

BYLAWS

LEHIGH COUNTY SENIOR CITIZENS', INC.

1633 Elm Street
Allentown, Pennsylvania 18102

As Amended at the Annual Meeting of Members
Wednesday, January 25, 2006

ARTICLE I. PURPOSES OF CORPORATION

Lehigh County Senior Citizens' Incorporated, ("corporation") promotes the interests of senior citizens in Lehigh County and assists seniors in maintaining a meaningful role in society. The corporation provides facilities, services, programs and activities to support the well-being, independence and self-reliance of senior citizens.

ARTICLE II. SYNOPSIS OF CORPORATION

The Lehigh County Senior Citizens', Inc., shall consist of non-voting members and voting members. Voting members shall elect a Board of Directors to determine the management policies for the corporation. The Board of Directors shall select Officers who shall be responsible to the Directors and all members for the proper management and representation of the corporation. The Board of Directors shall retain the services of an Executive Director and such other employees as may be necessary to administer the day-to-day activities of the corporation.

ARTICLE III. MEMBERSHIP

Section 1. Powers. All powers, rights, privileges, immunities and responsibilities of the corporation shall be vested in the members of the corporation, in accordance with provisions of law and the Bylaws of the corporation.

Section 2. Eligibility for Voting Membership. Any individual, age 55 or older and their spouse, who is interested in furthering the objectives of the corporation shall be eligible to be a voting member.

Section 2a. Eligibility for Non-voting Membership. Any individual, younger than age 55 and not a spouse of a voting member, who is interested in furthering the objectives of the corporation shall be eligible to be a non-voting member.

Section 3. Application for Voting Membership. Persons applying for voting membership in the corporation shall state that they are familiar with the objectives of the corporation, are in agreement with said objectives, will abide by the Bylaws of the corporation, agree to cooperate with other members in furthering the purposes of the corporation, and shall pay the requisite membership fee before becoming a voting member.

Section 3a. Application for Non-voting Membership. Persons applying for non-voting membership in the corporation shall pay the requisite membership fee.

Section 4. Resignation and Removal of Members. Any voting or non-voting member may resign at any time. Any member may be removed by the Board of Directors for activities inconsistent with or harmful to the objectives of the corporation or in violation of the Bylaws of the corporation; provided, however, that such member shall first be given at least 30 days prior written notice of the Board of Directors' meeting at which such removal is contemplated. Such member shall be given an opportunity to appear before the said Board of Directors and obtain a full and complete hearing on the matter. Any member so removed by the Board of Directors may appeal such removal to the voting membership within 60 days of the Board of Directors' decision, at the next regular or special meeting called for such purpose, whichever is sooner.

Section 5. Meetings.

a. There shall be an annual meeting of the membership of the corporation which shall be held in Lehigh County within five months of the close of the fiscal year, at such time and place as shall be determined by the Board of Directors. Notice of such meeting shall be mailed to each member at least 10 days in advance of the meeting. The Board of Directors may reschedule the annual meeting for good cause only.

b. Special membership meetings may be called at any time upon the decision of the Board of Directors or upon the written request, directed to the Board of Directors, of at least 20 voting members of the corporation. Special meetings shall be held not less than 15 nor more than 30 days subsequent to the Board of Directors call. Notices of special meetings shall be mailed to each member at least 10 days in advance of the meeting and shall state the date, place and purpose of such special meeting.

Section 6. Quorum, Voting. At any meeting of the membership, annual or special, the presence of at least 100 voting members or 25% of the voting membership, whichever is lesser, shall be necessary and sufficient to constitute a quorum and, except as otherwise provided by law, the act of a majority of the voting membership present shall be the act of the membership. In the case of the election of directors if a quorum is not present, a majority of the voting members present may adjourn the meeting to reconvene at such time and place within the City of Allentown as they may determine, and no quorum nor notice of such adjourned and reconvened meeting shall be required.

ARTICLE IV.

BOARD OF DIRECTORS

Section 1. Powers and Duties. The business, policy and affairs of the corporation shall be determined by a Board of Directors. Members of the Board of Directors need not be members of the corporation at the time of their selection to the Board. Unless contrary to law or the Bylaws, the Board may, by resolution, delegate powers or duties of management to officers, agents or employees. Without limiting the generality of the foregoing, the Board of Directors shall have the following specific powers and duties:

To manage the affairs of the corporation and to expend the funds of the corporation subject to an accounting to the membership in the complete report of its activities; To recommend for approval by the membership such Bylaws for governing the corporation as may be consistent with law and designed to carry out the objectives of the corporation;

To retain the services of an Executive Director and such other employees as may be necessary to expedite the successful administration of the objectives of the corporation;

To give full and complete report of its activities to the membership of the corporation, at least annually;

To establish rules governing the Directors and meetings of the Board, as well as membership in the corporation.

Section 2. Classes of Directors. The Directors of the Corporation shall be of two classes: elected Directors and ex-officio Directors. Elected Directors shall be those persons who shall be chosen by vote of the members of the Corporation. The following shall be ex-officio Directors: the immediate past-President of the Corporation, the President of the Senior Citizens' Council of Lehigh County, the Mayor of the City of Allentown or his or her designee, the Chairman of Lehigh County Board of Commissioners or his or her designee, the County Executive or his or her designee, and the President of Allentown City Council or his or her designee, the Executive Director of the Lehigh County Area Agency on Aging or his or her designee and ex-officio Directors who are elected by the Board as Honorary Directors of the Corporation. These shall be individuals who through past Board service further the work and interests of the corporation. They shall be presented in nomination by the Committee on Nomination to the Board for consideration for election. Honorary Directors and ex-officio Directors shall be non-voting Directors.

Section 3. Size of Board, Term of Office. The Board of Directors shall be a body of not less than 12 elected members, and its size may be fixed annually by the membership at annual meetings; provided, however, that the size of the Board of Directors shall not be reduced in any year to eliminate the office of any Director who has not served out his elected or appointed term. Elected Directors shall be elected to serve a term of three years. A director may not be elected to more than two consecutive, three year terms, unless elected President of the Board during the last year of a second three year term. A director, as President of the Board of Directors, may then continue to serve not more than an additional two years.

Section 4. Nomination of Directors. Prior to each annual meeting of the corporation membership, the Nomination Committee, appointed by the Board of Directors, shall prepare a report which, inter alia, shall set forth (1) a statement of the number of elected directorship vacancies which will occur, (2) a statement of the recommended size of the Board of Directors for the following year, together with any reasons justifying an increase or decrease in Board size, (3) a nomination list of recommended persons, to be elected to the Board of Directors, and (4) any other matters which the Nomination Committee deems worthwhile to report. The report of the Committee shall be included in the notice to the membership of the annual meeting. Any voting member of the corporation may make additional nominations by submitting the names of such nominees, in writing, to the Chairman of the Nomination Committee no later than November 15th of the year preceding the annual meeting.

Section 5. Elections. Elected Directors shall be elected at the annual membership meeting by a majority of the vote cast. Each person elected as a Director shall hold office until the cessation of his term or until his successor shall have been duly elected and qualified, or until his prior death, resignation or removal in accordance with the Bylaws.

Section 6. Resignation and Removal of Directors, Vacancy. Any Director may resign at any time. Any Director may be removed by the Board of Directors for missing three consecutive meetings within a calendar year, or for activities inconsistent with or harmful to the objectives of the corporation or the Bylaws of the corporation; provided, however, that such Director shall first be given at least 30 days prior written notice of the Board of Directors' meeting at which such removal is contemplated; and such Director shall be given an opportunity to appear before the Board of Directors at such meeting and obtain a full and complete hearing on the matter. Any Director so removed by the Board of Directors may appeal such removal to the voting membership, within 60 days of the Board of Directors' decision, at the next regular or special meeting called for such purpose, whichever is sooner. If the office of any elected Director shall become vacant, the remaining members of the Board shall fill such vacancy by appointment. An appointed Director shall serve until the expiration of the term of the Director being replaced.

Section 7. Meetings. The Board of Directors shall hold regular meetings, a minimum of four with a quorum each year, at such times and places as the President shall determine. Written notice of such meetings shall be mailed to each Director at least 10 days in advance of each regular meeting. The President of the corporation may, when necessary, and shall, upon the request of at least six Board members, call a special meeting of the Board of Directors. A notice of special meeting shall specify the time, place and purpose or purposes for which such meeting is called, and such notice shall be given to each director at least 3 days in advance of the meeting. Notice may be given by telephone, fax, in writing or orally.

Section 8. Quorum. At every meeting of the Board of Directors the presence of a majority of the Directors in office shall be necessary and sufficient to constitute a quorum and, except as otherwise provided by law, the act of a majority of the Directors present shall be the act of the Board of Directors.

ARTICLE V. **OFFICERS**

Section 1. Required Officers. The Officers of the corporation, who shall be members of the Board of Directors, shall be the President, Vice Presidents, Secretary and Treasurer. One person may hold the office of Secretary-Treasurer if the Board of Directors determines it to be in the best interests of the corporation.

Section 2. Additional Officers. The Board of Directors at any meeting may, by resolution, create additional offices, prescribe the duties thereof, and fill such positions from among the membership of the Board of Directors.

Section 3. Election of Officers. The Officers, who shall be elected for annual terms, shall be elected by the Board of Directors at the first Board meeting next following the Annual Membership Meeting, by a majority of the votes cast. Each person elected as an Officer shall continue in office until the next annual meeting after his election or until his successor shall have been duly elected and qualified or until his earlier death, resignation or removal in accordance with the Bylaws. Vacancies of offices caused by death, resignation, removal or increase in the number of Officers may be filled by a majority of the votes cast at any regular Board meeting or at a special Board meeting called for that purpose.

Section 4. Removal of Officers. Any Officer may be removed at any regular meeting by a vote of the majority of the Board of Directors; provided, however, that any Director proposing to remove an Officer shall give at least 30 days prior written notice thereof to all Directors and Officers of the corporation.

Section 5. Duties of Officers.

a. Duties of President. The President shall supervise the corporation's affairs and activities. The President shall preside at all meetings of the Board of Directors and the membership of the corporation, and shall submit such recommendations and information as may be considered proper, or which the President is directed by the Board or voting membership to obtain concerning the business affairs and policies of the corporation. The President shall establish any ad hoc committees that the President deems appropriate for furthering the business of the Corporation. The President shall appoint the persons to serve on all standing and ad hoc committees with said appointees to be members of the Board and/or other persons who would serve in an ex-officio capacity. Except as otherwise determined by resolution or the Bylaws, the President and

Secretary shall sign all contracts, deeds, notes and other instruments made by the corporation.

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b. Duties of Vice Presidents. The Vice Presidents shall perform the duties of the President in the absence or incapacity of the President, and any such performance of duty shall be deemed prima facie evidence of such absence or incapacity of the President. In addition, the Vice Presidents shall perform such duties as the President prescribes. Upon the resignation, death or removal from office of the President, the Vice Presidents shall perform all the duties of the President until such time as the Board of Directors shall elect a new President.

c. Duties of Secretary. The Secretary shall be the custodian of all official records, minutes and documents, together with the seal of the corporation. The Secretary shall give notice of all annual, regular and special meetings of the Board of Directors and the members of the corporation as provided by these Bylaws. The Secretary shall keep and maintain, or cause to be kept and maintained, full and complete minutes of all meetings of the Board of Directors and the membership of the corporation. Except as otherwise determined by resolution, the Secretary shall attach to and affix the seal of the corporation to all contracts, deeds, notes, instruments and documents directed to be so executed by the corporation.

d. Duties of Treasurer. The Treasurer shall have the custody of all monies of the corporation and, unless otherwise directed by resolution, shall deposit the same in the name of the corporation and in such banks as the Board shall direct. The Treasurer shall sign or cause to be signed all orders, vouchers and checks for the payment of money and shall pay out or cause to be paid out and to disburse such monies only at the direction of the Board of Directors. The Treasurer shall keep or cause to be kept regular books of account showing receipts and expenditures and shall present to the Board and to the corporation membership whenever required, but no less than once each year, an account of the financial condition of the corporation.

Section 6. Temporary Authorization. In the absence of or incapacity of any Officer to perform duties of the office, the Board may, by resolution, vote to delegate the powers and functions of such Officer to another Officer or director of the corporation.

ARTICLE VI.

MISCELLANEOUS PROVISIONS

Section 1. Agents and Employees. The Board of Directors shall select and employ when necessary an Executive Director who shall have the general supervision over the daily administration of the business and affairs and over the employees of the corporation, subject to the direction of the Board of Directors. When the Board of Directors determines that additional employees are deemed necessary, said employees shall be hired by the Executive Director unless otherwise directed by the Board of Directors. The Board of Directors may select additional agents who shall be responsible to the Board of Directors and shall perform such duties as the Board shall direct.

Section 2. Fiscal Year. The fiscal year of the corporation shall end on December 31 each year.

Section 3. Execution of Instruments. The Board may authorize any officer, employee or agent in the name of or on behalf of the corporation, to enter into any contract or execute or deliver any instrument, and such authority may be general or confined to specific instances. Unless so authorized by the Bylaws or by the Board, no Officer, employee or agent shall have any power to bind the corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or any amount.

Section 4. Amendment to Bylaws. From time to time the Bylaws may be altered, amended or repealed and new or changed Bylaws may be adopted by a two-thirds vote of the voting members of the corporation present at any regular or special meeting called for the purpose; provided, however, that:

The Board of Directors previously considered and approved the amendment, and the proposed amendment is included with the meeting notice to the voting membership.

Notwithstanding the foregoing, any proposed amendment which has been submitted to the Board in writing and signed by at least 100 voting members of the corporation shall be placed before the consideration of the voting membership at the next annual meeting or special meeting called for such purpose provided, however, that such submitted amendment shall be presented to the Secretary of the corporation at least 10 days prior to the date on which membership meeting notices are to be mailed.

Section 5. Standing Committees. The Standing Committees of the Board of Directors shall consist of the Executive, the Nomination, the Budget and Finance, the Personnel, the Service and Program, the Fund Raising and Development, the Public Relations and the Building Committees.

Section 6. Parliamentary Procedure. In all matters of the parliamentary procedure not covered by these Bylaws, Robert's Rules of Order, newly revised, shall be the parliamentary authority, and the President's interpretation of such rules shall be controlling.

Section 7. Interpretation of Bylaws and Resolutions. In the event of any conflict of interpretation of any provision of the Bylaws or of any resolution, the President's interpretation shall be controlling unless and until superseded by the interpretation of the Board of Directors, and the interpretation of the Board of Directors shall be final.

Section 8. Operative Effect of Bylaws. These Bylaws shall be effective upon the date of their approval by the voting membership of the corporation, and shall replace and supersede all prior Bylaws and amendments thereto. The adoption of these Bylaws shall not be deemed to affect the rights or terms of office of any Director, Officer, employee or agent of the corporation.

ARTICLE VII.

INDEMNIFICATION AND LIABILITY OF DIRECTORS AND OFFICERS

Section 1. Personal Liability of Directors. A Director of the corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, as a Director except to the extent that by law (including the Director's Liability Act, 42 PaC.S. 8361 et seq.) a Director's liability for monetary damages may not be limited.

Section 2. Indemnification. The corporation shall indemnify any person who was or is a party or is threatened to be made party to any threatened, pending or completed action, suit or proceeding, including actions by or in the right of the corporation, whether civil, criminal, administrative or investigative, by reasons of the fact that such person is or was a Director or Officer of the corporation, or is or was serving while a Director or Officer of the corporation at the request of the corporation as Director, Officer, employee, agent, fiduciary or other representative of another corporation, partnership, joint venture,

trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding to the full extent permissible under Pennsylvania law.

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Section 3. Advancement of Expenses. Reasonable expenses incurred by an Officer or Director of the corporation in defending a civil or criminal action, suit or proceeding described in Section 2 shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the corporation.

Section 4. Other Rights. The indemnification and advancement of expenses provided by or pursuant to this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under the corporation's Articles of Incorporation, any insurance or other agreement, vote of shareholders or Directors or otherwise, both as to actions in their official capacity and as to actions in another capacity while holding an office, and shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. Insurance. By action of the Board of Directors, the corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of these Bylaws.

Section 6. Security Fund. By action of the Board of Directors, the corporation may create and fund a trust fund or fund of any nature for the purpose of securing or insuring in any manner its obligation to indemnify or advance expenses as provided in this Article.

Section 7. Indemnity Agreements. By action of the Board of Directors, the corporation may enter into agreements with its Officers and Directors for indemnification or advancement of expenses as provided in this Article.

Section 8. Modification. The duties of the corporation to indemnify and to advance expenses to a Director or Officer provided in this Article shall be in the nature of a contract between the corporation and each such Director or Officer, and no amendment or repeal of any provision of this Article, and no amendment or termination of any trust or other fund created pursuant to Section 6, shall alter, to the detriment of such Director or Officer, the right of such person to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment, repeal or termination.

Section 9. Acts After January 27, 1987. Article VII of these Bylaws shall apply to any action taken or failure to act occurring after the effective date of the Directors' Liability Act, 42 Pa.C.S. 8361 et. seq.

ARTICLE VIII.

SITUS

The situs of the corporation is the County of Lehigh, Commonwealth of Pennsylvania. The place where the corporation conducts its principal activities is the County of Lehigh, Commonwealth of Pennsylvania. Should the corporation change its situs or place of its principal activities to other than Lehigh County, then a sum of money equal to the aggregate amount of capital grants, if any, made to the corporation by the Harry C. Trexler Trust shall with first priority revert to said trust in a manner to be prescribed by the Orphans' Court Division, Court of Common Pleas, County of Lehigh, Commonwealth of Pennsylvania. This Article shall not be altered, amended or repealed except upon Order of the Orphans' Court Division, Court of Common Pleas, Lehigh County, Commonwealth of Pennsylvania.

ARTICLE IX.

DISSOLUTION

In the event of dissolution of the corporation, and after payment of all liabilities of the corporation, any remaining assets up to the aggregate amount of capital grants made to the corporation by the Harry C. Trexler Trust, if any, shall with first priority revert to said trust in a manner to be prescribed by the Orphans' Court Division, Court of Common Pleas, County of Lehigh, Commonwealth of Pennsylvania. Any assets remaining after satisfaction of the foregoing provisions shall be paid over to one or more similar organizations exempt from tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

This Article shall not be altered, amended or repealed except upon Order of the Orphans' Court Division, Court of Common Pleas, County of Lehigh, Commonwealth of Pennsylvania.

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Approved: Board of Directors : November 15, 2005
Approved: Members : January 25, 2006

B. Kathryn Frazier, Secretary

Date