BYLAWS OF THE NATIONAL MULTIPLE SCLEROSIS SOCIETY, GREATER DELAWARE VALLEY CHAPTER

Amended and restated as of November 2005

ARTICLE I

Name, Seal and Offices

SECTION 1. Name. This Chapter (the "**Chapter**") of the National Multiple Sclerosis Society (the "**Society**") shall be known as "National Multiple Sclerosis Society, Greater Delaware Valley Chapter, a Pennsylvania corporation not for profit."

SECTION 2. Seal. The seal of the Chapter shall be in such form as the Board of Trustees may prescribe.

SECTION 3. Offices. The headquarters and principal office of the Chapter shall be in the territory as defined in Article III of these bylaws. The Chapter may also have offices at such other places as the Board of Trustees may designate.

ARTICLE II

Purpose

The purpose of the Chapter shall be, within its Territory and through participation in the Society and its programs elsewhere, to aid in ending the devastating effects of multiple sclerosis ("**MS**") in conformity with the Society's *Chapter Manual* and such other rules, regulations, and policies as the Society may prescribe.

ARTICLE III

Territory

The "Territory" assigned to the Chapter by the Society is as follows:
Pennsylvania counties--Bucks, Carbon, Chester, Delaware, Lehigh, Monroe, Montgomery, Northhampton, Philadelphia, and Schuylkill,
and New Jersey counties--Atlantic, Burlington, Camden, Cape May, Cumberland, Gloucester and Salem.

Any change in chapter Territory will normally be the result of collaboration and agreement between the Chapter Board and the Society. Provided at the time the chapter is certified under Society policies, any substantial change in chapter territory to which the Board does not consent may only be imposed by the National Board of Directors, or the Chapter Relations Committee thereof, at a meeting for which the chapter shall be given

notice and an opportunity to present its position.

ARTICLE IV

Members

SECTION 1. Membership. The membership of the Chapter shall consist of all persons who are members of the Society and who reside within the Territory, or who have previously resided within the Territory and have stated a desire to retain their membership in the Chapter. Payment of dues to the Society, whether directly to the Society or to the Chapter, shall entitle any person to membership in the Society for one (1) year from the receipt of dues. Upon request, people who have MS may become courtesy members with benefits and responsibilities of full membership. For reasons deemed satisfactory to it, the Board of Trustees, by the vote of a majority of the entire Board at any regular or special meeting, or by written consent as permitted by Pennsylvania law, and with the written approval of an officer of the Society, may terminate any membership in the Chapter by giving written notice to the member concerned. The right of a member to vote and every other right with respect to membership in the Chapter shall cease on the termination of his/her membership. Any member so terminated may request the Society to permit him or her to become a member of another chapter of the Society.

SECTION 2. Dues. The annual dues of all members of the Society shall be determined from time to time by the Society.

SECTION 3. Annual Meetings. The Chapter shall hold a meeting of its members annually as near the 15th of October as reasonably possible. This meeting shall be held at a convenient hour and at an accessible place within the Territory, for the purposes of electing a Board of Trustees, considering the Treasurer's report of the accounts of the Chapter (subject to audit and adjustment) and any other reports that may be presented, and for the transaction of such other business as may properly come before the meeting. The Board of Trustees shall fix a date not less than ten (10) or more than seventy (70) days before the meeting as the record date for members entitled to vote thereat.

SECTION 4. Special Meetings. Special meetings of Chapter members may be called at any time by the Chapter Chair, or by twenty percent (20%) of the Board of Trustees. Special meetings shall be called by the Chair or Secretary on receipt of the written request of one-third (1/3) of the members of the Chapter entitled to vote at such a meeting, or by an officer of the Society. The Board of Trustees shall fix a date not fewer than ten (10) or more than seventy (70) days before each such meetings as the record date for members entitled to vote.

SECTION 5. Notice of Meetings. Notice of the time, place, and purpose or purposes of annual and special meetings shall be given by any form of regular or electronic mail to each member of the Chapter not fewer than ten (10) nor more than seventy (70) days before the meeting. Such notice shall be deemed sufficient if it appears prominently both

in any regular newsletter published by the Chapter and on the Chapter's internet website, if any.

SECTION 6. Quorum. At any meeting of the members, a quorum shall be one-third of the members, or if one-third of the members be twenty (20) or more, then twenty (20) of such members, present in person or by proxy or by means of any conferencing device which permits all participants to hear one another . In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the members present in person or by proxy without notice other than by announcement at the meeting. At any adjourned meeting at which a quorum shall be present in person, any business may be transacted which might have been transacted at the meeting as originally notified.

SECTION 7. Voting. At every meeting of members each member as of the record date shall be entitled to vote, in person or by proxy duly appointed by an instrument in writing subscribed by such member and bearing a date not more than eleven (11) months prior to such meeting. Upon the demand by any member in attendance, the vote upon any question before the meeting shall be by ballot. Unless otherwise provided in these bylaws, all elections and motions shall be decided by a simple majority vote of the members present in person or by proxy.

SECTION 8. Waiver of Notice. Whenever under the provisions of these bylaws, or of the law of the state or states in which the Chapter is located, the Board of Trustees is authorized to take any action after notice to the members thereof or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action be completed such requirements be waived in writing by the person or persons entitled to said notice or entitled to participate in the action to be taken.

ARTICLE V

Board of Trustees

SECTION 1. Number. The business and affairs of the Chapter shall be governed and controlled by the Board of Trustees, consisting of such number of persons, not less than ten (10), as shall be fixed from time to time by the Board of Trustees. All members of the Board of Trustees must be members of the Society.

SECTION 2. Election. Except for intermittent elections of members as provided below, the members of the Board of Trustees shall be elected at the annual meeting of the members of the Chapter for the term of three (3) years and shall serve for such term and until the election and qualification of their respective successors, except as hereinafter provided for filling vacancies. The Board may elect to divide itself into classes of Trustees, equal in number, with one such class to be elected each year.

The nomination and election of the Board of Trustees shall provide for reasonable rotation of Board members. The nominating process shall be performed by the Chapter's Governance Committee, which shall present the proposed slate of Board members to the membership at the annual meeting. Any member may submit names, including his or her own, to the Governance Committee for consideration for Board membership. The Chapter membership should be notified, by any means permitted by Article IV, Section 5, no fewer than sixty (60) days before the Annual Meeting as to how they may submit names to the Governance Committee for consideration for Board membership. If such notice is not provided, nominations for Board membership may be accepted from the floor at the Annual Meeting.

SECTION 3. Regular Meetings. There shall be at least four (4) meetings of the Chapter's Board of Trustees in each fiscal year.

SECTION 4. Special Meetings. Special meetings of the Board of Trustees or its Executive Committee may be called by the Chair or the Vice Chair. Upon the written or electronic request of three members of the Board of Trustees, or any officer of the Society, the Chair or Secretary shall call a special meeting of the Board.

SECTION 5. Notice of Meetings. Notice of all regular meetings of the Board of Trustees shall be given by mailing the same or by fax or other means of electronic communication dispatched no fewer than fifteen (15) days before the meeting. Notice of all special meetings of the Board of Trustees shall contain a statement of the purpose of the meeting and may be given in accordance with the foregoing, or may be given by fax or other means of electronic communication no fewer than five (5) days before the meeting. Notice of any meeting may be waived in writing by any member of the Board. No notice or waiver of notice of any meeting shall be necessary where every member of the Board is present, and detailed notice need not be given of the nature of the business to be transacted at any regular meeting unless otherwise provided elsewhere in these bylaws. Attendance at a meeting for any purpose other than to object to the meeting shall constitute a waiver of notice.

SECTION 6. Quorum. At all meetings of the Board of Trustees no fewer than one-third (1/3) of its members present in person or by means of any conferencing device which permits all participants to hear one another shall be necessary and sufficient to constitute a quorum for the transaction of business. Unless otherwise provided elsewhere in these bylaws the act of a majority of the members at any meeting at which there is a quorum shall be the act of the Board. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time, but the Secretary of the Chapter shall immediately notify the absent members of the Board in writing of the time and place to which said meeting was adjourned.

SECTION 7. Vacancies. Any vacancy in the Board of Trustees may be filled for the unexpired portion of the term by the vote of a majority of Board members present at a duly constituted meeting of the Board. Any member so appointed shall hold office until

the next succeeding Annual Meeting of the members of the Chapter and the election and qualification of his or her successor. Any vacancy which cannot be filled by a majority of Board members present at a duly constituted meeting of the Board shall be filled by the members of the Chapter at an annual or special meeting. If the number of members of the Board be increased by the members of the Chapter, such increased membership shall be deemed to create vacancies in the Board to the extent of the number of the increase therein and if said vacancies are not filled by the members of the Chapter at the meeting at which said increase was voted, they may be filled by the Board of Trustees in the manner herein provided, the new member or members to serve until the next Annual Meeting of the members of the Chapter.

SECTION 8. Powers. All the Chapter powers, except such as are otherwise provided for in these bylaws, shall be and are hereby vested in and shall be exercised by the Board of Trustees, subject to the Society's *Chapter Manual* and the rules, regulations, and policies which may be prescribed by the Society; and in compliance with all applicable laws, rules and regulations of the State or States encompassed by the Territory. In the event of any conflict between the Society's *Chapter Manual* or its rules, regulations and policies, and the laws, rules or regulations of the State or States encompassed by the Territory, the latter shall control. The Board of Trustees may, by general or special resolution, delegate to committees or to officers of the Chapter, such powers as it may see fit.

SECTION 9. Annual Report. The Chapter shall issue by December 31st of each year an annual report as of the immediately preceding September 30, signed by the Treasurer and any other officer that the law requires. The original of said annual report shall be filed with the records of the Chapter and a duplicate original of any audited financial statements shall be mailed to the Society before December 1 of each year.

SECTION 10: Board's Role Regarding Employment of the President

There shall be full collaboration between the Board of Trustees and the CEO of the Society with respect to the decision to hire the President. The successful candidate should be acceptable to both the Board of Trustees and the CEO of the Society.

The Society's CEO shall collaborate fully with the Board in the Board's discharge of its fiduciary role of supervising the President by providing information regarding the President's performance. Chapter performance shall be the primary criterion by which the President's performance is evaluated by both the Board and the CEO of the Society. The President and the CEO of the Society shall share accountability for the achievement of both Society and Chapter key objectives.

There will be an annual review of the President's performance. The CEO of the Society shall participate in the process of evaluating the President's performance by providing an assessment based on objective criteria of the Chapter's achievement of nationwide objectives. Where the CEO of the Society cannot personally attend the review, the CEO of the Society will assign a competent and experienced designee to attend who is

authorized to speak on his or her behalf. This designee will be assigned with consideration of compatibility with the current Board to maximize the potential of a productive working relationship. The Board shall continue to set the President's compensation with the advice and input of the CEO of the Society or such designee.

If at any time before or after any annual review either the Board or the CEO of the Society has serious concerns about a President's performance, either the Board or the CEO of the Society may request an interim performance review. In that event, a representative from the Board and the CEO of the Society or his or her designee jointly shall conduct a review of the facts giving rise to such concerns. If agreement concerning the President's continued employment cannot be achieved, either the Board or the CEO of the Society can terminate the President. The Board shall have the right to appeal the Society CEO's decision to terminate to the Chapter Relations Committee (CRC), during the pendency of which the President may, at the election of the Board, be placed on leave with continued pay and benefits. The CRC may overrule the decision of the CEO of the Society with regard to such termination and such committee's determination shall be final.

SECTION 11. Family Members. The only employee who may be a member of the Board is the President. Immediate family members of Chapter employees are ineligible for Board membership. Chapter employees shall not be eligible to become a Trustee for two years after the termination of their employment.

SECTION 12. Removal of Trustees. Upon the vote of two-thirds (2/3) of the Board of Trustees present at any regular or special meeting, any Trustee may be removed for any cause whatsoever, provided that the notice of meeting for any meeting at which the consideration of a removal is contemplated shall so state and shall identify the member or members in question. Without limiting the foregoing, it shall be sufficient cause for removal if a Trustee is absent without excuse from two (2) or more meetings of the Board in any fiscal year. A Trustee's absence shall be deemed to be without excuse if the Trustee does not notify the Chapter of his or her intended absence before the day of the meeting, unless the Board for cause shown shall vote to excuse the absence. It shall also be sufficient cause for removal if a Trustee does not comply with the minimum contribution requirements of these bylaws. Unless otherwise provided for in the Board's action, such removal shall not constitute the termination of the Trustee's membership in the Chapter.

ARTICLE VI

Officers

SECTION 1. Number. The officers of the Chapter shall be a Chair, a President, a Vice Chair, a Secretary, a Treasurer and such other officers, with such powers and duties not inconsistent with these bylaws, as from time to time may be appointed by the Board of Trustees. The President shall serve as an ex officio member of the Board of Trustees and

may not serve as Chair or Treasurer.

SECTION 2. Election and Term of Office. The officers shall be elected annually by the Board of Trustees of the Chapter from the Board's own membership at its first meeting after the Annual Meeting of the members for the term of one (1) year and shall serve, unless sooner removed with or without cause or by resignation, for such term and until the election and qualification of their respective successors. Chapter Chairs shall serve no more than three consecutive terms of one (1) year each and may not be re-elected to the same position until after the lapse of one (1) year. Exception may be made only with the prior approval of the CRC, upon the request of the Board and with the recommendation of the Society Area Vice Chair. Unless otherwise provided by law, the officers shall be subject to removal with or without cause at any time by the affirmative vote of a majority of the whole Board of Trustees. Each year within ten (10) days after their election, the Secretary shall notify the Society of the names and addresses of the elected officers.

SECTION 3. Resignations. Any officer, trustee, or committee member may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein or, if no time is specified, at the time of its receipt by the Chapter's Chair, Vice Chair or Secretary, but the acceptance of any such resignation shall not be necessary to make it effective.

SECTION 4. Vacancies. If any office of the Chapter becomes vacant, the Board of Trustees shall elect an officer to fill such vacancy, and the officer so elected shall serve until the next Annual Meeting of the Board of Trustees and until the election and qualification of his or her successor. Within ten (10) days thereafter the Secretary shall notify the Society of the name and address of the officer so elected.

SECTION 5. The Chair. The Chair shall preside at all meetings of the members of the Chapter, the Board of Trustees, and the Executive Committee. The Chair is an ex-officio member of all standing Chapter committees.

SECTION 6. The President. The President (during such periods of time as the Chapter shall be nationally certified) shall serve as the senior executive officer of the Chapter and shall be responsible for the employment, training, supervision, promotion, discipline, demotion, or separation of all other employees. The President shall sign and execute all authorized contracts, notes, or other obligations in the name and on behalf of the Chapter. Further, the President shall be responsible for the development and management of all Chapter programs under the guidelines of Chapter and Society policies. The President shall be subject to the policies of the Society. The President is accountable to the Board and to the Society CEO and is responsible for administering day-to-day operations of the Chapter's affairs. During such periods of time as the Chapter is in conditional or trusteeship status, the President will be supervised in accordance with the policies of the Society.

SECTION 7. The Vice Chair. At the request of the Chair, or in the event of his or her absence or inability to act, the Vice Chair at any time may perform all of the duties of the Chair and shall have such other powers and perform such other duties as the Board of Trustees may from time to time assign to him or her.

SECTION 8. The Secretary. The Secretary shall attend and keep or oversee the keeping of the minutes of all meetings of the Board of Trustees. The Secretary shall ensure that copies of approved minutes of all such meetings are placed in permanent files of the Chapter and that a copy of all such minutes is promptly forwarded to the appropriate area office for information.

The Secretary shall perform all the duties incident to the office of Secretary, subject to the oversight of the Board of Trustees, and such other duties as may be assigned to the office of the Secretary from time to time by the Board of Trustees. The Secretary also shall ensure that the Chapter keeps a record containing the names of all persons who are members of the Chapter in good standing, showing their places of residence and dates of most recent receipt of dues. Such record shall be available for inspection at the Chapter office by all members and by all officers and members of the Board of Trustees of the Chapter at any reasonable time on reasonable notice. The Secretary shall furnish the Society, upon its written or faxed request, with a copy of said record.

SECTION 9. The Treasurer. The Treasurer is responsible for the oversight and protection of the Chapter's financial resources by ensuring proper maintenance of financial records, the integrity of financial control systems, and working closely with committee members, trustees and staff on fiscal matters. In general, the Treasurer shall perform all duties incident to the office of treasurer, subject to the oversight of the Board of Trustees.

ARTICLE VII

Committees

The Chapter Chair, with the concurrence of the Board of Trustees, shall appoint an Executive Committee, a Finance Committee, a Governance Committee, an Audit Committee and such other committees as shall be determined by the Board of Trustees. The Executive Committee shall have full authority to act for the Chapter between meetings of the Board of Trustees, but such action should be taken only in exceptional circumstances. Any action taken by the Executive Committee between meetings, however, shall be reported at the next meeting of the Board. The Chapter Chair shall be Chair of the Executive Committee. All members of the Executive Committee shall be members of the Board. The Governance Committee reviews Chapter governance issues and recommends appropriate governance policies. This committee also leads the board development and recruitment process, establishes board member responsibilities and monitors progress on fulfilling these obligations. The Finance Committee makes

recommendations concerning Chapter finances. This committee approves the annual budget and monitors the budget by reviewing financial reports and forecasts. In addition, it ensures adherence to Society financial polices. The Audit Committee selects the Chapter's external auditors, reviews and approves the audit findings, and where appropriate, makes recommendations for action. This committee also oversees the internal controls and financial reporting processes of the Chapter, and ensures that Society standards are met.

Vacancies on the Executive Committee, Finance Committee, Governance Committee and Audit Committee shall be filled by appointment by the Chair with ratification at the next meeting of the Board of Trustees.

ARTICLE VIII

Contracts

Unless specifically authorized in writing by the Board of Trustees, no officer, agent or member of the Chapter shall have any power or authority to bind the Chapter by any contract or engagement, or to pledge its credit or render it liable financially for any material purpose or amount of money beyond that approved in the Chapter's budget. The execution of any material contract or agreement which has a term in excess of one year shall have prior approval of the Society.

ARTICLE IX

Fiscal Year

The fiscal year of the Chapter shall coincide with that of the Society.

ARTICLE X

Audit

The financial statements of the Chapter shall be audited each fiscal year according to generally accepted auditing standards by an independent firm of Certified Public Accountants, none of whose members or employees is a member of the Board of Trustees, a committee member, or an employee of the Chapter,.

ARTICLE XI

Liability and Indemnification

SECTION 1. Liability of the Society and Chapter. The Society shall not be liable or otherwise responsible in any manner whatsoever for any act or any failure to act by the Chapter or any of its members, Board of Trustees, officers, or employees, or for any

obligation assumed or incurred by any of the foregoing, unless such action, failure to act or assumption of obligation was the result of a direction by the Society or a duly authorized representative thereof. The Chapter shall not be liable or otherwise responsible in any manner whatsoever for any act or any failure to act by the Society or any of the Society's Board of Directors, officers, or employees, or for any obligation assumed or incurred by any of the foregoing, unless such action, failure to act or assumption of obligation was the result of the direction or express approval by the Board of Trustees of the Chapter.

SECTION 2. To the fullest extent permitted by the provisions of the Pennsylvania Nonprofit Corporation Law, 15 Pa. Consol. Stat. Ann.§ 5741 *et seq.*, the Chapter shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Chapter) by reason of the fact that such person is or was a Trustee, officer, or employee of the Chapter, or is or was serving at the request of the Chapter as a Trustee, officer, employee or agent of another Chapter, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if such person acted in good faith and in a manner reasonably believed to be in the best interests of the Chapter and, with respect to any criminal action or proceeding, had no reasonable cause to believe that such conduct was unlawful.

SECTION 3. The Chapter shall indemnify any person who was or is a party, or threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the Chapter to obtain a judgment in its favor by reason of the fact that such person is or was a Trustee, officer, or employee of the Chapter, or is or was serving at the request of the Chapter as a Trustee, officer, or employee of another Chapter, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to, the best interests of the Chapter and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Chapter unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

SECTION 4. To the extent that a Trustee, officer, or employee of a Chapter has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs 2 or 3 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and

reasonably incurred in connection therewith.

SECTION 5. Any indemnification under paragraphs 2 or 3 of this Article (unless ordered by a court) shall be made by the Chapter only as authorized in the specific case upon a determination that indemnification of the Trustee, officer, or employee is proper in the circumstances because such person has met the applicable standards of conduct set forth in such paragraph. Such determination shall be made: (a) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable or, even if obtainable, if a majority vote of a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion, or (c) by a majority of the members.

SECTION 6. Subject to the provisions of Sections 2, 3 and 5 of this Article, expenses (including attorneys' fees), incurred in defending a civil or criminal action suit or proceeding, may be paid by the Chapter in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4 of this Article upon receipt of an undertaking by or on behalf of the Trustee, officer, or employee to repay such amount unless it shall be ultimately determined that such person is entitled to be indemnified by the Chapter as authorized in this Article.

SECTION 7. The indemnification provided by this Article shall not be deemed exclusive of any other right to which those seeking indemnification may be entitled under any agreement, vote of members or disinterested Trustees or otherwise, both as to actions in their official capacities and as to actions in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, officer, or employee and shall inure to the benefit of the heirs, executors and administrators of such person. Notwithstanding the foregoing, indemnification shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness. Indemnification pursuant to the foregoing under any bylaw, agreement, vote of members or Trustees or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the Chapter would have the power to indemnify the person under any other provision of law except as provided in this section and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Chapter.

SECTION 9. If any of the indemnification provided in the foregoing shall be deemed in any way or for any reason unenforceable, it is the intention of these bylaws that such indemnification shall then be deemed to be amended to provide the most extensive indemnification permitted by prevailing law.

ARTICLE XII

Conduct of Meetings

The conduct of meetings shall be patterned after normal parliamentary procedure. Questions about procedure may be resolved by following principles described in *Robert's Rules of Order*.

ARTICLE XIII

Amendments

These bylaws may be amended or repealed either at any meeting of the members of the Chapter by majority vote of the members of the Chapter present and voting, or by the Board by the vote of a majority of the Board either (i) at any regular or special meeting at which a quorum is present as provided in Article V, Section 6, or (ii) by written consent as permitted by Pennsylvania law. The full text or substance of any amendment shall be included with the notice of the meeting at which such amendment is to be adopted. There shall be no voting by proxy for amendments hereunder. No such alteration, amendment or repeal shall be valid until approved in writing by the Board of Directors of the Society or its designee.

ARTICLE XIV

State, Local and Federal Laws

The Chapter shall conform to all applicable laws and regulations governing nonprofit and charitable organizations.