

BYLAWS
OF
BRUBAKER FAMILIES OF AMERICA

A Nonprofit Corporation
Formed Under the Laws of the Commonwealth of Pennsylvania

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ARTICLE I

Name and Organization

The name of the corporation shall be the Brubaker Families of America (the “Corporation”). The Corporation is formed pursuant to the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, Act of December 21, 1988, P.L. 1444, 15 P.S. ‘5101 et seq. (the “Nonprofit Corporation Law”). The Corporation is organized on a non-stock basis and shall have no members.

ARTICLE II

Registered Office and Place of Business

The registered office and the principal place of business of the Corporation shall be 221 East Chestnut Street, Lancaster, Pennsylvania 17602. The Corporation may have such other places of business as the Board of Directors (the “Board” or “Board of Directors”) may from time to time decide.

ARTICLE III

Seal

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

ARTICLE IV

Purpose

1. General Purpose. The Corporation is formed and shall be operated exclusively for “charitable, religious, scientific and educational” purposes as those terms are defined within the meaning of Section 501(c)(3) of the Internal Revenue Code of

1986 (or the corresponding section of any future Internal Revenue Law of the United States) as now enacted or as may be hereafter amended (“Code”).

2. No Private Inurement. No part of the net earnings of the Corporation shall inure, directly or indirectly, to the benefit of any private person or individual; and no Director, officer or employee of the Corporation shall receive any pecuniary benefit of any kind except reasonable compensation for services actually rendered to the Corporation in effecting its corporate purposes. No substantial part of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the Corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

3. Private Foundation Restrictions. For any period in which the Corporation is determined to be a private foundation within the meaning of Section 509 of the Code:

(a) The Corporation may not merge or consolidate with any corporation or other entity which is not an exempt organization described in Code Section 501(c)(3) and Section 170(b)(1)(A) (other than clauses (vii) and (viii)) and which has not been in existence and so described for a continuous period of at least sixty (60) calendar months.

(b) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(c) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(d) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(e) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(f) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code and shall not be controlled, directly or indirectly, by one

or more “disqualified persons” (as defined in Section 4946 of the Code) other than Corporation managers.

4. Miscellaneous Powers. Subject to the limitations and provisions of Sections 1 through 3 of this Article IV and subject to all other limitations and provisions contained in these Bylaws or the Articles of Incorporation, the Corporation shall have all powers, authorities, duties and discretions permitted pursuant to the Nonprofit Corporation Law and the Code.

ARTICLE V

Management, Board of Directors, Election

1. Management By Board of Directors. The business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of at least one member, but no more than twenty members as determined by the affirmative vote of a majority of the Directors. Each Director shall be a natural person of full age who is at least eighteen (18) years of age. The Board of Directors shall have all powers of members of a nonprofit corporation under the Nonprofit Corporation Law in addition to all powers granted to directors thereunder or to the Directors under these Bylaws.

2. Election of Directors. The Directors shall be elected by the affirmative vote of a majority of the Board of Directors then in office.

3. Term of Removal. The term of office of each Director shall be three years and until such Director’s successor shall be chosen and shall qualify. Any Director may be removed from office for cause by the affirmative vote of at least two-thirds of the Directors then in office.

4. Vacancies. In the event of a vacancy in the office of a Director, such vacancy may be filled by the affirmative vote of a majority of the remaining Directors. The term of office of any Director selected pursuant to this Section 4 shall continue for the unexpired term of office of such Director.

ARTICLE VI

Meetings of the Board of Directors

1. Annual and Regular Meetings. The annual meeting of the Board of Directors of this Corporation shall be held in February of each year at such place, time or date as shall be determined by the Board of Directors. Regular meetings of the Board shall be held at such dates, time and place as the Board shall determine from time to time.

2. Notice of Annual and Regular Meetings. Written or personal notice of every regular and special meeting of the Board shall be sent to each Director at least five (5) business days prior to the day named for the meeting.

3. Notice of Special Meetings. Special meetings of the Board of Directors may be called by the President or by a majority of the Directors in office on at least three (3) business days prior notice to each Director.

4. Meeting Notice Contents. Notice of special meetings shall contain a brief statement of the general nature of the business to be transacted. Except as provided in Article XII (relating to amendments of these Bylaws) or as required by the Nonprofit Corporation Law, notice of a regular or annual meeting need not specify the purpose of the meeting.

5. Quorum. Except where the Nonprofit Corporation Law or these Bylaws require otherwise, the vote of a majority of the Directors present at a meeting where a quorum is present shall constitute action by the Board of Directors of the Corporation. A quorum of the Board of Directors shall consist of a majority of the members of the Board of Directors then in office. Any action which may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors and shall be filed with the Secretary of the Corporation.

6. Compensation; Multiple Offices. Directors as such shall not receive any stated salary or compensation for services as a Director of the Corporation. Any Director may serve the Corporation in any other capacity and receive compensation for services rendered to the Corporation; provided that such services are reasonably necessary to carry

out the purposes of the Corporation and the compensation for such services is not excessive or otherwise violative of Section 4941 of the Code. Any Director may receive reimbursement for reasonable costs of attending meetings (including expenses of travel, lodging and meals) and carrying out the activities of the Corporation; provided that no payment or reimbursement shall be made to any Director or other person which shall subject this Corporation to liability for tax on self-dealing under Section 4941 of the Code.

7. Committees. The Board of Directors may by resolution adopted by a majority of the Directors present at any duly called and noticed meeting at which a quorum is present, establish one or more other committees consisting of one or more Directors of the Corporation or other persons. Except as provided in these Bylaws, the Articles of Incorporation, the Nonprofit Corporation Law or the Code, any such committee shall have and may exercise all of the powers and authorities of the Board of Directors to the extent provided in the resolution of the Board of Directors.

8. Telephonic Conferencing. One or more persons may participate in a meeting of the Board or any committee 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 8 shall constitute presence in person at such meeting.

9. Ex-Officio Directors. Any person may be designated by the Board of this Corporation as an ex-officio member of the Board. Any such member shall be entitled to attend and receive notice of meetings in the same manner as a regular Director but shall not be entitled to vote or be counted for purposes of determining a quorum or the number of votes necessary for any measure.

10. Rules of Order. The latest edition of “Roberts Rules of Order Revised” shall govern the organization and conduct of all meetings of the Board unless the same are inconsistent with these Bylaws in which case the provisions of these Bylaws shall govern.

ARTICLE VII

Officers

1. **Enumeration.** The Corporation shall have a President, Vice President, Secretary and Treasurer and may have such other officers as the Board of Directors shall from time to time authorize and designate. The duties, powers, and discretions of officers of the Corporation shall be as set forth in these Bylaws and as shall from time to time be designated by the Board of Directors. Any number of offices may be held by the same person.

2. **Qualifications.** The President, Vice President and Secretary shall be natural persons of full age. The Treasurer may be a corporation but, if a natural person, shall be of full age. The President shall be chosen from among the Directors. The Vice President Secretary, Treasurer and any other officers may, but are not required, to be chosen from among the Directors. For purposes of these Bylaws, a person of “full age” shall mean a person who has attained eighteen (18) years of age.

3. **Election; Reward.** All officers shall be elected by the Board of Directors for a term of one year (the initial term of office shall be for a term expiring on the date of the annual meeting of the Board of Directors in 2013) and until their successors shall be elected and shall qualify; provided, however, that any officer may be removed from office at any time without cause by a majority of all Directors then in office.

4. **President.** The President (and in the absence of the President, the Vice-President if any has been appointed) shall be the chief executive officer of the Corporation; shall preside at all meetings of the directors; shall have general and active management of the business and affairs of the Corporation; shall see that all orders and resolutions of the Board of Directors are carried into effect, subject, however, to the right of the Directors to delegate any specific powers; shall execute on behalf of the Corporation all bonds, mortgages and other instruments requiring a seal, under the seal of the Corporation; 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 the President of a corporation.

5. Vice President. The Vice-President shall, in the absence or incapacity of the President, have and exercise all power and authority of the President and shall perform all duties of the President.

6. Secretary. The Secretary (and in the absence of the Secretary, the Assistant Secretary if any has been appointed) shall attend all meetings of the Board of Directors and shall act as clerk thereof, and shall record all the votes of the Directors and the minutes of all meetings in a book to be kept for the purpose; shall perform like duties for all committees of the Board of Directors when required; shall give, or cause to be given, notice of all meetings of the Board of Directors; shall perform such other duties as may be prescribed by the Board of Directors; and shall keep in safe custody the corporate seal of the Corporation and, when authorized by the Board of Directors, affix the same to any instrument requiring it.

7. Treasurer. The Treasurer (and in the absence of the Treasurer the Assistant Treasurer if any has been appointed) shall have custody of the Corporation's funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Corporation in books belonging to the Corporation; shall keep the money of the Corporation in a separate account to the credit of the Corporation; shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper receipts and vouchers for such disbursements; and shall render to the President and Directors, at the regular meetings of the Board of Directors, or whenever they may require it, an account of all the transactions as Treasurer and of the financial condition of the Corporation.

8. Vacancy. Any vacancy in any office shall be filled by the Board of Directors for the unexpired term of office.

ARTICLE VIII

Records

The Corporation shall keep an original or duplicate record of the proceedings of the Board, and the original or a copy of its Bylaws, including all amendments thereto to

date, certified by the Secretary of the Corporation, either at its registered office or at its principal place of business. The Corporation shall also keep appropriate, complete and accurate books or records of account.

ARTICLE IX

Notices

1. **In General.** 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 first class mail, postage prepaid, charges prepaid, or by facsimile transmission to a number provided by such person, to such person's address or facsimile number appearing on the books of the Corporation, or supplied by such person to the Corporation for the purpose of notice.

2. **When Notice Given.** If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. If by facsimile transmission, it shall be deemed to have been given as of the hour of transmission.

3. **Waivers.** Whenever any written notice is required to be given under the provisions of the Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws 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.

4. **Miscellaneous.** Except as otherwise required by the Nonprofit Corporation Law or these Bylaws, 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.

ARTICLE X

Protection from Liability

1. Director's Limitation of Personal Liability. A Director of the Corporation shall not be personally liable for monetary damages for any action taken, or for any failure to take any action, in his/her capacity as Director; provided, however, that this provision shall not eliminate or limit the liability of a Director to the extent that such elimination or limitation of liability is expressly prohibited by the Pennsylvania Directors' Liability Act as in effect at the time of the alleged action or failure to take action by such Director. This Article is intended to and shall constitute adoption by the Directors of the fullest protection from liability for the Directors under the Directors' Liability Act.

2. Preservation of Rights. Any repeal or modification of this Article by the Board of Directors of the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Director or former Director may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Director of the Corporation and shall inure to the benefit of such person's successors and assigns.

ARTICLE XI

Indemnification

1. Mandatory Indemnification. The Corporation shall indemnify, to the fullest extent now or hereafter permitted by law, each authorized representative (including each former authorized representative) of the Corporation who was or is made a party to or a witness in (or who is threatened to be made a party to or a witness in) any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an authorized representative of the Corporation, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid

in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding.

2. Mandatory Advancement of Expenses. The Corporation shall pay expenses (including attorneys' fees and disbursements) incurred by an authorized representative of the Corporation in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 1 of this Article XI in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such authorized representative shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such authorized representative to repay all amounts advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

3. Permissive Indemnification and Advancement of Expenses. The Corporation may, as determined by the Board of Directors from time to time and in addition to any indemnity provided under these Bylaws or otherwise, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was an authorized representative of the Corporation, against all expenses (including attorney's fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding. The Corporation may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person by reason of such person's participation in an action, suit or proceeding referred to in this Section 3 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

4. Scope of Indemnification. Indemnification under this Article is provided pursuant to Section 8365 of the Pennsylvania Directors' Liability Act (or any successor

provision or statute) and the Nonprofit Corporation Law, and this Article is intended to provide indemnification in accordance therewith whether the Corporation would have the power to so indemnify under any other provisions of other law and whether the indemnified liability arises or arose from any threatened pending or completed action by or in the right of the Corporation. It is intended that the Corporation shall indemnify each authorized representative to the maximum extent permitted by law. Consistent with such intent, this Article shall be interpreted as creating an irrevocable contractual obligation of the Corporation, which shall be for the benefit of each authorized representative, to indemnify each authorized representative to the maximum extent permitted by law. Indemnification under this Article shall not be made by the Corporation in any case where indemnification for the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by the Pennsylvania Directors' Liability Act or any successor statute as in effect at the time of such alleged action or failure to take action.

5. Insurance; Funding to Meet Indemnification Obligations. The Corporation shall have the power to purchase and maintain insurance on behalf of any authorized representative of the Corporation against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability. The Board of Directors shall have the power to borrow money on behalf of the Corporation, including the power to pledge the assets of the Corporation, from time to time to discharge the Corporation's obligations with respect to indemnification, the advancement and reimbursement of expenses, and the purchase and maintenance of insurance on behalf of each authorized representative.

6. Miscellaneous. Each authorized representative of the Corporation shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of

expenses may be entitled under any agreement, vote of disinterested Directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person. Any repeal or modification of this Article by the Board of Directors of the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any person may be entitled under this Article.

7. Definition of Authorized Representative. For the purposes of this Article, the term "authorized representative" shall mean a Director, officer, employee or agent of the Corporation or of any subsidiary of the Corporation, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Corporation or by any subsidiary of the Corporation, or a person serving another Corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Corporation.

ARTICLE XII

Amendment

These Bylaws and the Articles of Incorporation may be amended by the affirmative vote of two-thirds of the Directors then in office at any regular or special meeting of the Board of Directors, provided that notice of any proposed amendment shall be given not less than five (5) days prior of the date of the meeting.

ARTICLE XIII

Miscellaneous Provisions

1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January of each year.

2. Advisors. The Corporation shall be authorized to retain and pay for the services of accountants, attorneys, investment counselors and all other advisors as the

Board of Directors shall deem necessary or appropriate for the business of the Corporation.