

**AMENDED AND RESTATED BYLAWS OF  
PENNSYLVANIA ASSOCIATION OF RURAL AND SMALL SCHOOLS**

I. SELECTED PROVISIONS OF THE ARTICLES OF INCORPORATION

1. Name. The name of the corporation is: Pennsylvania Association of Rural and Small Schools.

2. Address. The location and post-office address of the corporation's current registered office in this Commonwealth is: c/o Pepper, Hamilton & Scheetz, 10 South Market Square, Suite 400, P.O. Box 1181, Harrisburg, Pennsylvania 17108-1181. The corporation may also have offices at such other places as the board of directors may from time to time determine.

3. Purposes. The corporation is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania, and the corporation does not contemplate pecuniary gain or profit, incidental or otherwise. The nature of the activities to be conducted, and the purposes to be promoted or carried out by the corporation, shall be exclusively for the promotion of social welfare within the meaning of Section 501(c) (4) of the Internal Revenue Code of 1986 and the regulations promulgated pursuant thereto, or the corresponding provisions of any subsequent tax laws of the United States (hereinafter collectively "Section 501(c)(4)"). Without limiting the generality of the foregoing, the purposes of the corporation shall be:

a. to research, collect and compile data and other information relating to the concerns, needs and problems of school districts, including rural and small school districts, in the Commonwealth of Pennsylvania;

b. to formulate plans, proposals, subsidies and curricula to address the concerns, needs and problems of school districts, including rural and small school districts, in the Commonwealth of Pennsylvania;

c. to inform the General Assembly and Board of Education of the Commonwealth of Pennsylvania, other governmental bodies and agencies, and the general public of the concerns, needs and problems of school districts, including rural and small school districts, in the Commonwealth of Pennsylvania;

d. to influence constitutional amendment, legislation, regulation and public policy so as to address the concerns, needs and problems of school districts, including rural and small school districts, in the Commonwealth of Pennsylvania;

e. to prosecute litigation in the courts of the United States and of the Commonwealth of Pennsylvania for the protection of the rights under existing

law of school districts, including rural and small school districts, in the Commonwealth of Pennsylvania and of the students served thereby:

f. to inform the members of the corporation of the activities of the Corporation;

g. to solicit the support of the members of the Corporation in disseminating the information gathered and promoting the policies advocated by the Corporation; and

h. to do such other and further things as may be necessary, appropriate or convenient to the achievement of the foregoing purposes and which may lawfully be done by a nonprofit corporation under and pursuant to the laws of the Commonwealth of Pennsylvania.

4. Perpetual Existence. The corporation shall have perpetual existence.

5. Non-Stock. The corporation shall not have or issue shares of stock, nor shall it pay dividends.

6. Membership. The corporation shall be a membership organization.

7. Restrictions.

a. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

b. The net earnings of the corporation shall be devoted exclusively to the promotion of social welfare within the meaning of Section 501(c)(4).

c. The corporation shall not, directly or indirectly, participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office, nor shall it take a position on any issue raised in a political campaign for the purpose of aiding or opposing any candidate.

d. The corporation shall not operate a social club for the benefit, pleasure or recreation of its members or carry on a business with the general public in a manner similar to organizations which are operated for profit.

e. Any other provision of these Articles of Incorporation to the contrary notwithstanding, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under

Section 501 (c) (4).

f. These Articles of Incorporation shall not be altered or amended in derogation of the provisions of this Article.

8. Termination. Upon any dissolution or termination of the existence of the corporation, all of its property and assets shall, after payment or making provision for payment of the lawful debts of the corporation and the expenses of its dissolution or termination, be delivered, conveyed and paid over to such one or more qualified organizations as may be ordered by the court having jurisdiction of the dissolution and liquidation of the corporation, pursuant to the appropriate subchapter of Chapter 59 of Title 15 of the Pennsylvania Consolidated Statutes. Any provision of law to the contrary notwithstanding, the corporation shall not be merged or consolidated with any corporation other than a qualified organization. As used in this Article 8, the term "qualified organization" shall mean an organization exempt from Federal Income Tax under Section 501(c) (4) and which has been in existence and so described for a continuous period of at least sixty (60) calendar months.

## II. MEMBERS

1. Classes of Members. There shall be one class of voting members of the corporation whose voting and other rights and interests shall be equal. There shall be two classes of nonvoting associate members of the corporation each of whose rights and interests shall be equal. The first class shall include educational affiliates, and the second shall include business affiliates.

2. Qualifications. Voting membership in the corporation shall be open to 2nd, 3rd and 4th class school districts in the Commonwealth of Pennsylvania. Associate membership in the corporation shall be open to all persons, whether natural or juridical, which are not 2nd, 3rd or 4th class school districts in the Commonwealth of Pennsylvania.

3. Member Representative. Each voting member shall have a representative who shall be a natural person and shall have the sole authority on behalf of the voting member to take all actions and exercise all voting and other rights of voting members under any statute, the articles of incorporation or these bylaws. Unless a voting member advises the secretary of the corporation in writing to the contrary, each voting member's representative shall be any commissioned officer of the voting member.

4. Membership Dues. All members shall pay dues or assessments, or both, in such amounts and payable at such times and by such methods of collection as the board of directors may by resolution prescribe.

5. Termination of Membership. A member's membership may be terminated for non-payment of dues, automatically after 15 days written notice.

### III. MEETINGS OF MEMBERS

1. Place of Meeting. All meetings of the members shall be held at the registered office or such other places, either within or without the Commonwealth of Pennsylvania, as the board of directors may from time to time determine.

2. Annual Meeting. A meeting of members shall be held annually for the election of directors and officers and transacting such other business as may come before the meeting on such date and at such time and place as the board of directors shall determine. Ten percent (10%) of the voting members may call such a meeting at any time in the manner set forth in paragraph 4, below, for general meetings.

3. Notice of Annual Meeting. Written notice of the annual meeting of members specifying the place, date and hour of the annual meeting shall be given, at least fifteen (15) days prior to the meeting. Such notice shall contain a copy of any proposed changes to these bylaws to be considered at the annual meeting.

4. General Meetings. General meetings of the members, for any purpose or purposes, other than those regulated by statute or by the articles of incorporation, may be called at any time by the president, or the board of directors, or ten percent (10%) of the voting members, upon written request delivered to the secretary of the corporation. Upon receipt of any such request, it shall be the duty of the secretary to fix the time of the meeting, which shall be not more than sixty days thereafter. If the secretary shall neglect or refuse to fix the date of the meeting, the person or persons calling the meeting may do so.

5. Notice of General Meetings. Written notice of any general meetings, stating the place, the date and hour and the general nature of the business to be transacted thereat, shall be given to each member of record entitled to vote thereat at such address as appears on the books of the corporation, at least fifteen (15) days before such meeting, unless a greater period of notice is required by statute in a particular case. Such notice shall contain a copy of any proposed changes to these bylaws to be considered at the general meeting.

6. Business of General Meetings. Business transacted at general meetings shall be the business stated in the notice and such other business as may come before the meeting.

7. Special Meetings. There shall not be special meetings of the members.

8. Quorum. A quorum for the annual meeting shall consist of the members present including not less than one (1) more than half of the members of the Board of Directors in office. A quorum shall be required at all meetings of the members for the transaction of business, except as otherwise provided by statute, the articles of incorporation or these bylaws. If, however, any meeting of members cannot be organized because a quorum has not attended, the members entitled to vote

thereat, present by representative or by proxy, shall have power, except as otherwise provided by statute, to adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of directors, such meeting may be adjourned only from day to day, or for such longer periods not exceeding fifteen days, each as a majority of the voting members, present by representative or by proxy, shall direct, until such directors shall have been elected. At any adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

9. Action by Members. When a quorum is present or represented at any meeting, the vote of a majority of the voting members having voting powers, present by representative or by proxy, shall decide any question brought before such meeting, unless the question is one for which, by express provision of any statute, the articles of incorporation or these bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

10. Proxies. Every voting member representative entitled to vote at a meeting of members may authorize another person or persons to act for him or her by proxy, either to vote at a meeting or to sign a written consent. Every proxy shall be executed in writing by the voting member representative, or by his or her duly authorized attorney in fact, and filed with the secretary of the corporation. Each and every proxy shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until notice thereof has been given to the secretary of the corporation. No unrevoked proxy shall be valid after eleven months from the date of its execution, unless a longer time is expressly provided therein, but in no event shall a proxy be voted on after three years from the date of its execution. A proxy shall not be revoked by the death or incapacity of the maker unless before the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the secretary of the corporation.

11. Membership Roster. The secretary of the corporation shall make, at least fifteen (15) days before each meeting of members, a complete roster of the members entitled to vote at the meeting, arranged in alphabetical order, with the address, telephone number and voting member representative of each. Copies of the such membership roster shall be kept on file at the registered office of the corporation subject to inspection by any member during usual business hours. Such roster shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting.

12. Judges Of Election. In advance of any meeting of members, the board of directors may appoint judges of election, who need not be members, to act at such meeting or any adjournment thereof. If judges of election be not so appointed, the presiding officer of any such meeting may, and on the request of any voting member representative or his or her proxy, shall make such appointment at the meeting. The number of judges shall be one or three. If appointed at a meeting on the

request of one or more voting members representatives or proxies, a majority of the voting members present, by representative or by proxy, shall determine whether one or three judges are to be appointed. No person who is a candidate for office shall act as a judge. The judges of election shall do all acts required by Section 5762 of the Pennsylvania Nonprofit Corporation Law of 1988, 15 Pa.C.S. § 5762 (or any successor Act or provisions), and such acts as may be proper to conduct the election or vote with fairness to all voting members, and shall make a written report of any challenge or question or matter determined by them and execute a certificate of any fact found by them, if requested by the presiding officer of the meeting or by any voting member representative or his or her proxy. Any report or certificate made by them shall be prima facie evidence of the facts stated therein. If there be three judges of election, the decision, act or certificate of a majority shall be effective in all respects as the decision, act or certificate of all.

13. Nominations. The nominating committee shall report a slate of candidates for election as directors and officers of the corporation at each annual meeting of members. Additional nominations may also be accepted from the voting members present at the meeting, by representative or by proxy. No nominee shall be placed on the ballot without his or her prior consent given (a) verbally if such nominee is present at the meeting, or (b) in writing if such nominee is not present at the meeting.

14. Election of Directors. One director may be elected from each of the PARSS Regions. For purposes of the foregoing sentence, the term "PARSS Regions" means the Commonwealth of Pennsylvania's Intermediate Units except that IU 2 (Pittsburgh) and IU 26 (Philadelphia) are eliminated as regions; Intermediate Units 20 (Colonial) and 21 (Carbon Lehigh) are combined with IU 19 (Northeastern) to form a single region, and Intermediate Units 22 (Bucks County), 23 (Montgomery County), 24 (Chester county), and 25 (Delaware County) are combined with IU 14 (Berks) to form a single region. The total number of regions is, therefore, determined to be twenty-one (21).

15. Participation in Meeting by Telephone. One or more voting member representatives may participate in a meeting of the members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and all voting members so participating shall be deemed present by representative at the meeting.

16. Informal Action by Members. Except as otherwise provided in any statute or the articles of incorporation, any action required to be taken at a meeting of the members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by the representatives of all of the voting members who would be entitled to vote at a meeting for such purpose and shall be filed with the secretary of the corporation.

#### IV. DIRECTORS

1. Number and Qualification. The number of directors, which shall constitute the whole board, shall be equal to the number of PARSS Regions plus ten (10) directors selected at large.

2. Election and Term of Office. Except as hereinafter provided in the case of vacancies, directors, other than those constituting the first board of directors, shall be elected by a majority of the seated Board members, and each director shall be elected to serve until the next annual meeting of the members and until his or her successor is elected.

3. Vacancies. Vacancies in the board of directors, including vacancies resulting from an increase in the number of directors constituting the whole board, shall be filled by a majority vote of the remaining members of the board.

4. Authority. The business and affairs of the corporation shall be managed by its board of directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not, by any statute, the articles of incorporation or these bylaws, directed or required to be exercised and done by the voting members.

5. Meetings.

a. Regular meetings. There shall be a minimum of three (3) regular meetings of the board in each fiscal year of the corporation. Regular meetings of the board shall be held at such times and places as shall be determined from time to time by the president in consultation with the members of the board. Notice of each regular meeting of the board shall specify the date, place and hour of the meeting and shall be given to each director at least ten(10) days before the meeting either personally or by mail or telegram.

b. Special meetings. Special meetings of the board may be called by the president, or by the secretary on the written request of two (2) directors, on five (5) days notice to each director, either personally or by mail or by telegram. Notice of each special meeting of the board shall specify the date, place and hour of the meeting and the general nature of the business to be conducted at such special meeting.

c. Quorum and actions of the board. At all meetings of the board a majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the board of directors, except as may be otherwise specifically provided by statute, the articles of incorporation or these bylaws. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting. It shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which such

adjournment is taken.

6. Committees.

a. Nominating committee. Not later than the board meeting next preceding the annual meeting, the board shall appoint a nominating committee for the purpose of presenting a slate of nominees for election as directors to the annual meeting of members. The president shall not be a member of the nominating committee.

b. Other committees. The board of directors may, by resolution adopted by a majority of the whole board, designate one or more other committees. The president shall be an ex officio member of all other committees.

c. Alternate members. The board may designate one or more persons as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

d. Chair. The president shall appoint the chair of every committee.

e. Power and authority. No committee shall have any power or authority as to the following: (i) the submission to the voting members of any action requiring approval of voting members; (ii) the filling of vacancies in the board of directors; (iii) the adoption, amendment or repeal of the bylaws; (iv) the amendment or repeal of any resolution of the board; (v) action on matters committed by the bylaws or resolution of the board of directors to another committee of the board. Notwithstanding the foregoing, the nomination committee shall have full power and authority to present a slate of nominees for election as directors to the annual meeting of members.

f. Absent or disqualified members. In the absence or disqualification of any member of such committee or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another person to act at the meeting in the place of any such absent or disqualified member.

7. Participation in Meeting by Telephone. One or more person may participate in a meeting of the board or of a committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and all persons so participating shall be deemed present at the meeting.

8. Informal Action by Directors or committees. Any action which may be taken at a meeting of the directors or of the members of a committee of the board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors or the members of the

committee, as the case may be, and shall be filed with the secretary of the corporation.

9. Compensation of Directors. The board of directors may, by resolution of the board, fix the compensation of directors for their services as such, and a director may be a salaried officer of the corporation.

10. Liability of Directors

a. Limitation. No person who is or was a director of this corporation shall be personally liable for monetary damages for any action taken, or any failure to take any action, as a director, unless (1) the director has breached or failed to perform the duties of his office as set forth in Section 8363 of the Pennsylvania Directors, Liability Act, 42 Pa.C.S. § 8363 (or any successor Act or provisions), and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

b. Exclusion. This provision of the Bylaws shall not apply to (1) the responsibility or liability of a director pursuant to any criminal statute, or (2) the liability of a director for the payment of taxes pursuant to local, state or Federal law.

c. Additional limitations. If Pennsylvania law is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Pennsylvania law.

V. OFFICERS AND STAFF

1. Qualification of Executive Officers. The executive officers of the corporation shall be chosen by the voting members at the annual meeting and shall be a president, a vice president, a secretary and a treasurer. The executive officers of the corporation shall be natural persons of full age who are directors of the corporation. The secretary and the president of the corporation shall not be the same person.

2. Election of Executive Officers. The executive officers of the corporation at the adoption of these bylaws shall continue in office until their successors are elected and qualify hereunder. At their initial annual meeting hereunder and thereafter at their annual meeting, the voting members shall elect a president, a vice-president, a secretary and a treasurer.

3. Other Officers. The voting members may choose such other officers and assistant officers and agents as the needs of the corporation may require who shall hold their offices for such terms and shall have such authority and shall perform such duties as from time to time shall be determined by resolution of the

voting members.

4. Salaries. The salaries of all officers of the corporation shall be fixed by the board of directors.

5. Term. The president, vice-president and secretary shall hold office until their successors are chosen and have qualified. The treasurer shall hold office until the financial review and statements as of the end of the fiscal year shall be approved by the board.

6. Removal. Any officer or agent may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

7. Vacancies. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the board of directors.

8. President

a. General duties. The president shall be the chief executive officer of the corporation. He or she shall develop the agenda for and preside at all meetings of the members and directors, shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board are carried into effect.

b. Execution of documents. The president shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation.

c. External relations. The president shall be responsible for all correspondence, communications and coordination between the corporation and other organizations and persons.

d. Committees. The president shall be an ex officio member of all committees except for the nomination committee and shall appoint the chair of every committee.

9. Vice-President. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as the board of directors or executive committee may prescribe or the president may delegate to him or her.

10. Secretary.

a. Records. The secretary shall attend all sessions of the board and all meetings of the members and record all the votes of the corporation and the minutes of all the transactions in a book to be kept for that purpose, and shall perform like duties for the committees of the board of directors when required.

b. Notices. The secretary shall give, or cause to be given, notice of all meetings of the members and of special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he or she shall be.

c. Roster. The secretary shall maintain, update, display and distribute the membership roster as provided in these bylaws or by resolution of the board of directors.

d. Corporate seal. The secretary shall keep in safe custody the corporate seal of the corporation, and, when authorized by the board, affix the same to any instrument requiring it, and, when so affixed, it shall be *attested* by his or her signature or by the signature of the treasurer or an assistant secretary.

e. Assistant secretary. The assistant Secretary, if any, shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary.

#### 11. Treasurer.

a. General Duties. The treasurer shall have the custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as shall be designated by the board of directors.

b. Disbursements. The treasurer shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the board, or whenever they may require it, an account of all transactions and of the financial condition of the corporation.

c. Financial review and statement. Within 90 days after the close of each fiscal year of the corporation, the treasurer shall cause a review to be made of the corporation's books of account and financial statements as of the close of the fiscal year to be prepared for approval by the board of directors.

d. Bond. If required by the board of directors, the treasurer shall give the corporation a bond in such sum, and with such surety or sureties as may be satisfactory to the board of directors, for the faithful discharge of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other

property of whatever kind in his possession or under his control belonging to the corporation.

e. Assistant treasurer. The assistant treasurer, if any, shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the Treasurer.

12. Past President. The immediate past president shall remain an officer of the corporation until such time as the general membership elects a new president.

13. Staff. Upon recommendation of the Executive Officers, the Board of Directors may establish such staff positions as may be necessary to carry out the duties and responsibilities assigned to the officers, and to further the purpose of the organization. The responsibilities of these positions shall be set forth in the form of written position description(s) or contract(s) [as in the case of consultant(s)]. Compensation for services provided shall be fixed by the Board of Directors.

## VI. FIXING RECORD DATE

1. Procedure. The board of directors may fix a time, not more than thirty (30) days prior to the date of any meeting of members or any adjournment thereof as a record date for the determination of the members entitled to notice of, and to vote at, any such meeting. In such case only members of record on the date so fixed shall be entitled to notice of, and to vote at, such meeting, notwithstanding any increase or other change in membership on the books of the corporation after any record date fixed as aforesaid. If no such record date is fixed, the record date for determining members entitled to notice of or vote at a meeting of members shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. The record date for determining voting members entitled to express consent or dissent to corporate action in writing without a meeting, when no prior action by the board of directors is necessary, shall be the day on which the first written consent or dissent is expressed. The record date for determining members for any other purpose shall be at the close of business on the day on which the board of directors adopts the resolution relating thereto.

## VII. SUBVENTIONS

1. Authorization. The corporation shall be authorized by resolution of the board of directors to accept subventions from members or nonmembers on terms and conditions not inconsistent with statute, and to issue certificates therefore.

## VIII. GENERAL PROVISIONS

1. Financial Report to Members. The directors of the corporation shall

present annually to the members a report, the contents of which are prescribed in Section 5553 of the Pennsylvania Nonprofit Corporation Law of 1988, 15 Pa.C.S. § 5553 (or any successor Act or provisions), a copy of which report shall be filed with the minutes of the annual meeting of members.

2. Checks and Notes. All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the board of directors may from time to time designate.

3. Fiscal year. The fiscal year of the corporation shall be from July 1 through June 30, inclusive.

4. Seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania". Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

5. Notices.

a. Actual notice. Whenever, under the provisions of the statutes or of the articles of incorporation or of these bylaws, notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class mail, postage prepaid, or by telegram, charges prepaid, to his address appearing on the books of the corporation or, in the case of directors, supplied by him or her to the corporation for the purpose of notice. If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by these bylaws or the Pennsylvania Nonprofit Corporation Law of 1988 (or any successor Act or provisions).

b. Waiver. Whenever any written notice is required to be given by statute or by the articles of incorporation or by these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent of the giving of such notice. Except in the case of a general meeting of members, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

## IX. INDEMNIFICATION

1. General. The corporation shall indemnify any person who was or is a party (other than a party plaintiff suing on his own behalf or in the right of the corporation), or who is threatened to be made such a party, to any threatened,

pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, but not limited to, an action by or in the right of the corporation) by reason of the fact that he 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 trustee, partner, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (such person being herein called an "Indemnified Person"), against expenses (including attorneys, fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding (herein called collectively the "Indemnified Liabilities"), unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct or recklessness.

2. Additional Indemnification. In addition the corporation shall indemnify any Indemnified Person against the Indemnified Liabilities to the full extent otherwise authorized by Pennsylvania law, including, without limitation, the indemnification permitted by the Nonprofit Corporation Law of 1988.

3. Expenses. Expenses incurred by an Indemnified Person in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized in the manner provided in Section 4 of this Article, upon receipt of an undertaking by or on behalf of such Person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this Article.

4. Determinations.

a. Indemnification. Any indemnification under Section 1 of this Article (unless ordered by a court) shall be made by the corporation unless a determination is reasonably and promptly made that indemnification of the Indemnified Person is not proper in the circumstances because he has not satisfied the terms set forth in such Section 1.

b. Expenses. Expenses shall be advanced by the corporation to an Indemnified Person upon a determination that he or she is an Indemnified Person as defined in Section 1 of this Article and has satisfied the terms set forth in Section 3 of this Article.

c. Procedure. All determinations under this Section 4 shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, (2) if such a quorum is not obtainable, or, even if obtainable, if a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the voting members

5. Non-exclusivity. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification

may be entitled under any agreement, vote of voting members or disinterested directors or otherwise, both as to action in this official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

6. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a trustee, partner, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

## X. AMENDMENTS

1. Procedure. The bylaws may be altered, amended or repealed by two-thirds (2/3) vote of the voting members present, by representative or by proxy, at any regular or general meeting duly convened after notice to the members of that purpose and at which a quorum is present. Notice of any meeting at which these bylaws are to be altered, amended or repealed shall include a copy of the proposed change.

### **Adopted at a meeting of the members on May 3, 1991.**

Supt. Walter Curfman, Tussey Mountain School District, Secretary

### **LIST OF AMENDMENTS SUBSEQUENT TO ADOPTION**

#### **Amended at a meeting of the members on April 14, 2000**

ARTICLE III MEETINGS OF MEMBERS, SS 8 Quorum

Woodrow H. Sites, Secretary

#### **Amended at a meeting of the members on April 26, 2002**

ARTICLE II MEMBERS, SS 3 Member Representatives

ARTICLE III MEETINGS OF MEMBERS, SS14 Election of Directors

ARTICLE IV DIRECTORS, SS1 Number and Qualification

Woodrow H. Sites, Secretary

#### **Amended at a meeting of the members on April 30, 2004**

ARTICLE II, MEMBERS, SS 1, Classes of Members.

Woodrow H. Sites, Recording Secretary

P. Duff Rearick, Secretary

**Amended at a meeting of the members on April 27, 2007**

ARTICLE IV, DIRECTORS,

SS1, Number and Qualification

SS2, Election and Term of Office

SS3, Vacancies

Woodrow H. Sites, Recording Secretary

Robert Falk, Secretary

**Amended at a meeting of the members on April 29, 2011**

ARTICLE V, OFFICERS

Add AND STAFF

Add SS13, Staff

Woodrow H. Sites, Recording Secretary

Robert Falk, Secretary