

BYLAWS
OF
THE NETWORK OF YOUNG PROFESSIONALS

ARTICLE I - OFFICES

1. The name of this Nonprofit Corporation is “The NETwork of Young Professionals” (hereinafter referred to as “The NET”).
1. The registered office of the Corporation shall be at 125 Goodman Drive, Bethlehem, Pennsylvania 18015.
3. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the Corporation may require.

ARTICLE II - SEAL

1. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words “Corporate Seal, Pennsylvania.”

ARTICLE III - PURPOSES

1. The purposes for which the Corporation is organized are as follows:
 - (a) To serve as a catalyst to enrich the Lehigh Valley by making it a more enjoyable and vibrant place to live, by promoting community involvement, and by fostering personal and professional growth; and
 - (b) The NET may have purposes and powers as may be stated in its Articles of Incorporation and such other powers necessarily incident thereto as are now or may be granted hereafter by law.

ARTICLE IV - MEMBERS

1. Membership shall be non-discriminatory and all good-standing members of the general public who share in the objectives of Article III shall be permitted to become members.
2. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable by the members.
3. The Board of Directors, by affirmative vote of three-fifths of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of any dues or assessments.
4. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of three-fifths of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.
5. Membership in this Corporation is not transferable or assignable.

6. Meetings:

(a) Meetings of the members shall be held at such times and at such places within this Commonwealth or elsewhere, as may from time to time be fixed by the Board of Directors.

(b) Written notice of every meeting of the members, stating the date, time and place thereof and the reason therefor, shall be given by or at the direction of the Secretary to each member of record entitled to vote at the meeting, at least ten (10) days prior to the date of the meeting.

(c) Persons authorized to give notice of a meeting of members may, in lieu of any written notice of a meeting of members, cause notice to be officially given.

(d) The acts of a majority of those members present shall constitute the acts of the members.

(e) Every member in good standing shall be entitled to one (1) vote. No member shall sell his/her vote for money or anything of value.

(f) Voting may be by ballot, mail or any reasonable means determined by the Board of Directors.

ARTICLE V - DIRECTORS

1. The business and affairs of this Corporation shall be managed by its Board of Directors, which shall consist of a minimum of five (5) persons and a maximum of nine (9) persons, who shall be natural persons of full age and who need not be residents of this Commonwealth.

2. The directors shall be elected on a staggered basis for a term of two (2) years. The first class of directors shall consist of two (2) elected for a term of one (1) year, and three (3) elected for a term of two (2) years, and in staggered two-year classes thereafter.

3. The incorporators shall elect the initial Board of Directors at the organizational meeting. Thereafter, the directors shall be nominated by self-nomination by the members, in writing, to the current Board. The current Board will select at least two (2) nominees. The members shall then vote to elect a director from the pool of nominees.

4. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things.

5. Meetings:

(a) The meetings of the Board of Directors may be held at such times and at such place or places within this Commonwealth or elsewhere, as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.

(b) Written or personal notice of every meeting of the Board of Directors shall be given to each director at least ten (10) days prior to the day named for the meeting.

(c) A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, and 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 of Directors.

(d) Any action which may be taken at a meeting of the directors 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.

6. The Board of Directors shall have the authority to fix the compensation, if any, of directors for their services as such, and a director may also be a salaried officer of the Corporation.

7. Any director may resign at any time by giving written notice to the Board. Such resignation, which may or may not be contingent upon formal acceptance, shall take effect on the date of receipt or at any later time specified in the written notice.

8. A director may be removed from the Board at any time, by action of the Board.

9. Vacancies on the Board of Directors may be filled by majority vote of the remaining members of the Board, through less than a quorum, or by a sole remaining director, and each person so elected shall be a director to serve the balance of the unexpired term, and until a successor has been elected and qualified.

10. The Board of Directors shall not be liable for the actions of any member, or The NET, as a whole.

ARTICLE VI - OFFICERS

1. The executive officers of the Corporation shall be chosen by the Board of Directors, and shall be a President, Vice President, Secretary, Treasurer and such other officers and assistant officers as the needs of the Corporation may require. The President, Vice President and Secretary shall be natural persons of full age; the Treasurer, however, may be a corporation, but if a natural person, shall be of full age.

2. The officers shall hold their offices for a term of thirteen (13) months and shall have such authority and shall perform such duties as are provided by the Bylaws and as shall from time to time be prescribed by the directors.

3. It shall not be necessary for the officers to be directors and any number of offices may be held by the same person. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise.

4. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

5. The President shall be the chief executive officer of the Corporation. He/she shall preside at all meetings of the Board; shall have general and active management of the affairs of the Corporation; and shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred to the President, to any other officer or officers of the Corporation. He/she shall execute bonds, mortgages and other documents requiring a seal, under the seal of the Corporation. He/she shall be EX-OFFICIO, a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.

6. The Vice President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as he/she may be required to do from time to time.

7. The Secretary shall attend all sessions of the Board and act as clerk thereof, and record all the votes of the Corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. He/she shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he/she shall be. He/she shall keep in safe custody the

corporate seal of the Corporation, and when authorized by the Board, affix the same to any instrument requiring it.

8. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall keep the monies of the Corporation in a separate account to the credit of the Corporation. He/she shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation.

9. If the office of any officer or agent, one or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VII - BOOKS AND RECORDS

1. The Corporation shall keep an original or duplicate record of the proceedings of the directors, the original or a copy of its Bylaws, including all amendments thereto to date, certified by the Secretary of the Corporation and an original or a duplicate membership register, giving the names of the members, and showing their respective addresses and the class and other details of the membership of each. The Corporation shall keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the Corporation in this Commonwealth, or at its principal place of business wherever situated.

2. Every director shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for

any proper purpose, the membership register, books and records of account, and records of the proceedings of the directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a director. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney, or such other writing which authorizes the attorney or other agent to so act on behalf of the director. The demand under oath shall be directed to the corporation at its registered office in this Commonwealth or at its principal place of business wherever situated.

ARTICLE VIII - TRANSACTION OF BUSINESS

1. The Corporation shall make no purchase of real property, nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the Board of Directors. Unless otherwise restricted by these Bylaws, no vote or consent of the members shall be required to make effective such action by the Board. If the real property is subject to a trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.

2. Whenever the lawful activities of the corporation involve, among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental revenue. All such incidental revenues shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the directors or officers of the corporation.

3. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

ARTICLE IX - ANNUAL REPORT

1. The Board of Directors shall present annually a report, verified by the President and Treasurer or by a majority of the directors showing, in appropriate detail, the following:

(a) 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;

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

(c) The revenue or 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;

(d) The expenses or disbursements of the Corporation for both general and restricted 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.

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

This report shall be filed with the minutes of the meeting of directors.

ARTICLE X - NOTICES

1. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by mail, telefax or electronic mail. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these Bylaws. When a special 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.

2. Whenever any written notice is required to be given under the provisions of a statute or the Articles or By-Laws of this Corporation, 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 statute, neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of directors such waiver of notice shall specify the general nature of the business to be transacted. 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.

ARTICLE XI - MISCELLANEOUS PROVISIONS

1. The fiscal year of the corporation shall begin on the first day of July.
2. One or more persons may participate in a meeting of the Board by means of conference telephone or similar communications 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 XII - INDEMNIFICATION

1. The corporation shall indemnify each person who is or was a trustee, director, officer, or employee of the corporation, or of any other corporation which he/she served as such at the request of the corporation, against any and all liability and reasonable expenses that may be incurred by him/her in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of the corporation or such other corporation or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he/she may become involved, as a party or otherwise, by reason of his/her being or having been a trustee, director, officer, or employee of the corporation or of such other corporation, or by reason of any past or future action taken or not taken in his/her capacity as such trustee, director, officer or employee, whether or not he/she continues to be such at the time such liability or expense is incurred, provided such person acted in good faith in what he/she reasonably believed to be the best interests of the corporation or such other corporation, as the case may be and, in addition, in any criminal action or proceeding, where he/she had no reasonable cause to believe that his/her conduct was unlawful. As used in this Article, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by, a trustee, director, officer or employee, other than amounts paid to the corporation itself or to such other corporation served at the corporation's request.

2. The termination of any claim, action, suit or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval) or conviction, or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a trustee, director, officer or employee did not meet the standards of conduct set forth in the first sentence of this Article, except where there shall have been a judgment rendered specifically finding that

the action or conduct of such trustee, director, officer or employee constituted gross negligence or misconduct.

3. Any such trustee, director, officer or employee referred to in this Article who has been wholly successful, on the merits or otherwise, with respect to any claim, action, suit or proceeding of the character described herein shall be entitled to indemnification as of right. Except as provided in the preceding sentence, any indemnification hereunder shall be made at the discretion of the corporation, but only if (1) the Board of Directors, acting by a quorum consisting of directors who are not parties to (or who have been wholly successful with respect to) such claim, action, suit or proceeding, shall find that the trustee, director, officer or employee has met the standards of conduct set forth in the first sentence of this Article, or (2) independent legal counsel (who may be the regular counsel of the corporation) shall deliver to it their written advice, that, in their opinion, such trustee, director, officer or employee has met such standards. Expenses incurred with respect to any such claim, action, suit or proceeding may be advanced by the corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he/she is entitled to indemnification under this Article. The rights of indemnification provided in this Article shall be in addition to any rights to which any person concerned may otherwise be entitled by contract as a matter of law, and shall inure to the benefit of the heirs, executors and administrators of any such person.

**ARTICLE XIII - PROHIBITION AGAINST SHARING
IN CORPORATE EARNINGS**

1. The Corporation is formed exclusively for purposes for which a corporation may be formed under Section 501(c) of the Internal Revenue Code (or the corresponding section of any future federal tax code) and not for pecuniary or financial gain.

2. No part of the assets, income or profit of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers, except to the extent, if any, under the Non-Profit Corporation Law and Section 501(c) of the Internal Revenue Code.

3. The Corporation shall not operate any listing service for its members, or take steps which will serve to facilitate the transaction of specific business by its members or promote the private interest of any member, or engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.

4. Upon the dissolution of the Corporation, no member, director or officer shall be entitled to any distribution of its remaining assets, rather its assets shall be distributed to such organizations as are exempt under the provisions of Section 501(c) of the Internal Revenue Code (or corresponding section of any future federal tax code), as may have an exempt purpose similar to the purposes for which this corporation is organized.

5. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in, (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XIV - AMENDMENTS

1. Bylaws may be adopted, amended or repealed by the vote of directors entitled to cast at least a majority of the votes which all directors present are entitled to cast thereon at any regular or special meeting duly convened after notice to the directors of that purpose.

