

**SECOND AMENDED AND RESTATED
BYLAWS OF
INTERNATIONAL EDUCATION AND COMMUNITY INITIATIVES
A PENNSYLVANIA
NONPROFIT CORPORATION**

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SECOND AMENDED AND RESTATED
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OF
INTERNATIONAL EDUCATION AND COMMUNITY INITIATIVES

ARTICLE 1
CORPORATION OFFICE

Section 1.1 The Corporation shall have and continuously maintain in the Commonwealth of Pennsylvania a registered office at an address to be designated from time to time by the Board of Directors which may, but need not, be the same as its place of business.

Section 1.2 The Corporation may also have offices at such other places as the Board of Directors may from time to time designate or the business of the Corporation may require.

ARTICLE 2

MEMBERS

Section 2.1 The corporation shall have no members.

ARTICLE 3

DIRECTORS

Section 3.1 The number of Directors shall be determined by the Board of Directors from time to time but shall not be fewer than three (3) nor more than fifteen (15).

Section 3.2 Each Director shall be a natural person of the age 18 years or older and need not be a resident of the Commonwealth of Pennsylvania.

Section 3.3 Candidates for election to the Board of Directors shall be nominated and elected by the Board of Directors. In any such election, the nominated candidates receiving the highest number of votes shall be elected. Each Director shall be elected for a term of three years and until his successor has been elected and qualified or until his earlier death, resignation or removal.

ARTICLE 4

REMOVAL OF DIRECTORS

Section 4.1 The entire Board of Directors or any individual Director may be removed from office without assigning any cause by a majority vote of the members of the board of Directors. If any Directors are so removed, new Directors may be elected at the same meeting.

Section 4.2 The Board of Directors may declare vacant the office of a Director who has been judicially declared of unsound mind or who has been convicted of a felony, or if within sixty (60) days after notice of his election, the Director does not accept such office either in writing or by attending a meeting of the Board of Directors, and fulfill such other requirements of qualification as these Bylaws may specify.

ARTICLE 5

VACANCIES ON BOARD OF DIRECTORS

Section 5.1 Vacancies on the Board of Directors, including vacancies resulting from an increase in the number of Directors, shall be filled by a majority vote of the remaining members of the Board of Directors, though less than a quorum, or by a sole remaining Director, and each person so elected shall be a Director to serve for the balance of the unexpired term.

Section 5.2 When one or more Directors resign from the Board of Directors effective at a future date, the Directors then in office, including those who have so resigned, shall have the power by a majority vote to fill the vacancies, the vote thereon to take effect when the resignations become effective.

ARTICLE 6

POWERS OF BOARD

Section 6.1 The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. The Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are directed or required to be exercised and done by statute, the Articles of Incorporation or these Bylaws; provided, however, that the Board of Directors may not engage directly or indirectly in any activity, that would invalidate the Corporation's status (1) as an organization of the type described in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or in the corresponding provision of any subsequent law or (2) as a corporation to which contributions are deductible under Section 170(c)(2) of the Code, or under the corresponding provision of any subsequent law.

Section 6.2 The Board of Directors shall establish an Executive Committee and may, by resolution adopted by a majority of the Directors in office, establish one or more committees consisting of one or more Directors as may be deemed appropriate or desirable by the Board of Directors to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board of Directors pursuant to which it was created, shall have and may exercise all of the powers and authority of the Board of Directors, except that no committee shall have any power or authority as to the following:

- (a) The filling of vacancies in the Board of Directors;
- (b) The adoption, amendment or repeal of these Bylaws;
- (c) The amendment or repeal of any resolution of the Board of Directors that by its terms is amendable or repealable only by the Board; and
- (d) Action on matters committed by these Bylaws or a resolution of the Board of Directors exclusively to another committee of the Board of Directors.

The Board of Directors may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of any such absent or disqualified member.

ARTICLE 7

MEETINGS OF THE BOARD OF DIRECTORS

Section 7.1 Meetings of the Board of Directors shall be held at such times and places within or without the Commonwealth of Pennsylvania as the Board of Directors may from time to time appoint or as may be designated in the notice of the meeting. One or more Directors may participate in any meeting of the Board of Directors, or of any committee thereof, by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 7.2 Special meetings of the Board of Directors may be called by the President of the Corporation on one day's notice to each Director, either by telephone, or if in

writing, in accordance with the provisions of Article 22 of these Bylaws. Special meetings shall be called by the President or Secretary in like manner and on like notice upon the written request of a majority of the Directors in office.

Section 7.3 At all meetings of the Board of Directors a majority of the Directors in office 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 be the acts of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws.

ARTICLE 8

ACTION BY WRITTEN CONSENT

Section 8.1 Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent or consents setting forth the action so taken signed by all of the Directors in office is filed with the Secretary of the Corporation.

ARTICLE 9

COMPENSATION OF DIRECTORS

Section 9.1 Directors, except for those Directors who serve in a position of management for Community Academy of Philadelphia Charter School, may receive a stated salary for their services or a fixed sum and expenses for attendance at regular and special meetings, or any combination of the foregoing, as may be determined from time to time by resolution of the Board of Directors, and nothing contained herein shall be construed to preclude any such Director, except for those Directors who serve in a position of management for Community Academy of Philadelphia Charter School, from receiving compensation for services

rendered to the Corporation in any other capacity. All Directors, including those Directors who serve in a position of management for Community Academy of Philadelphia Charter School, shall be reimbursed for reasonable expenses incurred in connection with their attendance at regular and special meetings of the Board and for other expenses reasonably incurred in connection with the business of the Corporation.

ARTICLE 10

LIABILITY OF DIRECTORS

Section 10.1 A Director of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his duties as a Director, including his duties as a member of any committee of the Board of Directors upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a Director 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: (a) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such persons; or (c) a committee of the Board of Directors upon which he 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 if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

Section 10.2 In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, suppliers and customers of the Corporation and communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of these factors shall not constitute a violation of Section 10.1 hereof.

Section 10.3 Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

Section 10.4 A Director of the Corporation shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless: (a) the Director has breached or failed to perform the duties of his office under Sections 10.1 through 10.3 hereof; and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 10.5 The provisions of Section 10.4 hereof shall not apply to: (a) the responsibility or liability of a Director pursuant to any criminal statute; or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

Section 10.6 Notwithstanding any other provisions of these Bylaws, the approval of the Board of Directors shall be required to amend, repeal or adopt any provision as part of these Bylaws that is inconsistent with the purpose or intent of Sections 10.1, 10.2, 10.3, 10.4, 10.5 or 10.6 of this Article 10, and, if any such action shall be taken, it shall become effective only on a prospective basis from and after the date of such Board of Directors approval.

ARTICLE 11

OFFICERS

Section 11.1 The Corporation shall have a President, a Secretary, and a Treasurer, or persons who shall act as such, regardless of the name or title by which they may be designated, elected or appointed and may have such other officers and assistant officers as the Board of Directors may authorize from time to time. The President and Secretary shall be natural persons of the age 18 years or older. The Treasurer may be a corporation, but if a natural person shall be of the age 18 years or older. It shall not be necessary for the officers to be Directors. Any number of offices may be held by the same person. Officers shall be nominated and elected by the Board of Directors. Each officer shall hold office at the pleasure of the Board of Directors and until his successor has been elected and qualified or until his earlier death, resignation or removal. Any officer may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as may be specified in the notice of resignation. The Corporation may secure the fidelity of any or all of the officers by bond or otherwise.

Section 11.2 Any officer or agent of the Corporation may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served by such removal. The removal shall be without prejudice to the contract rights, if any, of any person so removed. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

ARTICLE 12

THE PRESIDENT

Section 12.1 The President shall preside at all meetings of the Board of Directors. The President shall be responsible for the general and active management of the Corporation; shall see that all orders and resolutions of the Board of Directors are put into effect, subject, however, to the right of the Board of Directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the Corporation; shall have the power to countersign all checks and vouchers on behalf of the Corporation, in which capacity the President shall share this duty with the Treasurer and shall have the authority to execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except when required or permitted by law to be otherwise signed and executed and except when the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

Section 12.2 The immediate past President shall be a member of the Executive Committee of the Board of Directors. The Board of Directors may appoint a President Emeritus to the Executive Committee if such President Emeritus is not the immediate past President.

ARTICLE 13

THE VICE PRESIDENT

Section 13.1 The Vice President or, if more than one, the Vice Presidents in the order, if any, established by the Board of Directors shall, in the absence or incapacity of the President, have the authority to exercise all the powers and perform the duties of the President. The Vice Presidents, respectively, shall also have such other authority and perform such other duties as may be provided in these Bylaws or as shall be determined by the Board of Directors or

the President. Any Vice President may, in the discretion of the Board of Directors, be designated as "executive," "senior" or by departmental or functional classification.

ARTICLE 14

THE SECRETARY

Section 14.1 The Secretary shall attend all meetings of the Board of Directors and keep accurate records thereof in one or more minute books kept for that purpose; shall keep, or cause to be kept, at the principal office of the Corporation, a register showing the names and addresses of all members of the Board of Directors and shall perform the duties customarily performed by the secretary of a corporation and such other duties as may be assigned to him by the Board of Directors or the President.

ARTICLE 15

THE TREASURER

Section 15.1 The Treasurer shall be responsible for the custody of the corporate funds and securities; shall be responsible for full and accurate accounts of receipts and disbursements in books belonging to the Corporation; and shall perform such other duties as may be assigned to him by the Board of Directors or the President. He shall give bond in such sum and with such surety as the Board of Directors may from time to time direct.

ARTICLE 16

ASSISTANT OFFICERS

Section 16.1 Each assistant officer shall assist in the performance of the duties of the officer to whom he is assistant and shall perform such duties in the absence of the officer. He shall perform such additional duties as the Board of Directors, the President or the officer to

whom he is assistant may from time to time assign him. Such officers may be given such functional titles as the Board of Directors shall from time to time determine.

ARTICLE 17

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 17.1 The Corporation shall indemnify any Director or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to, or who is called as a witness in connection with, any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he 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 domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 17.2 The Corporation shall indemnify any Director or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he 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 domestic or foreign corporation for profit or not-

for-profit, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation 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 duty to the Corporation unless and only to the extent that the court of common pleas of the county in which the registered office of the Corporation is located or 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 the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court of common pleas or such other court shall deem proper.

Section 17.3 The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 17 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, vote of disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. It is the policy of the Corporation that indemnification of, and advancement of expenses to, Directors and officers of the Corporation shall be made to the fullest extent permitted by law. To this end, the provisions of this Article 17 shall be deemed to have been amended for the benefit of Directors and officers of the Corporation effective immediately upon any modification of the Nonprofit Corporation Law of 1988 ("NPCL") or any modification, or adoption of any other law that expands or enlarges the

power or obligation of corporations organized under the NPCL to indemnify, or advance expenses to, Directors and officers of corporations.

Section 17.4 The Corporation shall pay expenses incurred by an officer or Director, and may pay expenses incurred by any other employee or agent, in defending an action, or proceeding referred to in this Article 17 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 he is not entitled to be indemnified by the Corporation.

Section 17.5 The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 17 shall, unless otherwise provided when authorized or ratified, 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 person.

Section 17.6 The Corporation shall have the authority to create a fund of any nature, which may, but need not be, under the control of a Director, or otherwise secure or insure in any manner, its indemnification obligations, whether arising under these Bylaws or otherwise. This authority shall include, without limitation, the authority to: (i) deposit funds in trust or in escrow; (ii) establish any form of self-insurance; (iii) secure its indemnity obligation by grant of a security interest, mortgage or other lien on the assets of the Corporation; or (iv) establish a letter of credit, guaranty or surety arrangement for the benefit of such persons in connection with the anticipated indemnification or advancement of expenses contemplated by this Article 17. The provisions of this Article 17 shall not be deemed to preclude the indemnification of, or advancement of expenses to, any person who is not specified in Section 17.1 or Section 17.2 of this Article 17 but whom the Corporation has the power or obligation to indemnify, or to

advance expenses for, under the provisions of the NPCL or otherwise. The authority granted by this Section 17.6 shall be exercised by the Board of Directors of the Corporation.

Section 17.7 The Corporation shall have the authority to enter into a separate indemnification agreement with any officer, Director, employee or agent of the Corporation or any subsidiary providing for such indemnification of such person as the Board of Directors shall determine up to the fullest extent permitted by law.

Section 17.8 As soon as practicable after receipt by any person specified in Section 17.1 or Section 17.2 of this Article 17 of notice of the commencement of any action, suit or proceeding specified in Section 17.1 or Section 17.2 of this Article 17, such person shall, if a claim with respect thereto may be made against the Corporation under Article 17 of these Bylaws, notify the Corporation in writing of the commencement or threat thereof; however, the omission so to notify the Corporation shall not relieve the Corporation from any liability under Article 17 of these Bylaws unless the Corporation shall have been prejudiced thereby or from any other liability which it may have to such person other than under Article 17 of these Bylaws. With respect to any such action as to which such person notifies the Corporation of the commencement or threat thereof, the Corporation may participate therein at its own expense and, except as otherwise provided herein, to the extent that it desires, the Corporation, jointly with any other indemnifying party similarly notified, shall be entitled to assume the defense thereof, with counsel selected by the Corporation to the reasonable satisfaction of such person. After notice from the Corporation to such person of its election to assume the defense thereof, the Corporation shall not be liable to such person under Article 17 of these Bylaws for any legal or other expenses subsequently incurred by such person in connection with the defense thereof other than as otherwise provided herein. Such person shall have the right to employ his own

counsel in such action, but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of such person unless: (i) the employment of counsel by such person shall have been authorized by the Corporation; (ii) such person shall have reasonably concluded that there may be a conflict of interest between the Corporation and such person in the conduct of the defense of such proceeding; or (iii) the Corporation shall not in fact have employed counsel to assume the defense of such action. The Corporation shall not be entitled to assume the defense of any proceeding brought by or on behalf of the Corporation or as to which such person shall have reasonably concluded that there may be a conflict of interest. If indemnification under Article 17 of these Bylaws or advancement of expenses are not paid or made by the Corporation, or on its behalf, within 90 days after a written claim for indemnification or a request for an advancement of expenses has been received by the Corporation, such person may, at any time thereafter, bring suit against the Corporation to recover the unpaid amount of the claim or the advancement of expenses. The right to indemnification and advancements of expenses provided hereunder shall be enforceable by such person in any court of competent jurisdiction. The burden of proving that indemnification is not appropriate shall be on the Corporation. Expenses reasonably incurred by such person in connection with successfully establishing the right to indemnification or advancement of expenses, in whole or in part, shall also be indemnified by the Corporation.

Section 17.9 The Corporation shall have the power to purchase and maintain insurance on behalf of any person who 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 domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against him and

incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article 17.

Section 17.10 Notwithstanding any other provisions of these Bylaws, the approval of the Board of Directors shall be required to amend, repeal or adopt any provision as part of these Bylaws which is inconsistent with the purpose or intent of this Article 17, and, if any such action shall be taken, it shall become effective only on a prospective basis from and after the date of such Board of Directors approval.

ARTICLE 18

ANNUAL REPORT

Section 18.1 The Treasurer and the President shall present annually to the Board of Directors a report showing in appropriate detail the following:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report;
- (b) The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

Section 18.2 The annual report of the Treasurer shall be filed with the minutes of the meetings of the members of the Board of Directors.

ARTICLE 19

BOOKS AND RECORDS

Section 19.1 The Corporation shall keep an original or duplicate record of the proceedings of the Board of Directors, the original or a copy of these Bylaws, including all amendments thereto to date, certified by the Secretary of the Corporation. The Corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the Corporation in this Commonwealth or at its principal place of business wherever situated.

ARTICLE 20

FISCAL YEAR

Section 20.1 The fiscal year of the Corporation shall be as determined by the Board of Directors.

ARTICLE 21

TRANSACTION OF BUSINESS

Section 21.1 The Corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by the vote of two-thirds of the members in office of the Board of Directors. If the real property is subject to a trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.

Section 21.2 Whenever the lawful activities of the Corporation involve among other things the charging of fees or prices for its services or products, the Corporation shall have

the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Corporation, and in no case shall be divided or distributed in any manner whatsoever among the Directors or officers of the Corporation.

ARTICLE 22

MANNER OF GIVING WRITTEN NOTICE; WAIVERS OF NOTICE

Section 22.1 Whenever written notice is required to be given to any person under the provisions of these Bylaws, it may be given to the person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or courier service, charges prepaid, or by facsimile transmission, e-mail or other electronic communication to his address (or to his facsimile number or his address for e-mail or other electronic communication) appearing on the books of the Corporation or, in the case of written notice to Directors, supplied by each Director to the Corporation for the purpose of the notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to that person or, in the case of facsimile transmission, e-mail or other electronic communication, when dispatched.

Section 22.2 Any written notice required to be given to any person under the provisions of statute, the Corporation's Articles of Incorporation or these Bylaws may be waived in a writing signed by the person entitled to such notice whether before or after the time stated therein. Except as otherwise required by statute, and except in the case of a special meeting, neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice. Attendance of a person, whether in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the

express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 23

AMENDMENTS

Section 23.1 Except as provided in Sections 10.6 and 17.10 hereof, and except as provided in Section 5504(b) of the NPCL, these Bylaws may be amended or repealed, and new Bylaws adopted, by a majority vote of the members of the Board of Directors at any regular or special meeting duly convened.