

**PITTSBURGH CONFERENCE
ON
ANALYTICAL CHEMISTRY
AND
APPLIED SPECTROSCOPY**

**BYLAWS
AND POLICY**

Revised
05/03/2021

**BYLAWS
PITTSBURGH CONFERENCE ON ANALYTICAL CHEMISTRY
AND APPLIED SPECTROSCOPY,
A PENNSYLVANIA NON-PROFIT CORPORATION**

ARTICLE I - NAME - DEFINITIONS - PURPOSE - OFFICES

Section 1. Name

The name of the Corporation shall be PITTSBURGH CONFERENCE ON ANALYTICAL CHEMISTRY AND APPLIED SPECTROSCOPY, A PENNSYLVANIA NON-PROFIT CORPORATION.

Section 2. Definitions

As used in these Bylaws the following capitalized words or abbreviations shall have the specific definitions set forth below:

- (i) "The General Committee" means the body of persons established by the Directors to carry out the Corporation's purposes by organizing and managing an annual exposition of chemical equipment and program of scientific papers and seminars commonly known as the Pittsburgh Conference and Exposition or as PITTCON®."
- (ii) "Fiscal Year" means the period commencing on July 1 of each calendar year and ending on June 30 of the following calendar year.
- (iii) "Member" means any person serving on the General Committee, pursuant to Article V, Section 1.
- (iv) "S.A.C.P." means The Society for Analytical Chemists of Pittsburgh.
- (v) "S.S.P." means The Spectroscopy Society of Pittsburgh.
- (vi) "Shareholders" means the S.A.C.P. and S.S.P.
- (vii) "Societies" means the S.A.C.P. and S.S.P.
- (viii) "Pittcon" means only the yearly Conference & Exposition, not the Corporation.

Section 3. Purpose

This Corporation is formed exclusively for educational, charitable and scientific purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954 and any succeeding statute. The assets of this Corporation are irrevocably dedicated to these purposes. This Corporation is empowered to engage in activities only in furtherance of one or more of these purposes. Without limiting the generality of the foregoing, this Corporation is formed for the purpose of establishing and maintaining an international forum through the sponsorship of expositions, conferences and other educational programs for the communication of ideas, products and technology beneficial to or useful in the fields of analytical chemistry or applied spectroscopy.

No Member nor any member of the Societies shall benefit, directly or indirectly, in any way from the functions of this Corporation or share in the assets of this Corporation.

Section 4. Offices

The official or registered office or place of business of the Corporation shall be in Allegheny County, Pennsylvania at 300 Penn Center Boulevard, Suite 332, Pittsburgh, PA 15235. The Corporation may also have offices at such other place as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II - SHAREHOLDERS

Section 1. Place of Meetings

Meetings of the Shareholders shall be held at the registered office of the Corporation, or at such other place within or outside of the Commonwealth of Pennsylvania as shall be fixed by the Board of Directors or the person or persons calling the meeting.

Section 2. Annual Meetings

Commencing with the year 1971, the annual meeting of the Shareholders for the election of Directors and the transaction of such other business as may properly come before the same shall be held at 8:00 o'clock p.m. on the first Tuesday in June of each year if not a legal holiday, and if a legal holiday, then on the next secular day following.

Section 3. Special Meetings

Special meetings of the Shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called at any time by the President or the Board of Directors or at the request in writing and/or electronic communication, of any Shareholders owning not less than one-half of all of the outstanding shares entitled to vote. Such written request shall state the purpose or purposes of the proposed meeting.

Section 4. Notice of Meetings

A written and/or electronic communication notice stating the place, day and hour of any meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered or mailed by the secretary, or by the officer or directors calling the meeting, to the two Shareholders of record.

Section 5. Quorum for Annual Shareholders Meeting

The presence, in person or by proxy by representatives of both Shareholders entitled to vote shall constitute a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of Directors, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing the Directors.

Section 6. Voting

At each meeting of the Shareholders a majority of the votes cast shall decide every question or matter submitted to the Shareholders unless otherwise provided by law. Upon the demand of any Shareholder, the voting for Directors and for any other question before the meeting shall be by ballot.

ARTICLE III - DIRECTORS

Section 1. Number and Election

A Board of eight (8) Directors shall be chosen by the Shareholders at their annual meeting. It is the intent of these Bylaws that there shall always be an even representation on the Board between the two Societies. Thus four, (4) members of the Board shall be representatives of the S.A.C.P. and four (4) shall be members of the S.S.P. Each Director shall serve for a term of one year, commencing with the start of the Fiscal Year first beginning after the date of the annual meeting of Shareholders, or until his successor is elected and qualified. Directors need not be residents of the Commonwealth of Pennsylvania.

Section 2. Vacancies

Vacancies in the Board of Directors caused by death, resignation, or involuntary removal, increase in the number of Directors or otherwise, shall be filled in the following manner: The executive council of the affected Society or Societies shall select a nominee(s) from their Society to fill the vacancy(s). The nominee(s) shall then be presented to the Board of Directors for confirmation by a majority of the remaining Board, though less than a quorum, and upon confirmation each new Director so named shall serve until the next annual meeting of the Shareholders.

Section 3. Meeting of Directors

The Board shall not be required to hold regular meetings, other than an organizational meeting, but regular meetings may be held at such time as the Board may from time to time by resolution appoint, and no notice shall be required to be given of any such regular meeting. Special meetings of the Board of Directors may be called by the President or by a majority of the members of the Board of Directors by giving two days' notice to each Director by letter, telegram, telephone, electronic communication, or orally, but the presence of all of the Directors at any special meeting shall ipso facto constitute a waiver of any notice otherwise required to be given of such meeting.

Section 4. Organizational Meeting

The newly elected Board shall meet as soon as may be convenient after the commencement of the Fiscal Year. The Board may transact at such meeting any business as may come before it.

Section 5. Telephonic Conferences

One or more Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other.

Section 6. Quorum

At all meetings of the Board a majority of the voting Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws.

Section 7. Powers of Directors

The Directors shall have the general management and control of the business and affairs of the Corporation and shall exercise all powers that may be exercised or performed by the Corporation, whether under statute, the Articles of Incorporation, these Bylaws, or otherwise. Unless otherwise provided for in these Bylaws, on any question coming before the Board, a simple majority of those present, if there is a quorum, shall carry any motion. It shall be within the Board's discretionary power at any time to remove, with or without cause, any Officer or Director of the Corporation by the affirmative vote of at least seventy-five (75%) percent of all the duly elected and qualified Directors.

At the request of the affected Director or the Executive Council of the S.S.P. or the Executive Committee of the S.A.C.P., the President shall call a special meeting of the Shareholders as represented by the Executive Council of the S.S.P. and the Executive Committee of the S.A.C.P. pursuant to Article II, Sections 3 and 4 above, which special meeting shall be for the sole purpose of reviewing the action of the Board in removing said Director and taking appropriate action, if any.

Section 8. Committees

The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees to serve at the discretion of the Directors. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. The committees shall keep regular minutes of their proceedings and report the same to the Board when required.

Section 9. Compensation

No compensation shall be paid to the Officers, Directors or Members for their services as Officers, Directors or Members. Officers, Directors and Members may be reimbursed for actual expenses incurred by them in the performance of their duties.

Section 10. Investment of Corporate Funds

The Board of Directors may select a corporate institution to handle, invest and maintain the Corporations funds; PROVIDED, HOWEVER, that such institutions must be regulated by the Federal Reserve Board or Comptroller of the Currency or must provide adequate and sufficient insurance, as determined by the Board of Directors, for all accounts maintained by the Corporation with such institutions.

Section 11. Annual Distributions to the Societies

Effective July 1, 2020, the Board of Directors approved to retain \$8,000,000 (\$8M) in the Contingency Fund Account and distribute the remaining funds equally to each Society, the Society for Analytical Chemist of Pittsburgh (SACP) and the Spectroscopy Society of Pittsburgh (SSP). If the Pittcon fund should exceed \$8M, the excess shall be

distributed 50% to each society, SACP and SSP, at the beginning of the new fiscal year. No distribution shall be made directly or indirectly to any member or to any member of the Societies.

Each Society shall be responsible administering their Reserve Fund Account and may desire to either partially or entirely fund their operating budget from the account in a sustainable manner as stated in their By-Laws.

Section 12. Removal of Committee Members

The Board of Directors shall have the power to remove temporarily any Member for cause at any time by the affirmative vote of at least seventy-five percent (75%) of all the Directors. Cause for removal shall include, but not be limited to, the following:

- (i) Willful, gross or negligent misconduct in the performance of the Corporation's business;
- (ii) Conviction of a felony;
- (iii) Dishonest or fraudulent acts;
- (iv) Usurpation or diversion of a Corporate opportunity;
- (v) Engaging in any activity which, in the judgment of the Board of Directors, is detrimental to the Pittsburgh Conference;
- (vi) Demonstrated unsatisfactory and/or lack of performance of assigned Conference duties;
- (vii) Any other cause which the Board of Directors, in their sole discretion, shall deem proper.

The Board shall notify any Member temporarily removed from the General Committee by sending written notice there by certified mail, return receipt requested, to the Member's last known home address. The notice shall state, with reasonable specificity, the reasons for such removal and state that the removed Member shall have thirty (30) days from the date of receipt of the notice to appeal the decision by serving a written request on the Board for a hearing. The notice shall state that failure to request a hearing within the aforementioned 30-day period shall be deemed a waiver of the Member's right to appeal and the temporary removal shall become permanent. If a request is filed within the 30-day period, an appeal will be heard by the Board at a hearing scheduled at a date and time convenient for all involved parties. The removed member shall be given an opportunity at the hearing to present evidence and to cross-examine witnesses in his or her defense. After all of the evidence has been presented at the hearing, the Board shall take a re-vote and the decision of at least seventy-five percent (75%) of all the Directors shall be the final decision of the Board. No person removed involuntarily from the General Committee hereunder shall be reinstated as a Member unless such person is nominated by the Conference President and subsequently receives an affirmative vote of seventy-five percent (75%) of all the Directors. Any person who has been removed temporarily or permanently by this process shall be excluded from all activities and functions of the General Committee including those of its sub-committees. Moreover, this person shall not be included in any Conference Committee activities and shall not represent the Conference in any capacity. This ban shall remain in effect unless and until this person has been reinstated by the procedure(s) described above.

ARTICLE IV - OFFICERS

Section 1. Enumeration

The officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and an Assistant Treasurer, and such other officers as shall from time to time be chosen and appointed by the Board of Directors.

Section 2. President

The President shall be the chief executive officer of the Corporation and shall have general charge and control over the affairs of the Corporation, subject to the Board of Directors. Without limiting the generality of the foregoing, the President shall have general charge and control over the Committee, subject to the Board of Directors. The President shall preside at all meetings of the Shareholders. The President shall sign all certificates for shares of the capital stock of the Corporation.

Section 3. Chair of the Board of Directors

The Chair of the Board of Directors shall be the Immediate Former Conference President or the most recent Former Conference President of the same Society willing to serve. That person would be a voting member. The Chair of the Board of Directors shall call the monthly BOD meetings, prepare and distribute the agenda for the meetings ahead of time and act as chair of the meetings.

Section 4. Vice President

The Vice President shall have all the powers and shall perform all the duties of the President during the absence or inability to act of the President or while the office of President shall be vacant.

Section 5. Secretary

The Secretary shall keep a record of the minutes of the proceedings of the meetings of Shareholders and Directors, and shall give notice as required by these Bylaws of all such meetings. The Secretary shall have custody of the seal of the Corporation and of all books, records and papers of the Corporation, except such as shall be in the charge of the Treasurer or some other person authorized to have custody and be in possession thereof by resolution of the Board of Directors. The Secretary shall sign all certificates for shares of the capital stock of the Corporation. The Secretary need not be a member of the Board of Directors. The Secretary shall distribute an Executive Summary of all BOD meetings when appropriate. The Secretary will insure that the Executive Summary is posted on the Pittcon website for committee use only.

Section 6. Treasurer

The Treasurer shall keep accounts of all moneys of the Corporation, received and disbursed, and shall deposit all moneys and valuables of the Corporation in its name and to its credit in such banks and depositories as the Board of Directors shall designate. The Treasurer shall prepare and distribute to the Board of Directors regular monthly financial reports. All authorized signatories to all Conference bank and other financial accounts shall be bonded with such bonding companies and in such amounts as the Board of Directors shall determine. The Corporation will pay all fees associated with the required bonding.

Section 7. Assistant Treasurer

The Assistant Treasurer shall have all the powers and shall perform all the duties of the Treasurer during the absence or inability to act of the Treasurer or while the office of Treasurer shall be vacant.

Section 8. Selection

The Directors in 1971 and all subsequent odd-numbered years shall elect as President and Treasurer of the Corporation the persons selected respectively therefor by the S.A.C.P., and as Vice President and Assistant Treasurer the persons selected respectively therefor by the S.S.P. The Directors shall in 1972 and all subsequent even-numbered years elect as President and Treasurer of the Corporation the persons selected respectively therefor by the S.S.P. and as Vice President and Assistant Treasurer the persons selected respectively therefor by the S.A.C.P. Other officers proposed to be chosen and appointed under the provisions of Section 8 of this Article IV shall be selected in a similar fashion, it being the intention of the Corporation that the number of officers be evenly divided between the Societies in any one year and that the positions alternate from year to year

Section 9. Other Officers

The duties and powers of other officers who may from time to time be chosen by the Board of Directors shall be as specified by the Board of Directors at the time of the appointment of such other officers.

Section 10. Additional Duties and Powers of Officers

The Board of Directors may from time to time by resolution increase or add to the duties and powers of the President, Chair of the Board of Directors, Vice President, Secretary, Treasurer and Assistant Treasurer, or of any other officer chosen and appointed under the provisions of Section 8 of this Article IV.

Section 11. Execution of Corporate Documents and Checks

All contracts in the name of the Corporation shall be executed on behalf of the Corporation by the President and the Secretary or Treasurer of the Corporation, or by such Officer or Officers or Member as the Board of Directors may from time to time designate.

All checks, notes, vouchers, warrants, drafts, acceptances and other orders for the payment of moneys of the Corporation shall be signed by such Officer or Officers or Member as the Board of Directors may from time to time designate.

ARTICLE V - CONFERENCE COMMITTEE MEMBERSHIP

Section 1. Attainment of Membership

With the exception of former Conference Presidents all Members of the Conference General Committee must be voting Members of either of the Societies. All Members shall be appointed annually by the incoming President on or before July 1 of each year. The Chairmen and Chairmen-elect of the Societies shall serve as ex-officio Members for the respective terms of their office. All Members shall serve for a term of one year beginning July 1 of each year or until his or her early resignation or removal, pursuant to Article III, Section 12. Any Member not reappointed shall be so notified by the incoming President. Current committee members who are not selected to serve on the new committee shall have the right to appeal to the new President and ultimately to the

Board of Directors.

Section 2. Special Appointments

The Conference President can make special committee assignments and can appoint Conference Week staff and special advisors.

ARTICLE VI - STOCK

Section 1. Certificates of Stock

Certificates for shares of the capital stock of the Corporation shall be in the form adopted by the Board of Directors, shall be signed by the President and Secretary and shall be sealed with the seal of the Corporation. All such certificates shall be numbered consecutively, and the name of the entity owning the shares represented thereby, with the number of such shares and the date of issue, shall be entered on the books of the Corporation. The signatures of the officers may be either in writing or by a facsimile signature printed or engraved on the certificates. The seal of the Corporation may be either impressed upon the certificate or may be engraved or facsimile copy of the seal of the Corporation.

Section 2. Transfer of Stock

Shares of capital stock of the Corporation are nontransferable.

Section 3. Registered Shareholders

The Corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof and accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person, whether or not it shall have express or other notice thereof, except as expressly provided by the laws of Pennsylvania.

Section 4. Non-Alienability

Stock in the Corporation shall not be freely alienable. If any Shareholder desires to sell the same, it is hereby prohibited. A Shareholder may only move for the dissolution of the Corporation in accordance with Article X so that all of the funds and assets of the Corporation shall be distributed for purely charitable purposes as set forth in Article I, Section 3 above. In no way may a dissolution inure to the benefit of any Member or to any member of either of the two Societies.

ARTICLE VII - LIABILITY OF DIRECTORS AND OFFICERS

Section 1. Liability of Directors

Except for responsibility or liability of a Director pursuant to any criminal statute or for payment of taxes pursuant to local, state or Federal law, a Director of the Corporation shall not be personally liable for monetary damages for any action taken or any failure to take any action after January 27, 1987 unless (a) such Director has breached or failed to perform his fiduciary duties as provided in Section 2 of this Article VII and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 2. Director's Fiduciary Duties

A Director of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a Director (including as a member of any committee of the Board) in accordance with the standards set forth in Section 8363 of the Directors' Liability Act, 42 Pa. C.S.A. §8361, et seq., as the same may be amended from time to time. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interest of the Corporation.

Section 3. Liability of Directors and Officers

As provided in 42 Pa. C.S.A. §8332.2 and so long as the Corporation is qualified under Section 501(c) (3) of the Internal Revenue code, no Director or officer of the Corporation who serves without compensation, other than reimbursement for actual expenses, shall be liable for any civil damages as a result of any acts or omissions relating solely to the performance of his duties as a Director or officer, unless (a) the conduct of such Director or officer falls substantially below the standards generally practiced and accepted in like circumstances by similar persons performing the same or similar duties and (b) it is shown that the Director or officer did an act or omitted doing an act which he was under a recognized duty to another to do, knowing or having reason to know that the act or omission created a substantial risk of actual harm to the person or property of another.

ARTICLE VIII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. Right to Indemnification

Each individual 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, including actions 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 Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by or imposed upon him or her in connection with such action, suit, or proceeding; PROVIDED, HOWEVER, that the Corporation shall not indemnify any such person 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, and, with respect to any criminal action or proceeding, unless such person 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 is not entitled to indemnification under this Section, or with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The determination of what expenses are actually and reasonably incurred shall be made by the Board of Directors, but in the event the person making the request for indemnification shall dispute the determination of the Board of Directors, such person may apply to the Court of Common Pleas of the County in which the registered office of the Corporation is located or the Court in which such action or suit was brought for such determination.

Section 2. Required Determination

In situations where a Court has not made a determination that the act or failure to act

giving rise to a claim for indemnification constituted willful misconduct or recklessness, any indemnification under Section 1 of this Article VIII (unless ordered by a Court) shall be made by the Corporation only as authorized in the specific case upon a determination that the act or failure to act of the representative did not constitute willful misconduct or recklessness. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 3. Advances for Expenses

Expenses incurred by or imposed upon a representative 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 upon receipt of an undertaking by or on behalf of the representative to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article VIII.

Section 4. Non-Exclusivity and Non-Duplication

The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any other Bylaw, agreement, vote of members or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Notwithstanding any other provisions set forth in this Article, the indemnification authorized and provided hereby shall be applicable only to the extent that any such indemnification shall not duplicate indemnity or reimbursement which such person has received or shall receive otherwise than under this Article.

Section 5. Preservation of Rights

No amendment or repeal of this Article shall adversely affect any right or protection extended to a representative hereunder for an act or failure to act occurring prior to the time of such amendment or repeal. Each representative shall be deemed to act in such capacity in reliance upon the rights of indemnification and advancement of expenses hereunder. The rights to indemnification and advancement of expenses hereunder shall continue as to a person who has ceased to be a representative and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 6. Insurance or Other Funding

The Corporation may create a fund of any nature which may, but need not be, under the control of a trustee or otherwise secured or may insure in any manner its indemnification obligations, whether arising hereunder or otherwise. The Corporation may 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 Corporation, partnership, joint venture, employee benefit plan, trust or other enterprise against any liability asserted against him or her and incurred by or imposed upon 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 against such liability under the provisions of this Article or otherwise, upon such terms and conditions as the Corporation may deem requisite including a requirement that any such person must contribute a portion or all of the cost of maintaining such insurance.

Section 7. Definitions

As used in this Article, 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 such a constituent, surviving or new Corporation, or is or was serving at the request of such constituent, surviving or new Corporation as a representative of another Corporation, partnership, joint venture, employee benefit plan, trust or other enterprise, shall stand in the same position under the provisions of this Article 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. As used herein, references to a "representative" shall include without limitation any Director, Officer, Member, employee or agent of the Corporation.

Section 8. Effective Date

The provisions of this Article shall be effective for any act or omission of a representative on or after January 27, 1987. Any act or omission prior to January 27, 1987 shall be indemnified pursuant to Section 7741 et seq. of the Pennsylvania Nonprofit Corporation Law (15 Pa. C.S.A. §7741 et seq.).

ARTICLE IX - INTERESTED DIRECTORS AND OFFICERS

Section 1. Interested Directors

No contract or transaction between the Corporation and one or more of Members, Directors or Officers or between the Corporation and any other Corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers or have a financial interest, shall be void or voidable solely for such reason, or solely because the Member, Director or Officer is present at or participates in the meeting of the Board of Directors which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, if: (a) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board in good faith 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; (b) the material facts as to his, her or their relationship or interest and as to the contract or transaction are disclosed or are known to the Shareholders entitled to vote thereon, if any, and the contract or transaction is specifically approved in good faith by vote of such Shareholders; or (c) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors or the Shareholders. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified above.

ARTICLE X - DISSOLUTION

The assets of this Corporation are dedicated exclusively for educational, charitable and scientific purposes as set forth in Article I, Section 3 above. In the event that either of the two Shareholders of this Corporation desire to have the same dissolved, then and in that event, there shall be a vote by the Shareholders and by the Board of Directors for the purposes of dissolving this Corporation. Notice shall be given of said meeting, in the same manner, as set forth in Article XI, to all Directors and all Shareholders. In the event that either Shareholder and a majority of all the then duly elected Directors plus one elect to dissolve the Corporation, then the Board and the officers shall carry out the dissolution of this Corporation. All of the assets of this Corporation shall be distributed,

in accordance with law, for beneficial and charitable purposes in conformance with the purposes of this Corporation and be distributed only to organizations exempt from taxation under Section 501 (c) of the Internal Revenue Code. No distribution shall be made, directly or indirectly, to any Member or to any member of the S.A.C.P. or the S.S.P. or any member of their families.

ARTICLE XI - AMENDMENTS

These Bylaws may be amended, in whole or in part, at any regular meeting of the Board of Directors or at a special meeting thereof when written and/or electronic notice is given ten days prior to the meeting; setting forth the precise nature of the amendment to be enacted upon. It will be necessary for the affirmative vote of a majority of all the elected Board of Directors plus one to amend these Bylaws. All Bylaw amendments must also be approved by the Executive Council of the S.S.P. and the Executive Committee of the S.A.C.P.

ARTICLE XII - SEAL

The corporate seal of the Corporation shall be as follows:

These Bylaws were adopted and approved by the Board of Directors of this Corporation on this 3rd day of May 2021.

Donald Antczak
Secretary of the Board

These Bylaws were approved by the Executive Council of the S.S.P. this 13th day of May, 2021.

Neelam Ketyal
Secretary – S.S.P.

These Bylaws were approved by the Executive Committee of the S.A.C.P. this 13th day of May, 2021.

Diane Miller
Secretary - S.A.C.P.