ballot to
922 each member entitled to vote on the matter. The ballot shall set forth the proposed action,
923 provide an opportunity to specify approval or disapproval of each proposal, provided that
924 where the person solicited specifies a choice with respect to any such proposal the vote
925 shall be cast in accordance therewith, and provide a reasonable time within which to
926 return the ballot to the corporation. Ballots shall be mailed or delivered in the manner
927 required for giving notice of meetings specified in Section ~~10.4(b)4 (b) of this Article 13~~.

928 All written ballots shall also indicate the number of responses needed to meet the quorum
929 requirement and, except for ballots soliciting votes for the election of Directors, shall state
930 the percentage of approvals necessary to pass the measure submitted. The ballots must
931 specify the time by which they must be received by the corporation in order to be
932 counted.

933 Approval of action by written ballot shall be valid only when the number of votes cast by
934 ballot within the time period specified equals or exceeds the quorum required to be
935 present at a meeting authorizing the action, and the number of approvals equals or
936 exceeds the number of votes that would be required to approve the action at a meeting at
937 which the total number of votes cast was the same as the number of votes cast by ballot.

938 A written ballot may not be revoked after its receipt by the corporation or its deposit in the
939 mail, whichever occurs first.

940 **Section 10.10. Action by Unanimous Written Consent Without Meeting**

941 Except as otherwise provided in these Bylaws, any action required or permitted to be
942 taken by the members may be taken without a meeting, if all members shall individually
943 or collectively consent in writing ~~by paper, facsimile, or by email~~ to the action. The
944 consent or consents shall be filed with the minutes of the proceedings of the members.
945 The action by written consent shall have the same force and effect as a unanimous vote
946 of the members.

947 **Section 10.11. Record Date for Meetings**

948 The record date for purposes of determining the members entitled to notice, voting rights,
949 written ballot rights, or any other right with respect to a meeting of members or any other
950 lawful membership action, shall be fixed by the Board of Directors pursuant to the
951 provisions of the Pennsylvania ~~Domestic~~ Non-Profit Corporation Law.

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**ARTICLE 11: [Article 3] Section 20 INDEMNIFICATION
BY CORPORATION OF OFFICERS, DIRECTORS, EMPLOYEES AND
OTHER AGENTS**

~~To the extent that a person who is, or was, a Director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.~~

Section 11.1. The corporation shall indemnify any Director or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to, or who is called as a witness in connection with, any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that such person 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 domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner they reasonably believe 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 their conduct was unlawful.

Section 11.2. The corporation shall indemnify any Director or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person 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 domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person 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 to the corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the corporation is located 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

993 circumstances of the case, such person is fairly and reasonably entitled to indemnity for
994 such expenses which the court of common pleas or such other court shall deem proper.

995 **Section 11.3.** The indemnification and advancement of expenses provided by, or
996 granted pursuant to, this Article 11 shall not be deemed exclusive of any other rights to
997 which those seeking indemnification or advancement of expenses may be entitled under
998 any Bylaw, agreement, vote of members or disinterested Directors or otherwise, both as
999 to action in their official capacity and as to action in another capacity while holding such
1000 office. It is the policy of the corporation that indemnification of, and advancement of
1001 expenses to, Directors and officers of the corporation shall be made to the fullest extent
1002 permitted by law. To this end, the provisions of this Article 11 shall be deemed to have
1003 been amended for the benefit of Directors and officers of the corporation effective
1004 immediately upon any modification of the Nonprofit Corporation Law of 1988 ("NPCL") or
1005 any modification, or adoption of any other law that expands or enlarges the power or
1006 obligation of corporations organized under the NPCL to indemnify, or advance expenses
1007 to, Directors and officers of corporations.

1008 **Section 11.4.** The corporation shall pay expenses incurred by an officer or Director, and
1009 may pay expenses incurred by any other employee or agent, in defending an action, or
1010 proceeding referred to in this Article 11 in advance of the final disposition of such action
1011 or proceeding upon receipt of an undertaking by or on behalf of such person to repay
1012 such amount if it shall ultimately be determined that they are not entitled to be indemnified
1013 by the corporation.

1014 **Section 11.5.** The indemnification and advancement of expenses provided by, or
1015 granted pursuant to, this Article 11 shall, unless otherwise provided when authorized or
1016 ratified, continue as to a person who has ceased to be a Director, officer, employee or
1017 agent of the corporation and shall inure to the benefit of the heirs, executors and
1018 administrators of such person.

1019 **Section 11.6.** The corporation shall have the authority to create a fund of any nature,
1020 which may, but need not be, under the control of a trustee, or otherwise secure or insure
1021 in any manner, its indemnification obligations, whether arising under these Bylaws or
1022 otherwise. This authority shall include, without limitation, the authority to: deposit funds
1023 in trust or in escrow; establish any form of self-insurance; secure its indemnity obligation
1024 by grant of a security interest, mortgage or other lien on the assets of the corporation; or
1025 establish a letter of credit, guaranty or surety arrangement for the benefit of such persons
1026 in connection with the anticipated indemnification or advancement of expenses
1027 contemplated by this Article 11. The provisions of this Article 11 shall not be deemed to
1028 preclude the indemnification of, or advancement of expenses to, any person who is not
1029 specified in Sections 11.1 or 11.2 but whom the corporation has the power or obligation to
1030 indemnify, or to advance expenses for, under the provisions of the NPCL or otherwise.
1031 The authority granted by this Section 11.6 shall be exercised by the Board of Directors of
1032 the corporation.

1033 **Section 11.7.** The corporation shall have the authority to enter into a separate
1034 indemnification agreement with any officer, Director, employee or agent of the corporation

1035 or any subsidiary providing for such indemnification of such person as the Board of
1036 Directors shall determine up to the fullest extent permitted by law.

1037 **Section 11.8.** As soon as practicable after receipt by any person specified in Sections
1038 11.1 or 11.2 of notice of the commencement of any action, suit or proceeding specified in
1039 Sections 11.1 or 11.2, such person shall, if a claim with respect thereto may be made
1040 against the corporation under Article 11 of these Bylaws, notify the corporation in writing
1041 of the commencement or threat thereof; however, the failure so to notify the corporation
1042 shall not relieve the corporation from any liability under Article 11 of these Bylaws unless
1043 the corporation shall have been prejudiced thereby or from any other liability which it may
1044 have to such person other than under this Article 11 of these Bylaws. With respect to any
1045 such action as to which such person notifies the corporation of the commencement or
1046 threat thereof, the corporation may participate therein at its own expense and, except as
1047 otherwise provided herein, to the extent that it desires, the corporation, jointly with any
1048 other indemnifying party similarly notified, shall be entitled to assume the defense thereof,
1049 with counsel selected by the corporation to the reasonable satisfaction of such person.
1050 After notice from the corporation to such person of its election to assume the defense
1051 thereof, the corporation shall not be liable to such person under Article 11 of these
1052 Bylaws for any legal or other expenses subsequently incurred by such person in
1053 connection with the defense thereof other than as otherwise provided herein.

1054 Such person shall have the right to employ their own counsel in such action, but the fees
1055 and expenses of such counsel incurred after notice from the corporation of its assumption
1056 of the defense thereof shall be at the expense of such person unless: the employment of
1057 counsel by such person shall have been authorized by the corporation; such person shall
1058 have reasonably concluded that there may be a conflict of interest between the
1059 corporation and such person in the conduct of the defense of such proceeding; or the
1060 corporation shall not in fact have employed counsel to assume the defense of such
1061 action. The corporation shall not be entitled to assume the defense of any proceeding
1062 brought by or on behalf of the corporation or as to which such person shall have
1063 reasonably concluded that there may be a conflict of interest. If indemnification under
1064 Article 11 of these Bylaws or advancement of expenses are not paid or made by the
1065 corporation, or on its behalf, within 90 days after a written claim for indemnification or a
1066 request for an advancement of expenses has been received by the corporation, such
1067 person may, at any time thereafter, bring suit against the corporation to recover the
1068 unpaid amount of the claim or the advancement of expenses. The right to indemnification
1069 and advancements of expenses provided hereunder shall be enforceable by such person
1070 in any court of competent jurisdiction. The burden of proving that indemnification is not
1071 appropriate shall be on the corporation. Expenses reasonably incurred by such person in
1072 connection with successfully establishing the right to indemnification or advancement of
1073 expenses, in whole or in part, shall also be indemnified by the corporation.

1074 **Section 11.9.** The corporation shall have the power to purchase and maintain insurance
1075 on behalf of any person who is or was a Director, officer, employee or agent of the
1076 corporation, or is or was serving at the request of the corporation as a Director, officer,
1077 employee or agent of another domestic or foreign corporation for profit or not-for-profit,

1078 partnership, joint venture, trust or other enterprise against any liability asserted against
1079 such person and incurred by such person in any such capacity, or arising out of such
1080 person's status as such, whether or not the corporation would have the power to
1081 indemnify such person against such liability under the provisions of this Article 11.

1082 ~~If such person either settles any such claim or sustains a judgment against him or her,~~
1083 ~~then indemnification against expenses, judgments, fines, settlements and other amounts~~
1084 ~~reasonably incurred in connection with such proceedings shall be provided by this~~
1085 ~~corporation but only to the extent allowed by, and in accordance with the requirements of,~~
1086 ~~the Pennsylvania Domestic Non-Profit Corporation Law.~~

1087 ~~[Article 3] Section 21 Insurance for Corporate Agents~~

1088 ~~The Board may adopt a resolution authorizing the purchase and maintenance of~~
1089 ~~insurance on behalf of any agent of the corporation (including a Director, officer,~~
1090 ~~employee or other agent of the corporation) against any liability other than for violating~~
1091 ~~provisions of any law relating to self-dealing asserted against or incurred by the agent in~~
1092 ~~such capacity or arising out of the agent's status as such, whether or not the corporation~~
1093 ~~would have the power to indemnify the agent against such liability.~~

1094 ~~]~~ARTICLE 11: PROHIBITION AGAINST SHARING CORPORATE
1095 ~~POWERS AND ASSETS~~ {

1096 ~~No member, Director, officer, employee, or other person connected with this corporation,~~
1097 ~~or any private individual, shall receive at any time any of the net earnings or pecuniary~~
1098 ~~profit from the operations of the corporation, provided, however, that this provision shall~~
1099 ~~not prevent payment to any such person of reasonable compensation for services~~
1100 ~~performed for the corporation in effecting any of its public purposes, provided that such~~
1101 ~~compensation is otherwise permitted by these Bylaws and is fixed by resolution of the~~
1102 ~~Board; and no such person or persons shall be entitled to share in the distribution of, and~~
1103 ~~shall not receive, any of the corporate assets on dissolution of the corporation. The~~
1104 ~~members of the corporation shall be deemed to have expressly consented and agreed~~
1105 ~~that on such dissolution or winding up of the affairs of the corporation, whether voluntarily~~
1106 ~~or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be~~
1107 ~~distributed as required by the Articles of Incorporation of this corporation and not~~
1108 ~~otherwise.~~

1109 **ARTICLE 12: MANNER OF GIVING WRITTEN NOTICE**

1110 Any notice required to be given to any person under the provisions of statute, the
1111 corporation's Articles of Incorporation or these Bylaws shall be given to the person either
1112 personally or by sending a copy thereof:

1113 (a) By first class or express mail, postage prepaid, or courier service, charges prepaid, to
1114 his postal address appearing on the books of the corporation or, in the case of notice to
1115 Directors, supplied by each Director to the corporation for the purpose of notice. A notice
1116 pursuant to this subsection shall be deemed to have been given to the person entitled
1117 thereto when deposited in the United States mail or with a courier service for delivery to
1118 that person, or

1119 | (b) By electronic mail to their address for electronic mail supplied by them to the
1120 | corporation for the purpose of notice. Notice pursuant to this subsection shall be deemed
1121 | to have been given to the person entitled thereto when sent.

1122 | **ARTICLE 913: AMENDMENT OF BYLAWS**

1123 | Except as provided in Sections 3.17(f) and 11 hereof, and except as otherwise provided
1124 | for amendments of the bylaws of non-profit corporations in Section 5504(b) of the NPCL,
1125 | Subject to any provision of law applicable to the amendment of Bylaws of domestic non-
1126 | profit corporations these Bylaws, or any of them, may be altered, amended, or repealed
1127 | and new Bylaws adopted only as follows:

1128 | (a) By approval of the voting members of the corporation; or

1129 | (b) Subject to the power of members to change or repeal these Bylaws and applicable
1130 | provisions of the Pennsylvania Domestic Non-Profit Corporation Law, by approval of the
1131 | Board, unless the Bylaw amendment would materially and adversely affect the rights of
1132 | members in regard to voting or the ability to transfer interest in the corporation, provided,
1133 | however, if this corporation has admitted any members, then a Bylaw specifying or
1134 | changing the fixed number of Directors of the corporation, the maximum or minimum
1135 | number of Directors, or changing from a fixed to a variable Board or vice versa, may not
1136 | be adopted, amended, or repealed except as provided in subparagraph ~~(b)~~ (a) of this
1137 | Section.; ~~or~~

1138 | ~~(b) By approval of the voting members of this corporation.~~

1139 | ~~[ARTICLE 10: AMENDMENT OF ARTICLES]~~

1140 | ~~Section 1 Amendment of Articles Before Admission of Members~~

1141 | ~~Before any members have been admitted to the corporation, any amendment of the~~
1142 | ~~Articles of Incorporation may be adopted by approval of the Board.~~

1143 | ~~Section 2 Amendment of Articles After Admission of Members~~

1144 | ~~After members have been admitted to the corporation, any amendment of the Articles of~~
1145 | ~~Incorporation may be adopted by the approval of the Board and by the approval of the~~
1146 | ~~members of this corporation.~~

1147 | ~~Section 3 Certain Amendments~~

1148 | ~~Notwithstanding the above Sections of this Article 10, this corporation shall not amend its~~
1149 | ~~Articles of Incorporation to alter any statement which appears in the original Articles of~~
1150 | ~~Incorporation relating to the names and addresses of the first Directors of this~~
1151 | ~~corporation, nor the name and address of its initial agent, except to correct an error in~~
1152 | ~~such statement.~~