

**BY LAWS  
OF  
*FRIENDS OF FLIGHT 93 NATIONAL MEMORIAL***

**ARTICLE I  
*Purposes***

**Section 1.1 Purposes; Operation as an Exempt Organization.** These Bylaws constitute the code of rules adopted by the Friends of Flight 93 National Memorial for the regulation and management of its affairs. The Corporation was incorporated under the Pennsylvania Nonprofit Corporation Law, as amended, and the purposes for which the Corporation was organized and shall be operated are exclusively charitable, scientific and educational within the meaning of Section 501 [c][3] of the Internal Revenue Code of 1986, as amended (the “Code”) and, in furtherance thereof the Corporation shall have the following purposes:

- (a) to exist solely for the benefit of the Flight 93 National Memorial (the “Memorial”);
- (b) to make a financial contribution to the Memorial or to provide similar benefit to the Memorial consistent with the Memorial’s mission;
- (c) to support the mission and goals of the Memorial as delineated in the Mission Statement and General Management Plan of the Memorial;
- (d) to have unlimited power to engage in and to do any lawful act or activity for which non-profit, tax-exempt corporations may engage in under the Code;
- (e) to support and supplement the charitable, educational and scientific activities and programs of the Memorial;
- (f) to solicit, accept, receive and hold title to any and all funds and property, real and personal, where so ever 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, disburse and handle such funds and property, real and personal, and to hold, expend and distribute the same in accordance with the purposes of the Corporation and any restrictions or instructions from any donor which are not inconsistent with those purposes;
- (g) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office;
- (h) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, Officers, or other private persons except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to may payments and distributions in furtherance of the purposes set forth herein;
- (i) Notwithstanding any other provisions set forth herein, the Corporation shall not carry on any other activities that are not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501[c][3] of the

Code, or corresponding provisions of any subsequent federal tax law, or (ii) by a corporation, contributions to which are deductible for federal income tax purposes; and

- (j) To conduct affairs of the Corporation 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 service.

## **ARTICLE II** *Offices and Fiscal Year*

**Section 2.1 Registered office.** The registered office of the corporation in the Commonwealth of Pennsylvania shall be at 109 West Main Street, Suite 104, Somerset, Pennsylvania 15501 until otherwise established by a vote of the majority of the Board of Directors in office (“the Board”), and a statement of such change is filed with the Department of State; or until changed by an appropriate amendment to the articles of incorporation.

**Section 2.2 Other offices.** The corporation may also have offices at such other places within or without the United States of America as the Board may from time to time appoint or the business of the corporation requires.

**Section 2.3 Fiscal Year.** The fiscal year of the corporation shall begin on the first day of October in each year.

## **ARTICLE III** *Seal*

**Section 3.1 Seal.** The Corporation may, at the discretion of the Board of Directors, have a corporate seal. If a corporate seal is utilized by the Corporation, it shall have inscribed thereon the name of the Corporation, the year of its organization and the words, “Corporate Seal, Pennsylvania.” Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced, such impression, affixation or other reproduction to be attested by the signature of the Secretary, Assistant Secretary, (if any) or Treasurer of the Corporation.

## **ARTICLE IV** *Membership*

**Section 4.1 Classes of membership.** There shall be one class of membership of the corporation whose voting and other rights and interests shall be equal.

**Section 4.2 Qualifications.** Any natural person 18 years of age or older shall be admitted to membership upon written application and payment of initial dues.

**Section 4.3 Dues.** All members shall pay annual dues in such amounts and payable at such times as the board of directors may from time to time by resolution prescribe.

**Section 4.4 Expulsion.** A member may be expelled and his membership thereby terminated for non-payment of dues, automatically after fifteen (15) days written notice.

**Section 4.5 Annual membership meeting.** A meeting of members shall be held the first Monday in December at a location to be determined by the board of directors. Written notice of the annual membership meeting specifying the place, date and time shall be given to all members whose dues have been paid at least ten (10) days prior to the meeting.

**Section 4.6 Special membership meeting.** Special meetings of the members, for any purpose or purposes, other than those regulated by statute or by the article of incorporation, may be called at any time by the president or the board of directors or ten (10%) percent of the members, upon written request delivered to the secretary of the board of directors. Upon receipt of any such request, it shall be the duty of the secretary to fix the time of the meeting, which shall be held not less than ten or more than sixty days thereafter, as the secretary may fix. If the secretary shall neglect or refuse to fix the date of the meeting, the person or persons calling the meeting may do so. Written notice of any special meeting of the members, stating the place, the date and the hour and the general nature of the business to be transacted thereat, shall be given to each member entitled to vote thereat, at such address as appears in the records of the corporation, at least five (5) days before such meeting, unless a greater period of notice is required by statute in a particular case. Business transacted at all special meetings shall be confined to the business stated in the call.

**Section 4.7 Quorum.** Fifteen members, entitled to vote, present in person, shall be necessary to constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by statute or by the articles of incorporation or by these Bylaws. If, however, any meeting of members cannot be organized because a quorum has not attended, the members entitled to vote thereat, present in person, shall have power, except as otherwise provided by statute, to adjourn the meeting to such time and place as they may determine. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

**Section 4.8 Participation in meeting by telephone or video conferencing.** One or more members may participate in a meeting of the members by means of conference telephone or video conferencing or similar communications equipment, by means of which all persons participating in the meeting can hear each other, and all members so participating shall be deemed present at the meeting.

**Section 4.9 Majority rule.** When a quorum is present at any meeting, the vote of a majority of the members having voting powers, present in person, shall decide any question brought before such meeting, unless the question is one which, by express

provisions of statutes or of the articles of incorporation or of these Bylaws, a different vote is required, in which case, such express provisions shall govern and control the decision in question.

**Section 4.10 One Person, One Vote.** Except as otherwise provided by statute or the articles of incorporation, at every members' meeting, every member shall have one vote.

**Section 4.11 Membership list.** The Secretary of the corporation shall make, at least five (5) days before each meeting of members, a complete list of the members entitled to vote at the meeting, arranged in alphabetical order, with the address of each, which list shall be kept on file at the registered office of the corporation and shall be subject to inspection by any member during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting.

**Section 4.12 Judge of Elections.** The presiding officer shall appoint three (3) judges of elections, who need not be members, who shall do all acts required by Section 5762(3) of the Pennsylvania Non-Profit Corporation Law of 1988, and the decisions and acts of a majority shall be effective as the decision and acts of all.

## **ARTICLE V Board of Directors**

**Section 5.1 Powers.** The business affairs of the Corporation shall be managed by a Board of Directors (or "Board"), which shall have and may exercise all of the powers of the Corporation as set forth in Section 5502 of the Pennsylvania Nonprofit Corporation Law of 1988 or any successor statute and shall have full power to conduct, manage, and direct the business and affairs of the corporation; and all powers of the corporation are hereby granted to and vested in the Board.

**Section 5.2 Qualifications and Selection.** Each director of the Corporation shall be a natural person of full age, but need not be a resident of the Commonwealth of Pennsylvania.. In case of vacancies, new directors shall be selected by the Board.

**Section 5.3 Number and Term of Office.** The Board shall consist of nine (9) directors. Each director shall hold office for a term of three (3) years and until his successor shall have been elected and qualified, or until his earlier death, resignation, or removal. Directors will be elected at the annual membership meeting of the corporation.

**Section 5.4 Classification of Directors and Term Limitation.**The initial Directors shall be elected and classified with respect to the time for which they severally hold office by dividing them into three (3) classes, each consisting of one-third (1/3) of the whole number of Directors. Directors shall be elected to hold office for a term of three years. Directors may serve no more than three (3) consecutive full terms.

**Section 5.5 Place of Meeting.** Meetings of the Board may be held at such place within or without Pennsylvania as the Board may from time to time appoint, or as may be designated in the notice of the meeting.

**Section 5.6 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. 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 at such other time as may be determined by resolution of the Board. At such meeting, 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 5.7 Special Meetings.** Special meetings of the Board shall be held whenever called by the president or by two or more directors. Notice of each such meeting shall be given to each director by telephone, e-mail or in writing at least twenty-four hours (in the case of notice by telephone or e-mail) or five 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, place and purpose of the meeting. No business other than that contained in the notice of special meeting shall be transacted.

**Section 5.8 Quorum, Manner of Acting and Adjournment.** A majority of the directors in office shall be present at each meeting in order to constitute a quorum for the transaction of business. Each director shall be entitled to one vote. Except as otherwise specified in the articles of incorporation or these by-law 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 consent or consents in writing setting forth the action so taken shall be signed by all the directors or a majority of all the directors in office and shall be filed with the secretary of the corporation.

**Section 5.9 Participation in meeting by telephone or video conferencing.** One or more directors may participate in a meeting of the board or of a committee of the board by means of conference telephone or video conferencing or similar communications equipment, by means of which all persons participating in the meeting can hear each other, and all directors so participating shall be deemed present at the meeting.

**Section 5.10 Financial Report to members.** The directors of the corporation shall present annually to the members a report, the contents of which are prescribed by Section 5553 of the Pennsylvania Non-Profit Corporation Law, a copy of which shall be filed with the minutes of the annual meeting of members.

## ARTICLE VI

## *Officers*

**Section 6.1 Enumeration.** The Officers of the Corporation shall consist of a President, Vice President, Treasurer and Secretary and such other Officers as the Board of Directors may from time to time designate.

**Section 6.2 Qualifications.** The President, Vice President, Secretary and Treasurer shall be a Director. All other Officers may, but shall not be required to be a Director. Except as otherwise provided by statute, the same person may simultaneously hold one other office.

**Section 6.3 Election; Term of Office; Vacancies.** The Officers of the Corporation shall be elected by the Board of Directors at its annual meeting. Each officer shall hold office for a term of one (1) year, and until a successor has been duly elected and qualified, or until such Officer's earlier death, resignation or removal. If any office of the Corporation becomes vacant by death, resignation, removal or any other cause, a majority of the Directors then in office shall elect an Officer to fill such vacancy, and the Officer so elected shall hold office and serve until the election and qualification of his or her successor. The President and Vice President shall be limited to four (4) consecutive terms.

**Section 6.4 Resignation.** Any Officer may resign at any time upon written notice to the Corporation addressed to it at its principal office or to its President or Secretary. Any such resignation shall be effective at the time and upon the happening of the condition, if any, specified therein or, if no such time or condition is specified, upon its receipt.

**Section 6.5 Removal.** Any Officer may be removed from office with or without cause by a vote of a majority of the Directors then in office.

**Section 6.6. Duties.** Unless otherwise prescribed by the Board of Directors, the Officers designated below, subject at all times to these Bylaws and to the supervision and control of the Board of Directors, shall have and may exercise the respective duties and powers set forth below:

- (a) **The President.** The President shall preside at all meetings of the Board of Directors and the Executive Committee at which she or he is present. Subject to the control of the Board of Directors, the President shall (i) be the chief spokesperson for the Corporation, (ii) see that all orders and resolutions of the Board of Directors and the committees thereof are carried into effect, (iii) appoint and remove subordinate Officers and agents, other than those appointed or elected by the Board of Directors, as the business of the Corporation may require, (iv) be authorized to execute all contracts on behalf of the Corporation and act as a duly authorized representative of the Corporation in all matters, except where the Board of Directors has formally designated some other person or committee to act, (v) serve as an *ex-officio* member of all committees, except the Executive Committee, where the

President shall serve as the chairperson, (vi) appoint members of all committees, and (vi) in general perform all the usual duties incident to the office of President and such other duties as may be assigned to such person by the Board of Directors.

- (b) **The Vice President.** The Vice President shall perform such duties as may be assigned to him or her by the Board of Directors or the President of the Corporation. In the absence or disability of the President of the Corporation, the Vice President shall perform the duties of the President of the Corporation.
- (c) **The Secretary and Assistant Secretaries.** The Secretary shall be the principal recording officer of the Corporation. He or she shall record all proceedings of the meetings of members and of the Board of Directors and of any committee of the Board of Directors. The Secretary shall give, or cause to be given, notice of each annual or special meeting of the Board of Directors and the members and shall discharge all other duties incident to the office of Secretary. Any Assistant Secretary shall perform such of the duties of the Secretary and such other duties as may be assigned to her or him from time to time by the Board of Directors, the President of the Corporation or the Secretary. In the absence of the Secretary or any Assistant Secretary from any meeting of the members or of the Board of Directors, a temporary Secretary designated by the person presiding at the meeting shall perform the duties of the Secretary.
- (d) **The Treasurer and Assistant Treasurer.** The Treasurer shall be the principal financial and accounting officer of the Corporation, and as such shall (i) have custody and control over all funds and securities of the Corporation, (ii) maintain full and adequate accounts of all moneys received and paid by the Corporation, (iii) compile and present to the President of the Corporation and the Board of Directors at each regular meeting of the Board of Directors and at such other times as requested, a report on the financial condition of the Corporation, and (iv) subject to the supervision and control of the Board of Directors discharge all other duties incident to the office of Treasurer. Any Assistant Treasurer shall perform such of the duties of the Treasurer and such other duties as may be assigned to him or her by the Board of Directors, the President of the Corporation or the Treasurer.
- (e) **General.** Each Officer, subject at all times to these Bylaws and to the supervision and control of the Board of Directors, shall have and may exercise, in addition to the duties and powers specifically set forth in these Bylaws, such duties and powers as are prescribed by statute or as may be prescribed from time to time by the Board of Directors.

**Section 6.7 Compensation.** Officers shall not be entitled to receive any compensation for serving in such capacity. Officers may, in the discretion of the Board of Directors, be reimbursed for their reasonable expenses, if any, incurred in connection with their service to the Corporation. Nothing herein contained shall prevent any Officer from serving the Corporation in any other capacity and receiving compensation therefore.

**Section 6.8 Executive Director.** The Board of Directors may select and employ a competent, experienced Executive Director with such duties and responsibilities as may from time to time be determined by the Board of Directors. The Executive Director shall report to the Board of Directors through the President of the Corporation or such other Officer as the Board of Directors may from time to time designate.

## ARTICLE VII

### *Committees of the Board of Directors*

**Section 7.1 Committees.** The Corporation shall have the following standing committees:

- (a) Executive;
- (b) Membership;
- (c) Finance;
- (d) Special Events;
- (e) Audit;
- (f) Nominating;
- (g) Education;
- (h) Volunteers

### **Section 7.2 Executive Committee.**

- (a) In order to facilitate the Corporation's governance, there shall be an Executive Committee consisting of the Officers of the Corporation (other than assistant officers) and three (3) other Directors appointed by the President of the Corporation. The Executive Committee shall exercise all powers of the Board of Directors between meetings of the Board of Directors subject to the provisions of these Bylaws and any other limitations that may be established from time to time by the Board of Directors.
- (b) At any meeting of the Executive Committee, the number of committee members necessary to constitute quorum for the transaction of business shall be two thirds (2/3) of the members of the committee. When a quorum is present at any meeting, the acts of a majority of the committee members present shall be the acts of the Executive Committee unless a larger or different vote is required by statute, the Articles of Incorporation or these Bylaws.

- (c) Actions taken by the Executive Committee at all Executive Committee meetings shall be kept, filed with the records of the Corporation and promptly mailed to each member of the Board of Directors, but in no event later than the next scheduled meeting of the Board of Directors..

**Section 7.3 Membership Committee.**

**Section 7.4 Finance Committee.** The Finance Committee shall consist of at least three (3) Directors appointed by the President of the Corporation, including the Treasurer. The Committee shall be responsible to the Board for the supervision of all the funds of the Corporation.

- (a) The Committee shall provide;
  - (i) that all endowment, trust and capital funds be deposited with one or more trust companies or banks or investment organizations duly authorized to conduct such business in the state and reports on such investments shall be received from time to time;
  - (ii) that income from endowment, trust and capital funds, after deduction of legitimate expenses, is paid unto the Corporation; and
  - (iii) that both principal and income from endowment, trust and capital funds are used in accordance with the terms of the purpose for which they were established.
- (b) The Committee shall prepare and submit to the Executive Committee at its last meeting before the end of the fiscal year a proposed comprehensive budget showing expected receipts and income for the ensuing year.
- (c) The Committee shall examine annually and as often as it may consider it necessary, the investments and accounts of the Corporation.
- (d) The Committee shall prepare financial statements of the Corporation in the form prescribed by the Board of Directors. It shall also recommend proper investment of accumulated funds.
- (e) The Committee shall conduct an annual review of all insurance policies and shall renew, negotiate and recommend purchase of such coverage as is necessary to protect the assets of the Corporation. In reviewing the risks to be insured, the Committee shall be assisted by the President of the Corporation who shall make suggestions concerning hazards arising out of real estate, equipment, supplies, personnel and activity.
- (f) All investment duties of the Committee may be delegated to an Investment Subcommittee which, if appointed, shall consist of at least three (3) Directors appointed by the President of the Corporation and which shall recommend banking institutions and investment vehicles consistent with Corporation purposes and Board Policies. The Subcommittee, if appointed, shall regularly review the performance of banking institutions with whom Corporation

investments are placed. Either the Finance Committee or the Subcommittee shall have the right to engage outside entities to assist in reviewing bank institution performance.

**Section 7.5 Special Events Committee.** The Special Events Committee shall consist of at least three (3) Directors appointed by the President of the Corporation. The Special Events Committee shall coordinate and maintain communications relative to special promotional events of the Corporation and shall coordinate and interact with the Memorial with respect to such events and shall serve as a liaison committee with respect to Memorial events.

**Section 7.6 Audit Committee.** The Audit Committee shall consist of at least three (3) Directors appointed by the President of the Corporation, including the Treasurer. The Audit Committee shall be responsible for: reviewing the proposed scope of the annual audit with the independent auditors; review the independent auditors' report on the financial statement at the conclusion of the audit; review the independent auditors' "management letter" and management's response thereto; review financial and budget information provided by management; recommend the appointment of independent auditors to the full Board.

**Section 7.7 Nominating Committee.** The Nominating Committee shall consist of at least three (3) Directors appointed by the President of the Corporation and shall have the duty of nominating at the annual meeting of the Corporation, and at other meetings when vacancies are to be filled, candidates to be voted upon in electing Officers and the Board of Directors hereinbefore provided. The report of Directors and Officers to be nominated annually shall be presented at the Board meeting prior to the annual meeting of the Board.

**Section 7.8 Establishment and Powers of Committees.**

- (a) In addition to the Standing Committees the Board of Directors may, by resolution adopted by a majority of Directors in officer create one or more special committees consisting of one or more Directors of the Corporation.
- (b) The members of each committee shall serve at the pleasure of the Board of Directors.
- (c) The authority which a committee shall have and any limitations thereon, and the functions which a committee shall be discharged shall be set forth in the initial resolution creating the committee, subsequent Board of Directors resolutions and these Bylaws, and shall to the extent permitted, indicate whether such committee shall have the power to bind the Corporation. Provided, however, no committee (including the Executive Committee) shall have the power or authority to:

1. fill vacancies on the Board of Directors or any office

2. Adopt, amend or repeal the Articles of Incorporation, these Bylaws, or any resolution of the Board of Directors.\
3. Act on matters expressly committed by statute, these Bylaws or resolution of the Board of Directors to the entire Board of Directors or another committee thereof.

**Section 7.9 Rules of Conduct.** Except as otherwise required by these Bylaws or the Board of Directors, each standing and special committee may make rules for the conduct of its business; provided, however, its business shall be conducted in accordance with these Bylaws.

## **ARTICLE VIII**

### ***Indemnification and Personal Liability***

**Section 8.1 Liability of officers and trustees.** An officer or other trustee shall not be personally liable as an officer or trustee for monetary damages, for any action taken or any failure to take any action unless: (1) the officer or trustee has breached or failed to perform the duty of his/her office in good faith, in a manner he/she reasonably believes to be in the best interest of the corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances; and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The aforesaid standard of care is set forth in Section 5104 of the Pennsylvania Non-Profit Corporation Law of 1988 which incorporates by reference Sections 511 and 512 of the Pennsylvania Associations Code. If Pennsylvania statutes hereafter are amended to authorize the further elimination or limitation of liability of directors, then the liability of a director or trustee of the corporation, in addition to the limitation of personal liability provided herein, shall be limited to the fullest extent permitted by the amended statute. Any repeal or modification of this section shall be prospective only and shall not adversely affect any limitation of personal liability of a director or trustee of the corporation existing at the time of such repeal or modification.

**Section 8.2 Indemnification.** The corporation shall indemnify each director, officer or other trustee of the corporation to the fullest extent permitted by law, against all judgments, fines, and liabilities, and/or reimburse him/her for all reasonable expenses (including but not limited to court costs, attorneys fees and any amount paid in settlement) which judgment, fines, liabilities and expenses were incurred or expended in connection with any claim, suit, action or proceeding, whether civil, criminal, administrative or investigative, and which he/she was involved because of anything he/she may have done or omitted to do as a director, officer or other trustee of the corporation.

The right of indemnification conferred in this section shall be a contract right and each person to whom this right of indemnification applies shall be a third party beneficiary of such right and shall be entitled to enforcement against the corporation all indemnification and other rights granted to such person by this section. Such right shall include the right to be paid by the corporation the expenses incurred in any such

proceeding in advance of its final disposition; provided, however, that if the laws of the Commonwealth of Pennsylvania require, the payment of such expense incurred by a director, officer or other trustee of the corporation in advance of the final disposition of a proceeding shall be made only upon the delivery to the corporation of an undertaking, by or on behalf of such director, officer or trustee, to repay all amounts so advanced if it shall ultimately be determined that such director, officer or trustee is not entitled to be indemnified under this section or otherwise.

Termination of any proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself be a determination by a court that the act or failure to act given rise to a claim for indemnification constitutes willful misconduct or recklessness.

The directors are authorized to procure insurance protecting all directors, officers or other trustees of the corporation because of the expenses actually or reasonably incurred by them in connection with any defense of any action, suit or proceeding in which any one of them may be a party by reason of having been a director, officer or other trustee of the corporation.

## **ARTICLE IX**

### ***Conflicts of Interests***

**Section 9.1 Policy.** The Board of Directors shall adopt a conflicts of interest policy which may be amended and adopted from time to time by the Board of Directors. The purpose of the conflicts of interests policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer of Director of the Corporation or might result in a possible excess benefit transaction.

## **ARTICLE X**

### ***Miscellaneous Provisions***

**Section 10.1 Fidelity Bond.** Such Officers, Directors and employees of the Corporation, as the Board of Directors shall designate, shall be covered by bonds of fidelity, secured from a guarantee company, in amounts determined and approved by the Board of Directors. The Corporation shall defray the cost of any fidelity bonds so required.

**Section 10.2 Distribution of Assets Upon Dissolution.** In the event of the dissolution or liquidation of the Corporation, any assets remaining after all debts and other liabilities of the Corporation have been paid or otherwise provided for shall be contributed by the Corporation, as determined by the Board of Directors, to such other active nonprofit organization exempt under Section 501[c][3] of the Code as, in the sole judgment of the Corporation's Board of Directors, have purposes most closely related to those of the Corporation. It is intended that the Memorial be the intended and preferred recipient if it is in existence and otherwise eligible.

**Section 10.3 Interpretation.** As used in these Bylaws, the neuter, masculine and/or feminine gender shall include the neuter, masculine or feminine gender as required by the context of the sentence and the plural shall include the singular wherever appropriate.

**ARTICLE XI**  
***AMENDMENTS***

**SECTION 11.1 AMENDMENTS.** THESE BYLAWS MAY BE ALTERED, AMENDED, OR REPEALED BY A MAJORITY VOTE OF THE MEMBERS ENTITLED TO VOTE THEREON AT ANY REGULAR OR SPECIAL MEETING DULY CONVENED AFTER NOTICE TO THE MEMBERS OF THAT PURPOSE, OR BY A MAJORITY VOTE OF THE MEMBERS IN OFFICE OF THE BOARD OF DIRECTORSS AT ANY REGULAR OR SPECIAL MEETING DULY CONVENED, SUBJECT ALWAYS TO THE POWER OF THE MEMBERS TO CHANGE SUCH ACTION BY THE BOARD OF DIRECTORS, AND EXCEPT ON CERTAIN SUBJECTS, COMMITTED EXCLUSIVELY TO THE MEMBERS AS DESCRIBED IN SECTION 5504(B) OF THE PENNSYLVANIA NON-PROFIT CORPORATION LAW OF 1988.