BY-LAWS OF
CENTER FOR ADVOCACY FOR THE RIGHTS AND INTERESTS OF THE ELDERLY

A Pennsylvania Nonprofit Corporation

ARTICLE I
NAME, PURPOSES

Section I-1: Name. The name of the corporation is the Center for Advocacy for the Rights and Interests of the Elderly, hereafter referred to as CARIE.

Section I-2: Purposes and Activities. The mission of CARIE is to promote the well-being, rights and autonomy of older adults through advocacy, education, and action.

ARTICLE II
Reserved

ARTICLE III
Reserved

ARTICLE IV
BOARD OF DIRECTORS

Section IV-1: Number of Directors. The business and affairs of CARIE shall be managed by a Board of Directors. There shall be minimum of 15 (fifteen) Directors, not to exceed 25 (twenty-five) Directors. The Board of Directors shall be comprised of three (3) classes, with each class consisting of an equal number of Directors, or as nearly equal as possible. The term of office of each of the three classes shall be three (3) years, but the term of each class shall be staggered so that in each year the term of office of only one of the three classes shall expire. At the first annual meeting of directors following the filing of these amended bylaws, the term of office of the Class I directors shall begin. Class I directors' term shall end at the third annual meeting succeeding such first annual meeting. At the second annual meeting of directors following the filing of these amended bylaws, the term of office of the Class II directors shall begin; and so on.

Section IV-2: Term Extension. Directors may be invited to serve two (2) consecutive three-year terms before a mandatory sabbatical period of one (1) year. Officers may extend their term for one additional year before mandatory sabbatical. In such an instance, the board shall adjust elections of new board members such that the classes remain balanced. Directors who have rotated off the board may continue to serve on board committees other than the Executive Committee. The Board reserves the discretion to extend board terms for extraordinary circumstances.

Section IV-3: Nomination. The Nominations and Board Governance Committee (referred to in this paragraph as the "Committee") shall prepare a list of candidates for Directors to be elected at each Annual Board Meeting. The Committee shall notify the Secretary and Chairperson, in writing, at least twenty (20) days before the date of the Annual Board Meeting, of the names of such candidates, and the Secretary or Chairperson shall send a copy thereof to each Director simultaneously with the notice of the meeting. Individuals may be nominated to be elected as Directors other than at the Annual Board Meeting, provided that each such individual shall be assigned to an existing class, and no such assignment shall cause the number of Directors in any class to exceed by more than one the number of Directors in any other class. The Board shall receive at least twenty days' written notice of such nominations.

Section IV-4: New Board Members. In the year immediately following a member's election, those board members that have never before served on CARIE's Board shall be considered New Board Members. At the end of this year-long period, the member's participation and contributions may be reviewed by a majority of the Board. In an instance where a New Board Member does not continue service on the board after his or her first year of service, the board shall adjust elections of new board members such that the classes of board members remain balanced.

Section IV-5: Annual Board Meeting: Election of Officers. A meeting of the Board of Directors (the "Annual Board Meeting") shall be held in January of each year, or as soon thereafter as is practicable, for the purpose of organization of the Board and election of Officers. At least seven days' written notice of the election of Officers shall be given to the Board of Directors.

Section IV-6: Regular Meetings. Regular meetings of the Board of Directors shall be held at least four times each year, at such time and at such place as the Directors may designate. All Directors shall receive written notice of regular meetings at least five days prior to such meetings.

Section IV-7: Special Meetings. Special meetings of the Board of Directors may be called from time to time by the Chairperson or by a majority of the Directors then in office.

Section IV-8: Quorum. A majority of Directors then in office shall constitute a quorum for the transaction of business. 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.

Section IV-9: Participation by telephone. Directors may participate in any meeting via conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section IV-10: Removal of Directors. Any Director may be removed at any time, with or without cause, by action of a majority of the Board of Directors. The office of any Director who fails to attend three (3) consecutive regular meetings of the Board of Directors will automatically be declared vacant, unless a majority of the Board deems it appropriate to extend, for a designated period, the time before which automatic removal will occur.

Section IV-8: Compensation. No Director shall receive compensation for acting as such.

ARTICLE V
OFFICERS

Section V-1: Number and Qualification. The officers of CARIE shall be, at least, a Chairperson; either an Immediate Past Chairperson, or Chairperson Elect; a Secretary; and a Treasurer.

Section V-2: Election and Term. Officers shall be elected by the Board of Directors upon nomination by the Nominations and Board Development Committee and shall each serve for a term of two (2) years (with the exception of the Chairperson Elect and Past Chairperson), and until their respective successors are duly elected and qualified, unless removed from office by the Board of Directors. Officers may seek reelection after their term is complete. Any officer may resign by written notice to the Chairperson and may be removed, with or without cause, by the Board of Directors. Any such removal of an officer shall be without prejudice to the rights, if any, of the officer so removed under any agreement with CARIE.

Section V-3: Chairperson. The Chairperson shall preside at meetings of the Board and of the Executive Committee and shall be an ex-officio member of all committees. The Chairperson shall have general supervision over the affairs of CARIE. Effective at the first annual board meeting following the adoption of these bylaws, the Chairperson will become the Immediate Past Chairperson.

Section V-4: Chairperson Elect. The Chairperson Elect shall perform such duties as may from time to time be assigned by the Chairperson or by the Board. Effective at the first annual board meeting following the adoption of these bylaws the Chairperson Elect will become the Chairperson. The Chairperson Elect will serve for a term of one (1) year.

Section V-5: Immediate Past Chairperson. The Immediate Past Chairperson shall perform such duties as may from time to time be assigned by the Chairperson or by the Board. The Immediate Past Chairperson will serve for a term of one (1) year. In the absence of the Chairperson, his or her duties shall be performed by the Immediate Past Chairperson.

Section V-6: Secretary. The Secretary shall keep accurate minutes of the meetings of the Members, of the Board and of the Executive Committee, and shall arrange for the safekeeping, preservation and retention of the records of CARIE.

Section V-7: Treasurer. The Treasurer shall: a) act as custodian of CARIE funds; b) review trust funds administered by other fiduciaries; c) oversee full and accurate accounts of receipts and disbursements and books belonging to CARIE; d) render to the Board, at regular meetings and whenever the Board or the auditors appointed by the Board may require it, and an account of all transactions as Treasurer and of the financial condition of CARIE.

Section V-8: Vacancies. The Board of Directors shall have the power to fill any vacancies in any office occurring from whatever reason. Each appointee shall serve until a successor shall have been elected and qualified or until earlier death, resignation or removal.

Section V-9: Execution of Documents. Except as otherwise provided by resolution of the Board, checks must be signed by the Executive Director and one Officer. All other documents, including but not limited to deeds, mortgages, leases, subleases, contracts, and other instruments as are authorized by the Board shall be executed by the Executive Director.

ARTICLE VI
BOARD COMMITTEES.

Section VI-1: Standing Committees. The Standing Committees are listed in Section VI-3 through VI-7. The Directors may at any time add or abolish committees. The Chair of each standing committee must be a Director and will be appointed by the Chairperson of the Board. Committees have powers to perform such duties as may be delegated to them by resolution duly adopted by the Board. All committee activities are expected to be performed in close cooperation with the relevant staff member(s). The Chairperson may remove any committee member at any time.

Section VI-2: Committee Responsibilities. Responsibilities and requirements of each committee are carried out pursuant to the Committee's charter provisions. Each committee charter will include metrics by which the board may assess committee's success. The board may vote to enact or amend the charter and its provisions.

Section VI-3: Executive Committee. There shall be an Executive Committee, which, except as provided below in this Section, shall consist of the Officers of CARIE and such additional Directors as may be appointed by the Chairperson of the Board to serve at the pleasure of the Chairperson. The Executive Committee shall have and may exercise all of the powers and authority of the Board as may be necessary between meetings of the Board, except for the sale, purchase, or mortgaging of real estate of CARIE.

Section VI-4: Nominations and Board Governance Committee. The Chairperson of the Board shall appoint Directors to the Nominations and Board Governance Committee, one of whom shall be a Director. The Nominations and Board Governance Committee shall serve at the pleasure of the Chairperson.

Section VI-5: Finance and Audit Committee. The Chairperson of the Board shall appoint Directors to the Finance and Audit Committee, one of whom shall be the Treasurer. The Chairperson may also appoint non-board members with relevant expertise to the committee.

Section VI-6: Human Resources Committee. The Chairperson of the Board shall appoint Directors to the Human Resources Committee. The Chairperson may also appoint non-board members to the committee.

Section VI-7: Fund Development and Marketing Committee. The Chairperson of the Board shall appoint Directors to the Fund Development and Marketing Committee. The Chairperson may also appoint non-board members to the committee.

ARTICLE VII
EXECUTIVE DIRECTOR

Section VII-1: Appointment and Duties. The Executive Director shall be hired by the Board for such term or terms as the Board deems appropriate. The Executive Director shall attend all meetings of the Board and will carry out other duties as determined by the Board.

Section VII-2: Resignation and Dismissal. The Executive Director shall give reasonable notice of resignation to the Executive Committee of the Board of Directors. The Executive Director may be dismissed at any regular or special meeting of the Board of Directors, at which a motion to dismiss is presented. If the Board decides to consider whether employment should continue, the Executive Director shall be given written notice of that decision by the Board Chairperson. The notice shall include a statement of the reasons why termination is being considered. The Executive Director shall be given a reasonable opportunity to meet with the Board to respond either orally or in writing to the reasons stated in the notice. A decision by the Board to dismiss the Executive Director is reviewable only by the Board.

ARTICLE VIII
REAL PROPERTY

Section VIII-1: CARIE shall make no purchase of real property nor sell, mortgage, let or otherwise dispose of its real property, unless authorized by a majority vote of the Board of Directors.

ARTICLE IX
CONFLICT OF INTEREST

Section IX-1: Disclosure. Any possible conflict of interest on the part of any Director or officer shall be disclosed, in writing, to the Board, each time a conflict arises or will potentially arise, except for a continuing disclosed conflict, whenever any contract or transaction involving a conflict becomes a matter of Board action. The board must be given notice in writing of continuing disclosed conflict once, at the time the conflict is discovered.

Section IX-2: Voting. Any director having a possible conflict of interest in any contract or transaction being considered at a meeting of the Board shall give prompt, full and frank disclosure of his or her interest to the Board prior to its acting on such contract or transaction. The Board shall thereupon determine by majority vote whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on or participate (other than to present factual information or to respond to questions) in, the discussions or the deliberations with respect to such contract or transaction. Such person may, at the discretion of the Board Chairperson, remain present for the discussion. Such person shall, however, be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. This section shall not be construed so as to prevent the interested director from briefly stating his or her position regarding the contract or transaction, nor from answering pertinent questions of the Directors, since his or her knowledge may be of great assistance. The minutes of the meeting shall record compliance with these requirements.

Section IX-3: Notice. All new Officers or Directors shall be advised of the requirements of this Article.

Section IX-4: Undisclosed Conflict of Interest. Failure to disclose a conflict of interest may result in immediate termination of board membership, at the discretion of the executive director.

ARTICLE X
LIMITATION OF DIRECTORS' LIABILITY AND INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER PERSONS.

Section X-1: Limitation of Directors’ Liability. No Director of CARIE shall be personally liable as such for monetary damages for any action taken or any failure to take any action unless: (a) the Director has breached or failed to perform the duties of his or her office under Section 8363 of the Pennsylvania Directors’ Liability Act (relating to standard of care and justifiable reliance), and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided however, that the provisions of this Section X-1 shall not apply to the responsibility or liability of a Director pursuant to any criminal statute, or to the liability of a Director for the payment of taxes pursuant to local, State or Federal law.

Section X-2: Indemnification and Insurance.

a. Indemnification of Directors and Officers.

(i) Each Indemnitee (as defined below) shall be indemnified and held harmless by CARIE for all actions taken by him or her and for all failures to take action (regardless of the date of any such action or failure to take action) to the fullest extent permitted by Pennsylvania law against all expense, liability and loss (including without limitation attorneys' fees, judgments, fines, taxes, penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by the Indemnitee in connection with any Proceeding (as defined below). No Indemnification pursuant to this Section X-2 shall be made, however, in any case 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.

(ii) The right to indemnification provided in this Section X-2 shall include the right to have the expenses incurred by the Indemnitee in defending any Proceeding paid by CARIE in advance of the final disposition of the Proceeding to the fullest extent permitted by Pennsylvania law; provided that, if Pennsylvania law continues so to require, the payment of such expenses incurred by the Indemnitee in advance of the final disposition of a Proceeding shall be made only upon delivery to CARIE of an undertaking, by or on behalf of the Indemnitee, to repay all amounts so advanced without interest if it shall ultimately be determined that the Indemnitee is not entitled to be indemnified under this Section X-2 or otherwise.

(iii) Indemnification pursuant to this Section X-2 shall continue as to an Indemnitee who has ceased to be a Director or Officer and shall inure to the benefit of his or her heirs, executors and administrators.

(iv) For purposes of this Article X, "Indemnitee" shall mean each Director or Officer of CARIE who was or is a party to, or is threatened to be made a party to, or is otherwise involved in, any Proceeding, by reason of the fact that he or she is or was a Director or Officer of CARIE or is or was serving in any capacity at the request or for the benefit of CARIE as a Director, Officer, employee, agent, partner, or fiduciary of, or any other capacity for, another entity or any partnership, joint venture, trust, employee benefit plan, or other enterprise; and "Proceeding" shall mean any threatened, pending or completed action, suit or proceeding (including without limitation an action, suit or proceeding by or in the right of CARIE) whether civil, criminal, administrative or investigative.

b. Indemnification of Employees or other Persons. CARIE may, by action of its Board of Directors and to the extent provided in such action, indemnify employees and other persons as though they were Indemnitees.

c. Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses provided in this section X-2 shall not be exclusive of any other rights that any person may have or hereafter acquire under any statute, provision or CARIEs' Articles of Incorporation or By-laws, agreement, vote of Directors, or otherwise.

d. Insurance. CARIE may purchase and maintain insurance, at its expense, for the benefit of any person on behalf of whom insurance is permitted to be purchased by Pennsylvania law against any expense, liability or loss, whether or not CARIE would have the powers to indemnify such person under Pennsylvania or other law. CARIE may also purchase and maintain insurance to insure its indemnification obligations whether arising hereunder or otherwise.

e. Fund for Payment of Expenses. CARIE may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise may secure in any manner its indemnification obligations, whether arising hereunder, under the Articles of Incorporation, by agreement, vote of Directors, or otherwise.

Section X-3: Amendment. The provisions of this Article X relating to the limitation of Directors' liability, to indemnification and to the advancement of expenses shall constitute a contract between CARIE and each of its Directors and Officers which may be modified as to any Director or Officer only with that person's consent or as specifically provided in this Section X-3. Notwithstanding any other provisions of these By-laws relating to their amendment generally, any repeal or amendment of this Article X which is adverse to any Director or Officer shall apply to such Director or Officer only on a prospective basis, and shall not reduce any limitation on the personal liability of a Director of the coalition, or limit the rights of an Indemnitee to indemnification or to the advancement of expenses with respect to any action or failure to act occurring prior to the time of such repeal or amendment.

Section X-4: Changes in Pennsylvania Law. References in this Article X to Pennsylvania law or to any provisions thereof shall be to such law (including without limitation the Directors' Liability Act) as it existed on the date this Article X was adopted or as such law thereafter may be changed; provided that (a) in the case of any change which expands the liability of Directors or limits the indemnification rights or the rights to advancement of expenses which CARIE may provide, the rights to limited liability, to indemnification and to the advancement of expenses provided in this Article X shall continue as theretofore to the extent permitted by law; and (b) if such change permits CARIE without the requirement of any further action by Directors to limit further the liability of Directors (or limit the liability of Officers) or to provide prior to such change, then liability thereupon shall be so limited and the rights to indemnification and the advancement of expenses shall be so broadened to the extent permitted by law.

ARTICLE XI
FISCAL YEAR

Section XI-1: The Board of Directors shall, by resolution, establish the fiscal year of CARIE.

ARTICLE XII
AMENDMENTS

Section XII-1: These By-Laws may be amended by a majority vote of the Board of Directors, provided that all Directors have been given at least thirty days' written notice of the proposed change.

ARTICLE XIII
TAX EXEMPT STATUS

Section XIII-1: CARIE shall not transact any business or engage in any activity which would disqualify CARIE from exempt status, or prevent CARIE from obtaining and maintaining an exemption from Federal income tax under Section 501 (c) of the Internal Revenue Code of 1954, as amended and as hereafter amended, or any successor legislation thereto.

Section XIII-2: No part of the net earnings of CARIE shall inure to the benefit of any Member, Officer, Director or other persons in contravention of the provisions of Section 501 (c) of the Internal Revenue Code.

Section XIII-3: CARIE will not, as a substantial part of its activities, attempt to influence legislation or participate to any extent in any political campaign for or against any candidate for public office, or otherwise act in any manner which would constitute it an "action" organization, as such term is defined in Internal Revenue Service Regulation 1.503(c)(3)-(1)(c)(3), as the same may hereafter be amended, or any successor regulation thereto.

ARTICLE XIV
NOTICE

Section XIV-1. CARIE Notice may be provided electronically (email) or by any other means reasonably designed to effectuate service of the notice.

Section XIV-2: Method and Effect of Waiver. Any individual to whom any notice is due under these By- Laws may waive such notice in writing, before or after the event to be noticed. For all purposes hereof, any notice so waived shall be deemed to have been timely and appropriately given.

ARTICLE XV
ANNUAL REPORT

Section XV-1: Presentation, Content. The Directors shall approve at the Annual Board Meeting in each year, a financial report, verified by the Chairperson and Treasurer, or by a majority of the Board of Directors, showing all liabilities of CARIE, all changes in assets and liabilities since the last report, expenses and revenue for last year. The report shall be filed with the corporate records and an abstract thereof entered in the minutes of the proceedings of the annual meeting.

ARTICLE XVI
INTERPRETATION OF BY-LAWS

Section XVI-1: All words, terms and provisions of these By-laws shall be interpreted and defined by and in accordance with the Pennsylvania Nonprofit Corporation Law of 1972, as amended, and as the same may be amended from time to time hereafter, or any successor legislation thereto enacted to govern the affairs of nonprofit corporations in Pennsylvania.

ARTICLE XVII
NON-DISCRIMINATION

Section XVII-1: The facilities, services, policies, employment practices and professional relationships of CARIE will be provided and conducted without discrimination on the basis of sex, race color, age, national origin, religion, disability, marital status, sexual orientation, gender identity, pregnancy, veteran status or any other status protected by applicable law.

CERTIFICATION

These amended bylaws were approved at a meeting of the board of directors' majority vote on ___________.