

AMENDED BY-LAWS
LYCOMING LAW ASSOCIATION FOUNDATION

ARTICLE I

Name and Object

Section 1.01. The name of the Foundation is LYCOMING LAW ASSOCIATION FOUNDATION (hereinafter "FOUNDATION").

Section 1.02. The purpose of the FOUNDATION is as follows:

(a) To cultivate the science of jurisprudence, improve the legal and judicial system and facilitate the administration of justice.

(b) To promote education generally, including the cultivation of law-related education in schools of Lycoming County, the granting of scholarships, assistance to public libraries in Lycoming County and advancement of continuing legal education.

(c) To make such grants as are consistent with Foundation policies and guidelines.

(d) To solicit, accept, receive and hold title to any and all funds and property, real and personal wheresoever situated, whether by purchase, gift, bequest, devise or otherwise, either absolutely or in trust for any of its stated purposes, to invest and reinvest and to manage, disperse and handle such funds and property, real or personal, and to hold, expend and distribute the same in accordance with the purpose of the FOUNDATION and any restrictions or instructions from any donor which are not inconsistent with those purposes,

including the distribution of funds received from designated contributions from residents of and lawyers in Lycoming County and the Lycoming Law Association and to distribute those funds in accordance with any applicable guidelines and regulations.

(e) To promote and facilitate the delivery of legal services to indigent persons in Lycoming County, including assistance to North Penn Legal Services, or any successor legal aid entity. As a condition to receiving financial assistance from the FOUNDATION, North Penn Legal Services, or its successor, shall provide reasonable assurance that the funds will be used to provide or facilitate the provision of legal services to indigent persons in Lycoming County.

(f) To operate exclusively for the charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954, as amended. No part of the net earnings or principal assets of the FOUNDATION shall inure to the benefit of its Trustees, Officers, or other private persons, except that the FOUNDATION shall be authorized and empowered to pay reasonable compensation for services rendered. The FOUNDATION shall devote less than a substantial part of its activities to attempting to influence legislation by propaganda or otherwise. The FOUNDATION shall not directly or indirectly participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or opposed to any candidate for public office. The FOUNDATION shall not have objectives or engage in activities which would characterize it as an “action” organization as that term is defined in Treasury Regulation 1.501(c) (3) – 1 (c) (3).

(g) To conduct affairs of the FOUNDATION so that no distinction shall be made as to race, color, creed, sex, age or handicap with regard to membership, employment, professional staff or delivery of services.

(h) To comply with all the provisions of the Articles of Incorporation of this FOUNDATION.

ARTICLE II

Membership

Section 2.01. The membership of the FOUNDATION shall consist of a single class of members who shall be all the members of the Lycoming Law Association.

ARTICLE III

Meetings of Members

Section 3.01. There shall be an annual meeting of the FOUNDATION and such special meetings as may be called. The annual meeting of the FOUNDATION shall be held in January of each year immediately following the annual meeting of the Lycoming Law Association at any place the Board of Directors may designate.

Section 3.02. Special meetings of the FOUNDATION may be called at any time by the President or by the Secretary or written request of at least five (5) members of the FOUNDATION. The object of such special meeting must be stated in the call and at least ten (10) days written notice must be mailed to each member of the FOUNDATION by the Secretary, or placed in the Lycoming County Courthouse mailbox maintained for

any member in the Prothonotary's Office. Delivery by electronic means shall also be deemed to be sufficient.

Section 3.03. Twenty (20) members of the FOUNDATION present in person shall constitute a quorum for the conduct of business. Members present at a duly organized meeting shall continue to conduct the business of the FOUNDATION, despite withdrawal of members leaving less than a quorum.

Section 3.04. Each member of the FOUNDATION shall have one vote which may be exercised in person or by proxy and no cumulative voting shall be permitted.

Section 3.05. The agenda for meetings of the FOUNDATION shall include but not be limited to the following:

- (a) Annual Meeting:
 - (1) Call to Order
 - (2) Presentation and approval of Minutes of last annual and interim special meetings.
 - (3) Presentation of the Annual Report of the Board of Directors.
 - (4) Transaction of other proper business.
 - (5) Election of members of Board of Directors.
 - (6) Adjournment.
- (b) Special Meetings:
 - (1) Call to Order.
 - (2) Reading of the official call for the meeting.
 - (3) Transaction of business for which the meeting was called.
 - (4) Adjournment.

ARTICLE IV

Directors

Section 4.01. The management of this FOUNDATION shall be vested in a Board of Directors as provided by law. The Board of Directors shall have charge, control and management of the property, affairs and funds of the FOUNDATION and also shall have the power and authority to do and perform all acts and functions not inconsistent with the amended By-Laws and the laws of the Commonwealth of Pennsylvania, the Articles of Incorporation, or with any action taken by the FOUNDATION.

Section 4.02. The Board of Directors shall consist of five (5) members, each of whom shall have one (1) vote. Beginning with the adoption of these Amended By-Laws in January 2005, the board of Directors with terms as set opposite their names are as follows:

- (a) E. EUGENE YAW ----- One (1) year;
- (b) JOSEPH L. RIDER ----- Two (2) years;
- (c) JOSEPH A. CAMPAGNA, JR. ----- Three (3) years;
- (d) WILLIAM E. NICHOLS ----- Four (4) years;
- (e) NORMAN LUBIN– During term as President of Lycoming Law Association.

Successors to the office of Director of NORMAN LUBIN shall be the Presidents of the Lycoming Law Association who shall serve as an Ex Officio member of the Board of Directors during that person's term as President of the Lycoming Law Association.

Vacancies created by completion of term of office of other Directors shall be elected by the membership at the annual meeting to serve for a term of four (4) years.

Section 4.03. Qualifications to serve as a Board Member include eligibility to practice law before the Supreme Court of Pennsylvania and membership in Lycoming Law Association.

Section 4.04. Prior to the FOUNDATION'S annual meeting, the Nominating Committee of the Lycoming Law Association shall nominate a qualified person to serve as a Board Member for a four (4) year term. At the annual meeting, other qualified persons may be nominated by any member.

Section 4.05. The election of Board members at the annual meeting of the FOUNDATION shall be by vote of members pursuant to Section 3.04 of these Amended By-Laws, and the nominee receiving the highest number of votes shall be elected a member of the Board.

Section 4.06. The Board may declare a vacancy exists when it is determined that a member thereof has been absent for three (3) consecutive meetings without a valid excuse.

Section 4.07. Vacancies on the Board due to death, resignation or other cause may be filled by the Board for the unexpired term.

ARTICLE V

Fiscal Year

Section 5.01. The fiscal year for the FOUNDATION shall commence January 1 and end December 31 of each year.

Section 5.02. All the accounts and books, together with all supporting data, shall be Reviewed at the end of fiscal year 2011, and every three (3) years thereafter, unless the Board of Directors desires an Audit or a more frequent Review, by an independent entity designated by the Board of Directors.

Section 5.03. Upon the completion of each audit, the President shall submit to the Board of Directors at the first regular meeting of the Board of Directors following completion of the audit, a full and detailed operational and financial report covering the preceding three years.

ARTICLE VI

Meetings of Directors

Section 6.01. (a) The Board of Directors shall meet not less frequently than three (3) times a year at a time and place fixed by the Board.

(b) Special meetings of the Board of Directors may be called by the President and shall be called by the Secretary on the written request of three (3) or more members of the Board. Notice of such meeting shall state the business to be transacted and no other business shall be considered.

Section 6.02. Notice of regular and special meetings of the Board shall be given by written or electronic notice mailed at least five (5) days prior to the meeting date.

Section 6.03. Three (3) Directors shall constitute a quorum for the conduct of business but a lesser number may meet and adjourn from time to time until a quorum is present. Members present at a duly organized meeting shall continue to conduct the

business of the FOUNDATION, despite withdrawal of members leaving less than a quorum.

ARTICLE VII

Officers

Section 7.01. The officers of the FOUNDATION shall be a President, a Secretary, and a Treasurer. The officers shall be elected † from the membership of the Board at the first meeting of the Board of Directors subsequent to the annual meeting of the FOUNDATION which shall be the organizational meeting. Officers shall serve for one (1) year or until their successors have been duly elected. In the case of any vacancy occurring in an office, a successor may be elected at any regular meeting of the Board to complete the unexpired term of the vacant office. The Board may also choose an Assistant Secretary and an Assistant Treasurer and such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall have such authority and shall perform such duties as from time to time the Board shall prescribe.

Section 7.02. The President shall preside at all meetings of the FOUNDATION, and the Board of Directors and shall be an *ex officio* member of all Committees of the Board.

Section 7.03. The Secretary shall keep a record of all the proceedings of the Board of Directors and of the FOUNDATION. In addition, the Secretary shall have custody of the records and seal of the FOUNDATION. In addition, the Secretary shall conduct the correspondence of the FOUNDATION and of the Board of Directors and

shall give notice by mail as provided in these By-Laws, of all meetings of the FOUNDATION and of the Board of Trustees. The Secretary shall notify persons of their election to office as a member of the Board of Directors or as an officer of the FOUNDATION. In the performance of all duties, the Secretary may utilize the Executive Director of the Lycoming Law Association, or other appropriate person, but shall maintain overall responsibility.

Section 7.04. The Treasurer shall supervise the fiscal and monetary affairs of the FOUNDATION. Acting with the FOUNDATION'S investment advisor, the Treasurer shall formulate and recommend to the Board of Directors sound financial policies to guide the FOUNDATION.

ARTICLE VIII

Committees of the Board of Directors

Section 8.01 Special Committees (including Ad Hoc Committees) may be appointed by the President for such special tasks as circumstances warrant. Special Committees shall limit their activities to the accomplishment of assigned tasks and shall have no power to act except as is specifically conferred by action of the Board of Directors. On completion of the task for which appointed, such Special Committees shall stand discharged.

ARTICLE IX

Indemnification and Standard of Care of Officers And the Board of Directors

Section 9.01. Every person who now is or hereafter shall be a Director or officer of the FOUNDATION shall be indemnified by the FOUNDATION against all costs and

expenses (including counsel fees) hereafter reasonably incurred by or imposed upon that person in connection with or resulting from, any action, suit or proceeding of whatever nature to which he or she is or shall be made a party by reason of his or her having been an Officer or member of the Board of Directors of the FOUNDATION (whether he or she is an Officer or member of the Board of Directors of the FOUNDATION at the time he or she is made a party to such action, suit or proceeding or at the time such costs or expenses are incurred, by or imposed upon him or her) except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as such Officer or member of the Board of Directors. The right of indemnification herein provided shall not be exclusive of other rights to which any person may now or hereafter be entitled as a matter of law.

Section 9.02. The standard of care of the Directors of the FOUNDATION shall be considered in accordance with the criteria set forth in Section 511 of the Association's Code of the Commonwealth of Pennsylvania.

ARTICLE X

Transaction Requiring Membership Approval

Section 10.01. Notwithstanding anything in these By-Laws to the contrary, neither the Board of Directors of the FOUNDATION nor any Officer or employee thereof, may take any of the following actions without the approval of the membership of the FOUNDATION, to-wit:

- (a) Merger, consolidation or dissolution of the FOUNDATION;

(b) Amendment or restatement of the Articles of Incorporation or the By-Laws of the FOUNDATION.

ARTICLE XI

Dissolution of FOUNDATION

Section 11.01. The FOUNDATION may dissolve by resolution of the Board of Directors, which resolution must be concurred in by not less than a majority of the members of the FOUNDATION. The manner of dissolution shall be as required by the law of the United States, of the Commonwealth of Pennsylvania and the official acts of the Board of Directors.

Section 11.02. Upon dissolution, the FOUNDATION'S assets shall be distributed to an organization or organizations which is or are organized exclusively for charitable, scientific or educational purposes, or any of them, and which shall be qualified as an organization exempt from taxation under Section 501 (a) of the Internal Revenue Code of 1954, as amended, and as an organization contributions to which are deductible for federal income tax, income, estate and gift tax purposes, to be used by such organization or organizations for the above stated purposes.

ARTICLE XII

Amendments

Section 12.01. These By-Laws may be amended at any regular or special meeting of the membership by an affirmative vote of a majority of the membership present at such meeting, provided that notice of the proposed amendment shall have been included in the written or electronically mailed meeting notice for such meeting.

Section 12.02. These By-Laws and any amendments thereto shall become effective upon approval thereof and adoption by the membership and all inconsistent By-Laws previously adopted shall thereupon be and become superseded and repealed.

These amended By-Laws of the Lycoming Law Association Foundation were approved and adopted by the membership at the annual meeting on January 9, 2012.