

BY-LAWS
OF
GENESIS OF PITTSBURGH, INC.
("GENESIS")

ARTICLE I
GENERAL

Section 1. Name.

The name of the Corporation shall be as set forth in the Articles of Incorporation, as from time to time amended.

Section 2. Office.

The principal office of the Corporation shall be at such place or places as the Board of Directors may determine from time to time.

Section 3. Fiscal Year.

The fiscal year of the Corporation shall, unless otherwise determined by resolution of the Board of Directors, end on December 31 of each year. The Board of Directors may by resolution from time to time change the fiscal year of the Corporation.

Section 4. Membership

Membership shall consist of board of directors

ARTICLE IV

DIRECTORS

Section 1. General Powers.

A Board of Directors shall manage the property and affairs of the Corporation.
Directors need not be residents of Pennsylvania

Section 2. Number, Nomination and Election.

- (a) The Board of Directors may, by majority vote, establish the number of Directors; provided, however, that there shall be no less than 5 and no more than 19 Directors.
- (b) The board shall consist of President, , Treasurer, Secretary and 1 or more members at large.
- (c) Directors will be nominated for office by majority vote of the board of directors or a Nominating Committee to be established from time to time by the Board of Directors
- (d) The Board of Directors, by majority vote at a meeting at which a quorum is present, shall elect directors from those individuals nominated in accordance with Article IV, Section 2(b).

Section 3. Terms.

- (a) Each Director shall service for a term of three years. A Director may be elected to successive terms. All terms shall be deemed to end as of (December 31) of any year.
- (b) In the event that the term of any director of the Corporation shall expire without his being elected for another term and no successor to such Director shall have become appointed and qualified, such Director shall continue to hold office until his successor shall be elected and qualified.
- (c) A Director may be removed with or without cause, at any time, by vote of a majority of the Board of Directors, in which event a successor may be nominated by the President or a Nominating Committee of the Board, and elected by the Board, to the remainder of such Director's term.

- (d) The Secretary of the Corporation shall maintain records of the terms of members of the Board and advise the Executive Director and the respective Director three (3) months before the end of a term.
- (e) The terms of the current members of the Board shall be set by the President in such a fashion that the terms of approximately one-third (1/3) of the Directors expire each year. The President shall advise each Director and the Secretary of their new terms of office.

Section 4. Right of Dissent.

A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such with the person acting as the Secretary of the meeting before the adjournment of the meeting. Such right to dissent shall not apply to a director who has voted in favor of such action.

Section 5. Compensation of Directors.

Directors, as such, shall not receive any salary for their services, by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors; provided, that nothing herein shall be construed to preclude any Director from providing goods or services to the Corporation in any other capacity and receiving compensation thereof.

Section 6. Vacancies.

Whenever any vacancy occurs during the term of any Director or Directors of the Corporation, whether caused by resignation, removal, or the death of any such Director or directors, or for any reason of any increase in the number of Directors, or for any other reason whatsoever, the President of the Corporation shall forthwith give written notice of such vacancy or vacancies to the Board of Directors in order that such vacancy or vacancies may be filled.

Section 7. Regular Meetings.

The Board of Directors may hold its regular meetings at such places, and at such times, as the Board of directors shall from time to time determine. An annual meeting of the Board of directors may be held at such time and place as determined by the Board. Unless otherwise provided by the Board of Directors, the Executive Director or the President, or unless waivers of notice of a meeting have been signed by the directors, notice of the time and location of a meeting of the Board of Directors shall be given at least 10 days before the meeting.

Section 8. Special Meetings.

The Board of Directors shall hold such special meetings as shall be called by or at the request of the Executive Director of the Corporation or any two directors. Each such meeting shall be held at such time and place as shall be designated in the notice of the meeting.

Section 9. Notice of Meetings.

A waiver of notice, in writing, signed by the person or persons entitled to such notice, whether before or after the date stated therein, shall be deemed equivalent to the giving of such notice, and except in the case of a special meeting, neither the business to be transacted nor the purpose of the meetings of the Board of Directors shall be given by, or at the direction of, the person or persons calling the meeting at least three (3) days prior to the day named for the meeting; provided, however, that in case some action is to be taken at a special meeting which by law may be taken by the directors only in their capacity as the Members of the Corporation, notice of such meeting shall be given at least ten (10) days before such special meeting. Notice may be given by first-class mail, facsimile or email. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail properly addressed, with postage thereon prepaid. Attendance at any meeting of the Board of Directors, including any meeting at which the Directors are to act in their capacity as the members of the Corporation, shall be a waiver of notice thereof.

Section 10. Informal Action by the Directors.

Any action which may be taken at a meeting of the directors may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, is signed by a majority of the directors then in office who would be entitled to vote at a meeting for such purpose and such consent if filed with the Secretary of the Corporation.

Section 11. Committees of Directors.

The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees to undertake such duties as the Board may designate. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. The committees shall keep regular minutes of their proceedings and report the same to the Board at the meeting of the Board immediately following the Committee meeting, or as otherwise directed by the Board or the President.

Section 12. Finance Committee.

- (a) Unless otherwise directed by the Board of Directors, the President shall annually appoint a Finance Committee to review Corporation project budgets and to monitor the financial condition of the organization.
- (b) The Finance Committee shall be chaired by the Treasurer and shall include any other Directors of Members named by the President.
- (c) Financing for the first time projects will be submitted and reviewed on the best estimate basis, while spending for previously existing or traditional projects will be reviewed on the basis of actual versus estimated actual cost.
- (d) The Finance Committee shall have the responsibility to challenge spending proposals and the authority to make budget recommendations concerning the expenditure of Corporation funds to the Board of Directors. If so directed by the Board of Directors, the Finance committee shall submit an annual budget to the Board for approval.

Section 13. Quorum.

A majority of the whole number of those who are at the time the Directors of the Corporation shall constitute a quorum for the transaction of business and the acts of a majority of the directors present at a meeting at which a quorum is present shall, unless otherwise specifically provided by law or by the articles of incorporation, be the acts of the Board of Directors; but if less than a quorum is present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 14 Presiding Officer and Order of Business.

All meetings of the Board of directors shall be called or order and presided over by the President.

Section 15. Contracts

In the absence of fraud, no contract or other transaction between the Corporation and any other corporation shall be affected by the fact that directors of the Corporation are directors of such other corporations, if such contract or transaction shall be approved or ratified by the affirmative vote of a majority of the directors present at a meeting of the Board of Directors or of the committee of the Corporation having authority, who are not so interested. Any director individually, or any firm of which any director is a partner or shareholder, may be a party to or may be interested in any contract or transaction of the Corporation provided that such contract or transaction shall be approved or ratified by the affirmative vote of at least a majority of the members of the Board of Directors who are not so interested. No Director shall be liable to account to the Corporation for any profit realized by such Director from or through any such transaction or contract of the Corporation, ratified or approved as aforesaid, by reason of such Director's interest in such transaction of contract, provided this Section has been complied with.

Section 16. Personal Liability of Directors.

- (a) The Directors of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action to the full extent provided under 15 Pa. C.S.A. Section 5713 and 42 Pa. C.S.A. Section 8364.
- (b) In performing his or her duties, a Director may rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by (1) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent

- in the matters presented, or (ii) council, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person, or (iii) a committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence. A Director shall not be considered to be acting in good faith, however, if such Director has knowledge concerning a matter, which would cause his or her reliance on any of the foregoing to be unwarranted.
- (c) The provisions of 15 Pa. C.S.A. Section 5715 shall not apply to the Corporation. Instead, the provisions of 15 Pa. C.S.A. Section 5716 shall apply to the Corporation.

ARTICLE V

OFFICERS

Section 1. Number and Election

The Board of Directors, at its annual meeting may elect an Executive Director, a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers and assistant officers, if any, as the Board may deem appropriate. All officers shall be Members. A person may hold more than one office at the same time.

Section 2. Qualifications.

The officers need not be directors. The Board may set such other qualifications for directors as it may see fit.

Section 3. Term of Office.

Each officer shall hold office for two year or until his or her successor shall have been appointed.

Section 4. Executive Director.

The Executive Director shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business of the Corporation. In general the Executive Director shall perform all duties incident to the office of Executive Director and such other duties as may be prescribed by the Board of Directors from time to time. The Executive Director shall be a member ex officio of all committees.

Section 5. President.

The President shall have such powers and perform such duties as the Board of directors may from time to time assign to the President. At the request of the Board of Directors or the Executive Director, the President may, in the case of the absence, inability or refusal to act by the Executive Director, temporarily act in his or her place, except as shall be otherwise designated by the Board of Directors.

Section 6. Secretary.

The Secretary shall attend meetings of the Board of directors, shall keep minutes thereof in suitable books, and shall send out all notices of meetings as required by laws or these By-Laws and shall perform such other duties as may be assigned to him by the Executive Director or the Board of Directors. The Secretary shall, in general, perform all duties incident to the office of Secretary.

Section 7. Treasurer.

The Treasurer shall have custody and care of all funds of the Corporation and shall keep or cause to be kept accurate accounts of all money received or payments made in books kept for that purpose. He shall cause all money received in the name and to the credit of the Corporation to be deposited in banks or other places of deposit. He shall cause all checks, notes, drafts and other orders for the disbursement of funds to be signed, endorsed or

otherwise handled in accordance with Art. VII, Section 3 hereof and applicable resolutions of the Board of Directors. He shall, at the request of the Executive Director or the Board of Directors, give a Bond to be paid by the Corporation. He shall, in general, perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned by the Executive Director or the Board of Directors.

Section 8. Assistant Officers.

Any assistant officer authorized by the Board of Directors shall perform such duties as may be delegated to him by the officer to whom he is an assistant, and in the absence or disability of such officer may perform the duties of his office.

ARTICLE VI

ADVISORY BOARD

Section 1.

The Board of Directors may appoint an Advisory Board or Boards, consisting of such persons as the Board of Directors deems appropriate, to discuss and provide advice to the Board of directors on such issues as the Board of Directors may designate. The size, form and frequency of meetings and purpose of any such Advisory Board shall be designated and

controlled exclusively by the Board of Directors. Any such Advisory Board may be dissolved by the Board of Directors at any time for any reason.

ARTICLE VII

INDEBTEDNESS AND FUNDS

Section 1. Indebtedness and Funds.

No indebtedness of the Corporation shall be incurred without approval by a majority of the Board of Directors, except that the Executive Director, the President and the Treasurer may make expenditures in the regular course of the business of the Corporation, provided that no single expenditure shall exceed Five Thousand Dollars.

Section 2. Surplus Funds.

Surplus funds of the Corporation may only be invested in Bonds, notes or other obligations issued or guaranteed by a State or Federal government, or in accounts in federally insured savings and loan associations or banks. For the purpose of this section, Surplus Funds shall mean those funds, which are in excess of the normal operating requirements of the Corporation, as determined by the Board of Directors.

Section 3. Checks, Drafts, etc.

The Treasurer shall sign all checks, drafts or orders for the payment of money and/or such other persons as the Board of Directors, by resolution, may designate. All notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Treasurer and countersigned by the Executive Director, the President, or the Vice President, unless the Board of directors, by resolution, determines otherwise.

Section 4. Audit of Accounts.

The books and the accounts of the Corporation shall be audited annually by such person or persons as the Board of Directors may select.

Section 5. Other Documents.

Unless otherwise authorized by the Board of Directors, all contracts, leases, deeds, deeds of trust, mortgages, and any documents requiring the seal of the Corporation shall be executed for and on behalf of the Corporation by the Executive Director, and the corporate seal shall be affixed by such person or at his or her direction, all of which shall be attested by the Secretary.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

Section 1. Judgements, Fines, Settlements and Expenses.

The Corporation 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 by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or another enterprise, against reasonable expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if the act or failure to act giving rise to the claim for indemnification is not determined by a court to have constituted willful misconduct or recklessness.

Section 2. Advancement of Expenses.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation pursuant to this Article VIII.

Section 3. Non-exclusivity of Article VIII.

The indemnification provide by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE IX

ANNUAL REPORT OF DIRECTORS

Section 1. Annual Report.

At each annual meeting of the Board of Directors, an Annual Report verified by the Executive Director and the Treasurer of the Corporation shall be submitted to the Board of Directors, and shall be filed with the minutes of such annual meeting of the Board of Directors. The Annual report shall show in appropriate detail the following:

- (a) The assets and liabilities, and changes therein, of the Corporation as of the end of the fiscal year immediately preceding the date of the Report.
- (b) The revenue or receipts, and expenses or disbursements, of the Corporation for the year immediately preceding the date of the Report.

ARTICLE X

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Articles of Incorporation Act, under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof signed in writing by the person or persons entitled such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

AMENDMENTS

Section 1. Amendments to By-Laws.

These By-Laws may be altered or amended by a vote of a majority of the Board of Directors at any regular or special meeting duly convened after notice of that purpose: provided, however, that the Board of Directors' authority hereunder shall be subject to the right of the Members to change such action and shall not extend to the matters listed at 15 Pa. C.S.A. Section 5504 (b).

