

**AMENDED AND RESTATED BYLAWS
OF
EASTERN REGIONAL DRAGON BOAT ASSOCIATION**

Dated: 2017

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AMENDED AND RESTATED BYLAWS

OF

EASTERN REGIONAL DRAGON BOAT ASSOCIATION

Dated _____, 2017

Article I – Offices

Section 1.01 Registered Office. The Eastern Regional Dragon Boat Association (the “**Corporation**” and sometimes the “**ERDBA**”) shall have and continuously maintain in the Commonwealth of Pennsylvania a registered office which may, but need not, be the same as its place of business.

Section 1.02 Other Offices. The Corporation may also have offices at such other places either within or without the Commonwealth of Pennsylvania as the board of directors of the Corporation (the “**Board**”) may from time to time determine or as the business of the Corporation may require.

Article II – Purpose and Objectives

Section 2.01 Corporate Purpose. The purpose of the Corporation is to promote the sport and culture of dragon boating in Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, Vermont, Virginia, and West Virginia.

Section 2.02 Mission. The Corporation will foster dragon boating competitions as a charitable and educational organization under Section 501(c)(3) of the United States Internal Revenue Code, or its successor statute and related regulations (the “**Code**”), including the making of distributions directly in support of such purposes or the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. In furthering the purpose set forth above, the mission of the Corporation shall be to:

- (a) Conduct or aid in conducting national and international amateur competitions in dragon boating;
- (b) Support the development of amateur athletes for national and international amateur dragon boat competition;
- (c) Follow the guidelines established by the United States Dragon Boat Federation (“**USDBF**”);
- (d) Recognize the International Dragon Boat Federation (“**IDBF**”) as the world governing body for dragon boat activity; and
- (e) Support the USDBF in carrying out these purposes on a nationwide basis.

Article III – Members

Section 3.01 Members. The Corporation shall have two classes of Members – Voting Members and Non-Voting Members.

(a) Voting Members must be either a Race Organizer or a Club.

(i) A “**Race Organizer**” is an individual, entity or organization (each a “**Person**”), who promotes or organizes dragon boat racing by providing race venues, including regional championship races, consistent with the standards of the USDBF.

(ii) A “**Club**” is a single organization, crew, team or club, including paddling clubs, crews and teams, that is formally organized for purposes of promoting dragon boating as recreation and/or as a sport, and has adopted and has in full force and effect bylaws, operating agreement or similar governing document to govern its operation.

(iii) Club Voting Members may participate in U.S. National Championship races, ERDBA Regional Championship races, Pam Am Championship races, or IDBF Club Crew World Championship races only after the team has been a dues paying Club Voting Member of the Corporation for the two consecutive years immediately preceding the year in which the U.S. National Championship races, ERDBA Regional Championship races, Pan Am Championship races, or IDBF Club Crew World Championship races are conducted, but the forgoing shall not apply to a newly formed entity or organization.

(b) Non-Voting Members must either be a commercial enterprise that makes, provides, sells, leases or distributes dragon boats, associated supplies, goods or services, or an entity or organization that desires to support the sport and culture of dragon boating as a Non-Voting Member, or a Person who is not associated with a Race Organizer or Club, and desires to support the sport and culture of dragon boating as a Non-Voting Member. Non-Voting Members may not represent the Corporation at USDBF-sanctioned or IDBF-sanctioned events.

Section 3.02 Dues and Fees. The Board may determine from time to time the amount of initiation fee, if any, and annual dues payable by the Members.

Section 3.03 Application for Membership. To become a Member of the Corporation a Person must complete and submit an application for membership. All applications for membership are subject to review and approval by the Board. Upon approval, a new Member must pay the applicable annual membership fee.

Section 3.04 Removal of Members.

(a) The Directors may, upon the affirmative vote of two-thirds of the Directors, suspend or remove a Member.

(b) Reinstatement. Upon written request signed by a former Member and filed with the Secretary, the Board may, by the affirmative vote of two-thirds of the Directors, reinstate such former Member upon such terms as the Board may deem appropriate.

Section 3.05 No Transfer or Assignment. An interest in the Corporation is not transferable or assignable.

Section 3.06 Dues and Assessments.

(a) General Rule. The Corporation may levy dues or assessments, or both, on the Members, as the Board may determine from time to time.

(b) Amount and Method of Collection. The amount of the levy and method of collection of the dues or assessments, or both, shall be payable at the time and by the methods of collection as the Board or Other Body may approve from time to time.

(c) Enforcement of Payment. Failure of a Member to pay in a timely manner dues or assessments approved by the Board or Other Body will be a basis for the Board to remove the non-paying Member if the Member's failure to pay approved dues or assessments is more than 20 days following notice of non-payment by the Corporation.

Article IV — Notice, Waivers and Meetings Generally

Section 4.01 Manner of Giving Notice.

(a) General Rule. Whenever written notice is required to be given to any Person (each a “**Person**”) under the provisions of the Nonprofit Corporation Law of 1988, as amended (the “**Law**”), the articles of incorporation of the Corporation (the “**Articles**”), or these Bylaws, it may be given to the Person either personally or by sending a copy of the notice:

(i) By first class or express mail, postage prepaid, or courier service, charges prepaid, to the Person's postal address appearing on the books of the Corporation or, in the case of Directors or participants of an Other Body, supplied by the Person to the Corporation for the purpose of notice. Notice under this Section shall be deemed to have been given to the Person entitled thereto when deposited in the United States mail or with a courier service for delivery to that Person; or

(ii) By facsimile transmission, e-mail or other electronic communication to the Person's facsimile number or address for e-mail or other electronic communications supplied by the Person to the Corporation for the purpose of notice. Notice under this Section shall be deemed to have been given to the Person entitled thereto when sent.

(b) Minimum Contents of Notices. A notice of meeting shall specify the day, hour and geographic location, if any, of the meeting and any other information required by any other provision of the Law, the Articles or these Bylaws.

Section 4.02 Adjourned Meetings of Members. When a meeting of Members is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which the adjournment is taken, unless the Board fixes a new record date for the adjourned meeting or the Law, the Articles or these Bylaws require notice of the business to be transacted and such notice has not previously been given.

Section 4.03 Waiver of Notice.

(a) General Rule. Whenever any notice is required to be given under the provisions of the Law, the Articles or these Bylaws, a waiver of notice that is filed with the Secretary

of the Corporation inscribed on a tangible medium or stored in an electronic or other medium and retrievable in perceivable form (“**Record Form**”), signed by the Person or Persons entitled to the notice, whether before or after the time stated in the notice, 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.

(b) Waiver by attendance. 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 4.04 Modification of Proposal Contained in Notice. Whenever the language of a proposed resolution is included in a written notice of a meeting required to be given under the provisions of the Law, the Articles or these Bylaws, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

Section 4.05 Exception to Requirement of Notice.

(a) General Rule. Whenever any notice or communication is required to be given to any Person under the Law, the Articles or these Bylaws or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action and communication with that Person is then unlawful, the giving of the notice or communication to such Person shall not be required and there shall be no duty to apply for a license or other permission to do so. Any action or meeting that is taken or held without notice or communication to that Person shall have the same validity as if the notice or communication had been duly given. If the action taken is such as to require the filing of any document with respect to such action under any provision of law or any agreement or other instrument, it shall be sufficient, if such is the fact and if notice or communication is required, to state in such filing that notice or communication was given to all Persons entitled to receive notice or communication except Persons with whom communication was unlawful.

(b) Members Without Forwarding Addresses. Section 4.05(a) shall also be applicable to any Member with whom the Corporation has been unable to communicate for more than 24 consecutive months because communications to the Member are returned unclaimed or the Member has otherwise failed to provide the Corporation with a current address. Whenever the Member provides the Corporation with a current address, Section 4.05(a) shall cease to be applicable to the Member under this Section.

Section 4.06 Use of Conference Telephone or Other Electronic Technology.

(a) Directors and Participants of an Other Body. Except as otherwise provided in these Bylaws, one or more Persons may participate in a meeting of the Board or the participants of an Other Body by means of conference telephone or other electronic technology by means of which all Persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at the meeting.

(b) Members. Except as otherwise provided in these Bylaws, the presence or participation, including voting and taking other action, at a meeting of Members, or the expression of consent or dissent to action of the Corporation, by a Member by conference telephone or other

electronic means, including, without limitation, the Internet, shall constitute the presence of, or vote or action by, or consent or dissent of the Member.

Article V – Meetings of Members

Section 5.01 Place and Administration of Meetings. Meetings of the Members shall be held at such place as may be designated by the Board. Meetings will be conducted in accordance with the “Robert’s Rules of Order” to the extent not otherwise addressed in these Bylaws.

Section 5.02 Annual Meeting. Unless otherwise fixed by the Board, an annual meeting of the Members shall be held during the first quarter of the year, at a time and place as a majority of the Directors may agree upon, for the purpose of electing Directors and for the transaction of all other business as may come before the meeting.

Section 5.03 Special Meetings. Special meetings of the Members may be called at any time by the Board or 50% of the Voting Members. At any time, upon written request of those who have called a special meeting, it shall be the duty of the President to fix the time of the meeting, which shall be held not more than 60 days after the receipt of the request. If the President shall neglect or refuse to fix the time of the meeting, the Person or Persons calling the meeting may do so. Business transacted at all special meetings shall be confined to the matter or matters set forth stated in the call and matters germane thereto.

Section 5.04 Place of Meetings. Meetings of the Members shall be held from time to time, generally once each year to provide the Members information regarding the Corporation, at the geographic location established by the Board. If a meeting of Members is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the Members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the Members, pose questions to the Directors and participants of any Other Body, make appropriate motions and comment on the business of the meeting, the meeting need not be held at a particular geographic location.

Section 5.05 Notice.

(a) General Rule. Notice in Record Form of every meeting of the Members shall be given by, or at the direction of, the Secretary or other authorized Person to each Member of record entitled to vote at the meeting at least:

(i) ten days prior to the day named for a meeting that will consider a transaction under Chapter 3 (relating to entity transactions) or a fundamental change under Chapter 59 of the Law (relating to fundamental changes); or

(ii) five days prior to the day named for the meeting in any other case.

(b) Failure to Give Notice. If the Secretary or other authorized Person neglects or refuses to give notice of a meeting, the Person or Persons calling the meeting may do so.

(c) Contents. In the case of a special meeting of the Members, the notice shall specify the general nature of the business to be transacted, and in all cases the notice shall comply

with the express requirements of the Law. The Corporation shall not have a duty to augment the notice.

(d) Notice of Action by Members on Bylaws. In the case of a meeting of Members that has as its purpose, or one of its purposes, action on the Bylaws, written notice shall be given to each Member that the purpose, or one of the purposes, of the meeting is to consider the adoption, amendment, or repeal of the Bylaws. There shall be included in, or enclosed with, the notice a copy of the proposed amendment or a summary of the changes to be effected at the meeting.

Section 5.06 Quorum.

(a) General Rule. A meeting of Members duly called shall not be organized for the transaction of business unless a quorum is present. A quorum of Members shall mean:

(i) The presence of Members entitled to cast at least a majority of the votes that all Members are entitled to cast on a particular matter to be acted upon at the meeting shall constitute a quorum for the purposes of consideration and action on the matter.

(ii) The Members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

(iii) If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided in the Law, the Articles or these Bylaws, adjourn the meeting to a time and place they may determine.

(b) Exceptions. Notwithstanding any contrary provision in the Articles or Bylaws, those Members entitled to vote who attend a meeting of Members that has been previously adjourned for one or more periods aggregating at least 15 days because of an absence of a quorum, although less than a quorum as fixed in this Section or in these Bylaws, shall nevertheless constitute a quorum for the purpose of acting upon any matter set forth in the notice of the meeting if the notice states that those Members who attend the adjourned meeting shall nevertheless constitute a quorum for the purpose of acting upon the matter.

Section 5.07 Consent of Members in Lieu of a Meeting.

(a) Unanimous Consent. Any action required or permitted to be taken at a meeting of the Members or of a class of Members may be taken without a meeting if a consent or consents to the action in Record Form are signed, before, on or after the effective date of the action by all of the Members who would be entitled to vote at a meeting for that purpose. The consent or consents must be filed with the minutes of the proceedings of the Members.

(b) Partial Consent. Any action required or permitted to be taken at a meeting of the Members or of a class of Members may be taken without a meeting upon the signed consent of Members who would have been entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all Members entitled to vote on the action were present and voting. The consents must be filed in Record Form with the minutes of the proceedings of the Members.

(c) Effectiveness of Action by Partial Consent. An action taken pursuant to Section 5.07(b) shall not become effective until after at least ten days' notice of the action has been given to each Member entitled to vote on the action who has not consented.

Section 5.08 Voting Rights of Members.

(a) General Rule. Every Voting Member shall be entitled to one vote. Non-Voting Members shall not be entitled to a vote.

(b) Voting by Voting Members.

(i) Every Voting Member that is an entity or organization shall vote by its duly authorized officers or agents, or by proxy appointed by any officer or agent, in each case as provided by resolution of the governing body of the Voting Member or the Member's formation and governing documents (such as its articles or bylaws), or as an individual.

(ii) A copy of the authorizing resolution or provision certified to be correct by one of its officers must be filed with the Secretary of the Corporation in order for the officers or agents of a Voting Member to represent the Voting Member at a meeting of Members.

(c) Procedures. The manner of voting on any matter, including changes in the Articles or these Bylaws, may be by ballot, mail or any reasonable means provided in a Bylaw adopted by the Voting Members. Directors shall be elected by the Voting Members in accordance with these Bylaws, and need not be by ballot.

(d) Sale of Votes. No Voting Member shall sell the Voting Member's vote or issue a proxy for money or anything of value.

(e) Voting Lists. Upon request of a Member, the books or records of the Members shall be produced at any meeting of the Corporation. If at any meeting the right of a Person to vote is challenged, the presiding officer shall require the books or records to be produced as evidence of the right of the Person challenged to vote, and all Persons who appear by the books or records to be Members entitled to vote may vote.

Section 5.09 Voting and Other Action by Proxy.

(a) General Rule.

(i) The presence of, or vote or other action at a meeting of Members, or the expression of consent or dissent to corporate action, by a proxy of a Voting Member shall constitute the presence of, or vote or action by, or consent or dissent of the Voting Member.

(ii) Where two or more proxies of a Voting Member are present, the Corporation shall, unless otherwise expressly provided in the proxy, accept as the vote or other action of all the Voting Members represented by the proxy the vote cast or other action taken by a majority of them, and, if a majority of the proxies cannot agree whether the Voting Members represented shall be voted or upon the manner of voting the Voting Members or taking the other action, the voting of the Voting Members or right to take other action shall be divided equally among those Persons.

(b) Execution and Filing. Every proxy shall be executed or authenticated by the Voting Member or by the Voting Member's duly authorized attorney-in-fact or authorized representative and filed with or transmitted to the Secretary of the Corporation or its designated agent. A Voting Member or the Voting Member's duly authorized attorney-in-fact may execute or authenticate a writing or transmit an electronic message authorizing another Person to act for the Voting Member by proxy. A telegram, telex, cablegram, datagram, e-mail, Internet communication or other means of electronic transmission from a Voting Member or attorney-in-fact, or a photographic, facsimile or similar reproduction of a writing executed by a Voting Member or attorney-in-fact:

(i) may be treated as properly executed or authenticated for purposes of this Section; and

(ii) shall be so treated if it sets forth or utilizes a confidential and unique identification number or other mark furnished by the Corporation to the Voting Member for the purposes of a particular meeting or transaction.

(c) Revocation. A 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 of such revocation has been given to the Secretary of the Corporation or the its designated agent in writing or by electronic transmission. An unrevoked proxy shall not be valid after 11 months from the date of its execution, authentication or transmission unless a longer time is expressly provided in the proxy.

Article VI – Directors

Section 6.01 Number of Directors.

(a) Number. The Board shall consist of nine Directors, and shall be elected by a vote of the Voting Members at the annual meeting of Members.

(b) Classes. There shall be two classes of Directors – Class A Directors and Class B Directors. The initial number of Class A Directors shall be four and the initial number of Class B Directors shall be five.

Section 6.02 Qualifications of Directors. Each Director shall be a natural person of full age, who must be a legal resident of Connecticut, the District of Columbia, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, Vermont, Virginia, or West Virginia and serve as a participant, officer, manager or director of a Member in good standing.

Section 6.03 Term of Office.

(a) General Rule. Each Director of the Corporation shall hold office for a term of two years, commencing as of the date of the annual meeting of the Corporation, and until his or her successor has been elected or until his or her earlier death, resignation or removal. A decrease in the number of Directors shall not have the effect of shortening the term of any incumbent Director.

(b) Initial Staggered Terms. The Corporation shall hold an election for Directors upon adoption of these Bylaws, and annually thereafter. At the initial election of Directors by the Voting Members under these Bylaws the Class A Directors will be elected for a one-year term,

and the Class B Directors will be elected for a two-year term. Thereafter, each Class of Directors shall be elected each year by the Voting Members in alternating years (Class A Directors at the 2018 annual meeting, and the Class B Directors at the 2019 annual meeting, etc.).

Section 6.04 Resignation. Any Director may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt of the resignation by the Corporation or at such subsequent time as shall be specified in the notice of resignation.

Section 6.05 Removal.

(a) The Board may declare vacant the office of a Director who has been judicially declared of unsound mind, or who has been convicted of an offense punishable by imprisonment for a term of more than one year or if, within 60 days after notice of his or her selection, the Director does not accept the office either in writing or by attending a meeting of the Directors and fulfill such other requirements of qualification as these Bylaws may specify.

(b) The Board may, upon the affirmative vote of two-thirds of the Directors, remove a Director from office.

Section 6.06 Vacancies on Board. Vacancies in the Board shall be filled by vote of a majority of the remaining Directors. In each case, each Person so selected shall be a Director to serve for the balance of the unexpired term, and until a successor has been selected or until his or her earlier death, resignation or removal.

Article VII - Meetings of the Board

Section 7.01 Place of Meetings. Meetings of the Board may be held at such place within or without the Commonwealth of Pennsylvania as the Board may from time to time appoint or as may be designated in the notice of the meeting.

Section 7.02 Administration of Meetings. Meetings may default to “Robert’s Rules of Order” where not otherwise addressed by these Bylaws.

Section 7.03 Annual Meetings. An annual meeting of the Board for the appointment of officers shall be held on the day on which the annual meeting of the Corporation shall be held, or as soon thereafter as practicable, at such time and place as shall be determined by the Board.

Section 7.04 Regular Meetings. Regular meetings of the Board shall be held at such time and place as shall be designated from time to time by resolution of the Board.

Section 7.05 Special Meetings. Special meetings of the Board shall be held whenever called by the President or by two or more of the Directors.

Section 7.06 Quorum of and Action by Directors.

(a) General Rule. A majority of the Directors in office of Corporation shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the acts of the

Board. If there is a tie in any vote by the Directors, the President, although not a Director, shall cast the deciding (tie-breaking) vote.

(b) Action by Consent. Any action required or permitted to be approved at a meeting of the Directors may be approved without a meeting if a consent or consents to the action in Record Form are signed, before, on or after the effective date of the action by all of the Directors in office on the date the last consent is signed. The consent or consents must be filed with the Secretary of the Corporation.

Section 7.07 Notice of Meetings of Board. Notice of regular meetings of the Board need not be given. Notice of every special meeting of the Board shall be given to each Director in accordance with Article IV at least ten days prior to the day named for the meeting.

Section 7.08 Interested Directors or Officers; Quorum.

(a) General Rule. A contract or transaction between the Corporation and one or more of the Directors or officers or between the Corporation and another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other association in which one or more of its directors or officers are Directors or officers of the Corporation or have a financial or other interest, shall not be void or voidable solely for that reason, or solely because the Director or officer is present at or participates in the meeting of the Board that authorizes the contract or transaction, or solely because the vote of the Director or officer is counted for that purpose, if:

(i) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested Directors are less than a quorum;

(ii) the material facts as to the Director's or officer's relationship or interest and as to the contract or transaction are disclosed or are known to the Members entitled to vote thereon, if any, and the contract or transaction is specifically approved in good faith by vote of those Members; or

(iii) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board or the Members.

(b) Quorum. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board that authorizes a contract or transaction specified in Section 7.08(a).

Article VIII - Powers of Board; Personal Liability

Section 8.01 Powers of Board.

(a) General Rule.

(i) All powers granted to the Corporation under the Law or otherwise vested by law in a Pennsylvania nonprofit corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board.

(ii) In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles, the Law or by these Bylaws directed or required to be exercised or done by the Members.

(b) Other Body. The Board may designate a Person or group (an “**Other Body**”), other than the Board or a committee of the Board, to exercise powers of the Board on behalf of the Corporation that the Law would otherwise require to be exercised by the Members, a convention or assembly of delegates of Members established pursuant to the Law or the Board.

Section 8.02 Executive and Other Committees of the Board.

(a) Establishment and Powers.

(i) The Board may, by resolution adopted by a majority of the Directors in office, establish one or more committees to consist of one or more Directors of the Corporation (“**Committee Participants**” and each a “**Committee Participant**”). One member of the Executive Committee may serve on a committee as an “ex-officio” non-voting member.

(ii) Any committee, to the extent provided in the resolution of the Board or in these Bylaws, shall have and may exercise all of the powers and authority of the Board, except that a committee shall not have any power or authority as to the following:

- The submission to Members of any action requiring approval of Members under the Law.
- The creation or filling of vacancies in the Board.
- The adoption, amendment or repeal of these Bylaws.
- The amendment or repeal of any resolution of the Board that by its terms is amendable or repealable only by the Board.
- Action on matters committed by these Bylaws or a resolution of the Board exclusively to another committee of the Board.

(iii) The Board may designate one or more Directors as alternate participants of any committee, who may replace any absent or disqualified Committee Participant at any meeting of the committee. In the absence or disqualification of a Committee Participant, the Committee Participant or Committee Participants of a committee present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of any absent or disqualified Committee Participant.

(iv) Representatives of a Member shall not have a majority on any committee.

(b) Term. Each committee of the Board shall serve at the pleasure of the

Board.

(c) Status of Committee Action. The term “**Board,**” when used in any provision of these Bylaws relating to the organization or procedures of or the manner of taking action by the Board, shall be construed to include and refer to any Executive or other committee of the Board. Any provision of these Bylaws relating or referring to action to be taken by the Board or the procedure required therefor shall be satisfied by the taking of corresponding action by a committee of the Board to the extent authority to take the action has been delegated to the committee under this Section 8.02.

(d) Standing Committees.

(i) Executive Committee. The President, Vice President, Secretary, and Treasurer shall serve on the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board, and is subject to the direction and control of the full Board.

Section 8.03 Compensation of Directors. The Board shall have the authority to fix the compensation of Directors for their services as Directors, and a Director may be a salaried officer of the Corporation.

Section 8.04 Standard of Care and Justifiable Reliance.

(a) Directors. Each Director shall stand in a fiduciary relation to the Corporation and shall perform the Director’s duties as a Director, including the Director’s duties as a Committee Participant of any committee upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing the Director’s duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(i) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented.

(ii) Counsel, public accountants or other Persons as to matters which the Director reasonably believes to be within the professional or expert competence of such Person.

(iii) A committee of the Board upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

(b) Effect of Actual Knowledge. A Directors shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause the Director’s reliance to be unwarranted.

Section 8.05 Personal Liability of Directors.

(a) General Rule. A Director shall not be personally liable, as such, for monetary damages for any action taken unless:

(i) the Director has breached or failed to perform the duties of the office of Director under these Bylaws; and

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

(b) Exception. Section 8.05(a) shall not apply to:

(i) the responsibility or liability of a Director pursuant to any criminal statute; or

(ii) the liability of a Director for the payment of taxes pursuant to federal, state or local law.

Section 8.06 Exercise of Powers Generally.

(a) General Rule. In discharging the duties of their respective positions, the Board, committees of the Board and individual Directors of this Corporation may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers and Members of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of Section 8.04 (relating to standard of care and justifiable reliance).

(b) Presumption. Absent breach of fiduciary duty, lack of good faith or self-dealing, any act as the Board, a committee of the Board or an individual Director shall be presumed to be in the best interests of the Corporation.

Section 8.07 Informational Rights of a Director.

(a) General rule. To the extent reasonably related to the performance of the duties of the Director, including those arising from service as a Committee Participant of the Board, a Director shall be entitled:

(i) in person or by any attorney or other agent, at any reasonable time, to inspect and copy corporate books, records and documents and, in addition, to inspect, and receive information regarding, the assets, liabilities and operations of the Corporation and any subsidiaries of the Corporation incorporated or otherwise organized or created under the laws of Pennsylvania that are controlled directly or indirectly by the Corporation; and

(ii) to demand that the Corporation exercise whatever rights it may have to obtain information regarding any other subsidiaries of the Corporation.

(b) Proceedings for the Enforcement of Inspection by a Director. If the Corporation, or an officer or agent of the Corporation, refuses to permit an inspection or obtain or provide information sought by a Director or attorney or other agent acting for the Director pursuant to Section 8.06(a) or does not reply to the request within two business days after the request has been

made, the Director may apply to the court for an order to compel the inspection or the obtaining or providing of the information in accordance with Section 5512 of the Law.

Article IX — Officers Generally

Section 9.01 Number, Qualification and Designation. The executive officers of the Corporation shall be elected by the Board, and shall be a President, Vice President, Secretary, Treasurer and such other officers and assistant officers as the needs of the Corporation may require. All officers shall be residents of the United States of America, members in good standing with the ERDBA, and shall have actively participated in the Corporation's dragon boat functions. It shall not be necessary for the officers to be Directors and any number of offices may be held by the same Person.

Section 9.02 Subordinate Officers, Committees and Agents.

(a) The Board may from time to time elect such other officers and appoint such committees, employees or other agents as the business of the Corporation may require, including one or more assistant secretaries, and one or more assistant Treasurers, each of whom shall have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine. The Board may delegate to any officer or committee the power to elect subordinate officers and to retain or appoint employees or other agents or committees, and to prescribe the authority and duties of such subordinate officers, committees, employees or other agents.

(b) Representatives to serve as USDBF directors.

OPTION A: The Corporation's elected Executive Officers shall serve as the three ERDBA representatives to the USDBF. The officers shall decide who shall serve as an alternate on a year-to-year basis.

OPTION B: The three ERDBA representatives to USDBF shall be elected by the Board and shall serve for a two-year term, or until removed or their successor is elected. The representatives:

(i) Shall be bound by the rights and responsibilities established by the Board;

(ii) May be removed by majority vote of the Board for failure to abide by the rights and responsibilities established by the Board.

(c) Ex-officio President will be the most recent past President and will serve as a non-voting advisor to the Executive Committee. The term shall be for one year.

Section 9.03 Term in Office. Each officer of the Corporation shall serve for a two-year term, and until their successors have been appointed. No individual may serve in the same office for two consecutive two-year terms.

Section 9.04 Removal of Officers and Agents. Any officer or agent of the Corporation may be removed by the Board or Other Body with or without cause. The removal shall be without prejudice to the contract rights, if any, of any officer or agent so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 9.05 Resignations. Any officer may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt of the notice of resignation by the Corporation or at such subsequent time as may be specified in the notice of resignation.

Section 9.06 Vacancies. If the office of any officer or agent, one or more, becomes vacant for any reason, the Board may choose a successor or successors, and if the office is one for which these Bylaws prescribe a term, shall be filled for the unexpired portion of the term.

Section 9.07 Authority. All officers of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided by or pursuant to these Bylaws or, in the absence of controlling provisions in the Bylaws, as may be determined by or pursuant to resolutions or orders of the Board.

Section 9.08 Bonding. The Corporation may secure the fidelity of any or all of its officers by bond or otherwise.

Section 9.09 Standard of Care. Except as otherwise provided in these Bylaws, an officer shall perform the officer's duties as an officer in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. A Person who so performs that Person's duties shall not be liable by reason of having been an officer of the Corporation.

Section 9.10 Disallowed Compensation. Any payments made to an officer or employee of the Corporation such as a salary, commission, bonus, interest, rent, travel or entertainment expense incurred by him or her, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer or employee to the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer or employee, subject to the determination of the Directors, proportionate amounts may be withheld from future compensation

Article X – Powers and Duties of Officers

Section 10.01 The President. The President shall be the chief executive officer of the Corporation and shall have general supervision over the business and operations of the Corporation, subject however, to the control of the Board. The President shall preside at all meetings of the Members and the Board and shall sign, execute and acknowledge, in the name of the Corporation, deeds, mortgages, contracts or other instruments authorized by the Board, except in cases where the signing and execution of deeds, mortgages, contracts or other instruments shall be expressly delegated by the Board, by statute or by these Bylaws, to some other officer or agent of the Corporation.

Section 10.02 The Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise all the powers of the President. The Vice President shall also perform such other duties and have such other powers as the Board may from time to time prescribe.

Section 10.03 The Secretary. The Secretary shall attend all meetings of the Members and of the Board and shall record all votes of the Members and of the Directors and the minutes of the meetings of the Members and of the Board and of committees of the Board in a file to be kept for that purpose. The Secretary shall see that notices are given and records and reports properly kept and

filed by the Corporation as required by law and shall be the custodian of the seal of the Corporation, if the Corporation has adopted one, and see that it is affixed to all documents to be executed on behalf of the Corporation under its seal. In general, the Secretary shall perform all duties incident to the office of Secretary, and such other duties as may from time to time be assigned by the Board or the President.

Section 10.04 The Treasurer. The Treasurer shall have the custody of the funds or other property of the Corporation and shall collect and receive moneys due to the Corporation. The Treasurer shall deposit all funds in such banks or other places of deposit as the Board may from time to time designate and shall, whenever so required by the Board, render an account showing all transactions as Treasurer and the financial condition of the Corporation. In general, the Treasurer shall perform all duties incident to the office of Treasurer, and such other duties as may from time to time be assigned by the Board or the President.

Section 10.05 Duty of Care. Except as otherwise provided in these Bylaws, an officer shall perform the officer's duties as an officer in good faith, in a manner the officer reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. A Person who so performs his or her duties shall not be liable by reason of having been an officer of the Corporation.

Article XI — Indemnification of Directors, Officers and Other Authorized Representatives

Section 11.01 Third-Party Actions. The Corporation shall indemnify any Director or officer, and may indemnify any other authorized 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 (other than an action by or in the right of the Corporation), 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 representative 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 (a) 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, (b) with respect to any criminal proceeding, that he or she had any reasonable cause to believe that his or her conduct was unlawful.

Section 11.02 Derivative and Corporate Actions. The Corporation shall indemnify any Director or officer, and may indemnify any other authorized representative, who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of the Corporation to procure a judgment in its favor 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 representative 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 him or her in connection with the defense or settlement of the action 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. Indemnification shall not be made under this Article XI in respect

of any claim, issue or matter as to which the Person 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 Person is fairly and reasonably entitled to indemnity for the expenses that the Court of Common Pleas or other court deems proper.

Section 11.03 Mandatory Indemnification. To the extent that a representative of the Corporation has been successful on the merits or otherwise in defense of any action or proceeding referred to in Section 11.01 (relating to third-party actions) or Section 11.02 (relating to derivative and corporate actions) or in defense of any claim, issue or matter in any action or proceeding, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 11.04 Procedure for Effecting Indemnification. Unless ordered by a court, any indemnification under Section 11.01 (relating to third-party actions) or Section 11.02 (relating to derivative and corporate actions) 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 because he or she has met the applicable standard of conduct set forth in those Sections. 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;
- (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; or
- (c) by the Voting Members.

Section 11.05 Advancing Expenses. Expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in this Article XI may be paid by the Corporation in advance of the final disposition of the action or proceeding upon receipt of an undertaking 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 Article XI or otherwise.

Section 11.06 Supplemental Coverage.

(a) General Rule. The indemnification and advancement of expenses provided by or granted pursuant to the other Sections of these Bylaws or the Law shall not be deemed exclusive of any other rights to which a Person seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of Voting Members or disinterested Directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding that office. Section 7.08 (relating to interested Directors or officers; quorum) shall be applicable to any Bylaw, contract or transaction authorized by the Directors under this Article XI. The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or

otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article XI or otherwise.

(b) When Indemnification is not to be Made. Indemnification pursuant to Section 11.06(a) shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

(c) Grounds. Indemnification pursuant to Section 11.06(a) under any Bylaw, agreement, vote of Voting Members or Directors or otherwise may be granted for any action taken and may be made whether or not the Corporation would have the power to indemnify the Person under any other provision of law except as provided in this Article XI and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation.

Section 11.07 Power to Purchase Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any Person who is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative 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 provisions of this Article XI.

Section 11.08 Application to Surviving or New Corporation. For the purposes of this Article XI, references to “the Corporation” include all constituent corporations absorbed in a consolidation, merger or division, as well as the surviving or new corporations surviving or resulting therefrom, so that any Person who is or was a representative of the constituent, surviving or new corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article XI with respect to the surviving or new corporation as he or she would if he or she had served the surviving or new corporation in the same capacity.

Section 11.09 Duration and Extent of Coverage. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article XI 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 representative of that Person.

Article XII – Books and Records; Annual Report

Section 12.01 Corporate Records; Inspection by Members.

(a) Required records. The Corporation shall keep minutes of the proceedings of the Members, the Directors and any Other Body, and a register of Members, giving the names and addresses of all Members and the class and other details of the participation of each in such medium and at such location as the Board deems prudent and appropriate. The Corporation shall also keep appropriate, complete and accurate books or records of account.

(b) Right of Inspection by a Member. Every Member shall, upon written verified demand stating the purpose of the inspection, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the Member register, books

and records of account, and records of the proceedings of the Members, Directors and any Other Body, and to make copies or extracts of such books and records. A proper purpose shall mean a purpose reasonably related to the interest of the Person as a Member. In every instance where an attorney or other agent is the Person who seeks the right of inspection, the demand shall be accompanied by a verified power of attorney or other writing that authorizes the attorney or other agent to so act on behalf of the Member. The demand shall be directed to the Corporation:

- (i) at its registered office in Pennsylvania;
- (ii) at its principal place of business wherever situated; or
- (iii) in care of the Person in charge of an actual business office of the Corporation.

(c) Proceedings for the Enforcement of Inspection by a Member. If the Corporation, or an of its officers or agents, refuses to permit an inspection sought by a Member or attorney or other agent acting for the Member pursuant to Section 12.01(b) or does not reply to the demand within five business days after the demand has been made, the Member may apply to the court for an order to compel the inspection in accordance with Section 5508 of the Law.

Section 12.02 Corporate Seal. If the Corporation adopts a seal, it shall have inscribed thereon the name of the Corporation, the year of its organization and the words “Corporate Seal, Pennsylvania.”

Section 12.03 Annual Report of Directors or Other Body.

(a) Contents. The Board or Other Body shall present annually to the Members a report, verified by the President and Treasurer or by a majority of the Directors or participants of the Other Body, showing in appropriate detail the following:

(i) The assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.

(ii) The principal changes in assets and liabilities, including trust funds, during the fiscal year immediately preceding the date of the report.

(iii) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

(iv) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

(v) The number of Members of the Corporation as of the date of the report, together with a statement of increase or decrease in their number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current Members may be found.

(b) Place of filing. The annual report of the Board or Other Body shall be filed with the minutes of the meetings of Members. On or before March 1 of each year, the annual report shall be filed with the Secretary of the Corporation describing in reasonable detail the information set forth in Section 12.03(a). This report shall be filed with the minutes of the meeting of Members.

Article XIII – Certificates

Section 13.01 Certificates. The Corporation may issue Certificates evidencing participation in the Corporation as a Member in such form and style as the Board may determine. The fact that the Corporation is a nonprofit Corporation shall be noted conspicuously on the face of each certificate. They shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary, and shall bear the corporate seal, if one has been adopted.

Section 13.02 Capital Contributions of Members.

(a) General Rule. As long as the Corporation is organized on a nonstock basis the Board shall have authority to provide for the Members to make capital contributions in such amounts and upon such terms as are fixed by the Directors in accordance with the provisions of Section 5541 of the Law.

(b) Consideration Receivable. The capital contribution of a Member:

(i) May consist of money, obligations (including an obligation of a Member), services performed whether or not contracted for, contracts for services to be performed, or securities or obligations of the Corporation or any other tangible or intangible property or benefit to the Corporation. If a capital contribution is made in a form other than money, the value of the contribution shall be determined by or in the manner provided by the Board or Other Body.

(ii) Shall be provided or paid to or as ordered by the Corporation.

(c) Evidence of Contribution. The capital contribution of a Member shall be recorded on the books of the Corporation and may be evidenced by a written instrument delivered to the Member, but the instrument shall not be denominated a “share certificate” or by any other word or term implying that the instrument is a share certificate subject to Section 5752 of the Law (relating to organization on a stock share basis).

(d) Transferability of Interest. The capital contribution of a Member shall not be transferable.

(e) Repayment of Contribution. The capital contribution of a Member shall not be repaid by the Corporation.

Section 13.03 Subventions. The Board, by resolution, may authorize the Corporation to accept subventions from Members or other Persons on terms and conditions not inconsistent with the provisions of Section 5542 of the Law, and to issue certificates therefor.

Article XIV – Transaction of Business

Section 14.01 Income from Corporate Activities. If the Corporation undertakes activities that involves charging of fees or prices for its services or products, the Corporation shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Corporation, and in no case shall be divided or distributed in any manner whatsoever among the Members, Directors or officers of the Corporation.

Section 14.02 Execution of Drafts or Notes. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the Board may from time to time designate.

Section 14.03 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January.

Article XV – Amendments

These Bylaws may be amended or repealed, or new Bylaws may be adopted, either (a) by vote of two-thirds of the Voting Members at any duly organized annual or special meeting of Members, or (b) with respect to those matters that are not by statute committed expressly to the Members and regardless of whether the Members have previously adopted or approved the bylaw being amended or repealed, by vote of an absolute majority of the Board of the Corporation in office at any regular or special meeting of Directors, subject to the power of the Members to change such action. Any change in these Bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change. See Section 5.05(d) (relating to notice of action by Members on Bylaws).

Register of Amendments to the By-Laws

<u>Date</u>	<u>Section Affected</u>	<u>Change</u>
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