

BYLAWS

of

FOUNDING FORWARD

TABLE OF CONTENTS

ARTICLE 1 - NAME, MISSION, PURPOSE AND ORIGIN..... 1

 Name..... 1

 Mission 1

 Purpose 1

 Origin..... 2

ARTICLE 2 - MEMBERSHIP 2

 Management 2

 Honorary Titles..... 2

ARTICLE 3 - TRUSTEES..... 2

 Management 2

 Number, Term of Office 2

 Procedures for Election of Trustees..... 3

 Regular Meetings; Notice..... 3

 Annual Meeting; Notice 3

 Special Meetings; Notice..... 4

 Waiver of Notice 4

 Quorum, Vote, Conduct of Meetings 4

 Meetings by Telephone or Similar Communication Means 4

 Unanimous Written Consent 4

 Vacancies..... 5

 Compensation 5

 Resignation 5

 Removal of Trustees 5

 Committees..... 5

 Rules of Order 6

 Duties of the Trustees..... 6

 Ex-Officio Trustees 7

ARTICLE 4 - OFFICERS AND EMPLOYEES 7

 Officer..... 7

 Term..... 7

 Additional Officers, Employees, Contractors..... 7

 The Chair 7

 The Vice Chairs 7

 The Secretary 7

 The Treasurer..... 8

Vacancies	8
Executive Director	8
ARTICLE 5 - MISCELLANEOUS CORPORATE TRANSACTIONS AND DOCUMENTS.....	9
Execution of Instruments	9
Checks and Notes	9
Borrowing, etc	9
Deposits and Investments	9
Gifts	9
ARTICLE 6 - GENERAL PROVISIONS	9
Offices	9
Corporate Seal	10
Fiscal Year	10
Annual Report.....	10
Maintenance of Corporate Records	10
Trustees' Inspection Rights	10
Non-Discrimination Clause	10
ARTICLE 7 - TAX EXEMPTION PROVISIONS	10
Limitations on Activities	10
Prohibition Against Private Inurement	11
Distribution of Assets	11
ARTICLE 8 - LIMITATION OF PERSONAL LIABILITY OF TRUSTEES; INDEMNIFICATION OF TRUSTEES, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES.....	11
Limitation of Personal Liability of Trustees and Officers.....	11
Exclusions.....	11
Standard of Care and Justifiable Reliance.....	11
Indemnification.....	12
Insurance.....	12
Advancement of Expenses.....	13
Contribution.....	13
Contract Rights. Amendment or Repeal.....	13
Scope of Article	13
Reliance on Provisions	13
ARTICLE 9 - CONSTRUCTION AND TERMS	13
ARTICLE 10 - AMENDMENTS	14
ARTICLE 11 – EFFECTIVE DATE OF BYLAWS.....	14

**BYLAWS
of
FOUNDING FORWARD**

ARTICLE 1 - NAME, MISSION, PURPOSE AND ORIGIN

Section 1.1 Name. The name of the organization is Founding Forward (hereinafter referred to as the “Corporation”), a nonprofit corporation established under the Pennsylvania Nonprofit Corporate Law of 1988, as amended (the “Act”).

Section 1.2 Mission. The mission of the Corporation is:

(a) To create in the general public an understanding of the philosophy embodied in the United States Constitution and Bill of Rights, and to promote instruction therein; to inspire love of freedom and instill in all citizens of the Republic a keen sense of personal responsibility for its conservation and advancement; to foster a spiritual unity predicated on the proposition that all men are created equal and are endowed by their Creator with certain inalienable political and economic rights; to educate individuals in methods of preserving, exercising, and defending human and civil rights secured by law and to fund educational opportunities for tomorrow’s citizen leaders; to carry on a Freedom Awards Program, by conducting training for citizenship, and by establishing and maintaining an American Freedom Center, and to maintain the history and legacy of the Freedoms Foundation at Valley Forge, including, but not limited to, the role of General Dwight D. Eisenhower, its co-founder.

(b) To provide civics and constitutional education to high school students and others, to provide post-secondary scholarships to aspiring young men and women, and to care for and use the collections of the Union League, the historic League House, and other related collections, as well as the history and spirit of the Union League, to provide history education and interpretation. The basis for this work is the collections, history and spirit of the Union League as expressed in its motto Love of Country Leads.

Section 1.3 Purpose. The Corporation fulfills this mission by:

(a) Working with existing not-for-profit youth-serving agencies in the Greater Philadelphia region to identify young leaders and by providing such young leaders with citizenship education, scholarships, career and college counseling, and networking support, and through maintaining, exhibiting, and utilizing the collections of archives, art, manuscripts, the historic League House, and objects under its care to share and interpret the history of The Union League and Philadelphia; and

(b) Providing stimulating and immersive educational experiences for students and teachers throughout the nation at our campus in Valley Forge, Pennsylvania, to inspire them to discover the spirit and philosophy of our nation’s founding charters and ideals, embrace the rights and responsibilities of citizenship, and preserve and advance our freedoms.

Section 1.4 Origin. The Corporation is the surviving corporation of a merger under Pennsylvania law of Freedoms Foundation at Valley Forge (“Freedoms Foundation”) with and into The Union League Legacy Foundation (“Legacy Foundation”). The Corporation is the successor entity to the Charitable Trust established for the same general purpose by The Union League of Philadelphia in 1971, which was first named the Boys Work Foundation of the Union League of Philadelphia and subsequently named the Youth Work Foundation of The Union League of Philadelphia. The Corporation is also the successor entity to The Abraham Lincoln Foundation of The Union League of Philadelphia and The Scholarship Fund of The Union League of Philadelphia pursuant to a Consolidation Agreement dated March 26, 2019, under which the activities and assets of The Youth Work Foundation of The Union League of Philadelphia, The Abraham Lincoln Foundation of The Union League of Philadelphia, and The Scholarship Fund of The Union League of Philadelphia were combined into the Corporation as one single combined entity.

ARTICLE 2- MEMBERSHIP

Section 2.1 Management. The sole member of the Corporation shall be The Union League of Philadelphia. References hereinafter to the “sole member” are to The Union League of Philadelphia.

Section 2.2 Honorary Titles. The Corporation may create such classes of “membership,” such as contributory members or honorary members, as the Trustees shall see fit, but such persons shall not have the rights of members under the Act.

ARTICLE 3- TRUSTEES

Section 3.1 Management. The business, property, and affairs of the Corporation shall be managed by the Board of Trustees (“Board”). The Board shall have all management powers conferred on it by law, the Corporation’s Articles of Incorporation, and these Bylaws. All powers of the Corporation shall be exercised by or under the authority of the Board.

Section 3.2 Number, Term of Office.

(a) There shall initially be thirty-six (36) Trustees. Twenty-four (24) of the initial Trustees shall be individuals who, immediately prior to the effective date of these Bylaws, were members of the board of Legacy Foundation (“Legacy Foundation Trustees”) and twelve (12) of the initial Trustees shall be individuals who, immediately prior to the effective date of these Bylaws, were members of the board of Freedoms Foundation (“Freedoms Foundation Trustees”).

(b) The term of the initial Trustees shall be staggered by having one-third (1/3rd) of the Legacy Foundation Trustees and Freedoms Foundation Trustees having a term of one (1) year, one-third (1/3rd) having a term of two (2) years, and one-third (1/3rd) having a term of three (3) years.

(c) Other than the initial Trustees, the term of the Trustees shall be three (3) years. No Trustees shall serve on the Board for more than two (2) consecutive three-year terms. Other

than the initial Trustees, if a Trustee is appointed to serve a partial term (i.e., a term of less than three (3) years) under the provisions of these Bylaws, such Trustee may serve two additional three-year terms. A Trustee, including an initial Trustee, may be reelected to the Board after having been off the Board for at least one (1) year.

(d) The Board shall initially have a maximum of thirty-six (36) Trustees. The maximum number of Trustees shall be reduced from thirty-six (36) Trustees to twenty-four (24) Trustees within six (6) years of the Effective Date of these Bylaws provided, however, that during such period the proportion of Legacy Foundation Trustees and Freedoms Foundation Trustees serving on the Board shall, to the extent feasible, remain the same as immediately prior to any such reduction in the number of Trustees.

(e) Each Trustee shall serve until the June meeting of the Board in the year in which the current term expires, and thereafter until a successor is duly elected and has consented to election, accepted office, or attended a meeting of the Board, or until earlier death, resignation, or removal.

(f) At all times, at least eight members of the Board shall have a permanent residence more than 100 miles from the intersection of Broad and Sansom Streets in Philadelphia, Pennsylvania. Of the foregoing eight members, at least two shall have served in leadership positions with volunteer chapters of the Corporation .

Section 3.3 Procedures for Election of Trustees. Other than the initial Trustees, the Trustees shall be elected by a majority vote of the Board, subject to the approval of the sole member. The Governance Committee of the Board shall maintain a list of candidates and shall each year prepare a report to the Board identifying eligible candidates for election or re-election to the Board for a regular three-year (3) term commencing on July 1 of that year, and, from time to time, shall recommend to the Board candidates to fill any Trustee vacancies. Trustees shall be elected so that approximately one-third of the Board is elected to a term each year. The report shall contain, where possible, a resume of each candidate together with the reason or reasons why the candidate should be selected and shall be delivered to Trustees at least fourteen (14) days before a Board meeting of the Trustees. The Board shall review the report with the right to delete any names in such report. At the annual June meeting of the Board (and thereafter, if needed), the Board shall vote on the list of approved nominees.

Section 3.4 Regular Meetings; Notice. Regular meetings of the Board shall be held at such time and place as shall be designated by the Board from time to time. Notice of such regular meetings shall not be required where the regular meeting schedule is announced at the annual meeting of the Trustees and published in the minutes of such meeting, except as otherwise expressly required herein or by law, and except that whenever the time or place of regular meetings shall be initially fixed and then changed, notice of such action shall be given promptly to each Trustee. Any business may be transacted at any regular meeting.

Section 3.5 Annual Meeting; Notice. An annual meeting of the Board shall be held in June of each year, at such date, time and place as may be fixed by the Board by at least

thirty (30) days prior notice to all of the Trustees. Such meeting shall be the annual organizational meeting at which the Board shall organize itself, elect Trustees, and elect from among the Trustees the officers of the Corporation for the ensuing year. The Board may transact any other business at such meeting.

Section 3.6 Special Meetings; Notice. Special meetings of the Board may be called at any time by the Board itself, by the Chair of the Board, or by at least one-fourth (1/4) of the Trustees, such meetings to be held at such place and day and hour as shall be specified by the person or persons calling the meeting. Notice of every special meeting of the Board shall be given to each Trustee at least five (5) days before the meeting. Any business may be transacted at any special meeting provided the notice calling such meeting contains a reference thereto, except as otherwise required by law.

Section 3.7 Waiver of Notice. Any notice required to be given under these Bylaws may be effectively waived by the person(s) entitled to such notice, by waiver signed before or after the time stated therein to which such notice relates, or by attendance at such meeting otherwise than for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 3.8 Quorum, Vote, Conduct of Meetings. At all meetings of the Board, the presence of at least a majority of the Trustees in office shall be necessary and sufficient to constitute a quorum for the transaction of business. If a quorum is not present at any meeting, the meeting may be adjourned from time to time by a majority of the Trustees present until a quorum as aforesaid shall be present, but notice of the time and place to which such meeting is adjourned shall be given to any Trustees not present, with such notice to be sent by facsimile, or e-mail, or given personally or by telephone at least five (5) days prior to reconvening. Resolutions of the Board shall be adopted, and any action of the Board upon any matter shall be valid and effective, with the affirmative vote of a majority of the Trustees present at a meeting duly convened and at which a quorum is present. The Chair of the Board, if one has been elected and is present, or if not, a Vice-Chair, if he/she is present or if no Vice-Chair is present, a Trustee designated by the Board, shall preside at each meeting of the Board. The Secretary, or in his/her absence, any Assistant Secretary, shall take the minutes at all meetings of the Board. In the absence of the Secretary and an Assistant Secretary, the presiding officer shall designate any person to take the minutes of the meeting.

Section 3.9 Meetings by Telephone or Similar Communication Means. One or more Trustees may participate in any regular or special meeting of the Board or of a committee of the Board by means of conference telephone, video conferencing, or other communications equipment by which all persons participating in the meeting can simultaneously communicate with each other. Participation in a meeting in this manner by a Trustee will be considered to be attendance in person for all purposes under these Bylaws.

Section 3.10 Unanimous Written Consent. Any action which may be taken at a meeting of the Board may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Trustees in office and shall be filed with the Secretary of the Corporation.

Section 3.11 Vacancies. Any vacancy occurring in the Board may be filled by the Board by an affirmative vote at any regular or special meeting where a quorum exists subject, however, to the approval of the sole member. The Board shall consider a list of eligible nominees for the vacancy prepared by the Governance Committee. A Trustee so elected shall be a Trustee until the Trustee is reelected or the Trustee's successor is elected at the June meeting of the Board in the year in which the vacant term filled by such Trustee expires or until the Trustee's prior death, resignation, or removal.

Section 3.12 Compensation. Trustees shall not receive any compensation for their services to the Corporation as Trustees. Nothing herein contained shall be construed to preclude any Trustee from receiving reasonable compensation for incidental non-Trustee related services, or reimbursement for reasonable costs incurred in the performance of his/her duties as a Trustee, subject to prior approval of the Board, the Conflict of Interest Policy adopted by the Board, and Section 4958 of the Code.

Section 3.13 Resignation. Any Trustee may resign by providing notice of resignation to the Chair of the Board. Such resignation shall become effective upon its receipt by the Chair of the Board or at such later time as may be specified therein.

Section 3.14 Removal of Trustees. Subject to the prior approval of the sole member, a Trustee of the Corporation may be removed at any time by a two-thirds (2/3) vote of the Board at any meeting provided that notice of the intention to consider removal of a Trustee has been included in the notice of the meeting. No formal hearing procedure need be followed, but the Trustee recommended for removal shall not have the right to vote on the removal question or to be represented by legal counsel at this meeting.

Section 3.15 Committees. The Corporation shall have an Executive Committee initially consisting of nine (9) members. The initial Chair of the Executive Committee and of the Board shall be James Dunigan; the initial Vice Chairs of the Executive Committee and of the Board shall be Jordan Clements and Michael Piotrowicz. For the first three years following the Effective Date of these Bylaws, five (5) of the members of the Executive Committee, representing a majority, will be Freedoms Foundation Trustees as mutually agreed upon by the Freedoms Foundation Trustees and Legacy Foundation Trustees. Successor members of the Executive Committee shall be determined by a majority vote of the Board. The Board may from time to time create other Committees by resolution adopted by the Trustees at a duly convened meeting of the Board. Each such committee shall have and exercise such authority of the Board in the management of the business and affairs of the Corporation as the Board may specify from time to time, which may include any action which the Act provides shall or may be taken by the Board; except however, in no event shall any Committee, including the Executive Committee, have any power or authority to: (a) fill vacancies on the Board; (b) adopt, amend or repeal the Bylaws of the Corporation; (c) amend or repeal any resolution of the Board; (d) enter into contracts, create debts or obligations, make expenditures; or (e) act on matters committed by these Bylaws or by a previous resolution of the Board to another Committee of the Board. Persons who are not Trustees may be appointed to any Committee, other than the Executive Committee and as otherwise determined by the Board. The Board may designate one or more Trustees as alternate members of any Committee to replace any absent or disqualified member at any

meeting of the Committee, and in the event of such absence or disqualification, the member or members of such Committee present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another Trustee to act at the meeting in the place of any such absent or disqualified member. Any action taken by any Committee shall be subject to alteration or revocation by the Board.

Section 3.16 Rules of Order. The Board may make its own rules of order and shall have the power to delegate any or all of its powers as it shall deem fitting and proper. In the absence of rules of order established by the Board to the contrary, Robert's Rules of Order (as most recently revised) shall govern meetings of the Board.

Section 3.17 Duties of the Trustees.

- (a) Provide for the conduct of necessary business of the Corporation;
- (b) Attend all board meetings;
- (c) Serve on at least one committee or subcommittee;
- (d) Promote the program of the Corporation in the community;
- (e) Review and vote upon the operating budget submitted by the finance committee for the fiscal year;
- (f) Monitor the financial status of the Corporation through review of periodic financial reports, the annual budget, and accountant's audit;
- (g) Employ and evaluate the Executive Director, if any, and determine salary or compensation;
- (h) Work to increase contributions from individuals, corporations, and foundations;
- (i) Make an annual financial contribution to the Corporation;
- (j) Appoint auditors, accountants, legal counsel, agents and other advisors as it deems necessary for the benefit of the Corporation;
- (k) Participate in the recruitment of new Board members;
- (l) Elect Board members and officers;
- (m) Avoid any actual or appearance of conflict of interest in any and all activities on behalf of the Corporation in accordance with the Corporation's Conflict of Interest Policy;
- (n) Review these Bylaws periodically and modify them as necessary; and

(o) Register their contact information with the Secretary of the Corporation, and notices of meetings mailed or otherwise communicated to them at such addresses shall be valid notices thereof.

Section 3.18 Ex-Officio Trustees. The Board may, from time to time, and subject to the approval of the sole member, appoint Ex-Officio members of the Board. Ex-Officio members shall have no voting rights. Subject to the approval of the sole member, an Ex-Officio member of the Board serves for a one-year term, unless another timeframe is specifically noted by a majority vote of the Board.

ARTICLE 4- OFFICERS AND EMPLOYEES

Section 4.1 Officers. The corporate title of the officers of the Corporation shall be as determined from time to time by the sole member, which may include a Chair, Vice Chairs, Executive Director, Secretary and Treasurer. Other than the initial officers of the Corporation, any and all of the officers shall be elected by the Board thereafter. .

Section 4.2 Term. Each officer (other than the Executive Director) must be a Trustee for at least one (1) year at the time of his/her initial election as an officer, except for the initial officers as of the Effective Date of these Bylaws. Any officer cannot serve more than five (5) consecutive, one (1) year terms in that office.

Section 4.3 Additional Officers, Employees, Contractors. The Board may from time to time appoint or employ such additional officers, assistant officers, agents, employees, and independent contractors as the Board deems advisable; the Board or the Executive Director shall prescribe their duties, conditions of employment, and compensation; and the Board shall have the right to dismiss them at any time, without prejudice to their contract rights, if any. The Executive Director may employ from time to time such other agents, employees (full or part time) and independent contractors, as he/she may deem advisable for the prompt and orderly transaction of the business of the Corporation, and the Executive Director may prescribe their duties and the conditions of their employment, fix their compensation, and dismiss them at any time, without prejudice to their contract rights, if any.

Section 4.4 The Chair. The Chair shall be elected from among the Trustees, shall preside at all meetings of the Board as provided herein, and shall have such other powers and duties as from time to time may be prescribed by the Board and these Bylaws.

Section 4.5 The Vice Chairs. The Vice-Chair or Vice Chairs, if any, may be given by resolution of the Board such powers as the Board may determine. At the direction of the Chair, or in the Chair's absence or disability, the most senior of the Vice Chairs, if any, shall exercise the power and duties of the Chair.

Section 4.6 The Secretary. The Secretary shall be the custodian of the books and records of the Corporation, and shall:

(a) be custodian of the seal, and is hereby authorized to affix the seal to all documents, the execution and delivery of which are duly authorized.

- (b) record the minutes of all meetings of the Board and give notice of all such meetings in accordance with these Bylaws, and,
- (c) in general, perform such other duties as are incident to the office of Secretary and as may be assigned by the Board or Chair.

Section 4.7 The Treasurer. The Treasurer shall:

- (a) keep the Corporation's contracts, insurance policies, leases, deeds, and other business records;
- (b) see that the Corporation's lists, books, reports, statements, tax returns, certificates, and other documents and records required by law are properly prepared, kept, and filed;
- (c) be the principal officer in charge of tax and financial matters, budgeting, and accounting of the Corporation;
- (d) have charge and custody of and be responsible for the Corporation's funds, securities, and investments;
- (e) receive and give receipts for checks, notes, obligations, funds, and securities of the Corporation, and deposit monies and other valuable effects in the name and to the credit of the Corporation, in such depositories as shall be designated by the Board;
- (f) subject to the provisions of Section 5.1 hereof (relating to the execution of notes, etc.), cause the funds of the Corporation to be disbursed by payment in cash or by checks or drafts upon the authorized depositories of the Corporation, and cause to be taken and preserved proper vouchers for such disbursements;
- (g) render to the Executive Director and the Board whenever they may require it an account of all of his/her transactions as Treasurer, and reports as to the financial position and operations of the Corporation;
- (h) keep appropriate, complete, and accurate books and records of account of all of the Corporation's business and transactions, including use of restricted assets; and
- (i) exercise all powers and duties incident to the office of Treasurer, and such further duties from time to time as may be prescribed in these Bylaws or by the Board or the Executive Director.

Section 4.8 Vacancies. Any vacancy in any office or position by reason of death, resignation, removal, disqualification, disability, or other cause shall be filled in the manner provided in this Article 4 for regular election or appointment to such office, to complete the balance of the term of the Officer or Trustee who vacated.

Section 4.9 Executive Director. The Executive Director of the Corporation shall be hired by and serve at the pleasure of the Board as a salaried employee of the Corporation. The Executive Director shall have general supervisory authority over the Corporation and

shall be the official administrative head of the Corporation and have charge of the same under the direction of the Board.

ARTICLE 5- MISCELLANEOUS CORPORATE TRANSACTIONS AND DOCUMENTS

Section 5.1 Execution of Instruments. The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer, Trustee, or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by resolution of the Board or by these Bylaws, no Officer, Trustee, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 5.2 Checks and Notes. Except as otherwise specifically determined by resolution of the Board or as set forth in these Bylaws or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Executive Director, or in his absence the Treasurer or Chair or such other person as specified by the Board.

Section 5.3 Borrowing, etc. No Officer, Trustee, agent, or employee of the Corporation shall have any power or authority to borrow money on its behalf, to pledge its credit, or to mortgage or pledge its real or personal property, except within the scope and to the extent of the authority delegated by the Board. Authority may be given by the Board for any of the above purposes and may be general or limited to specific instances.

Section 5.4 Deposits and Investments. 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 or invested in such manner, as may be authorized by these Bylaws or by the Board, and all such funds shall be withdrawn only upon checks signed by, and all such investments shall only be disposed of by the Chair, the Treasurer, and such other officers or employees as the Board may from time to time determine.

Section 5.5 Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general uses and purposes of the Corporation. No contribution, gift, bequest, or devise may be accepted for a use or purpose more limited than those stated in the Articles of Incorporation without the approval of a majority of the Trustees then in office.

ARTICLE 6- GENERAL PROVISIONS

Section 6.1 Offices. The principal business office of the Corporation shall be at 1601 Valley Forge Road, Phoenixville, PA 19460. The Corporation may also have offices at such other places within or without the Commonwealth of Pennsylvania as the business of the Corporation may require.

Section 6.2 Corporate Seal. The Board shall prescribe the form of a suitable corporate seal, which shall contain the full name of the Corporation and the year and state of incorporation.

Section 6.3 Fiscal Year. The fiscal year of the Corporation shall be as determined by the Board.

Section 6.4 Annual Report. The Executive Director and Treasurer shall present an annual report to the Board in accordance with Section 5553 of the Act.

Section 6.5 Maintenance of Corporate Records. The Corporation shall keep at its principal office, or at a location approved by the Board:

- (a) Minutes of all meetings of Trustees and committees of the Board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, the names of those present, and the proceedings hereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses, and;
- (c) A copy of the Corporation's Articles of Incorporation and Bylaws amended to date.

Section 6.6 Trustees' Inspection Rights. Every Trustee shall have the absolute right at any reasonable time to:

- (a) Inspect all books, records, and documents of every kind;
- (b) Inspect the physical properties of the Corporation, and
- (c) Inspect the books, records, and properties of the Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 6.7 Non-Discrimination Clause. It is the policy of the Corporation not to discriminate on the basis of sex, physical impairment, disability, race, age, color, religion, national or ethnic origin, marital status, or sexual or affectional preference in its policies, employment practices, educational and cultural programs, or other Corporation-administered programs.

ARTICLE 7- TAX EXEMPTION PROVISIONS

Section 7.1 Limitations on Activities. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code if elected by this Corporation) and this 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.

Section 7.2 Prohibition Against Private Inurement. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its trustees, officers, or other private persons, except that subject to Section 3.12 hereof, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

Section 7.3 Distribution of Assets. Upon the dissolution of this Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of this Corporation, to one or more organizations which shall at the time qualify as tax-exempt under Section 501(c)(3) of the Code and be affiliated with The Union League of Philadelphia, or if there is no such affiliated Section 501(c)(3) organization, to another organization then qualifying under Section 501(c)(3), or to a governmental unity described in Section 170(c)(1) of the Code as the Board shall determine. Under no circumstances shall any assets be distributed to trustees, officers, or employees of the Corporation. 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 the Corporation is then located, exclusively for such purposes or to one of more such organizations, as said Court shall determine.

**ARTICLE 8 - LIMITATION OF PERSONAL LIABILITY
OF TRUSTEES; INDEMNIFICATION OF TRUSTEES, OFFICERS
AND OTHER AUTHORIZED REPRESENTATIVES.**

Section 8.1 Limitation of Personal Liability of Trustees and Officers. A Trustee or Officer of the Corporation shall not be personally liable for monetary damages, as such, for any action taken, or any failure to take any action, unless:

- (a) the Trustee or Officer has breached or failed to perform the duties of his/her office as defined herein in Article 3, Section 3.17, and
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

Section 8.2 Exclusions: The provisions of this Section shall not apply to:

- (a) the responsibility or liability of a Trustee or Officer pursuant to any criminal statute; or
- (b) the personal liability of a Trustee or Officer for the payment of taxes pursuant to local, state, or federal law.

Section 8.3 Standard of Care and Justifiable Reliance.

- (a) A Trustee or Officer of the Corporation shall stand in a fiduciary relationship to the Corporation and shall perform his/her duties as a Trustee or Officer, including his/her duties as member of any committee of the Board upon which he/she may serve, in good faith, in a manner he/she reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill, diligence, and confidentiality, as a

person of ordinary prudence would use under similar circumstances. In performing his/her duties, a Trustee or Officer 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 Officer(s), Trustee(s), or employee(s) of the Corporation whom the Trustee reasonably believes to be reliable and competent in the matters presented;
- (2) counsel, public accountant(s), or other person(s) as to matters which the Trustee reasonably believes to be within the professional or expert competence of such person, and,
- (3) a committee of the Board upon which he/she does not serve, duly designated in accordance with law as to matters within its designated authority, which committee the Trustee or Officer reasonably believes to merit confidence.

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

(b) In discharging the duties of their respective positions, the Board, committees of the Board, and individual Trustees, may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon persons with whom the Corporation has business and other relations, and upon communities in which the offices or establishments of or related to the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section.

(c) Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken as a Trustee or Officer, or failure to take any action, shall be presumed to be in the best interests of the Corporation.

Section 8.4 Indemnification. The Corporation shall to the fullest extent permitted by the Pennsylvania Nonprofit Corporate Law, as the same may be amended or supplemented, or by any successor thereto, indemnify and reimburse all persons whom it shall have the power to indemnify under said Law from and against any and all of the expenses (including reasonable attorneys' fees), liabilities, or other matters referred to in or covered by said Law, except in relation to matters as to which such Trustee or Officer, or former Trustee or Officer, shall be adjudged in such action, suit, or proceeding, to have acted in a manner constituting willful misconduct or recklessness in the performance of his/her duty and to such matters as shall be settled by agreement predicated on the existence of such liability for willful misconduct or recklessness. The Corporation shall purchase insurance for such indemnification.

Section 8.5 Insurance. The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Trustee or Officer of the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the

power to indemnify him or her against that liability under the Pennsylvania Nonprofit Corporate Law.

Section 8.7 Advancement of Expenses. Expenses (including legal fees) incurred by a Trustee or Officer of the Corporation in defending any action or proceeding referred to in this Section 8 shall be paid by the Corporation in advance of the final disposition of such action 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. The financial ability of an indemnified Trustee or Officer to repay an advance shall not be a prerequisite to the making of such advance.

Section 8.8 Contribution. If the indemnification provided for in this Article, or otherwise, is unavailable for any reason in respect to any liability or expense, the Corporation shall contribute to the liabilities to which the indemnified Trustee or Officer may be subject in such proportion as is appropriate to reflect the intent of this Article or otherwise.

Section 8.9 Contract Rights. Amendment or Repeal. All rights under this Article shall be deemed a contract between the Corporation and the indemnified Trustee or Officer pursuant to whom the Corporation and each Trustee or Officer intends 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 8.10 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 Trustees 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 a Trustee or Officer 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 8.11 Reliance on Provisions. Each person who shall act as a Trustee or Officer shall be deemed to be doing so in reliance upon the rights of indemnification, contribution, and advancement of expenses provided by these Bylaws.

ARTICLE 9- CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of the Corporation, provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

ARTICLE 10- AMENDMENTS

Subject to the prior approval of the sole member, these Bylaws may be amended, modified, or repealed, and new Bylaws may be adopted by the Board at any regular or special meeting with at least thirty (30) days' notice. No provisions of these Bylaws shall vest any property or contract right in any person except as may be expressly provided therein.

ARTICLE 11 – EFFECTIVE DATE OF BYLAWS

The effective date of these Bylaws (the “Effective Date”) shall be that date on which the merger of Freedoms Foundation at Valley Forge with and into The Union League Legacy Foundation shall become effective under Pennsylvania law.