

ARTICLE V  
**INDEMNIFICATION**

- 5.01 *Liability For Damages Limited.* A member of the Board or an Officer of the Corporation shall not be personally liable for monetary damages for any actions taken or for any failure to perform any actions as such member or Officer, unless (i) the member has breached or failed to perform the duties of his/her office and (ii) breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. This by-law shall not apply to the responsibility or liability of such member or Officer pursuant to any criminal statute or the liability for payment of taxes pursuant to local, state or federal laws.
- 5.02 *Board & Officers To Be Indemnified.* The Corporation shall indemnify any member of the Board or Officer and may indemnify any other employee who was or is a party to, or is threatened to be made a party to or who is called as a witness in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, including an action by or in the right of this Corporation, by reason of the fact that he/she is/was a member of the Board or Officer or employee of the Corporation, or is/was serving at the request of this Corporation as a Board member, Officer or employee of another corporation, partnership, joint venture, trust or other enterprise, against expense or loss including but not limited to attorney's fees, judgments, costs and amounts paid in preparation for or settlement actually thereof and reasonably incurred by him/her in connection with such actions, suit or proceeding, unless the act or failure to act giving rise to the claim for indemnification is determined by a court of law to have constituted willful misconduct or recklessness.
- 5.03 *Extent.* The indemnification and advancement of expenses provided for or granted pursuant to this Article V shall be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled to under any by-law, agreement, contract, vote of the Board or pursuant to the direction, howsoever embodied, of any court of competent jurisdiction or otherwise, both as to actions taken in his/her official capacity and as to actions in another capacity while holding office. It is the policy of this Corporation that indemnification of and advancement of expenses to trustees and Officers of this Corporation shall be made to the fullest extent permitted by law. To this end, the provisions of this Article V shall be deemed to have been enacted for the benefit of the members of the Board and Officers of this Corporation effective immediately upon any amendment of the Non-Profit Corporation Law of 1988 of the Commonwealth of Pennsylvania, which expands or enlarges the powers or obligations of corporations organized under the said law to indemnify, or advance expenses to Directors and Officers of this Corporation.
- 5.04 *Advance Payment.* This Corporation shall pay expenses incurred by a Board member or Officer, and may pay expenses incurred by any other employee or agent, in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by this Corporation.
- 5.05 *Former Board Members, Officers.* The indemnification and advancement of expenses provided for or granted pursuant to this Article V shall, unless otherwise provided, when authorized or ratified, continue as to a person who has ceased to be a Board member, Officer or agent and shall inure to the benefit of the heirs, executors and administrators of such person.
- 5.06 *Implementation.* This Corporation shall have the authority to create a fund of any nature which may, but need not be, under the control of the Board, or otherwise secure and insure in any manner, its indemnification obligations, whether arising under these by-laws or otherwise. The authority to create such a fund shall include without limitation, the authority to (i) deposit funds in trust or in escrow, (ii) establish any form of self insurance, (iii) secure its indemnification obligation by grant of a security interest, mortgage or other lien in the assets of the Corporation, (iv) establish a letter of credit, guaranty or surety arrangement for the benefit of such persons in connection with the anticipated indemnification or advancement of expenses contemplated by this Article V, or (v) the purchase of errors and omissions or other similar insurance coverage. The provisions of this Article V shall not be deemed to preclude the indemnification of, or advancement of expenses to, any person who is not specified in Section 5.02 of this Article but who this Corporation has the power or obligation to indemnify or advance expenses for, under the provisions of the Non-Profit Corporation Law or otherwise. The authority granted by this section shall only be exercised by the Board of this Corporation.
- 5.07 *No Retroactive Impairment.* This Article V or any amendment thereof which may impair or otherwise diminish the protection afforded hereby to the persons described herein shall be effective only with respect to acts or omissions by such persons which may occur after the effective date of such repeal or amendment and shall have no effect whatsoever with respect to acts or omissions occurring prior to such effective date.