

# **BYLAWS OF THE CHRISTIAN SCIENTIFIC SOCIETY, INC.**

## **ARTICLE I**

### **OFFICES AND FISCAL YEAR**

Section 1.01. REGISTERED OFFICE. The registered office of the corporation in Pennsylvania shall be at 526 Mifflin Avenue, Pittsburgh, PA 15221, until otherwise established by an amendment of the articles or by the board of directors and a record of such change is filed with the Department of State in the manner provided by law.

Section 1.02. OTHER OFFICES. The corporation may maintain other offices at such locations as the board of directors shall determine from time to time.

Section 1.03. FISCAL YEAR. The fiscal year of the corporation shall begin the 1st day of January in each year.

## **ARTICLE II**

### **NOTICE - WAIVERS - MEETINGS GENERALLY**

Section 2.01. MANNER OF GIVING NOTICE. Whenever written notice is required to be given to any director or member, it may be given either personally or by sending a copy thereof by first class mail, postage prepaid, by electronic mail ("email") at the email address supplied by the director, or by facsimile transmission, to the address or to the facsimile number supplied by the director to the corporation for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person when deposited in the United States mail or, in the case of email or facsimile, when received. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by any other provision of the Nonprofit Corporation Law, the articles or these bylaws.

Section 2.02. NOTICE OF MEETINGS OF BOARD OF DIRECTORS. Notice of every meeting of the board of directors shall be given to each director by telephone or in writing at least 48 hours (in the case of notice by telephone, email or facsimile transmission) or five days (in the case of notice by first class mail) before the time at which the meeting is to be held. Every notice shall state the time and place of the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in a notice.

Section 2.03. NOTICE OF MEETINGS OF THE FULL MEMBERSHIP. Notice of every meeting of the Full Members shall be given to each Full Member by telephone or in writing at least four weeks before the time at which the meeting is to be held. Every notice

shall state the time and place of the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in a notice.

#### Section 2.04. WAIVER OF NOTICE.

(a) Written Waiver. Whenever any written notice is required to be given, a waiver thereof in writing, signed by the director(s) entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Except as otherwise required by this subsection, neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

(b) Waiver by Attendance. Attendance of a director at any meeting shall constitute a waiver of notice of the meeting except where a director attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 2.05. MODIFICATION OF PROPOSAL CONTAINED IN NOTICE. Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

Section 2.06. USE OF CONFERENCE TELEPHONE AND SIMILAR EQUIPMENT. One or more persons may participate in a meeting of the board of directors by means of conference telephone or other electronic means, including, without limitation, the Internet, 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 the meeting.

### **ARTICLE III**

#### **MEMBERSHIP**

Section 3.01. The Society shall consist of Full Members, Contributing Members, and Associate Members. Only Full Members may vote in elections, in regard to any official statements of the society, in any votes regarding dues, changes or financial matters, and in other official votes. Contributing and Associate Members will be made aware of the activities and resources of the Society and will be encouraged to come to meetings. Additional privileges of all Contributing Members in regard to communication, such as website and forum access, shall be determined by the Full members.

Section 3.02. A person can become a Full Member by approval of the board of directors, or by approval of a Membership Committee comprised of Full Members which the board shall appoint. The criteria for Full Membership considered by the board of

directors or its delegated committee shall be 1) evidence of scientific expertise, whether from academic training or life experience, 2) a statement submitted by the applicant that the applicant is in substantial agreement with the Statement of Principles of the Christian Scientific Society, and any parts of the Principles which he or she would restate or disagree with, 3) a short biographical statement of the applicant describing his or her Christian beliefs and activities, and 4) sponsorship by other Full Members of the Society. The board of directors shall have the final decision on admitting new members of the Society.

Section 3.03. Any person can become a Contributing Member by approval of the board, or by approval of a Membership Committee comprised of Full Members which the board shall appoint. The criteria for Contributing Membership considered by the board shall be, 1) evidence of scientific knowledge, 2) a statement submitted by the applicant that the applicant is in substantial agreement with the Statement of Principles of the Christian Scientific Society, and any parts of the Principles which he or she would restate or disagree with, 3) a short biographical statement of the applicant describing his or her Christian beliefs and activities, and 4) sponsorship by Full Members of the Society.

Section 3.04. Any person may become an Associate Member by simply signing up and paying any dues assessed by the Society.

Section 3.05. DUES.

(a) Failure to Pay Dues. A Full Member or an Associate Member shall be considered to have resigned his or her membership by failure to pay dues for a period longer than one year.

(b) Setting the Dues. The cost of dues for Society membership shall be decided by the board of directors each year and must be approved by a majority vote of the Full Members. Upon failure of approval, the dues shall remain at the previous rate.

Section 3.06. All members may have their membership revoked for cause by reason of public immorality or by serious disagreement with the Principles of the Society, as judged by the board of directors. Cases of immorality, including breaches of scientific ethics, brought to the attention of the board of directors, will be heard by the board in private. A member may be dismissed from membership only by a vote of 2/3 or greater of the full board of directors.

Section 3.07. REGULAR MEETINGS. The full membership of the Society shall meet at least once per year at the time and place by resolution of the board of directors.

Section 3.07. QUORUM.

(a) General Rule. One fourth of the Full Members of the corporation shall be

necessary to constitute a quorum for the transaction of business. Any action of the membership shall be considered passed if at least 1/4 of the membership records a vote, and 2/3 of those voting approve.

(b) Action by Written Consent. Full Members of the Society may register votes in meetings of the Society by written absentee ballot, which may be delivered by email or facsimile transmission to the secretary of the board of directors, within the amount of time specified by the board of directors. These votes shall count toward the quorum for the transaction of business.

## ARTICLE IV

### BOARD OF DIRECTORS

#### Section 4.01. POWERS; PERSONAL LIABILITY.

(a) General Rule. Unless otherwise provided by statute, all powers vested by law in the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

(b) Standard of Care; Justifiable Reliance. A director shall stand in a fiduciary relation to the corporation and shall perform his or her duties as a director in good faith, in a manner the director reasonably believes to be in the best interests of the corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(1) One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented.

(2) Counsel, public accountants or other persons as to matters that the director reasonably believes to be within the professional or expert competence of such person.

(3) A committee of the board upon which the director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if the director has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

(c) Presumption. 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 interests of the corporation.

(d) Personal Liability of Directors.

(1) A director shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless:

(i) the director has breached or failed to perform the duties of his or her office under this section; and

(ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(2) The provisions of paragraph (1) shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant to local, State or Federal law.

(e) Notation of Dissent. A director who is present at a meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the director files a written dissent to the action with the secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the secretary of the corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of the action. Nothing in this section shall bar a director from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of such minutes, the director notifies the secretary in writing, of the asserted omission or inaccuracy.

Section 4.02. QUALIFICATION AND SELECTION OF DIRECTORS. Each director of the corporation shall be a natural person of full age. After the incorporator elects the initial directors, the board of directors shall be nominated and elected as provided in Section 5.02.

Section 4.03. NUMBER AND TERM OF OFFICE.

(a) Number. The board of directors shall consist of no fewer than three (3) members and no more than seven (7) members. The number of directors shall initially be established by the incorporator and thereafter shall be determined from time to time by the board of directors.

(b) Term of Office. Each director shall hold office for a three year term until a successor has been selected and qualified or until his or her earlier death, resignation or removal. A decrease in the number of directors shall not have the effect of shortening the

term of any incumbent director.

(c) Resignation. Any director may resign at any time upon written notice to the corporation. The resignation shall be effective upon receipt thereof by the corporation or at such subsequent time as shall be specified in the notice of resignation.

Section 4.04. REMOVAL OF DIRECTORS. Two-thirds (2/3) of the Full Members may vote, at a properly called and organized meeting of the membership, to remove a director and such vote shall have the effect of causing the removal of such director immediately after the vote has been taken.

Section 4.05. PLACE OF MEETINGS. Meetings of the board of directors may be held at such place within or without Pennsylvania as the board of directors may from time to time appoint or as may be designated in the notice of the meeting.

Section 4.06. ORGANIZATION OF MEETINGS. At every meeting of the board of directors, the president or, in the case of a vacancy in the office or absence of the president, a person chosen by a majority of the directors present, shall act as chairman of the meeting. The secretary or, in the absence of the secretary and the assistant secretary, any person appointed by the chairman of the meeting, shall act as secretary.

Section 4.07. REGULAR MEETINGS. The board of directors shall meet at least once per year, and may meet more often at such time and place as shall be designated from time to time by resolution of the board of directors.

Section 4.08. SPECIAL MEETINGS. Special meetings of the board of directors shall be held whenever called by the president or by one or more of the directors.

Section 4.09. QUORUM OF AND ACTION BY DIRECTORS.

(a) General Rule. A majority of the directors in office of the corporation shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the directors present and voting at a meeting at which a quorum is present shall be the acts of the board of directors.

(b) Action by Written Consent. Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the directors in office is filed with the secretary of the corporation.

Section 4.10. COMPENSATION. Members of the board of directors may receive reasonable compensation for their services as directors, if so determined by the board of directors, and shall be reimbursed for proper expenses incurred on behalf of the corporation.

## ARTICLE V

### OFFICERS

#### Section 5.01. OFFICERS GENERALLY.

(a) Number, Qualification and Designation. The officers of the corporation shall be a president, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of Section 5.03. Officers must be Full Members of the corporation. These officers are also, by virtue of their election, members of the board of directors of the Corporation. The officers shall be natural persons of full age.

(b) Resignations. Any officer may resign at any time upon written notice to the corporation. The resignation shall be effective upon receipt thereof by the corporation or at such subsequent time as may be specified in the notice of resignation.

(c) Bonding. The corporation may secure the fidelity of any or all of its officers by bond or otherwise.

(d) Standard of Care. An officer shall perform his or her duties as an officer in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. A person who so performs his or her duties shall not be liable by reason of having been an officer of the corporation.

Section 5.02. ELECTION OF DIRECTORS AND OFFICERS AND TERM OF OFFICE. The directors and the officers of the corporation, except those officers elected by delegated authority pursuant to Section 5.03, shall be elected by the Full Members of the Society, and each such officer shall hold office for a term of three years and until a successor has been selected and qualified or until his or her earlier death, resignation or removal.

(a) Nominations. Candidates for the board of directors and officers may be nominated by the board of directors or by petition of at least 5% of the Full Members, delivered to the secretary of the Society at least four weeks before the meeting at which the election shall take place.

(b) Notification of Elections. The full list of properly nominated and qualified candidates for the board of directors and the officers of the Society shall be delivered to the Full Members in writing, which may be by facsimile or by email, at least four weeks before the meeting at which the election shall take place.

Section 5.03. SUBORDINATE OFFICERS, COMMITTEES AND AGENTS. The

board of directors may from time to time appoint such committees, employees or other agents as the business of the corporation may require, including one or more vice presidents, assistant secretaries and assistant treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as the board of directors may from time to time determine.

Section 5.04. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the board of directors, and if the office is one for which these bylaws prescribe a term, shall be filled for the unexpired portion of the term.

Section 5.05. AUTHORITY. All officers of the corporation, as between themselves and the corporation, shall have such authority and perform such duties in the management of the corporation as may be provided by or pursuant to resolution or orders of the board of directors or in the absence of controlling provisions in the resolutions or orders of the board of directors, as may be determined by or pursuant to these bylaws.

Section 5.06. THE PRESIDENT. The president shall be the chief executive officer of the corporation and shall have general supervision over the business and operations of the corporation, subject, however, to the control of the board of directors. The president shall preside at all meetings of the board of directors and shall perform such other duties as may from time to time be requested by the board of directors. The president shall sign, execute, and acknowledge, in the name of the corporation, contracts or other instruments authorized by the board of directors, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors, to some other officer or agent of the corporation; and, in general, shall perform all duties incident to the office of president and such other duties as from time to time may be assigned by the board of directors.

Section 5.07. THE SECRETARY. The secretary or an assistant secretary shall attend all meetings of the board of directors and shall record all votes of the directors and the minutes of the meetings of the board of directors and of committees of the board in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the corporation as required by law; shall be the custodian of the seal of the corporation and see that it is affixed to all documents to be executed on behalf of the corporation under its seal; and, in general, shall perform all duties incident to the office of secretary, and such other duties as may from time to time be assigned by the board of directors or the president.

Section 5.08. THE TREASURER. The treasurer or an assistant treasurer shall have or provide for the custody of the funds or other property of the corporation; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the corporation; shall deposit all funds in his or her custody as treasurer in such banks or other places of deposit as the board of directors may from time to time designate; shall, whenever so required by the board of directors, render an account showing

all transactions as treasurer and the financial condition of the corporation; and, in general, shall discharge such other duties as may from time to time be assigned by the board of directors or the president.

Section 5.09. THE VICE PRESIDENT. One or more vice presidents may be elected by the board of directors who shall perform such duties as may be designated by the board of directors or the president and who shall perform the duties of the president in the absence of the president or as designated by the president.

Section 5.10. SALARIES. The salaries, if any, of the officers elected by the board of directors shall be fixed from time to time by the board of directors or by such officer as may be designated by resolution of the board. The salaries or other compensation of any other officers, employees and other agents shall be fixed from time to time by the officer or committee to which the power to elect such officers or to retain or appoint such employees or other agents has been delegated pursuant to Section 5.03. No officer shall be prevented from receiving such salary or other compensation by reason of the fact that the officer is also a director of the corporation.

Section 5.11. DISALLOWED COMPENSATION. Any payments made to an officer, director or employee of the corporation such as a salary, bonus, travel or entertainment expense incurred by him or her, which shall be disallowed in whole or in part by the Internal Revenue Service as self-dealing, shall be reimbursed by such officer, director or employee to the corporation to the full extent of such disallowance. It shall be the duty of the directors, as a board, to enforce payment of each such amount disallowed. In lieu of payment by the officer, director or employee, subject to the determination of the directors, proportionate amounts may be withheld from future compensation payments until the amount owed to the corporation has been recovered.

## ARTICLE VI

### INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

Section 6.01. SCOPE OF INDEMNIFICATION.

(a) General Rule. The corporation shall indemnify an indemnified representative against any liability incurred in connection with any proceeding in which the indemnified representative may be involved as a party or otherwise by reason of the fact that such person is or was serving in an indemnified capacity, including, without limitation, liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability, except:

- (1) where such indemnification is expressly prohibited by applicable law:
- (2) where the conduct of the indemnified representative has been finally determined pursuant to Section 6.06 or otherwise:

- (i) to constitute willful misconduct or recklessness within the meaning of 15 Pa.C.S. §§ 5713(a) and 5746(b) or any superseding provision of law sufficient in the circumstances to bar indemnification against liabilities arising from the conduct; or

- (ii) to be based upon or attributable to the receipt by the indemnified representative from the corporation of a personal benefit to which the indemnified representative is not legally entitled: or

- (3) to the extent such indemnification has been finally determined in a final adjudication pursuant to Section 6.06 to be otherwise unlawful.

(b) Partial Payment. If an indemnified representative is entitled to indemnification in respect of a portion, but not all, of any liabilities to which such person may be subject, the corporation shall indemnify such indemnified representative to the maximum extent for such portion of the liabilities.

(c) Presumption. The termination of a proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the indemnified representative is not entitled to indemnification.

- (d) Definitions. For purposes of this Article:

- (1) "indemnified capacity" means any and all past, present and future service by an indemnified representative in one or more capacities as a director, officer, employee or agent of the corporation, or, at the request of the corporation, as a director, officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise;

- (2) "indemnified representative" means any and all directors and officers of the corporation and any other person designated as an indemnified representative by the board of directors of the corporation (which may, but need not, include any person serving at the request of the corporation, as a director, officer, employee, agent, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise):

- (3) "liability" means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or cost or expense, of any nature (including, without limitation, attorneys'

fees and disbursements); and

(4) "proceeding" means any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the corporation.

**Section 6.02. PROCEEDINGS INITIATED BY INDEMNIFIED REPRESENTATIVES.** Notwithstanding any other provision of this Article, the corporation shall not indemnify under this Article an indemnified representative for any liability incurred in a proceeding initiated (which shall not be deemed to include counterclaims or affirmative defenses) or participated in as an intervenor or amicus curiae by the person seeking indemnification unless such initiation of or participation in the proceeding is authorized, either before or after its commencement, by the affirmative vote of a majority of the directors in office. This section does not apply to a reimbursement of expenses incurred in successfully prosecuting or defending an arbitration under Section 6.06 or otherwise successfully prosecuting or defending the rights of an indemnified representative granted by or pursuant to this Article.

**Section 6.03. ADVANCING EXPENSES.** The corporation shall pay the expenses (including attorneys' fees and disbursements) incurred in good faith by an indemnified representative in advance of the final disposition of a proceeding described in Section 6.01 or the initiation of or participation in which is authorized pursuant to Section 6.02 upon receipt of an undertaking by or on behalf of the indemnified representative to repay the amount if it is ultimately determined pursuant to Section 6.06 that such person is not entitled to be indemnified by the corporation pursuant to this Article. The financial ability of an indemnified representative to repay an advance shall not be a prerequisite to the making of such advance.

**Section 6.04. SECURING OF INDEMNIFICATION OBLIGATIONS.** To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the corporation may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the board of directors shall deem appropriate. Absent fraud, the determination of the board of directors with respect to such amounts, costs, terms and conditions shall be conclusive against all security holders, officers and directors and shall not be subject to voidability.

**Section 6.05. PAYMENT OF INDEMNIFICATION.** An indemnified representative shall be entitled to indemnification within 30 days after a written request for indemnification has been delivered to the secretary of the corporation.

**Section 6.06. ARBITRATION.**

(a) General Rule. Any dispute related to the right to indemnification, contribution or advancement of expenses as provided under this Article that the corporation has undertaken to submit to a court for adjudication, shall be decided only by arbitration in Allegheny County, Pennsylvania. Any such arbitration shall be in accordance with the commercial arbitration rules then in effect of the American Arbitration Association, before a panel of three arbitrators one of whom shall be selected by the corporation, the second of whom shall be selected by the indemnified representative and third of whom shall be selected by the other two arbitrators. In the absence of the American Arbitration Association, or if for any reason arbitration under the arbitration rules of the American Arbitration Association cannot be initiated, or if one of the parties fails or refuses to select an arbitrator or if the arbitrators selected by the corporation and the indemnified representative cannot agree on the selection of the third arbitrator within 30 days after such time as the corporation and the indemnified representative have each been notified of the selection of the other's arbitrator, the necessary arbitrator or arbitrators shall be selected by the administrative judge of the Orphans' Court Division of the Court of Common Pleas of Allegheny County, Pennsylvania.

(b) Burden of Proof. The party or parties challenging the right of an indemnified representative to the benefits of this Article shall have the burden of proof.

(c) Expenses. The corporation shall reimburse an indemnified representative for the expense (including attorneys' fees and disbursements) incurred in successfully prosecuting or defending such arbitration.

(d) Effect. Any award entered by the arbitrators shall be final, binding and nonappealable and judgment may be entered thereon by any party in accordance with applicable law in any court of competent jurisdiction, except that the corporation shall be entitled to interpose as a defense in any such judicial enforcement proceeding any prior final judicial determination adverse to the indemnified representative under Section 6.01(a)(2) in a proceeding not directly involving indemnification under this Article. This arbitration provision shall be specifically enforceable.

Section 6.07. CONTRIBUTION. If the indemnification provided for in this Article or otherwise is unavailable for any reason in respect of any liability or portion thereof, the corporation shall contribute to the liabilities to which the indemnified representative may be subject in such proportion as is appropriate to reflect the intent of this Article or otherwise.

Section 6.08. MANDATORY INDEMNIFICATION OF DIRECTORS, OFFICERS, ETC. To the extent that an authorized representative of the corporation has been successful on the merits or otherwise in defense of any action or proceeding referred to in 15 Pa.C.S. §§5741 or 5742 or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees and disbursements) actually and reasonably incurred by such person in connection therewith.

Section 6.09. CONTRACT RIGHTS; AMENDMENT OR REPEAL. All rights under this Article shall be deemed a contract between the corporation and the indemnified representative pursuant to which the corporation and each indemnified representative intend to be legally bound. Any repeal, amendment or modification hereof shall be prospective only and shall not affect any rights or obligations then existing.

Section 6.10. SCOPE OF ARTICLE. The rights granted by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification, contribution or advancement of expenses may be entitled under any statute, agreement, vote of disinterested directors or otherwise both as to action in an indemnified capacity and as to action in any other capacity. The indemnification, contribution and advancement of expenses provided by or granted pursuant to this Article shall continue as to a person who has ceased to be an indemnified representative in respect of matters arising prior to such time, and shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

Section 6.11. RELIANCE OF PROVISIONS. Each person who shall act as an indemnified representative of the corporation shall be deemed to be doing so in reliance upon the rights provided in this Article.

Section 6.12. INTERPRETATION. The provisions of this Article are intended to constitute bylaws authorized by 15 Pa.C.S. §§5713 and 5746.

## **ARTICLE VII ACTIONS OF THE SOCIETY**

Section. 7.01. Regular Educational Activities. The board of directors shall have the authority to generate education materials, website information, and other printed or electronic communications. The board of directors may delegate these functions to appointees and hired staff. All of these materials are understood to not be official statements of the Society as a whole.

Section 7.02. Official Statements.

(a) Proposal. Proposed official statements of the Society may be initiated by the board of directors or by a petition to the board by at least 5% of all the Full Members. When a properly filed petition is received, a vote shall take place within one year. No vote shall be held less than two months after the final wording of the proposed statement has been distributed to the membership.

(b) Approval. No statements of the Society will be released as official public statements without a 2/3 majority vote of the Full Members of the Society, whether present at a meeting or by absentee ballot.

Section 7.03. Regular Study Activities. The board of directors shall have the authority to set up study committees, organize conferences and retreats, issue grants for research and fellowships, perform fundraising, and to delegate responsibility for any or all of these actions to individual Full Members of the Society or committees comprised of Full Members of the Society.

## ARTICLE VIII

### MISCELLANEOUS

Section 8.01. CORPORATE SEAL. The corporation seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania".

Section 8.02. CHECKS. All checks shall be signed by such person or persons as the board of directors or any person authorized by resolution of the board of directors may from time to time designate.

Section 8.03. CONTRACTS.

(a) General Rule. Except as otherwise provided in the Nonprofit Corporation Law, the board of directors may authorize any officer or agent to enter into any contract or to execute or deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

(b) Statutory Form of Execution of Instruments. Any contract or other document executed or entered into between the corporation and any other person, when signed by one or more officers or agents having actual or apparent authority to sign it, or by the president or vice president and secretary or assistant secretary or treasurer or assistant treasurer of the corporation, shall be held to have been properly executed for and in behalf of the corporation, without prejudice to the rights of the corporation against any person who shall have executed the instrument in excess of his or her actual authority.

Section 8.04. INTERESTED DIRECTORS OR OFFICERS; QUORUM.

(a) General Rule. A contract or transaction between the corporation and one or more of its directors or officers or between the corporation and another corporation, partnership, joint venture, trust or other enterprise in which one or more of its directors or officers are directors or officers or have a financial or other interest, shall not be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the board of directors that authorizes the contract or transaction, or solely because his, her or their votes are counted for that purpose, if:

(1) 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 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; or

(2) 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.

(b) Quorum. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board that authorizes a contract or transaction specified in subsection (a).

Section 8.05. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or employees as the board of directors shall from time to time determine.

#### Section 8.06. CORPORATE RECORDS.

(a) Required Records. The corporation shall keep complete and accurate books and records of account and minutes of the proceedings of the incorporators and directors. The records shall be kept at either the registered office of the corporation in Pennsylvania or at its principal place of business wherever situated. Any books, minutes or other records may be in written form or any other form capable of being converted into written form within a reasonable time.

(b) Right of Inspection. Every director shall, upon written verified demand 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 books and records of account and records of the proceedings of the incorporators and directors and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of the person as a director. In every instance where an attorney or other agent is the person who seeks the right of inspection, the demand shall be accompanied by a verified power of attorney or other writing that authorizes the attorney or other agent to so act on behalf of the director. The demand shall be directed to the corporation at its registered office in Pennsylvania or at its principal place of business wherever situated.

Section 8.07. PURCHASE, SALE, MORTGAGE AND LEASE OF REAL PROPERTY. No purchase, sale, mortgage, lease away or other disposal of real property shall be made by the corporation unless authorized by at least two-thirds (2/3) of the Full Members.

Section 8.08. ANNUAL REPORTS. The board of directors shall direct the president and treasurer to present at the annual meeting of the board a report which shall include the following: (1) the assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report; (2) the principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report; (3) the revenue 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; and (4) the expenses and 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. The annual report shall be filed with the minutes of the annual meeting.

Section 8.09. AMENDMENT OF BYLAWS AND PRINCIPLES. The Principles of the Society document and these bylaws may be amended or repealed by a vote of two-thirds (2/3) of the Full Members of the corporation. Any change in these bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change. No vote on amendments to the Principles of the Society or to the Bylaws shall be held less than two months after the final wording of the proposed amendment is distributed to the membership.

Section 8.10. DISTRIBUTION OF ASSETS UPON DISSOLUTION. Upon dissolution of the corporation, the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Section 8.11. PROHIBITED ACTIVITIES. The corporation shall not engage, otherwise than in an insubstantial part of its activities, in activities which in themselves are not in furtherance of the purposes set forth in the articles of incorporation or which are devoted to influencing legislation by propaganda or otherwise. The corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. The corporation shall not have any objectives and shall not engage in any activities that will characterize it as an "action" corporation under the regulations provided under §501(c)(3) of the Internal Revenue Code of 1986, as amended. No part of the net earnings that may be generated shall inure to the benefit of private individuals. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

Section 8.12 LETTERHEAD. The board of directors shall prescribe the form of suitable letterhead to be used by the corporation, which shall contain the full name of the corporation.

Section 8.13 PURPOSE OF THE CORPORATION. The corporation has been incorporated exclusively for charitable, religious, educational and scientific purposes, including, but not limited to, the following activities:

(a) Increasing understanding of the natural world and encouraging Christians in these efforts. This may include sponsored research studies, fellowships for scientists for periods of research, fellowships for students, and acting as an agent to store and disseminate information.

(b) Education of the public on both the certainties and uncertainties of science, with a special aim to glorify God by making known the wonderful aspects of his creation. This may include lecture series, books, articles, websites, and materials for educators.

(c) Deliberation and investigation on various controversial topics related to science. This may include study groups and topical conferences. Topics of study may include controversies about scientific fact, controversies about reconciling science and biblical theology and interpretation, and controversies of ethics.

(d) Making public statements on issues of science fact and science ethics. This may include commissions to write advisory statements and votes by the full membership on official statements.

(e) Support for scientists who are Christians. This may include local group Bible studies, study centers, conferences, retreats, and publication of personal devotional materials. The Society is not a church, however, and encourages all members to belong to a local Christian church.

(f) Support for scientists who may be facing discrimination or persecution because of their faith in Christ, even if they are not members of our society. This may include petitions and letter writing campaigns to support those who are persecuted.

(g) Networking among scientists who are Christians throughout the world. This may include sponsoring short-term trips both for scientific exchange and aiding in generation education and physical needs, supporting travel for overseas scientists to the US and vice versa, and helping to provide supplies for scientific efforts in countries with few resources.

Other activities may be pursued as permitted under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, and the regulations thereunder.

The Society shall be a non-profit corporation subject to the laws of the United States. Members from other countries are welcome and encouraged. The Society requires all Full Members to be Christians in agreement with our Statement of Principles, but will not grant or deny any special rights to members on the basis of age, sex, race, denominational affiliation, or national origin.