

By-Laws of  
Women In Film and Media  
February 2005

ARTICLE I

STATEMENT OF PURPOSE

**Section 1.01. *Statement of Purpose.*** Women In Film and Media of Pittsburgh is dedicated to improving the status and portrayal of women in film, video and other screen-based media. With an emphasis on education, we serve our members and the community by providing access to opportunities in the industry and working with other non-profits dedicated to helping women and children. We are passionate about our vision to empower, promote, support, and mentor the community through a network of valuable programs, contacts and events.

ARTICLE II

OFFICES AND FISCAL YEAR

**Section 2.01. *Registered Office.*** The registered office of the corporation in the Commonwealth of Pennsylvania shall be at 3110 Ridge Road Extension, Freedom, Pennsylvania 15042 until otherwise established by a vote of a majority of the Board of Directors in office (hereinafter referred to as "the Board"), and a statement of such change is filed in the Department of State, or until changed by an appropriate amendment of the articles of incorporation.

**Section 2.02. *Other Offices.*** The corporation may also have offices at such others places within or outside the United States of America as the Board may from time to time appoint of the business of the corporation requires.

**Section 2.03. *Fiscal Year.*** The fiscal year of the corporation shall be the calendar year.

ARTICLE III

BOARD OF DIRECTORS

**Section 3.01. *Powers and Voting.*** The Board shall have full power to conduct, manage, and direct the business and affairs of the corporation. All powers of the corporation are hereby granted to and vested in the Board.

**Section 3.02. *Qualification and Selection.*** Each director of the corporation shall be a natural person of at least 19 years of age, but need not be a resident of Pennsylvania. Any member is eligible to be elected a Director who has been a Women In Film and Media member in good standing for at least two years. In the case of vacancies, the Board shall select new directors. If the Board is classified with respect to the power to select new directors or with respect to the terms of office and if, due to a vacancy or vacancies, or otherwise, directors of more than one class are to be selected, each class of directors to be selected shall be nominated and selected separately.

Nomination of Officers and Directors will be made by the Board of Directors upon the recommendation of the nominating committee, comprised of selected members of the current Board and selected members of the organization at-large, and chaired by the Secretary of the Board. Candidates shall run for specific positions or committees on the board.

Election of the Board of Directors shall take place by secret ballot by mail and will be supervised by the Secretary of the Board. Each member in good standing shall be entitled to one vote for each directorship vacancy and may vote for no more than the number of vacancies on the Board or the ballot will be invalid.

**Section 3.03. *Number and Term of Office.*** The number of Directors constituting the entire Board of Directors shall not be more than fifteen, and not less than eight. The number of Directors may be increased or decreased by action of a majority of the entire Board, subject to the limitation that no decrease shall shorten the term of any incumbent Director. Each director shall hold office for two years and until his/her successor is elected and qualified, or until his/her earlier, death, resignation or removal.

**Section 3.04. *Organization.*** At every meeting of the Board, the President shall preside as chairperson of the meeting. In the case of a vacancy or absence of the President of the Board, one of the following officers present in the order stated shall preside as chairperson: Vice-President or Treasurer. The Secretary of the Board shall act as secretary. In the absence of the Secretary of the Board or in the case of vacancy, any person appointed by the chairperson of the meeting shall act as secretary.

**Section 3.05. *Resignations.*** Any director of the corporation may resign at any time by giving written notice to the President or Secretary of the corporation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 3.06. *Removal of Directors.*** Any or all of the Directors may be removed for cause by a vote of a majority of the membership or for cause by a vote of a majority of the Directors. If the removal is by the board of Directors, the removed Director may appeal to the membership for reinstatement, and the removal must be supported by a majority vote of the membership present at the meeting called specifically for this purpose.

**Section 3.07. Attendance of Directors.** The board may remove and replace any Director that fails to attend three consecutive regular Board meetings by a vote of a quorum and subject to the appeal to the membership of subsection 3.06 mentioned above.

**Section 3.08. Vacancies.** The Board may declare vacant the office of a director if he/she is declared of unsound mind by an Order of Court, convicted of a felony, or for any other proper cause, or if within sixty (60) days after notice of his selection, he/she does not accept such office either in writing or by attending a meeting of the Board.

Any vacancy or vacancies in the Board because of death, resignation, removal in any manner, disqualification, an increase in the number of directors, or any other cause, may be filled by a majority of the remaining members of the Board though less than a quorum, at any regular or special meeting. Each person so elected shall be a director to serve for the balance of the unexpired term.

**Section 3.09. Place of Meeting.** Meetings of the Board may be held at such place within or outside Pennsylvania as the Board may from time to time appoint, or as may be designated in the notice of the meeting.

**Section 3.10. 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. Except as provided in section 3.11, written notice of the Annual meeting or of a regular meeting stating the place, time, date, and other pertinent information will be mailed to all current members not less than ten, nor more than thirty (30) days before the meeting. If the date fixed for any such regular meeting be a legal holiday under the laws of the State where such meeting is to be held, then the same shall be held on the next succeeding business day, not a Saturday, or at such other time as may be determined by resolution of the Board. At such meetings, the Board shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given unless otherwise required by law or these by-laws.

**Section 3.11. Special Meetings.** Special meetings of the Board shall be held whenever called by the President or by two or more of the directors. Notice of each such meeting shall be given to each director by telephone or in writing at least twenty-four (24) hours (in the case of notice by telephone) or forty-eight (48) hours (in the case of notice by e-mail) or five (5) days (in the case of notice by mail) before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting.

**Section 3.12. Quorum, Manner of Acting, and Adjournment.** Except as otherwise provided in Section 3.11 of this Article, a majority of the entire Board of Directors in office shall be present at each meeting in order to constitute a quorum for the transaction of business. Every director shall be entitled to one vote. Except as otherwise specified in the articles or these by-laws or provided by statute, 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. In the absence of a quorum, a majority of the directors present and voting may adjourn the meeting from time to time until a quorum is present. The directors shall act only as a

board and the individual directors shall have no power as such, except that any action which may be taken at a meeting of the Board may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors in office and shall be filed with the secretary of the corporation.

The Executive Committee shall have and exercise all of the powers and authority of the Board in the management of the business and affairs of the corporation, except that the Executive Committee shall not have any power or authority as to the following:

- (1) The filling of vacancies in the Board.
- (2) The adoption, amendment or repeal of the by-laws.
- (3) The amendment or repeal of any resolution of the Board.

The committee of the Board other than the Executive Committee, shall, pursuant to resolution of the Board or otherwise, exercise any of the powers or authority vested by these by-laws or the Nonprofit Corporation Law of 1988 in the Board as such, but any other committee of the Board may make recommendations to the Board or Executive Committee concerning the exercise of such powers and authority.

The establishment of any committee of the Board and the delegation thereto of power and authority shall not alone relieve any director of his fiduciary duty to the corporation.

A majority of the directors in the office designated to a committee, or directors designated to replace them as provided in this section, shall be present at each meeting to constitute a quorum for the transaction of business and the acts of a majority of the directors in office designated to a committee or their replacements shall be the acts of the committee.

Each committee shall keep regular minutes of its proceedings and report such proceedings periodically to the Board.

**Section 3.13. Fees.** No Director shall be paid a salary. Each director shall be paid such reasonable fee for service provided, if any, as shall be fixed by the Board for each meeting of the Board or committee of directors which he shall attend and may be reimbursed for any expenses incurred on behalf of the corporation.

**Section 3.14. Procedure.** The Rules of Order governing procedures shall be the common parliamentary law as laid down in Roberts' Rules of Order.

**Section 3.15. Annual Meetings of Members.** A meeting of members shall be held annually for the purpose of introducing directors for election purposes. The meeting will be held on the second Tuesday in March at 6:00 o'clock pm, eastern time.

## ARTICLE IV

### MEMBERS

**Section 4.01. *Qualifications.*** Members who qualify to join Women In Film and Media must be involved or interested in becoming involved in film, video, television, or other electronic media. No sponsorship is required.

**Section 4.02. *Members Who Transfer from Other Chapters.*** Prospective members who wish to transfer from other Women in Film Chapters are not automatically considered members of Women In Film and Media. The prospective member must be a member in good standing of their original chapter, and must meet Women In Film and Media membership qualifications. The initiation fee will be waived and new members' dues will not be due and payable until their old membership dues have expired.

**Section 4.03. *Initiation Fee and Annual Dues.*** There shall be an initiation fee payable by all new members and an annual dues payable by all members. The amount of the initiation fee and annual dues shall be set by the Board of Directors. The initiation fee and the first year membership dues shall be waived for all Board-Sponsored Members.

**Section 4.04. *Expulsion and Discipline.*** If the conduct of any member shall appear to the Board of Directors to be prejudicial to the interest and character of the organization, the Board of Directors may, after giving the member a written notice of the charges against them and a proper opportunity to be heard by the Board of Directors, by a majority vote, either suspend or expel such member from membership.

**Section 4.05. *Voting Procedure.*** Every member in good standing shall be entitled to one vote when voting for directors or officers.

## ARTICLE V

### NOTICE-WAIVERS-MEETINGS

**Section 5.01. *Notice, What Constitutes.*** Whenever written notice is required to be given to any person under the provisions of the articles, these by-laws, or the Nonprofit Corporation Law of 1972, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by e-mail, to his e-mail address supplied by him/her to the corporation for the purpose of notice. E-mail notification may only be used if all persons have e-mail. If the notice is sent by mail or by e-mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or sent via the internet for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by law or these by-laws.

When a meeting 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 such adjournment is taken.

**Section 5.02. *Waivers of Notice.*** Whenever any written notice is required to be given under the provisions of the articles, these by-laws, or the Nonprofit Corporation Law of 1988" a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by Section 6.06 of these by-laws, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting.

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

**Section 5.03. *Modification of Proposal Contained in Notice.*** Whenever the language of a proposed resolution is include in a written notice of a meeting, 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 5.04. *Exception to Requirement of Notice.*** Wherever any notice or communication is required to be given to any person under the provisions of the articles or theses by-laws, or the Nonprofit Corporation Law of 1988, or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action, and communication with such person is then unlawful, the giving of such 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.

**Section 5.05. *Conference Telephone Meetings.*** One or more persons may participate in a meeting of the Board or of a committee of the Board by means of conference telephone or similar communication equipment 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 such meeting.

## ARTICLE VI

### OFFICERS

**Section 6.01. *Number, Qualifications and Designations.*** The officers of the corporation shall be a President; three Vice-Presidents, being Vice-President-Development, Vice-President-Special Events, Vice-President-Membership; a Secretary; a Treasurer; and any such other officers as may be elected in accordance with the provisions of Section 5.03 of this Article.

**Section 6.02. *Election and Term of Office.*** The officers of the corporation, except those elected by delegated authority pursuant to Section 5.03 of this Article, shall be appointed annually by the Board for a term of one to three years, and each such officer

shall hold his office until the next annual organization meeting of the Board and until his successor shall have been elected and qualified, or until his earlier death, resignation, or removal.

**Section 6.03. Subordinate Officers, Committees and Agents.** 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 hold office for such period, have such authority, and perform such duties as are provided in these by-laws, 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 thereof, and to prescribe the authority and duties of such subordinate officers, committees, employees or other agents.

**Section 6.04. Resignations.** Any officer or agent may resign at any time by giving written notice to the President or Secretary of the corporation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 6.05. Removal.** Any officer, committee, employee or other agent of the corporation may be removed, either for or without cause, by the Board or other authority which elected, retained or appointed such officer, committee or other agent whenever in the judgment of such authority, the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

**Section 6.06. Vacancies.** A vacancy in any office because of death, resignation, removal in any manner, disqualification, or any other cause, shall be filled by the Board or by the officer or committee to which the power to fill such office has been delegated pursuant to Section 4.03 of this Article, as the case may be, and if the office is one for which these by-laws prescribed a term, shall be filled for the unexpired portion of the term.

**Section 6.07. General Powers.** All officers of the corporation, as between themselves and the Corporation, shall respectively have such authority and perform such duties in the management of the property and affairs of the corporation as may be determined by resolutions or orders of the Board, or, in the absence of controlling provisions in resolutions or orders of the Board, as may be provided in these by-law.

**Section 6.08. President.** The President shall have general supervision over the activities and operations of the corporations, subject, however, to the control of the Board. The president shall sign, execute, and acknowledge, in the name of the corporation, deeds, mortgages, bonds, contracts or other instruments, authorized by the Board except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these by-laws, to some other officer or agent of the corporation; and, in general, shall perform all duties incident to the office of President, and such other duties as from time to time may be assigned to him by the Board.

**Section 6.09. Vice President.**

The Vice-President of Development shall chair the Development Committee and will perform the duties of the president in his/her absence and such other duties as may from time to time be assigned to them by the Board or the President.

The Vice-President of Membership shall chair the Membership Committee and work to develop and promote membership in the organization.

The Vice-President of Special Events shall chair the Special Events Committee and work to bring in speakers and develop events that will help educate the membership.

**Section 6.10. Secretary.** The secretary or an assistant secretary shall attend all meetings of the Board and shall record all the votes of the directors and the minutes of the meetings of the Board and of committees of the Board in a book or books to be kept for that purpose, shall see that notices are given and records and reports properly kept and filed by the corporation and see that it is affixed to all documents to be executed on behalf of the corporation under its seal. The Secretary shall chair the nominating committee, oversee all aspects of the election of Directors, and administer the counting of ballots to that election. He/she shall maintain the By-Laws of the organization and assist the President in his/her duties of presiding over meetings, and, in general, shall perform the duties incident to the office of Secretary, and such other duties as may from time to time be assigned to him by the Board or the President.

**Section 6.11. Treasurer.** The Treasurer or an assistant treasurer shall have or provide for the custody of the funds, securities, evidences of indebtedness, and other valuable documents of the corporation, shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the corporation, shall deposit all funds in his custody as Treasurer in such banks or other places of deposit as the Board may from time to time designate, shall, whenever so required by the Board of, render an account showing his transactions as treasurer, and the financial condition of the corporation, and, in general, shall discharge such other duties as may from time to time be assigned to him/her by the Board or the President. Shall give the organization security for the faithful performance of their duties in such sum with such surety as the Board of Directors may require.

ARTICLE VII

LIMITATION OF PERSONAL LIABILITY OF DIRECTORS;  
INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED  
REPRESENTATIVES

**Section 7.01. Indemnification. in Third Party Proceedings.** The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a representative of another corporation,



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 such action, suit or proceeding if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interest of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, 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 which he or she reasonably believed to be in, or not to any criminal action or proceeding had reasonable cause to believe that his or her conduct was unlawful.

**Section 7.02. *Mandatory Indemnification.*** Notwithstanding any contrary provision of the articles or these by-laws, to the extent that a representative of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 6.03 or 6.04 above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

**Section 7.03. *Determination of Entitlement to Indemnification.*** Unless ordered by a court, any indemnification under Section 6.03 or 6.04 above shall be made by the corporation only as authorized in the specific case upon 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 such paragraph. Such determination shall be made:

- (1) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or
- (2) if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

**Section 7.04. *Advancing Expenses.*** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in paragraphs 1 through 3 above.

**Section 7.05. *Insurance.*** The corporation shall have the power to purchase and maintain insurance on behalf of any person who is a director, officer, employee or agent of the corporation against any liability asserted against such person and incurred by such person in carrying on the business of the corporation.

**Section 7.06. *Reliance on Provisions.*** Each person who shall act as an authorized representative of the corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

## ARTICLE VIII

### MISCELLANEOUS

**Section 8.01. *Amendments and Repeal of By-laws.*** The By-laws may be amended, repealed or adopted, by two-thirds of the entire board of directors. If a member requests, the changed By-Laws may be voted upon by a majority of the membership present at the next regular meeting of the membership. Any amendment shall be presented to the Executive Committee who in turn shall make a copy of the amendment available to all members at or before a general membership meeting as is reasonable.

**Section 8.02. *Checks.*** All checks, notes, bills of exchange or other orders in writing shall be signed by the treasurer with Board approval.

**Section 8.03. *Contracts and Grants.*** Except as otherwise provided in these By-Laws, the President or Vice President may enter into any contract or execute or deliver an instrument on behalf of the corporation with Board approval. Such authority may be general or confined to specific instances.

In addition to dues, the corporation may accept grants and donations from individuals, corporations, or government entities.

**Section 8.04. *Ad Hoc Committees.*** Ad hoc committees may from time to time be established by a vote of the Board of Directors to have such powers and duties as shall be assigned by the Board of Directors.

**Section 8.05. *Deposits.*** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Bard may approve or designate, and all such funds shall be withdrawn only upon checks signed by the Treasurer with Board approval.

**Section 8.06. *Annual Report of the Board.*** The Board shall direct the President and Treasurer to present at the annual meeting of the Bard a report showing in appropriate detail the following:

- (1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
- (2) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
- (3) The revenue of receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
- (4) The expenses or disbursements of the corporation, for both general and

restrictive purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.

The annual report of the Board shall be filed with the minutes of the annual meeting.

**Section 8.08. *Private Inurement Clause.*** The net earnings of the corporation are not to inure in whole or in part to the benefit of private shareholders or individuals.

**Section 8.09. *Dissolution.*** In the event of the corporation's dissolution, and after paying or adequately providing for the debts and obligations of the corporation, the remaining assets of the corporation shall be distributed to one or more nonprofit funds, foundations, or corporations that are organized or operated exclusively for charitable and educational purposes and which have established tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent United States Internal Revenue Laws), and which is qualified for exemption from taxation under the laws of the Commonwealth of Pennsylvania.

**Section 8.10. *Governing Law.*** The law of the Commonwealth of Pennsylvania is the governing law of these by-laws and the acts of this corporation.

By-Laws of  
Women In Film and Media  
February 2005

Adopted by Women In Film and Media

The 9<sup>th</sup> day of February 2005.

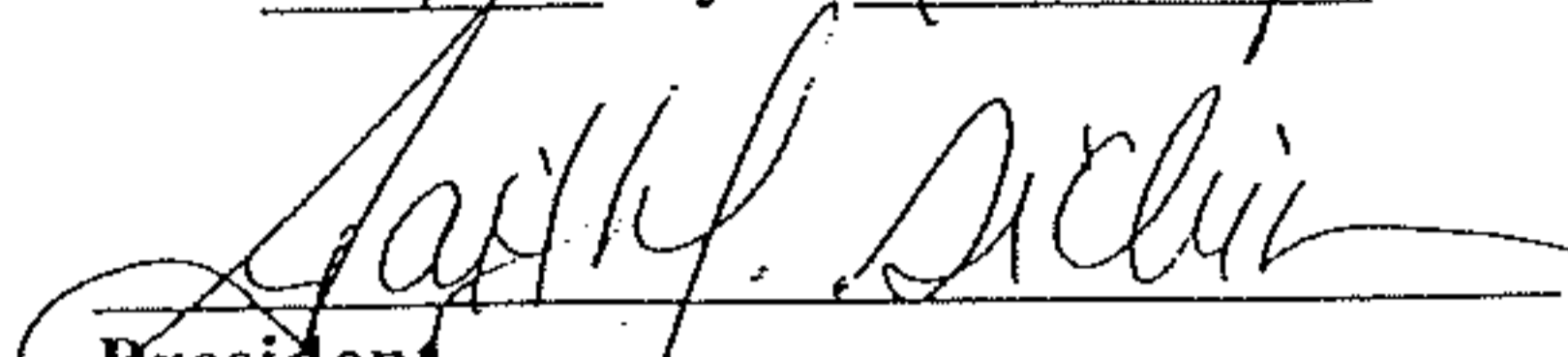
  
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President  
Women In Film and Media

EXHIBIT A  
ATTACHMENT TO ARTICLES OF INCORPORATION  
**WOMEN IN FILM AND MEDIA**  
A NON-PROFIT CORPORATION

Women in Film and Media is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future tax code.

Women in Film and Media is more specifically organized and operated to, but is not limited to the following 501(c)(3) tasks:

1. To conduct educational community workshops that include topics such as writing, acting, and producing in order to foster development of critical skills necessary in the media industry as well as promoting the appreciation of women's roles in film, video, and other screen-based media;
2. To train individuals in the art and production of informational public service announcements aimed at disseminating to the community the mission, goals, and values of neighboring non-profit organizations;
3. To assist community outreach programs through fundraising, mentoring, and volunteerism;
4. To provide the members of the community access to resources, information, and contacts relating to the media industry;
5. To effectuate through education and mentoring an artistic change in the pervading negative perspective or viewpoint of women and children in contemporary media both as they have traditionally appeared in cable programming and advertisement as well as motion pictures.

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in, (including the publishing or distributions of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding, any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on by: (a) an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or by corresponding section of any future tax code, or (b) an organization contributions which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or any

corresponding section of any federal future tax code, or shall be distributed to the federal government, or to state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

## LIMITATION OF POWERS

The Corporation shall have the authority and power to conduct its affairs and business as provided in the By-Laws, and all other applicable laws, with the following limitations;

(1) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(2) The property, assets, profits, and net income of this Corporation are irrevocably dedicated to the purposes set forth in number 3 of the Articles of Incorporation and no part of the profits or net income of the Corporation shall ever inure to the benefit of any member, director, officer, or to the benefit of any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in number 3 of the Articles of Incorporation.

(3) Upon the winding up and dissolution of the Corporation after paying or adequately providing for the debts and obligations of the corporation, the remaining assets of the Corporation shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent United States Internal Revenue Laws), and which is qualified for exemption from taxation under the laws of the Commonwealth of Pennsylvania.

(4) The Corporation is not organized, nor shall it be operated for pecuniary gain or profit, as defined for purposes of Section 501 (c)(3) of the Internal Revenue Code of 1954.

(5) The Corporation shall not engage in any self-dealing, as defined in section 4941 (d) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent United States Internal Revenue Laws).

(6) The Corporation shall not retain any excess business holdings, as defined in Section 4943 (c) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent United States Internal Revenue Laws).

(7) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent United States Internal Revenue Laws).

(8) The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent United States Internal Revenue Laws).