

**BYLAWS
OF
THE PHARMACEUTICAL COMPLIANCE FORUM, INC.**

Offices

1.01 Principal Office. The principal office of The Pharmaceutical Compliance Forum, Inc., (hereinafter referred to as the “PCF” or the "Corporation"), shall be located at:

Compliance and Ethics Department c/o
Sunovion Pharmaceuticals Inc.
84 Waterford Drive
Marlborough, MA 01752

The Corporation may relocate the principal office, and may also establish such other offices, as the Board of Trustees shall direct if the business of the Corporation so requires.

1.02 Registered Office and Agent. The Corporation shall maintain a registered office and a registered agent within the State of New Jersey in accordance with the requirements of the New Jersey Nonprofit Corporation Act (N.J.S. 15A:1-1 et seq.). The location of the registered office and the designation of the registered agent shall be:

The Corporation Trust Company
820 Bear Tavern Road
West Trenton, New Jersey 08628.

Purpose

2.01 Nonprofit Purpose. The PCF is not organized for the private gain of any person and is organized under the Nonprofit Corporation Act of the State of New Jersey for the purposes set forth in Internal Revenue Code section 501(c)(6) or the corresponding provision of any future United States internal revenue law. Within the context of these general purposes, the Corporation’s specific purposes shall be to whose purpose is to promote, advance, and share best practices, promoting higher business standards and better business methods regarding pharmaceutical compliance, including but not limited to compliance programs relating to pharmaceutical, biologics and devices manufacturers, developers, marketers, and sellers, and to do and engage in any and all activities that may be necessary or incidental to any or all of the foregoing purposes. Notwithstanding any other provision in these Bylaws, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purpose of the PCF, and the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(6) or the corresponding provision of any future United States internal revenue law.

2.02 Dedication of Property.

- (a) All corporate property is irrevocably dedicated to the purposes set forth in section 2.01. No part of the net earnings of the PCF shall inure to the benefit of any of its directors, trustees, officers, or members, or to the benefit of any private person except as reasonable compensation for services rendered, goods received, and other property or valuable thing which may be acquired by the Corporation for the accomplishment of its purposes.

- (b) On the winding up and dissolution of the PCF, after paying or adequately providing for the debts, obligations and liabilities of the PCF, the remaining assets of the PCF shall be distributed to nonprofit funds, foundations or corporations which have established their tax-exempt status under Internal Revenue Code sections 501(c)(3) or 501(c)(6), or the corresponding provision of any future United States internal revenue law, and which have their principal area of activities in the State of New Jersey and which have as their principal purpose the assistance and advancement of pharmaceutical compliance.

Construction

3.01 Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Nonprofit Corporation Act of the New Jersey Code shall govern the construction of these Bylaws.

Members

4.01 **Classes.** PCF shall have one class of Members, designated Corporate Members. Corporate Membership shall be conferred upon application and on compliance with the standards and requirements set forth below and approval by majority vote of the Board of Trustees.

4.02 **Qualifications and Voting Rights of Member Classes.** Corporate Members must be from the research-based pharmaceutical and biotechnology industry, including but not limited to pharmaceutical, biologic and device companies. Each Corporate Member must have implemented a compliance program. Corporate Members may designate individuals from their organizations to participate in the PCF. These individuals must be employed by the Corporate Member and typically are compliance officers, compliance attorneys or other professionals with responsibility for oversight or other aspects of their respective corporate compliance programs (collectively, "Participants"). Corporate Members are permitted to designate as many Participants as they wish and such Participants will be provided communications from PCF and are permitted attendance at PCF annual meetings and other functions. Corporate Members are charged an annual fee in accordance with the fee structure established by the Board. Such fee structure may be modified from time to time, as approved by the Board.

The specific qualifications for and voting rights, if any, of Corporate Members are as follows: With regard to PCF decisions, each Corporate Member shall have voting rights equal to all other Corporate Members. Each Corporate Member may cast its vote by any officer or agent of the Corporate Member, or by any proxy appointed by the Corporate Member, unless some other person, by resolution of the Corporate Member's board or pursuant to its bylaws shall be appointed to vote the shares. Each Corporate Member, regardless of the number of Participants, will be entitled to a single vote.

4.03 **Member Dues and Fees.** Each Corporate Member must pay, within the time and on the conditions set by the Board of Trustees, any dues, fees or assessments established by these Bylaws or which may be established by the Board of Trustees from time to time.

4.03.1 **Annual Dues.** Each Corporate Member shall pay annual dues in an amount set periodically by the Board of Trustees.

4.04 **Good Standing.** Any Corporate Member who shall be in arrears in the payment of any dues, fees or assessments more than 180 days after the date due shall not be in good standing and the Corporate Member shall not be entitled to vote until the dues, fees and assessments are paid.

4.05 Termination. A Corporate Membership shall terminate on occurrence of any of the following events:

- (a) Resignation of a Corporate Member;
- (b) A Corporate Member's failure to pay dues, fees or assessments as set by the Board of Trustees within one year after they become due and payable;
- (c) Dissolution of a Corporate Member;
- (d) Good faith determination by the Board of Trustees, or a committee authorized by the Board of Trustees to make such a determination, that the Corporate Member has failed in a material degree to observe such disciplinary rules or ethical guidelines as may be established by the PCF, or has engaged in conduct materially and seriously prejudicial to the PCF's purposes and interests including, without limitation, conviction of a felony or unethical conduct.

4.06 Suspension. A Corporate Member or a Participant may be suspended, under Section 4.07 of these

Bylaws, based on the good faith determination by the Board of Trustees, or a committee authorized by the Board of Trustees to make such a determination, that the member or Participant has failed in a material degree to observe such disciplinary rules or ethical guidelines as may be established by the PCF, or has engaged in conduct materially and seriously prejudicial to the PCF's purposes and interests including, without limitation, conviction of a felony or unethical conduct. Suspension may be for a defined period or until the Corporate Member or Participant satisfies any conditions of reinstatement which may have been imposed. During the period of suspension, membership is revoked and the Corporate Member and/or Participant(s), as applicable, has no voting rights, and no portion of any dues, fees or other assessments should be refunded to any suspended or terminated Member or Participant.

4.07 Procedure for Termination or Suspension; Reinstatement. If grounds appear to exist for terminating or suspending a Corporate Member or Participant under Sections 4.05 or 4.06 of these Bylaws, the following procedure shall be followed:

- (a) The Board of Trustees shall give the Corporate Member or Participant at least 45 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice, including electronic mail. Notice given by posted mail shall be sent by first-class or registered mail to the Corporate Member's or Participant's last address as shown on the PCF's records.
- (b) The Corporate Member or Participant shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board of Trustees or by a committee authorized by the Board of Trustees to determine whether the suspension or termination should occur. Any hearing may be conducted telephonically.
- (c) The Board of Trustees or duly designated committee shall decide whether the Corporate Member or Participant should be suspended, expelled, or sanctioned in any way. The decision of the Board of Trustees or authorized committee shall be final.
- (d) Any action challenging an expulsion, suspension, or termination of Corporate Membership, including a claim alleging defective notice, must be commenced within 180 days after the effective date of the expulsion, suspension, or termination.
- (e) Corporate Members or Participants whose membership has been terminated under Section

4.05 who wish to be reinstated shall first apply to the Board of Trustees for reinstatement. The Board of Trustees may set such conditions for reinstatement as it deems appropriate, or may require the former member to reapply for membership in the Corporation under the then-current standards and procedures for membership.

4.08 **Annual Business Meeting.** An annual business meeting of Corporate Members, attended voluntarily by Participants, shall be held on such date and at such time as may be fixed by the Board of Trustees. At the meeting, members of the Board of Trustees shall be elected and other proper business may be transacted.

4.09 **Special Meetings.** The Board of Trustees, the Chair, or 10 percent (10%) or more of the Corporate Members may call a special meeting of the Corporate Members for any lawful purpose at any time.

4.10 **Procedure for Calling Special Meetings.** A special meeting called by Corporate Members pursuant to Section 4.09 shall be called by written request, specifying the general nature of the business proposed to be transacted and signed by the required number of Corporate Members, and submitted to the Chair or any Trustee of the Corporation. The Secretary Co-Chair shall cause notice of any special meeting to be given promptly to the members entitled to vote stating that a meeting will be held at a specified time and date fixed by the Board of Trustees, provided, however, that the meeting date shall be at least 10 but no more than 120 days after receipt of the request. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Chair or the Board of Trustees. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

4.11 **Place of Meetings.** Meetings of the Corporate Members shall be held at any place designated by the Board of Trustees.

4.12 **Notice.** Whenever Corporate Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under Section 4.13 of these Bylaws, to each Corporate Member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. For the annual business meetings, the notice may generally state the matters, if any, that the Board of Trustees, at the time notice is given, intends to present for action by the Corporate Members. However, the failure of the notice to set forth a particular matter shall not preclude the Board of Trustees from presenting that matter or resolution to the Corporate Members for action at the annual business meeting. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting, other than the annual business meeting, at which Trustees are to be elected shall include the names of all persons who are nominees when notice is given.

Approval by the Corporate Members of any of the following proposals is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (a) Removing an officer or member of the Board of Trustees unless proposed by the Board of Trustees;
- (b) Amending the articles of incorporation or these Bylaws unless proposed by the Board of Trustees; or
- (c) Electing to merge the PCF with another entity, electing to dispose of all or substantially all of the PCF's assets, and electing to wind up and dissolve the PCF.

4.13 Time and Manner of Notice. Notice of any meeting of Corporate Members, other than the annual business meeting, shall be in writing and shall be given to each Corporate Members entitled to vote at least 10 but no more than 120 days before the meeting date. Notice of the annual business meeting of Corporate Members shall be in writing and shall be given to each Corporate Member entitled to vote at least 60 days before the meeting date. Notice of any meeting may be given either personally or by firstclass mail, or by other means of written communication, including electronic mail or facsimile transmission, charges prepaid, and shall be addressed to each Corporate Members entitled to vote, at the postal or electronic mail address or facsimile number of that member as it appears on the books of the PCF or at such address given by the Corporate Member to the PCF for purposes of notice. An affidavit of the mailing of any notice of any Corporate Members' meeting, or of the giving of such notice by other means, may be executed by the Secretary Co-Chair or any person designated by the Chair, and if so executed, shall be filed and maintained in the PCF's minute book. However, the failure to execute an affidavit of mailing, or execution of such affidavit after any meeting for which notice was given, shall not affect the validity of any action taken at such meeting. Notice shall be deemed delivered when deposited in the United States mail, if notice is mailed; and upon successful transmission if notice is given by facsimile transmission or electronic mail.

4.14 Voting Rights. Each Corporate Member entitled to vote shall have the right to vote on the disposition of all or substantially all of the PCF's assets, on any merger and its principal terms and any amendment of those terms, on any amendment of these Bylaws or the PCF's Articles of Incorporation, on any election to dissolve the PCF, on any resolution properly brought before the Corporate Members for action, and on any other matter required by law or these Bylaws to be voted on by the Corporate Members. Each Corporate Member entitled to vote shall be entitled to one vote on each matter submitted to a vote of the voting members. Corporate Members who are not in good standing or whose memberships have been suspended or terminated under these Bylaws shall not be entitled to vote on any matter.

4.15 Quorum. Ten percent (10%) of the voting power shall constitute a quorum for the transaction of business at any meeting of Corporate Members. "Voting power" means those Corporate Members in good standing entitled to vote. Less than a quorum may adjourn.

4.16 Continuing Without a Quorum. The Corporate Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough Corporate Members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

4.17 Voting. The Corporate Members entitled to notice of any meeting or to vote at any such meeting shall be only those Corporate Members in whose name memberships stand on the records of the Corporation on the record date for notice determined pursuant to section 4.19 of these Bylaws. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by law or by the Articles of Incorporation. In any election of members of the Board of Trustees, the candidates receiving the highest number of votes are elected.

4.18 Waiver. A Corporate Member's attendance at a meeting shall also constitute a waiver of notice of that meeting unless the Corporate Member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required

to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

4.19 **Record Date.** For purposes of establishing the Corporate Members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the record date for sending notice of a meeting shall be the date notice is sent; for voting at a meeting shall be ten days before the date of the meeting; for voting by written ballot shall be ten days before the mailing of written ballots; and for taking any other action shall be ten days before that action.

4.20 **Adjournment.** Any Corporate Members' meeting, whether or not a quorum is present, may be adjourned to another time and place by the vote of the majority of the Corporate Members represented at the meeting. No meeting may be adjourned for more than 60 days. When a Corporate Members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the PCF may transact any business that might have been transacted at the original meeting.

4.21 **Action by Members Without a Meeting.** Any action required or permitted to be taken at a meeting of members may be taken without a meeting if all the members entitled to vote are notified in writing and given the opportunity to vote, including by electronic means, for a minimum of a 10-day period and the requirement for a quorum is met. This shall hold except for the case of any action to be taken relating to a merger, consolidation and sale of assets. Such action may be taken without a meeting only (1) if all members consent in writing; or (2) if (a) the corporation provides to all members advance notification setting forth the proposed action, (b) the proposed action is not consummated before the expiration of 10 days after the giving of the notice, (c) the notice sets forth the existence of the 10-day period and (d) a majority of the members agree to the action.

Board of Trustees

5.01 **Board of Trustees.** Subject to the provisions and limitations of the New Jersey Nonprofit Corporation Act and any other applicable laws, and subject to any limitations imposed by the Articles of Incorporation, the PCF's affairs and activities shall be managed, and all corporate powers shall be exercised, by or under the direction of a Board of Trustees. The Board of Trustees shall be charged with the control and management of the affairs, business and properties of the PCF. The Board of Trustees may delegate the management of the activities of the PCF to any person or persons, an Executive Director or committees, however composed, provided that the activities and affairs of the PCF shall be managed and all corporate powers shall be exercised under the ultimate direction and authority of the Board of Trustees.

5.02 **Rules.** The Board of Trustees may adopt such rules and regulations for the conduct of its meetings as it may deem proper so long as such action is not inconsistent with the laws of the State of New Jersey, the Articles of Incorporation, or these Bylaws.

5.03 **Specific Powers of the Board of Trustees.** Without prejudice to the general powers conferred by Sections 5.01 and 5.02 and the other powers conferred by the Articles of

Incorporation and these Bylaws, it is hereby expressly declared that the Board of Trustees shall have the following powers:

First: To adopt and amend rules and regulations, including but not limited to disciplinary rules and procedures applicable to Corporate Members and/or Participants, not inconsistent with these Bylaws, for the management of the PCF's business and affairs.

Second: To purchase or otherwise acquire for the PCF any property, rights, or privileges which the PCF is authorized to acquire, at such price and on such terms and conditions and for such consideration as the Board of Trustees shall, in its discretion, deem appropriate.

Third: In its discretion, to pay for any property or rights acquired by the PCF.

Fourth: To borrow money and incur indebtedness on the PCF's behalf and to create, make, and issue mortgages, bonds, deeds of trust, trust agreements, and negotiable or transferable instruments and securities, secured by mortgage or otherwise, and to perform every other act necessary to effectuate the same.

Fifth: To appoint and, at its discretion, remove or suspend such subordinate Officers, agents, or servants, permanently or temporarily, as it may deem appropriate, to determine their duties and to specify their salaries or emoluments, and to require security in such instances and in such amounts as the Board deems appropriate.

Sixth: To confer upon any appointed Officer of the PCF, by resolution, the power to choose, remove, or suspend such subordinate Officers, agents, or servants.

Seventh: To determine who shall be authorized on the PCF's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents.

Eighth: To change the registered office in New Jersey from one location to another; to appoint and approve a registered agent for the PCF; to establish a principal office in such location as deemed reasonable and to change the location of the principal office from one location to another; to cause the PCF to be qualified to conduct its activities in any other state, territory, dependency or country; and to conduct its activities in or outside the state of incorporation.

5.04 Number and Qualification of Members of the Board of Trustees. The authorized number of members of the Board of Trustees shall be six (6), unless changed by amendment of the Articles of Incorporation or these Bylaws. The trustees shall be divided into four (4) groups. Those groups shall be referred to as Group A, Group B, Group C and At-large. Group A shall consist of two trustees employed by large companies, which for the purposes of these bylaws shall be defined as companies with more than three thousand (3,000) U.S. employees. Group B shall consist of one trustee employed by a medium sized

company, which for the purposes of these bylaws shall be defined as a company with one thousand (1,000) to three thousand (3,000) U.S. employees. Group C shall consist of one trustee employed by a small company, which for the purposes of these bylaws shall be defined as a company with less than one thousand (1,000) U.S. employees. The At-large trustees shall be two trustees employed by a company of any size. The term of office of each trustee elected at an annual meeting shall be three (3) years expiring at the time of an annual meeting. The term of office for trustees elected at a special meeting or by a special vote held without a meeting in order to fill a vacancy shall be three years plus the remaining time period until the next annual meeting. At each annual meeting of members, trustees shall be elected for a full term of three (3) years to succeed those whose term expired. Members of the Board of Trustees must be Participants in good standing of the PCF.

5.05 Manner of Election and Term of Office. The Members of the Board of Trustees shall be elected by the Corporate Members entitled to vote at the annual business meeting of the Members. Each member of the Board of Trustees shall take office upon election and shall hold office until a successor has been elected and qualified. If the annual meeting is not held or the Trustees are not elected at such meeting, the Trustees may be elected at any special meeting of Members held for that purpose.

5.06 Nomination. The Board of Trustees may adopt rules governing the nomination of persons as members of the Board of Trustees. In the absence of any such rules nominations for election of officers and members of the Board of Trustees may be made from the floor at the annual business meeting by Corporate Members and/or Participants in good standing.

5.07 Annual Meeting of the Board of Trustees. The Board of Trustees shall meet at least once prior to the annual business meeting of the Corporate Members and Participants to consider matters to be presented to the Corporate Members at the annual meeting. Notice of the annual meeting of the Board of Trustees shall be given to each member of the Board of Trustees a reasonable period of time prior to the meeting.

5.08 Regular Meetings of the Board of Trustees. Regular meetings of the Board of Trustees, other than the annual meeting, shall be held at such dates and times as may be set by the Board of Trustees.

5.09 Special Meetings of the Board of Trustees. Special meetings of the Board of Trustees may be called by the Chair or any other member of the Board of Trustees. Special meetings may be held on five days' notice by first class mail, postage prepaid, or on 48 hours' notice delivered personally or by telephone (including a voice message system or other system or technology designed to record and communicate messages), facsimile, telegraph, electronic mail, or other electronic means. Notice of the special meeting need not be given any member of the Board of Trustees who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that member either before or at the commencement of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

5.10 Telephonic Meetings. Any or all trustees may participate in a meeting of the Board of Trustees or a committee of the board by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear each other, unless otherwise provided in the certificate of incorporation.

5.11 Quorum at Meetings of the Board of Trustees. A majority of the members of the Board of Trustees shall be necessary at all times to constitute a quorum for the transaction of any business. If a

quorum is present, the affirmative vote of a majority of the members of the Board of Trustees present shall be deemed the act of the Board of Trustees unless the vote of a greater number of members is required by law, the Articles of Incorporation, or these Bylaws; provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of voting members if any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by the law, the Articles or these Bylaws.

5.12 Action by Board of Trustees Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if ~~a-written~~ consent to such action is given by a majority of the Board of Trustees and such consent is filed with the minutes of the Board of Trustees.

5.13 Compensation of Trustees. No member of the Board of Trustees shall receive any salary or compensation for his or her services as a member of the Board of Trustees except that they may be reimbursed for reasonable expenses incurred in conducting the business of the PCF subject to the approval of the Board of Trustees.

5.14 Conduct of Meetings. The Board of Trustees shall nominate a Trustee to serve as the Chair of the Board of Trustees. This Chair shall preside at meetings of the Board of Trustees.

5.15 Adjournment. A majority of the members of the Board of Trustees present at a meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the voting members who were not present at the time of the adjournment.

5.16 Removal of Members of Board of Trustees. Any member of the Board of Trustees may be removed from office at any time by a majority vote of the voting Corporate Members of the PCF whenever in their judgment removal is in the best interests of the PCF.

5.17 Resignation of Members of Board of Trustees. Any member of the Board of Trustees may resign effective upon giving written notice to the Board of Trustees. The notice may specify a later effective date of the resignation. If the resignation is to be effective at a later date, a successor member may be elected to take office when the resignation becomes effective. The acceptance of a resignation shall not be necessary to make it effective.

5.18 Vacancies on the Board of Trustees. A vacancy on the Board of Trustees occurs on the death, resignation or removal of a member of the Board; and whenever the authorized number of members of the Board is increased. Any vacancy shall be filled by election at the annual meeting or at a special meeting of the Corporate Members called for that purpose.

5.19 Reduction in the Number of Board of Trustees Members. Any reduction in the authorized number of members of the Board of Trustees shall not result in any member of the Board being removed from office prior to the expiration of the term of his or her office.

5.20 Committees. Subject to the provisions of Section 5.21 below, in the event that the Board of Trustees determines that the management of the PCF would be benefited by the establishment of an executive committee and one or more other committees, the Board may from time to time establish one or more such committees. The establishment of a committee shall be effected by a resolution of the Board of Trustees approved by the vote of a majority of the members of the Board then in office, which specifically

sets forth the powers and duties delegated to such committee. The designation of any such committee and the delegation to it of authority shall not operate to relieve the Board of Trustees, or any member thereof, of any responsibility under the law.

5.21 Limitations Upon Committees of the Board of Trustees. No committee of the Board of Trustees, including any executive committee, shall:

- (a) Make, alter or repeal any bylaw of the corporation;
- (b) Elect or appoint any trustee, or remove any officer or trustee; (c) Submit to members any action that requires members' approval; or (d) Amend or repeal any resolution previously adopted by the board.

The Board of Trustees, by resolution adopted by a majority of the entire board, may:

- (a) Fill any vacancy in any committee;
- (b) Appoint one or more trustees to serve as alternate members of any committee, to act in the absence or disability of members of any committee with all the powers of the absent or disabled members;
- (c) Abolish any committee at its pleasure; and
- (d) Remove any trustee from membership on a committee at any time, with or without cause.

Actions taken at a meeting of any committee shall be reported to the Board of Trustees at its next meeting following the committee meeting; except that, when the meeting of the Board of Trustees is held within 2 days after the committee meeting, the report shall, if not made at the first meeting, be made to the Board of Trustees at its second meeting following the committee meeting.

Officers

6.01 Authorized Officers; Manner of Election and Terms of Office. The Officers of the Corporation shall be a Chair, Membership Co-Chair, Secretary Co-Chair and Treasurer Co-Chair. The Officers shall be elected by majority vote of the Board of Trustees entitled to vote at the annual business meeting of the Board of Trustees. The Officers shall serve three (3) year terms of office. Each officer shall take office upon election and shall hold office until the next annual meeting of the Board of Trustees at which the office is up for election and until a successor has been elected and qualified. If the annual meeting is not held or the officers are not elected at such meeting, the officers may be elected at any special meeting of the Board of Trustees held for that purpose. The Board of Trustees may establish such other officers as are necessary to transact the business of the PCF. It is permissible for two offices shall be held by the same person. In the case that the Membership Co-Chair assumes the office as Chair pursuant to section 5.18, the PCF shall have no Membership Co-Chair until the next election of officers.

6.02 Chair. The Chair, the equivalent of President, shall preside as Chairman at all meetings of the Corporate Members. The Chair shall see that the rules of order and decorum are properly enforced in all deliberations of the PCF, and shall sign the approved minutes of each meeting. The Chair shall have general superintendence and direction of all of the other Officers of the Corporation and shall see that their duties are properly performed. The Chair shall assist the Co-Chairs in the performance of their duties and shall perform such other duties as the Board of Trustees may direct.

6.03 Membership Co-Chair. The Membership Co-Chair, the equivalent of Vice President, shall assist the Chair and other Co-Chairs in the performance of their duties and shall perform such other duties as the Board of Trustees may direct.

6.04 Treasurer Co-Chair. The Treasurer Co-Chair, the equivalent of Treasurer, shall supervise all dues collections and the accounts of the PCF; shall ensure that full and accurate accounting records are maintained at all times; and shall present such reports, including an annual report of the PCF's financial condition, as the Board of Trustees may direct. The Treasurer Co-Chair shall assist the Chair and other Co-Chairs in the performance of their duties and shall perform such other duties as the Board of Trustees may direct.

6.05 Secretary Co-Chair. The Secretary Co-Chair, the equivalent of Secretary, shall keep minutes of all meetings of the Corporate Members; and shall report unfinished business requiring action from prior meetings; shall supervise correspondence of the PCF.

6.06 Other Officers. The Board of Trustees or the Chair may designate such other subordinate officers with such duties as may be necessary or advisable for the conduct of the PCF's affairs.

6.07 Resignations of Officers. Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect from the time the same is received by the PCF, unless some later time is specified in the resignation, and then from that date. The acceptance of a resignation shall not be necessary to make it effective.

6.08 Vacancies in Office. Except as otherwise provided in these Bylaws, vacancies in offices shall be filled by the Board of Trustees. Should the office of Chair become vacant, the Membership Co-Chair shall assume the duties of Chair until a Chair is duly elected by the Board of Trustees.

6.08 Compensation of Officers. Officers of the PCF shall serve without compensation except that they may be reimbursed for reasonable expenses incurred in conducting the business of the PCF subject to the approval of the Board of Trustees.

Indemnification of Officers and Trustees

7.01 The PCF may indemnify a corporate agent [defined in part as any person who is or was a trustee, officer, employee or agent of the indemnifying corporation] against the agent's expenses and liabilities in connection with any proceeding involving the corporate agent because the agent is or was a corporate agent, other than a proceeding by or in the right of the corporation, if: (1) the corporate agent acted in good faith and in a manner which the agent reasonably believed to be in or not opposed to the best interests of the corporation; and (2) with respect to any criminal proceeding, the corporate agent had no reasonable cause to believe the conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the corporate agent did not meet the applicable standards of conduct set forth in this section.

7.02 The PCF may indemnify a corporate agent against the agent's expenses in connection with any proceeding by or in the right of the corporation to procure a judgment in its favor which involves the corporate agent by reason of being or having been the corporate agent, if the agent acted in good faith and in a manner which the agent reasonably believed to be in or not opposed to the best interests of the corporation. However, in the proceeding no indemnification shall be provided in respect of any claim,

issue or matter as to which the corporate agent was liable to the corporation, unless and only to the extent that the Superior Court or the court in which the proceeding was brought shall determine upon application that despite the adjudication of liability, but in view of all circumstances of the case, the corporate agent is fairly and reasonably entitled to indemnity for those expenses as the Superior Court or the other court shall deem proper.

7.03 The PCF shall indemnify a corporate agent against expenses to the extent that the corporate agent has been successful on the merits or otherwise in any proceeding referred to in subsections 7.01 and 7.02 of this section or in defense of any claim, issue or matter therein.

Insurance

8.01 The PCF shall purchase and maintain insurance to the extent required by law on behalf of its Officers, Trustees, employees and other agents, to cover liability asserted against or incurred by any Officer, Trustee, employee or agent in such capacity or arising from the Officer's, Trustee's, employee's or agent's status as such, and whether or not the PCF has the power to indemnify or advance expenses to such person under these Bylaws or applicable law.

Contracts With Trustees and Officers

9.01 No Member of the Board of Trustees or Officer of the PCF, nor any corporation, firm, association or other entity in which one or more of the PCF's Trustees or Officers have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with the PCF, unless:

- (a) the material facts regarding that Trustee's or Officer's financial interest in such contract or transaction or regarding such common Trusteeship, officership or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board of Trustees prior to the Board's consideration of such contract or transaction;
- (b) such contract or transaction is authorized in good faith by a majority of the Board of Trustees by a vote sufficient for that purpose without counting the votes of the interested Trustee(s);
- (c) before authorizing or approving the transaction, the Board of Trustees considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- (d) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.

This section does not apply to a transaction that is part of an educational or charitable program of the Corporation if it

- (a) is approved or authorized by the Corporation in good faith and without unjustified favoritism, and
- (b) results in a benefit to one or more Trustees or Officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of the PCF.

No loan shall be made by the PCF to any of its Officers or Trustees.

Corporate Records, Contracts and Accounts

12.01 **Books and Records.** The PCF shall keep correct and complete books and records of account, and shall keep written minutes of the proceedings of its Corporate Members and/or Participants, Board of

Trustees, and any committees having any of the authority of the Board of Trustees. In addition, the PCF shall keep at its registered office or principal office a record of the names and addresses of its Corporate Members entitled to vote. All books and records of the PCF may be inspected by any Corporate Member and/or Participant, or the Corporate Member's and/or Participant's agent or attorney, for any proper purpose at any reasonable time. Without imposing any duty to provide photocopies of its books and records, the PCF shall be entitled to charge a reasonable fee for providing photocopies of any book or record requested by or on behalf of a Corporate Member and/or Participant.

12.02 Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the PCF in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the PCF.

12.03 Checks. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the PCF, may be signed by any Officer of the Corporation or by any other agent in such manner as shall from time to time be determined by resolution of the Board of Trustees.

12.04 Deposits. All funds of the PCF shall be deposited from time to time to the credit of the PCF in such banks, trust companies or other depositories as the Board of Trustees may select.

Waiver

13.01 Whenever any notice whatsoever is required to be given under the provisions of any statutes or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Amendments

14.01 Any proposed adoption, alteration, repeal or amendment of any provision of these Bylaws shall first be approved by the Board of Trustees. If approved by the Board of Trustees, the proposed bylaw adoption, alteration, repeal or amendment shall be presented to the Corporate Members for approval at the next annual meeting of the Corporate Members or a special meeting called for such purpose. The approval of a majority of the voting Corporate Members at a meeting at which a quorum is present shall be required for the adoption, alteration, repeal or amendment of any bylaw. The Board of Trustees may adopt, alter, amend or repeal the bylaws provided that no such action shall become effective until approved by a majority of the voting Corporate Members.