

**THE PARENT-INFANT CENTER
BY-LAWS**

**ARTICLE I
NAME, OFFICES, AND PURPOSES**

- 1.1 The name of the Corporation is The Parent-Infant Center (the “Corporation”).
- 1.2 The registered office of the Corporation shall be at 4205 Spruce Street, Philadelphia, Pennsylvania, 19104.
- 1.3 The Corporation may also have offices at such other places as the Board of Directors (the “Board”) may from time to time designate, or the activities of the Corporation may require.
- 1.4 The purposes of the Corporation are set forth in its Articles of Incorporation, as may be amended, pursuant to the laws of the Commonwealth of Pennsylvania, not to be inconsistent with 501(c)(3) of the Internal Revenue Code, as amended.

**ARTICLE II
SEAL**

- 2.1 The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words “Corporate Seal, Pennsylvania”

**ARTICLE III
MEMBERS**

- 3.1 Members of the Corporation shall include all of the parents or guardians of children enrolled in The Parent-Infant Center (the “Members”).
- 3.2 Each child and their parents or guardians shall be treated as a unit, casting one vote for any action requiring Members to vote. If only one parent or guardian is present, that attending parent or guardian may cast that family’s vote. If the parents or guardians wish to vote in a conflicting manner, such votes will have the effect of canceling out that family’s vote on that issue.
- 3.3 Those Members present at a duly called meeting shall constitute a quorum for the transaction of business at the meeting.
- 3.4 Tuition and fees and other charges related to activities of the Corporation shall be established by the Board.
- 3.5 The Corporation may create such classes of “membership” as sponsors, patrons, contributing members, or associate members, as the Board sees fit, but such persons shall not

have the rights of Members under the Pennsylvania Non Profit Corporation Law of 1988, as may be amended from time to time (the “Non Profit Act”).

ARTICLE IV **DIRECTORS**

4.1 The business, affairs and property of the Corporation shall be managed by the Board consisting of not less than fifteen nor more than twenty-one persons (the “Directors”) as the Board may fix by resolution from time to time, consistent with paragraph 4.3 of these By-Laws. All Directors shall be natural persons of full age, and at least one half shall be Members, alumni Members, or extended family of current or alumni Members.

4.2 Officers of the Corporation (“Officers”) shall be elected by the Board from the Board.

4.3 Elections shall be held yearly, at which time no less than one-third of the Board, including any vacancies, shall be selected for terms of two (2) years. Directors shall be elected by a majority of the Members present and voting. There shall be no limit on the number of terms a Director may serve.

4.4 Any vacancy caused by a decision to increase the number of Directors, or by death, incapacity, resignation, or removal between elections, shall be filled by a majority vote of the remaining Directors, which may be done by written ballot, without the necessity of a meeting of the Directors. Each such elected Director shall serve until he or she is elected or his or her successor is elected at the next yearly election, or until his or her earlier death, incapacity, resignation or removal.

4.5 The presence, of a majority of the Board shall constitute a quorum for the transaction of business. The acts of a majority of the Directors present at a meeting of the Board in which a quorum is present shall be the acts of the Board, except as otherwise herein provided or required by law. Directors may be present in person, or by means of conference call, e-mail, or by any other means by which all Directors participating in the meeting of the Board can communicate with each other.

4.6 Any action which may be taken at a meeting of the Board may be so taken without a meeting, if unanimous consent or consents in writing, setting forth the action so taken, shall be signed by all of the Directors and shall be filed with the Secretary of the Corporation.

4.7 No Director shall receive any compensation for acting as such.

4.8 A Director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless the Director has breached or failed to perform the duties of the Director’s office and the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. Any repeal, amendment, or modification of this Article shall be prospective only, and shall not increase, but may decrease, a Director’s liability with respect to actions or failures to act prior to such change.

ARTICLE V **COMMITTEES**

5.1 The Board shall be able to establish committees (the “Committees”) as may be needed to carry out the business of the Corporation. Committees will be composed of Directors, Members of the Corporation and others, including staff, who may volunteer and be selected by the Board.

ARTICLE VI **OFFICERS**

6.1 The Officers of the Corporation shall include a President, Vice-President, Secretary and Treasurer, who shall be elected from the Board. All shall be natural persons of full age. The Board may, from time to time, also elect such other Officers and Assistant Officers as the needs of the Corporation may require. Any two offices, but not more than two, may be held by the same person.

6.2 Officers shall be elected by a majority of the Board at the first meeting following the election of Directors by the Members, and will begin their terms immediately. Each shall serve one year or until the next election, or until his or her successor is elected and qualified, or until his or her earlier death, incapacity, resignation or removal by the Board, with or without cause. The Board shall fill any vacancy occurring in any office.

6.3 The Executive Director shall coordinate all efforts of the Corporation, shall be responsible for long-range planning, shall be responsible for hiring and firing personnel, and for related staff decisions, and shall comply with all applicable licensing regulations and requirements.

6.4 The President shall preside at all meetings of the Board, shall make appointments to Committees, and shall sign such documents and perform other duties as the Board assigns. In the President’s absence, the Vice-President shall act. In the absence of both, any Officer, as designated by the Board, shall act.

6.5 The Vice-President, in the absence or disability of the President, shall perform the duties and exercise the powers of the President, and shall perform such other duties and have such other powers as the Board may from time to time prescribe.

6.6 The Secretary shall keep minutes of all meetings of the Board and of the Members, shall maintain a list of the names and addresses of the Directors and Officers, shall have charge of the non-financial books, records, and Seal of the Corporation, which shall be kept at the registered office, and shall perform such other duties as incident to the office of the Secretary as may be assigned by the Board or the President.

6.7 The Treasurer shall monitor the Corporate funds and securities, shall ensure that full and accurate accounts of receipts and disbursements of the funds of the Corporation are kept,

shall keep and have charge of the financial records of the Corporation at meetings of the Board, shall communicate with the Corporation's accountant when requested, shall oversee keeping of records concerning tuition payments by parents, and shall perform such other duties as incident to the office of the Treasurer as may be assigned by the Board or the President.

ARTICLE VII **MEETINGS**

7.1 The Board shall call an annual meeting of the Members to take place each Spring.

7.2 Special meetings of the Members may be called by the Executive Director, President, or by a majority of the Board.

7.3 Meetings of the Board shall be held at least six (6) times a year, with the meeting date, time and place to be set by the Board.

7.4 Special meetings of the Board may be called by the Executive Director, the President, or by a majority of the Board.

ARTICLE VIII **BOOKS, RECORDS AND REPORTS**

8.1 The Corporation shall at all times keep at its registered office in Pennsylvania an original or duplicate of:

- (a) the record of the proceedings of the Board and meetings of the Members;
- (b) a copy of its Articles of Incorporation and By-laws, both amended as to date, such By-laws to be certified by the Secretary;
- (c) a register, giving the name and address of each Director;
- (d) appropriate, complete and accurate books or records of accounts; and
- (e) such other documents as licensing requirements provide.

8.2 The Treasurer shall monitor the preparation, verification, and presentation to the Members of an annual report showing in appropriate detail:

- (a) the assets and liabilities, including any funds held in trust, of the Corporation as of the end of the fiscal year immediately preceding the date of the report;
- (b) the revenue of receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report;

- (c) the expenses and disbursements of the Corporation, for both general and restricted purposes, for the year immediately preceding the date of the report; and

ARTICLE IX

TRANSACTION OF BUSINESS

9.1 Whenever the lawful activities of the Corporation involve among other things, the charging of fees or prices for its services or products, it 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.

9.2 All checks or demands for money and notes of the Corporation shall be signed by the Executive Director, Treasurer or a Director, as the Board may, from time to time, designate.

9.3 All funds shall be deposited to the credit of the Corporation in such banks, trust companies, or other financial institutions as the Board may select.

9.4 The Corporation shall make no other purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the Directors.

ARTICLE X

LIABILITY AND INDEMNIFICATION

10.1 The Corporation shall indemnify and hold harmless its present and future Directors and Officers of, from and against any and all liability, expenses (including attorneys' fees), claims, judgments, fines and amounts paid in settlement, actually incurred by such person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including but not limited to any action by or in the right of the Corporation), to which such person is, was or at any time becomes, a party, or is threatened to be made a party, by reason of the fact that such person is, was or at any time becomes, a Director or Officer of the Corporation, or is or was serving or at any time serves at the request of the Corporation, as a director, officer, trustee or fiduciary of another corporation, partnership, joint venture, trust, pension plan, employee benefit plan or other enterprise of any nature whatsoever. Nothing contained in this Section shall authorize the Corporation to provide, or entitle any Officer or Director or other person to receive, indemnification for any action taken, or failure to act, which action or failure to act is determined by a court, in the action, proceeding or suit referenced above or in any other action, proceeding or suit, to have constituted willful misconduct or recklessness.

10.2 Expenses incurred in defending a civil or criminal action, suit or proceeding of the kind described in Section 10.1 of this Article shall 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 person who may be entitled to indemnification under that Section, to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation.

10.3 The indemnification and advancement of expenses provided in this Article shall continue as to a person who has ceased to be a Director or Officer of the Corporation, or who has ceased to serve in any other capacity described in Section 10.1 of this Article, and such indemnification and advancement of expenses shall inure to the benefit of the heirs, executors and administrators of such a person.

10.4 Nothing herein contained shall be construed as limiting the power or obligation of the Corporation to indemnify any person in accordance with the Directors' Liability Act, the NonProfit Act, or in accordance with any similar law adopted in lieu thereof. The indemnification and advancement of expenses provided under this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of the Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding that office.

10.5 The Corporation shall also indemnify any person against expenses, including attorneys' fees, actually and reasonably incurred by such person in enforcing any right to indemnification under this Article, under the Directors' Liability Act, under the Nonprofit Act, or under any similar law adopted in lieu thereof.

10.6 Any person who shall serve as a Director or Officer of the Corporation or any such person who shall serve, at the request of the Corporation, as a director, officer, trustee or fiduciary of another Corporation, partnership, joint venture, trust, pension plan, employee benefit plan or other enterprise of any nature whatsoever shall be deemed to do so with knowledge of and in reliance upon the rights of indemnification provided in this Article, in the Directors' Liability Act, in the Nonprofit Act, and in any similar law adopted in lieu thereof.

ARTICLE XI **FISCAL YEAR**

11.1 The fiscal year of the Corporation shall begin on July 1 and end on June 30 of each year.

ARTICLE XII **AMENDMENTS**

12.1 These By-Laws may be amended or repealed and new By-Laws may be adopted by the affirmative vote of two-thirds of the Directors then in office, or by a two-thirds vote of a quorum of the Members present at the annual meeting. Notice in writing that the By-laws will be amended or repealed shall be sent by first class mail, or by electronic mail, to the Directors or Members of the Corporation, as appropriate, at least ten (10) days prior to the proposed vote on the changes.

I HEREBY CERTIFY that the foregoing By-laws of The Parent-Infant Center were adopted by Resolution of the Board of Directors on ____day of _____, 2009.

I HEREBY CERTIFY that the foregoing By-laws of The Parent-Infant Center were adopted by Resolution of the Members on ____day of _____, 2009.

WITNESS my hand and the seal of the Corporation.

DATED _____ Secretary