

**AMENDED AND RESTATED BYLAWS  
OF  
TIKVAH/ADVOCATES FOR THE JEWISH MENTALLY ILL**

These Bylaws are adopted by the Corporation  
and are supplemental to the Pennsylvania  
Nonprofit Corporation Law of 1988,  
as the same shall from time to time be in effect.

**ARTICLE I**

**NAME, MISSION, AND PURPOSE**

**Section 1.1. Name.**

The name of the Corporation is Tikvah/Advocates for the Jewish Mentally Ill (the "Corporation" also referred to as "the organization").

**Section 1.2. Purpose.**

- The Corporation is organized exclusively for one or more of the following purposes:
- (i) To establish and operate a permanent organization in the Commonwealth of Pennsylvania to foster socialization, Jewish connection, self-esteem, inclusion and friendship among mental health consumers and
  - (ii) To engage in any lawful act or activity for which nonprofit corporations may be organized under the Pennsylvania Nonprofit Corporation Law (the "Act"). The Corporation shall have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized and shall have all powers specified for nonprofit corporations generally under the laws of the Commonwealth of Pennsylvania.

**Section 1.3. Mission.**

This mission of the organization is to support adults living with a mental illness in their social, educational, employment, and spiritual development. We support and help educate the families and loved ones of those we serve.

**ARTICLE II**

**Members**

The Corporation shall have no members within the meaning of the Act. The Corporation may designate individuals or organizations that contribute money, property, services, or other value to the Corporation as contributor members or as honorary members in recognition of their contributions. However, such contributors shall have no voting rights.

## ARTICLE III

### Board of Directors

#### **Section 3.1. Board of Directors.**

The property and affairs of the Corporation shall be managed, conducted and directed by the Board of Directors (the "Board"). In addition to the powers and duties conferred on the Board under the laws of the Commonwealth of Pennsylvania, the Board shall have the power to borrow money or to purchase, sell, lease or otherwise dispose of any real estate or other property of the Corporation consistent with the annual operating and capital budgets and such other policies and procedures concerning financial operation of the Corporation as the Board may adopt from time to time. The Board shall recommend and approve all proposed changes to these Bylaws and also shall have the authority to interpret the provisions of these Bylaws and its interpretation shall be binding upon the Corporation.

#### **Section 3.2. Composition.**

3.2.1 The Board shall consist of nine (9) Directors. The size of the Board may be increased at any time to no more than thirteen (13) Directors, as determined by the Board from time to time by resolution and subject to Sections 3.3 and 3.4 below. Each member of the Board shall be counted for purposes of a quorum and have full voting powers.

3.2.2 In order to serve as a Director on the Board, one must retain a yearly membership at either the "Member" or "Supporter Member" level while serving as either a Director or Officer on the Tikvah/AJMI Board of Directors.

#### **Section 3.3. Appointment and Term of Office.**

3.3.1 At the Annual Meeting of the Board (as defined below in Section 3.5), Directors shall be elected by the Board of the Corporation. The Directors shall serve for a term of three years. If a Director chooses to serve for an additional term that person must run for reelection by majority vote.

3.3.2 Appointments to the Board of Directors are made by the President and must be voted on by the current Board of Directors.

3.3.3 Nominations for appointments can be made by any Director and brought to the President. A vote is then held.

#### **Section 3.4. Vacancies.**

Vacancies on the Board, including vacancies resulting from an increase in the number of Directors, shall be filled by a majority of the remaining voting members of the Board (even if less than a quorum). Except in the instance of resignation, removal or inability of a Director to serve,

each Director shall serve until his or her successor is duly elected or appointed and qualified. Each Director elected or appointed to fill a vacancy created by the resignation, removal or inability to serve of another Director shall serve the balance of the unexpired term of such Director which in the case of a Director appointed to fill a vacancy resulting from an increase in the number of Directors, shall be until the Director or a successor is duly elected and qualified at the next Annual Meeting of the Board.

**Section 3.5. Regular Meetings.**

3.5.1 There shall be a minimum of four (4) regular meetings of the Board each year. Such meetings shall be held on such dates, and at such times and places, as the President or the Board may determine. The last regular meeting of the board of each fiscal year shall constitute the Annual Meeting of the Board at which Directors and officers shall be elected.

3.5.2 The Secretary or the Secretary's designee shall give to each Director not less than five days' prior written notice of each regular meeting of the Board, which notice may be given once at the beginning of each year or when regular meetings are held.

**Section 3.6. Special Meetings.**

Special meetings of the Board may be called upon the written request of either the President of the Board or by a majority of the Directors. Notice of the time and place of every special meeting, which must specify the business to be transacted thereat, shall be given by the Secretary to each member of the Board at least forty-eight (48) hours before the date of such meeting.

**Section 3.7. Notice and Waiver.**

3.7.1 Notice of meetings held pursuant to these Bylaws may be furnished by hand delivery, with any courier charges prepaid, first class or express mail, postage prepaid, or by facsimile transmission or e-mail. If notice is sent by mail, it is deemed to have been furnished two days after deposit in the mail, in the case of hand delivery, upon receipt, and upon dispatch, in the case of facsimile transmission or email.

3.7.2 Whenever any notice is required to be given under the Act or these Bylaws, a waiver of notice that is filed with the Secretary in record form, signed by the person or persons entitled to the notice, whether before or after the time stated, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

3.7.3 Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

**Section 3.8. Quorum and Required Vote.**

3.8.1 Except as provided in Section 3.8.2 below, the presence of a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of any business. 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 concerning all matters, unless otherwise provided by these Bylaws or applicable law.

3.8.2 The presence of a majority plus one of the Directors then in office shall be necessary to constitute a quorum for the transaction of business relating to a fundamental change. The affirmative vote of at least a majority plus one of the Directors present at a meeting at which the required quorum is present shall be required for the Board to take action with respect to a fundamental change, unless otherwise provided by these Bylaws or applicable law.

3.8.3 A fundamental change means any:

- (A) amendment or repeal of the articles or Bylaws of the Corporation;
- (B) merger, consolidation, acquisition or sale of substantially all of the assets;
- (C) division;
- (D) conversion; or
- (E) dissolution.

3.8.4 Directors may only vote in person and not by proxy, although they may also participate in a meeting as provided with Section 3.12.

3.8.5 Any action that may be taken at a meeting of the Board may be taken without a meeting if consents in writing setting forth the action taken shall be signed by all of the Directors then in office and shall be filed with the Secretary of the Corporation. For purposes hereof, an e-mail assented to by all Directors shall constitute a writing signed by all Directors.

**Section 3.9. Resignations.**

Any Director may resign at any time by giving written notice to the Secretary of the Corporation. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified in the notice and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

**Section 3.10. Removal of Directors.**

A Director may be removed from office by two thirds vote of the Board whenever the Board determines that such a removal will serve the best interest of the organization. A Director may be removed with or without cause.

**Section 3.11. Compensation.**

Directors shall not be entitled to any compensation for their services as Directors, but may receive reimbursement of ordinary and necessary business expenses reasonably incurred on behalf of the Corporation upon approval by the President or the Board. Any Director may serve the Corporation in another capacity or capacities and be entitled to such compensation as is determined by the Board consistent with Section 5.2 hereof.

**Section 3.12. Participation by Telephone.**

Directors may participate in meetings of the Board by telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear and speak with each other. Directors so participating shall be deemed present at any such meeting.

**Section 3.13. Record Form**

Any written communication or signature required or permitted by these Bylaws or the Act, including a unanimous consent, shall be valid if provided in record form, including, without limitation, facsimile, electronic mail transmission, or other means permitted by applicable law. For purposes of these Bylaws, “record form” and “sign” are defined in 15 Pa.C.S. § 102, as amended.

**Section 3.14. Qualifications.**

3.14.1 Members of the Board shall be at least twenty-one years of age and a member of the organization in good standing.

3.14.2 At least one half of the Board shall consist of persons who may have the lived experience of mental illness, are affected by mental illness such as family members or loved ones of those with the lived experience or serve the mental health community in a significant capacity.

**ARTICLE IV**

**OFFICERS**

**Section 4.1. Number.**

The Corporation shall have a President, one or more Vice Presidents, a Secretary, and a Treasurer.

**Section 4.2. Election and Term of Office.**

Officers shall be elected by the Board of the Corporation for a term of three years. An officer must be reelected for each additional three-year term served.

**Section 4.3. Compensation.**

The officers of the Corporation shall serve without compensation, but may receive reimbursement of ordinary and necessary business expenses reasonably incurred on behalf of the Corporation upon approval by the Board.

**Section 4.4. President.**

The President shall preside at all meetings of the Board and shall be an ex-officio voting member of all committees of the Board. The President shall execute all instruments requiring such execution, except to the extent that signing and execution thereof is expressly delegated by the Board to some other officer or agent of the Corporation. The President shall exercise such other authority authorized or directed by the Board and shall perform such other duties incident to the office of President and such other duties as may be prescribed by the Board from time-to-time. The President shall report to the Board all matters which the President determines ought to be brought to the attention of the Board. The President shall work with the Executive Director: (i) to achieve the mission of the Corporation; (ii) to assist with the preparation of the agenda for meetings of the Board of Directors; (iii) to provide leadership to the Board; and (iv) to help with the implementation of Board actions.

**Section 4.5. Vice Presidents.**

The Board may appoint one or more Vice President(s) to perform such duties as may be designated by the Board or the President

**Section 4.6. Secretary.**

The Secretary shall keep the minutes of the Corporation and shall give such notices of meetings as required by these Bylaws. The Secretary shall have such other duties and have such other powers as shall be designated by the Board.

**Section 4.7. Treasurer.**

The Treasurer shall have care and custody of the books and records of account of the Corporation and, subject to supervision by the President, shall have charge of and be responsible for all assets of the Corporation. The Treasurer shall render financial statements to the Board and the President from time to time upon request. The Treasurer shall further perform such other duties as the President or Board of Directors direct and such other duties as usually pertain to the office of Treasurer. The Treasurer may, with the consent of the Board of Directors, assign duties to the staff of the organization. The Treasurer shall direct the deposit of the funds of the Corporation to its credit in such a manner and in such depositories as the Board may designate, from time-to-time, and shall be subject to withdrawal by check, draft or other order by such officers or employees of the Corporation as may be designated from time-to-time by the Board. The Treasurer shall have

such other and further powers and duties as may be designated by the Board.

**Section 4.8. Removal of Officers.**

An officer may be removed from office by two thirds vote of the Board whenever the Board determines that such a removal will serve the best interest of the organization or for proper cause. An Officer may be removed with or without cause.

**ARTICLE V**

**EMPLOYEES**

**Section 5.1. Executive Director.**

The Board may retain an Executive Director, who shall serve at the pleasure of the Board and who shall be responsible for administering the day-to-day affairs of the Corporation, including supervision of employees of the Corporation, and for performing such other duties as may be requested by the Board. The Executive Director may attend meetings of the Board at the invitation of the President or the Board and may participate without vote in all proceedings of committees of the Board. The Executive Director, and in his/her absence the President, shall have the authority of the President under the Pennsylvania Nonprofit Corporation Law.

**Section 5.2. Other Employees and Agents.**

Upon recommendation of the Executive Director and subject to the limits of the budget of the Corporation or as otherwise established by the Board from time to time, the Board may employ such employees and agents on such terms and for such compensation as the Board may determine and subject to the policies and procedures of the Corporation adopted by the Board from time to time.

**ARTICLE VI**

**COMMITTEES AND ADVISORY BOARD**

**Section 6.1. Executive Committee.**

6.1.1 An Executive Committee of the Board shall exercise and discharge the powers and responsibilities of the Board between meetings of the Board, subject to such limitations as provided by law or as the Board may prescribe.

6.1.2. The Executive Committee shall consist of the President who shall serve as chair of the Executive Committee and such other members of the Board as the Board may designate. The Executive Director may attend meetings of the Executive Committee upon invitation of the President.

**Section 6.2. Standing Committees.**

6.2.1 Standing Committees may include but are not limited to the following: Governance, Finance/Audit, Development, Outreach, and Strategic Planning.

6.2.2 The President shall create Standing and Ad Hoc Committees, appoint committee members, and authorize all powers & expenses for the conduct of committee business. The Board shall oversee all committee activities & approve all committee recommendations before implementation. The President and Executive Director shall sit on all committees, however, the Executive Director will have no voting power.

6.2.3 The Board may delineate in a written memorandum the purpose and strategic goals of the Standing Committees.

**Section 6.3. Ad Hoc Committees.**

Ad Hoc Committees may include but are not limited to the following: Nominating and Personnel.

**Section 6.4. Nominating Committee.**

The Nominating Committee serves two purposes. The Nominating Committee may nominate candidates as it deems appropriate to serve as officers, and no nominations will be permitted from the floor at the Annual Meeting. The nominating committee shall nominate officers on the basis of individual qualification, and diversity of interest and experience. To be nominated, candidates should be a seated member of the Board. The nominating committee cannot include any of the nominated candidates for officer positions. Any directors wishing to propose persons to be considered for nomination shall submit to the President at least thirty days prior to the annual meeting of the Board. The President shall promptly forward such information to the Nominating Committee with a recommendation, which shall be given due consideration by, but shall not be binding upon, the Nominating Committee. The Nominating Committee also serves to nominate candidates as it deems appropriate to serve as Directors. (Refer to Section 3.3.3).

**Section 6.5. Personnel Committee.**

The Personnel Committee ensures that employees of the organization have realistic, updated job descriptions. This will make certain a yearly job evaluation for the Executive Director is completed by the President. This committee shall review office staff evaluations and all appropriate compensation. This committee will conduct interviews when hiring new staff members.

**Section 6.6. Strategic Planning Committee.** The Strategic Planning Committee shall assist the Board with its responsibilities for the organization's mission, vision and strategic direction.

**Section 6.7. Finance/Audit Committee.**

The Finance Committee is chaired by the Treasurer. This committee assess the overall financial status of the organization and reviews all assets and liabilities that could affect the financial status of the organization. The committee reviews and assists in developing the yearly budget.

**Section 6.8. Governance Committee.**

The Governance Committee oversees the organization's board operations, including all policy and procedure documents and has oversight for the organization's governing documents and bylaws.

**Section 6.9. Development Committee.**

This committee assists in fundraising along with the organization's staff, sets expectations for annual Board giving, including one hundred percent participation in giving by all Board members, and an obligation to identify other donors, operations, foundations, and other possible sources of funding. This committee also provides for Board development in order to strengthen fundraising capacity.

**Section 6.10. Outreach Committee**

The Outreach Committee seeks opportunities to share the organization's information. It is this committee's responsibility to help guarantee our organization's presence in and around the community. In addition, the Outreach Committee will maintain the manner in which the organization is represented through branding. This committee seeks to increase the number of members with the lived experience and their family members involved in the organization.

**Section 6.11. Other Committees; Advisory Board.**

6.11.1 The President of the Board may establish such other committees with such

authority as the President or the Board, as the case may be, shall deem necessary or advisable. The chair of any other committees shall be designated by the President or vote of the Board. The Board may delineate in a written memorandum the purpose and strategic goals of the other committees.

- 6.11.2 The President may designate an Advisory Board comprised of Directors, and other interested parties to provide advice and otherwise satisfy requests related to the Corporation that the Chair may present to the Advisory Board. The President may set forth in a charter the purpose and authority of the Advisory Board.

**Section 6.12. Limitation on Authority.** No committee shall have any power or authority as to action on other matters committed by resolution of the Board or by Pennsylvania law to the full Board or to another committee of the Board.

**Section 6.13. Quorum and Manner of Acting.** A quorum shall consist of one-half (1/2) of the members comprising a committee. No proxies shall be allowed. A majority of a quorum shall be required for any action of a committee.

## ARTICLE VII

### CONFLICTS OF INTEREST AND CONFIDENTIALITY

**Section 7.1.**

All board members are required to sign the organizations conflict of interest disclosure form annually which is attached and incorporated into this bylaw. Hereto as Appendix A. Failure of new or current board members to sign this form within thirty days of receipt will result in automatic dismissal from the Board.

## ARTICLE VIII

### **PERSONAL LIABILITY OF TRUSTEES AND INDEMNIFICATION OF TRUSTEES, OFFICERS AND OTHER PERSONS**

#### **Section 8.1. Personal Liability of Directors.**

8.1.1 A Director of the Corporation shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless:

(A) the Director has breached or failed to perform the duties of his or her office under the Pennsylvania Nonprofit Corporation Law; and

(B) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

8.1.2 This Section 8.1 shall not, except as otherwise provided in Section 8332.2 of Title 42 of the Pennsylvania Consolidated Statutes, limit a Director's liability for monetary damages to the extent prohibited by Section 5713 of the Pennsylvania Nonprofit Corporation Law.

#### **Section 9.2. Indemnification.**

9.2.1 Representative Defined. For purposes of this Section, “representative” means any Director or officer of the Corporation.

9.2.2 Mandatory Indemnification. The Corporation shall indemnify any representative who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (including an action by or in the right of the Corporation, provided the Corporation shall have consented to such action on its behalf), by reason of the fact that he or she is or was a representative of the

Corporation, or is or was serving at the request of the Corporation as a director or officer 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 him or her in connection with the action or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had reasonable cause to believe that his or her conduct was unlawful. Notwithstanding the foregoing, the Corporation shall indemnify any representative seeking indemnification in connection with an action or proceeding (or part thereof) initiated by that person only if that action or proceeding (or part thereof) was authorized by the Board or the Corporation, and a court of law has ordered indemnification. Furthermore, no indemnification shall be made under this Section in respect of any claim, issue, or matter as to which the representative has 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 the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the representative is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

Section 9.2.3. Employee Benefit Plans. For purposes of this Section, "other enterprises" shall include employee benefit plans; "serving at the request of the Corporation" shall include any service as a representative of the Corporation that imposes duties on, or involves services by, the representative with respect to an employee benefit plan, its participants or beneficiaries; excise taxes assessed on a person with respect to any employee benefit plan shall be deemed "fines"; and action with respect to an employee benefit plan taken or omitted in good faith by a representative in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of the plan shall be deemed to be action in a manner that is not opposed to the best interests of the Corporation.

Section 9.2.4. Procedure for Effecting Indemnification. Unless ordered by a court, any indemnification under Section 9.2 shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances. The determination shall be made:

(A) By the Board by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; or

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

Section 9.2.5. Advancing Expenses. The Corporation shall pay expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in Section 9.2 in advance of the final disposition of the action or proceeding upon receipt of an undertaking, satisfactory in form and substance to the Board, by or on behalf of the representative to repay the amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Section or otherwise. Notwithstanding the foregoing, the Corporation shall advance expenses under this Section in connection with an action or proceeding (or part thereof) initiated by that representative only if the action or proceeding (or part thereof) was authorized by the Board or the Corporation is ordered to advance the expenses to the representative by a court of law.

Section 9.2.6. Supplementary Coverage. The indemnification and advancement of expenses provided by or granted pursuant to this Section shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Act, or any bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in an official capacity and as to action in another capacity while holding that office. Article 8 (relating to conflicts of interest) shall be applicable to any bylaw, contract, or transaction authorized by the Directors under this Section. However, no indemnification may be made by the Corporation under this Section or otherwise to or on behalf of any person to the extent that:

(A) 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; or

(B) The Board determines that under the circumstances indemnification would constitute an excess benefit transaction under Section 4958 of the Internal Revenue Code of 1986, as amended (the "Code") or an act of self-dealing under Section 4941 of the Code, if applicable.

Section 9.2.7. Duration and Extent of Coverage. The indemnification and advancement of expenses provided by or granted pursuant to this Section shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of that person.

Section **9.2.8. Reliance and Modification.** Each person who shall act as a representative of the Corporation shall be deemed to be doing so in reliance upon the rights provided by this Section. The duties of the Corporation to indemnify and to advance expenses to a representative provided in this Section shall be in the nature of a contract between the Corporation and the representative. No amendment or repeal of any provision of this Section shall alter, to the detriment of the representative, his or her right to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment or repeal.

Section **9.2.9 Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another domestic or foreign corporation for profit or not-for-profit, 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 that liability under the Act. The Corporation's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Corporation. To the extent that such insurance coverage provides a benefit to the insured person, the Corporation's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under Section 4958 of the Code or an act of self-dealing under Section 4941 of the Code, if applicable.

## **ARTICLE X**

### **GENERAL PROVISIONS**

#### **Section 10.1. Registered and Other Offices.**

10.1.1 The registered office of the Corporation shall be at any such other location within the Commonwealth of Pennsylvania as the Board shall from time to time determine to best serve the purposes of the Corporation.

10.1.2 The Corporation may also have offices at such other places within or without the Commonwealth of Pennsylvania as the Board may from time to time designate or the business of the Corporation requires.

#### **Section 10.2. Fiscal Year.**

The fiscal year of the Corporation shall be July 1 to June 30 of the next calendar year.

**Section 12.2. Budgets.** The Board shall adopt a budget for each fiscal year.

Section 12.3. **Annual Report.** The President and Treasurer shall present to the Board at its annual meeting a report, verified by the President and Treasurer or by a majority of the Board, showing in appropriate detail the Corporation's assets and liabilities as of the end of, and the Corporation's income and expenses for, the fiscal year immediately preceding the date of the report. The annual report of the Board shall be filed with the minutes of the annual meetings of the Board.

**Section 10.3. Seal.**

The corporate seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its organization, the words "Corporate Seal," and the name of the State of Incorporation. The seal may be used by any person authorized by the Board or by these Bylaws by causing the seal or a facsimile thereof to be impressed or affixed, or in any manner reproduced.

**Section 10.4. Use of the Masculine Gender and Number.**

For purposes of these Bylaws, the masculine shall be deemed to include the feminine and the neuter, the feminine shall include the masculine and the neuter, the singular shall be deemed to include the plural, and the plural the singular, all as the context may require.

## ARTICLE XI

### **ADOPTION, AMENDMENT AND REPEAL**

**Section 11.1. Adoption and Effective Date.**

These Bylaws, which are supplemental to the Pennsylvania Nonprofit Corporation Law, were adopted as the Bylaws of the Corporation on the 21 day of June, 2021, and shall be effective as of such date.

**Section 11.2. Amendment or Repeal.**

These Bylaws may be amended or repealed, in whole or in part, and new Bylaws may be adopted, in accordance with Sections 3.1 and 3.8 of these Bylaws.

**Section 11.3. Recording.**

The text of each amendment to or repeal of these Bylaws shall be attached hereto with a notation of the date of such amendment or repeal.

**Section Amended**

**Date Amended/Adopted By**

**See Attached Amendments**