

**PREAMBLE OF
THE MORAVIAN HISTORICAL SOCIETY**

WHEREAS, The Moravian Historical Society (hereinafter referred to as “MHS”) was incorporated under Act of October 13, 1840 (P.L. (1841) 1) on January 16, 1860; and

WHEREAS, on February 1, 1979, MHS filed an Articles of Amendment with Restated Articles of Incorporation; and

WHEREAS, on August 15, 2013, MHS amended its Constitution; and

WHEREAS, MHS has elected pursuant to Article XVI of the Restated Articles of Amendment to amend the “Constitution” and Article XI of the Amended Constitution of August 15, 2013 to Restate and Amend MHS Bylaws as follows; to wit

**AMENDED AND RESTATED
BYLAWS and CONSTITUTION
OF THE MORAVIAN HISTORICAL SOCIETY**

ARTICLE I

NAME, LOCATION OF CORPORATION, FISCAL YEAR, AND NONPROFIT POLICY

Section 1. Name. The name of this non-profit corporation is and shall be known as the Moravian Historical Society, hereinafter referred to as the MHS.

Section 2. Location: The location of the MHS is in the Borough of Nazareth, County of Northampton, and Commonwealth of Pennsylvania. The address is 214 East Center Street, Nazareth, Pennsylvania 18064.

Section 3. Fiscal year: The fiscal year of the MHS shall begin on the first day of July of every year. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors.

Section 4. Nonprofit Policy: The MHS shall not be operated for profit, and its entire properties, assets, and facilities shall be devoted to the purposes for which it is organized as set forth in its bylaws and constitution, as the same may from time to time be amended.

**ARTICLE II
PURPOSE**

Section 1. Purpose: The primary purpose of this corporation is educational and shall provide for the examination, study, elucidation, and publication of the history of the Moravian Church, the preservation of material pertaining to the Moravian Church and restoration of Moravian historical buildings and sites.

Section 2. Non-Profit: The corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and

distributions in furtherance of the corporate purpose. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(C)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3. Distributions Upon Dissolution: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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 4. Statement of Non-Discrimination: The corporation shall not discriminate against any person in the hiring of personnel, election of board members, provision of service to the public, the contracting for or purchasing of services or in any other way, on the basis of race, color, sex, national origin, disabling condition, age, or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.

ARTICLE III MEMBERSHIP

MHS shall be composed of such persons as have been, or may be, admitted, from time to time, according to its Bylaws and regulations. Any person may become a member of the MHS upon the receipt of a completed membership application and dues. The names of all members shall be communicated to MHS at each Annual Meeting. Annual dues shall be paid in advance. If dues are not received, the members will be notified and may be dropped without further notice.

ARTICLE IV THE ANNUAL MEETING, LECTURE, and RECEPTION

The annual meeting shall be held typically in the fall. Special meetings may be called by the President, or in his/her absence by the Vice President, at the written request of at least three members of the MHS, of which meeting due notice must be given. The members present at any meeting shall constitute a quorum.

At the Annual Meeting, the BOD shall present a report of the activities and general condition of MHS during the preceding year. Topics may include, but not necessarily be limited to, approval of minutes from the prior annual meeting, election of BOD and its officers, an end of year financial report, a listing

of members, and programming points of interest. Annually, there shall be a public presentation on a topic of interest to MHS, which shall also be consistent with the mission.

ARTICLE V BOARD OF DIRECTORS

Section 1. Number. The affairs of the MHS shall be governed by a Board of Directors (BOD), which shall be composed of a minimum of ten (10) and a maximum of fifteen (15) persons.

Section 2. Governing Powers. The Board of Directors shall have all the powers and duties necessary or appropriate for the administration of the affairs of MHS except as prohibited by law or by these Bylaws and Constitution.

Section 3. Election and Term of Office. The Annual Meeting shall elect a minimum of ten directors, by majority vote, of whom at least six must be members of the Moravian Church, who together with the officers shall constitute the Board of Directors, with full power to direct the business affairs of MHS at all times. Board members shall be elected for a term of four years. Nominees for the role of director shall be vetted by the Governance Committee, approved by the BOD, and taken to the annual meeting for election. At the expiration of a term served by a board member, any board member is immediately eligible to serve a succeeding term of four years. Each director shall be elected for no more than two consecutive four-year terms. He/she is eligible for re-election after a minimum period of one year off the Board of Directors.

Section 4. Vacancies: In case of any vacancy in the Board of Directors, a majority of the remaining Directors may elect a successor to fill the vacant seat to serve up to one year prior to elections at the Annual Meeting. This person may or may not be nominated to serve a full term.

Section 5. Openings: In the case of an opening on the Board of Directors, a majority of the Directors may approve a new member, who has been nominated by the Governance Committee, to serve up to one year prior to elections at the Annual Meeting. This person may or may not be nominated to serve a full term.

Section 6. Absences: If any Director shall fail to attend three (3) consecutive meetings of the Board of Directors without excuse accepted as satisfactory by the Board, such Director shall be deemed to have resigned and the vacancy shall be filled.

Section 7. Removal: At any meeting of the Board of Directors duly called, any Director may, by vote of two-thirds (2/3) of the entire Board, be removed from office, constituting a vacancy.

Section 8. Meetings: Regular Meetings of the Board of Directors shall be held quarterly. Special Meetings of the Board of Directors shall be held at any time, on call by the President of the Board, or by the Secretary on the documented request of any three (3) members of the Board.

Section 9. Notice of Meetings: Directors shall be notified of the time and place of every meeting of the Board not fewer than five (5) days before the meeting. Notice shall be emailed or mailed to each Director at his or her address as set forth in the records of the MHS.

Section 10. Personal Attendance by Conference Communication Equipment: Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee, with the consent of all the members of such Board or committee present in person at such meeting, by means of a conference telephone, electronic video screen communication, or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 11. Standing: It is the responsibility of Board members to be a MHS member in good standing, follow the Expectations for the Board of Directors document, and the Committee Charters document.

Section 12: Confidentiality: It is the responsibility of Board members to treat specified Board discussion and decision in a confidential manner.

Section 13. Quorum: At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except where a larger number is required by law, the Articles of Incorporation, or these Bylaws and Constitution. If, at any meeting of the Board of Directors, there is less than a quorum present, the majority of those present may adjourn the meeting. An adjourned meeting may be rescheduled and any business, which might have been transacted at the meeting as originally called, may be transacted without further notice.

Section 14. Personal Liability. Directors of the MHS shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless the Director has breached or failed to perform the duties of his office under 15 Pa. C.S. Subch. 57B or any successor thereto, and the breach or failure constitutes self-dealing, willful misconduct or recklessness. This provision shall not apply to the responsibility or liability of a Director pursuant to any criminal statute.

Section 15. Compensation. No compensation shall be paid to Directors for their services, or pursuant to any other contractual arrangement. Directors may be reimbursed for actual expenses incurred by them in the performance of their duties.

Section 16. Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 16: Urgent Issues. To the extent permitted by law, any lawful action of the Board of Directors may be taken without a meeting if consent to such action is approved by three-quarters of the Directors and filed with the minutes of the Board.

Section 17. Emeritus members. There is a category of board member emeritus elected by the Board of Directors. These board members will be former board members who have served with distinction and excellence. They will be entitled to receive all written notices and information provided to the full board, to attend all meetings for the board (with voice not vote) and designated committees, and encouraged to fully participated in all events conducted by the organization. They will not be required to attend any meetings and will not count for quorum requirements. Contenders will be nominated by the governance committee, including supporting documentation, and voted on by the full board, considering all major contributions made while a board member (leadership, participation, engagement, minimum of 2 terms served).

ARTICLE VI OFFICERS

The Officers of MHS shall be chosen annually by majority vote cast by the members in attendance at the Annual Meeting and shall consist of a President, a Vice-President, a Secretary, and a Treasurer. The Officers so chosen shall enter upon the duties of their offices immediately after the Annual Meeting.

Section 1. Designation. The principal officers of the Board of Directors shall be the President, Vice-President, Secretary, and Treasurer.

Section 2. Election of Officers. The officers of the MHS shall be suggested by a Governance Committee and approved by the BOD prior to presenting the slate for election at the Annual Meeting of Members of the MHS and, unless sooner removed by the Board, the officers shall serve for a term of one year and until their successors are elected. Any vacancies occurring in offices shall be filled by the Board of Directors, from time to time. The Board of Directors shall appoint such temporary or acting officers as may be necessary during the temporary absence or disability of the regular officer.

Section 3. Removal. Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed and his or her successor elected at any regular meeting of the Board of Directors or at any special meeting called for such purpose.

Section 4. President. The President shall preside at all meetings of the members of the Board of Directors, and shall perform such other duties as may from time to time be requested by the Board of Directors.

Section 5. Vice-President. There shall be a Vice-President, as the Board of Directors shall from time to time determine. In the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President. The Vice-President shall also perform such other duties as shall be prescribed by the Board of Directors.

Section 6. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors, and of the Executive Committee.

Section 7. Treasurer. The Treasurer shall have responsibility for the corporate funds and securities. The Treasurer shall see that adequate and correct accounts of financial transactions are maintained. The treasurer shall provide guidance to ensure accurate financial documentation and prudent management of resources.

Section 8. Executive Director. The Board of Directors shall appoint an Executive Director who shall be responsible for the application and implementation of Board policies, day-to-day operations of the MHS, and for providing liaison with the Board. The Executive Director shall have general supervision over the activities and operations of the MHS, subject, however, to the control of the Board of Directors. The Executive Director shall be an ex-officio member, with voice and voting privileges, of the Board of Directors and each of the Board's committees. The Executive Director shall receive reasonable compensation that shall be fixed from time to time by the Board of Directors.

ARTICLE VII COMMITTEES

Section 1. Committees. The Board of Directors may, from time to time, constitute and appoint such committees as it shall consider appropriate and shall, in such event, establish by resolution, the purpose and duties of all such committees. The Board of Directors shall likewise have the authority to abolish any committee. The committee charters shall be approved annually.

Section 2. Executive Committee. The executive committee is comprised of the officers of the Board of Directors.

(a) Designation. The designation of such Executive Committee, and the delegation of authority herein granted, shall not operate to relieve the Board of Directors or any member thereof of any

responsibility imposed by law. No member of the Executive Committee shall continue to be a member thereof after he or she ceases to be a Director of the MHS. The Board of Directors shall have the power at any time to change the number of members of the Executive Committee (which shall never be fewer than three), to fill vacancies thereon, to change any member thereof, to change the function, or terminate the existence thereof.

(b) Powers. During the intervals between meetings of the Board of Directors, and subject to such limitations as may be provided by law, these Bylaws, or by resolution of the Board of Directors, the Executive Committee shall have and may exercise all the authority of the Board of Directors. The Executive Committee shall make a full report of all actions to the next meeting of the Board of Directors.

(c) Meetings. Meetings of the Executive Committee may be held at such time and place as may be from time to time determined by the Executive Committee upon the giving of notice at least two (2) days prior to the date of the meeting.

(d) Quorum. The transaction of business by a majority of the entire Executive Committee shall be the act of the Executive Committee.

ARTICLE VIII INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

Section 1. Scope of Indemnification.

- (a) The MHS shall indemnify an indemnified representative against any liability incurred in connection with any proceeding (whether civil, criminal, administrative, or investigative) 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:
- (i) where such indemnification is expressly prohibited by applicable law;
 - (ii) where the conduct of the indemnified representative has been finally determined pursuant to a court of competent jurisdiction or otherwise:
 - (1) to constitute willful misconduct or recklessness within the meaning of 15 Pa.C.S. § 5713 or any superseding provision of law sufficient in the circumstances to bar indemnification against liabilities arising from the conduct; or
 - (2) to be based upon or attributable to the receipt by the indemnified representative from the MHS of a personal benefit to which the indemnified representative is not legally entitled; or
 - (iii) to the extent such indemnification has been finally determined in a final adjudication by a court of competent jurisdiction to be otherwise unlawful.
- (b) 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 MHS shall indemnify such indemnified representative to the maximum extent for such portion of the liabilities.
- (c) The termination of a proceeding by judgment, order, settlement, 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) For purposes of this Article:

- (i) "indemnified capacity" means any and all past, present and future service by an indemnified representative in one or more capacities as a director or officer of the MHS, or, at the request of the MHS, as a director, officer, employee, agent, fiduciary or Director of another domestic or foreign MHS for profit or not-for-profit, partnership, joint venture, trust, employee benefit plan or other entity or enterprise;
- (ii) "indemnified representative" means any and all Directors and officers of the MHS and any other person designated as an indemnified representative by the Board of Directors of the MHS, (which may, but need not, include any person serving at the request of the MHS, as a Director, officer, employee, agent, fiduciary or Director of another domestic or foreign MHS for profit or not-for-profit, partnership, joint venture, trust, employee benefit plan or other entity or enterprise);
- (iii) "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
- (iv) "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 MHS, a class of its security holders, if any, or otherwise.

Section 2. Proceedings Initiated by Indemnified Representatives. Notwithstanding any other provision of this Article, the MHS shall not indemnify under this Article an indemnified representative for any liability incurred in a proceeding initiated (which shall not be deemed to include counter-claims 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 reimbursement of expenses incurred in successfully prosecuting or defending the rights of an indemnified representative granted by or pursuant to this Article.

Section 3. Advancing Expenses. The MHS 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 Sections 1 or 2 of this Article, upon receipt of an undertaking by or on behalf of the indemnified representative to repay such amount if such person is not entitled to be indemnified by the MHS 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 4. Securing of Indemnification Obligations. To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the MHS may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the MHS, 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 and shall not be subject to voidability.

Section 5. 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 MHS.

Section 6. 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 MHS 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 7. Discharge of Duty. An indemnified representative shall be deemed to have discharged such person's duty to the MHS if he or she has relied in good faith on information, advice or an opinion, report or statement prepared by:

- (a) one or more officers or employees of the MHS whom the indemnified representative reasonably believes to be reliable and competent with respect to the matter presented;
- (b) legal counsel, public accountants or other persons as to matters that the indemnified representative reasonably believes are within the person's professional or expert competence; or
- (c) a committee of the Board of Directors on which he or she does not serve as to matters within its area of designated authority, which committee he or she reasonably believes to merit confidence.

Section 8. Mandatory Indemnification of Directors, Officers, etc. To the extent that an officer of the MHS has been successful on the merits or otherwise in defense of any action, suit 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 actually and reasonably incurred by such person in connection therewith.

Section 9. Contract Rights, Amendment or Repeal. All rights under this Article shall be deemed a contract between the MHS and the indemnified representative pursuant to which the MHS 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 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 members or disinterested Directors or otherwise, both as to action in an official 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 11. Reliance on Provisions. Each person who shall act as an indemnified representative of the MHS shall be deemed to be doing so in reliance upon the rights of indemnification, contribution and advancement of expenses provided by this Article.

Section 12. Interpretation. The provisions of this Article are intended to constitute Bylaws authorized by 15 Pa.C.S. § 5746(a).

ARTICLE IX CONFLICT OF INTEREST

Section 1. Policy and Limitations. A Director of the Board may conduct business with the MHS and/or enter into a contract with the MHS in accordance with the terms and conditions of a Conflict of Interest Policy, which the Board shall adopt, but such an activity is subject to the following:

- (a) The material facts as to the relationship are disclosed to the Board;

- (b) The Board in good faith authorizes the transaction according to the voting procedures set forth in these Bylaws;
- (c) The interested party abstains from voting on the transaction in question; and
- (d) The interested party may not be counted in determining the presence of the quorum at the meeting at which the Board authorizes the specified transaction.

Section 2. Conflict of Interest Disclosure. Each Director of the MHS shall, at the time of the enactment of a Conflict of Interest Policy or upon his or her election as a Director, complete and submit to the Board of Directors a Conflict of Interest Disclosure Statement ("Statement"). Each Director's Statement shall be submitted to the Executive Committee annually for review and where a conflict is identified, the Executive Committee shall submit its recommendation to the full Board for its consideration.

ARTICLE X FISCAL MANAGEMENT

Section 1. Books and Accounts. Books and accounts of the MHS shall be kept under the direction of the Treasurer of the MHS and be accessible to all Directors.

Section 2. Auditing and Reports. At the close of each fiscal year, the books and records of the MHS shall be audited by a Certified Public Accountant. The Executive Director of the MHS shall cause to be prepared annually a full and correct statement of the affairs of the MHS, including a balance sheet and financial statement of operations for the preceding fiscal year, which shall be submitted at the annual meeting and filed with the Secretary of the MHS.

Section 3. Administration. The Executive Director shall be the chief executive officer and shall have the necessary authority and responsibility to manage and operate the MHS in all its activities and departments, consistent with guidelines, budgets and policies of the MHS.

ARTICLE XI COLLECTION

MHS shall have responsibility for maintaining objects, books, and documents related to the mission of the MHS. A catalogue shall be kept according to generally accepted museum standards. The BOD shall ensure the collection is properly maintained and preserved.

ARTICLE XII HISTORIC SITES AND MONUMENTS

BOD shall be responsible for the maintenance and upkeep of the sites owned by MHS, or on which MHS has erected monuments, or for which MHS is responsible. The BOD is responsible for the acquisition or relinquishment of ownership. MHS now owns or is responsible for the following Historic Sites and Monuments:

The Ephrata Tract in Northampton County (Nazareth), PA including:

- The Whitefield House
- The Gray Cottage
- The First House of Nazareth marker

Monuments:

- Meniolagomeka in Monroe County (near Kunkletown), PA
- Wechquetank in Monroe County (near Gilbert), PA
- The Rose Inn in Northampton County (Bushkill Township), PA
- Shekomeko in Dutchess County (near Pine Plains), NY
- Gnadenuhuetten in Borough of Lehigh, Carbon County, PA
- Dansbury Mission in Monroe County (Stroudsburg), PA
- Friedenshuetten in Bradford County (near Wyalusing), PA
- Gnadensee (Indian Lake) in Litchfield County (near Sharon), CT

**ARTICLE XIII
DISPOSITION OF NET EARNING**

No part of the net earnings of the MHS shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that MHS shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of MHS shall be carrying on of propaganda, or otherwise attempting to influence legislation. MHS shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate or for any other activities not permitted to be carried on (a) by 501 (c) (3) of the Internal Revenue or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

**ARTICLE XV
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of MHS, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of MHS, distribute all assets to the Provincial Elders Conference of the Moravian Church in North America, Northern Province, an exempt organization under section 501 (c) (3) of Internal Revenue Code of 1954, as amended or, if the Provincial Elders Conference of the Moravian Church in North America, Northern Province is not then in existence or is not then an exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1954, to such other organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of MHS 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.

ARTICLE XVI

AMENDMENTS

Section 1. Except as otherwise required by law, this document may be amended by a three-fourths majority of Directors at any regular meeting of the Board of Directors or at any special meeting called for that purpose, provided that written notice of the proposed amendment shall have been given at least ten (10) days prior to such meeting.

AMENDED BY BOARD OF DIRECTORS ON: May 13, 2021

BYLAWS ADOPTED BY BOARD OF DIRECTORS ON: August 12, 2021

BYLAWS ADOPTED BY MHS MEMBERS ON: October 9, 2021

BYLAWS AMENDED AND ADOPTED BY BOARD OF DIRECTORS ON: May 12, 2022