

CORPORATE RECORDS OF
NEW HOPE CELEBRATES, INC.

INCORPORATED UNDER THE LAWS
OF THE
COMMONWEALTH OF PENNSYLVANIA

Dated: March 10, 2009

LAW OFFICES OF
CURTIN & HEEFNER LLP
250 North Pennsylvania Avenue
Morrisville, Pennsylvania 19067

**BYLAWS
OF
NEW HOPE CELEBRATES, INC.
(a Pennsylvania Non-Profit Corporation)**

ARTICLE I

PURPOSE

1. The purposes of New Hope Celebrates, Inc. (the “Corporation”) are as follows:

(a) To be organized for non-profit, charitable purposes, namely to serve the diverse GLBT populace in and around Bucks County, Pennsylvania, and to support, through various fundraising activities and events, those charitable organizations that serve its community and share its common goals and interests, within the meaning of Sections 501(c)(3) (or corresponding Section of any future Federal Tax Code) of the Internal Revenue Code of 1986, as amended, or any successor law, and rules and regulations issued by the IRS pursuant to the Internal Revenue Code or any successor law (the “Code”).

(b) To do any and all other acts and things and to exercise any and all powers which are made now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the Commonwealth of Pennsylvania, Section 501(c)(3) of the Code, and for the purpose of accomplishing any other purposes of the Corporation.

(c) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its Directors, Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the Corporation shall be for carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(d) Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code (or corresponding Section of any future Federal Tax Code) or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or corresponding Section of any future Federal Tax Code).

(e) In the event of dissolution of the Corporation, no Director or Officer shall be entitled to any distribution or division of its remaining property or proceeds, and the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the Federal government, or to a state or local government for a public purpose. See also Article XV, Paragraph 1.

ARTICLE II

OFFICES

1. The registered office of the Corporation shall be at 144 Old York Road, New Hope, Pennsylvania 18938.
2. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the Corporation may require.

ARTICLE III

SEAL

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 IV

MEMBERS

1. The Corporation shall have no members.

ARTICLE V

DIRECTORS

1. The business and affairs of this Corporation shall be managed by its Board of Directors, four (4) in number, who shall be natural persons of full age and who need not be residents of this Commonwealth. They shall be elected at the annual meeting of the Board of Directors of the Corporation, and each Director shall be elected for a two (2) year term and until his/her successor shall be elected and shall qualify.
2. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles or by these By-Laws directed or required to be exercised or done. The Board of Directors may elect to hire outside accountants, attorneys, or public relations professionals.
3. The meetings of the Board of Directors may be held at such times and at such place or places within this Commonwealth or elsewhere, as a majority of the Directors may from time to time appoint, or as may be designated in the notice calling the meeting.

4. Written or personal notice of every meeting of the Board of Directors shall be given to each Director at least days ten (10) prior to the day named for the meeting.

5. A majority of the Directors in office shall be necessary to 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. 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 shall be signed by all of the Directors in office and shall be filed with the Secretary of the Corporation.

(a) In the event of a tie, the President of the Corporation shall cast his/her vote as the tiebreaker at meetings of the Board of Directors.

(b) Directors and the President may fully participate and vote in Board of Directors meetings via telephone or video conference, and may vote via email.

(c) If any Directors or the President are unable to participate in a Board of Directors meeting in person or via telephone or video conference, he/she may vote by proxy.

6. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish one or more committees to consist of one or more Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board of Directors or in the By-Laws, shall have and may exercise all of the powers and authority of the Board of Directors, except that no such 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 the By-Laws;

(c) The amendment or repeal of any resolution of the Board of Directors; or

(d) Action on matters committed by the By-Laws or resolution of the Board of Directors to another committee of the Board of Directors.

7. 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, she, 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. Each committee of the Board of Directors shall serve at the pleasure of the Board of Directors.

8. The entire Board of Directors or any individual Director, may be removed from office without assigning any cause by the majority vote of the Board of Directors members which all members present would be entitled to cast at any annual or other regular election of the Directors. In the event that the Board of Directors or any one or more Directors are so removed, new Directors may be elected at the same meeting.

9. The Board of Directors may declare vacant the office of a Director if he/she is declared of unsound mind by an order of court or is convicted of felony, or if within sixty (60) days after notice of his/her selection, he/she 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 the By-Laws may specify.

10. A Director of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his/her duties as a Director, including his/her duties as a member of any committee of the Board of Directors upon which he/she may serve, in good faith, in a manner he/she 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/her 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 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) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person.

(c) A committee of the Board of Directors upon which he/she does not serve, duly designated in accordance with law, as to matters within its designated authority, which the Director reasonably believes to merit confidence.

(d) A Director shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.

(e) 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, upon suppliers and customers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section.

(f) 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.

A Director of the Corporation shall not be personally liable for monetary damages as such 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/her office under this section; and

(b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this section 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.

11. Directors as such, shall not receive any stated salary for their services, but by resolution of the Board of Directors, a fixed sum and 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 contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE VI

OFFICERS

1. The Executive Officers of the Corporation shall be chosen by resolution of the Board of Directors, and shall be a President, Vice President – Development, Treasurer/Vice President – Finance, Vice President – Marketing, and such other Officers and assistant Officers as the needs of the Corporation may require. The Board of Directors shall elect one of the Vice Presidents, other than the Treasurer/Vice President – Finance, to also serve as the corporate Secretary. The Officers shall be natural persons of full age. The President shall not be a Director and shall hold his/her office for a term of three years and shall have such authority and shall perform such duties as are provided by the By-Laws and as shall from time to time be prescribed by the Board of Directors. All Officers other than the President shall hold their offices for a term of two years and shall have such authority and shall perform such duties as are provided by the By-Laws and as shall from time to time be prescribed by the Board of Directors. The Board of Directors may secure the fidelity of any or all such Officers by bond or otherwise.

2. Any Officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

3. The President shall be the Chief Executive Officer of the Corporation; he/she shall preside at all meetings of the Directors; he/she shall have general and active management of the affairs of the Corporation; shall see that all orders and resolutions of the Board of Directors are carried into effect, subject, however, to the right of the 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. He/she shall execute bonds, mortgages and other documents requiring a seal, under the seal of the Corporation. He/she shall be EX-OFFICIO member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.

4. The Vice Presidents shall perform such duties and have such authority as from time to time may be prescribed by the Directors or the President. In the absence of the President, any Vice President, as designated by the Board of Directors, shall perform the duties designated to the President.

5. The Secretary shall attend all meetings of the Board of Directors and act as clerk thereof, and record all the votes of the Corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. He/she shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he/she shall be. He/she shall keep in safe custody the corporate seal of the Corporation, and when authorized by the Board of Directors, affix the same to any instrument requiring it.

6. The Vice President – Development shall have general and active management of all matters relating to the development of the Corporation and its projects. The Vice President – Development shall be responsible for maintaining, improving, and expanding the activities of the Corporation based on its mission and overall purpose and as otherwise directed by the President.

7. The Treasurer/Vice President – Finance shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall keep the monies of the Corporation in a separate account to the credit of the Corporation. He/she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board of Directors, or whenever they may require it, an account of all his/her transactions as Treasurer/Vice President – Finance and of the financial condition of the Corporation.

8. The Vice President – Marketing shall have general and active management of all marketing matters. The Vice President – Marketing shall be responsible for marketing the Corporation to the public and as directed by the President. The Vice President – Marketing shall work with the Treasurer/Vice President – Finance in coordinating fundraising efforts.

ARTICLE VII

VACANCIES

1. If the office of any Officer or agent, one or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

2. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of Directors, shall be filled by a majority of the remaining members of the Board of Directors, though less than a quorum, and each person so elected shall be a Director until his/her successor is elected by the Directors, who may make such election at the next annual meeting, or at any special meeting duly called for that purpose and held prior thereto.

ARTICLE VIII

BOOKS AND RECORDS

1. The Corporation shall keep an original or duplicate record of the proceedings of the Board of Directors, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the Corporation, and an original or a duplicate Board of Directors register, giving the names of the Board of Directors members, and showing their respective addresses. 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.

2. Every Board of Directors member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the books and records of account, and records of the proceedings of the Board of Directors and committees, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a Board of Directors member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the Board of Directors member. The demand under oath shall be directed to the Corporation at its registered office in this Commonwealth or at its principal place of business wherever situated.

ARTICLE IX

TRANSACTION OF BUSINESS

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 a 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.

2. The Board of Directors shall approve an annual budget and the disbursement of annual net proceeds to as many as three (3) beneficiary organizations.

3. Whenever the lawful activities of the Corporation involve among other things the charging of fees or prices for its services or products, it shall receive and distribute such monies solely in compliance with the requirements of tax-exempt entities formed under section 501(c)(3) of the Code. All incidental profits shall be applied to the maintenance and operation of the lawful activities of the Corporation, as permitted by section 501(c)(3) of the Code, and in no case shall be divided or distributed in any manner whatsoever among the members of the Board Directors or Officers of the Corporation.

4. All checks or demands for money and notes of the Corporation shall be signed by the Treasurer/Vice-President and such Officer as the Board of Directors may from time to time designate.

ARTICLE X

ANNUAL REPORT

1. The Board of Directors shall present annually a report, verified by the President and Treasurer/Vice-President, 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; and

(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.

(e) That the report was filed within the minutes of the meeting of the Board of Directors.

ARTICLE XI

NOTICES

1. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by email, to his/her address appearing on the books of the Corporation, or, in the case of Directors, supplied by him or her to the Corporation for the purpose of notice. If the notice is sent by mail or by email, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with an email transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these By-Laws. When a special meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

2. Whenever any written notice is required to be given under the provisions of the statute or the Articles or By-Laws of this Corporation, 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. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of the Board of Directors such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person 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 XII

MISCELLANEOUS PROVISIONS

1. The fiscal year of the Corporation shall begin on the first calendar day of January.
2. One or more persons may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
3. The Corporation shall continue to be organized on a nonstock basis.

ARTICLE XIII

INDEMNIFICATION

1. The Corporation shall indemnify each of its Directors, Officers, and employees whether or not then in service as such (and his/her executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he/she is or was a Director, Officer or employee of the Corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which he/she has been adjudged liable to the Corporation for negligence or misconduct in the performance of his/her duties, or was derelict in the performance of his/her duty as Director, Officer or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his/her office or employment. The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement. The right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such Director, Officer or employee may be entitled.

ARTICLE XIV

AMENDMENTS

1. By-Laws may be adopted, amended or repealed by the vote of the Board of Directors entitled to cast at least a majority of the votes which all Board of Directors members present are entitled to cast thereon at any regular or special meeting duly convened after notice to the Board of Directors members of that purpose.

ARTICLE XV

DISSOLUTION

1. Upon the dissolution of the Corporation, the Corporation's assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future tax code, or shall be distributed to another charitable organization or to a local government body for a public purpose. Transfer of assets will be done only after a vote of the Board of Directors at a duly called meeting.

2. See also Article I, Paragraph 1(e).

ARTICLE XVI

CONFLICTS OF INTEREST

1. The purpose of this conflicts of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

2. Definitions.

(a) Interested Person: Any Director, Officer, or member of a committee with Board of Directors delegated powers, who has a direct or indirect financial interest, as defined below, is an Interested Person.

(b) Financial Interest: A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family:

i. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

ii. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

iv. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A Financial Interest is not necessarily a conflict of interest. Under Article XVI, Paragraph 3(b), a person who has a Financial Interest may have a conflict of interest only if the appropriate Board of Directors or committee decides that a conflict of interest exists.

3. Procedures.

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board of Directors delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person,

he/she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Directors or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest

i. An Interested Person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

ii. The President or committee chairperson shall, if appropriate, appoint a non-Interested Person or committee to investigate alternatives to the proposed transaction or arrangement.

iii. After exercising due diligence, the Board of Directors or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy

i. If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. Records of Proceedings.

(a) The minutes of the Board of Directors and all committees with Board of Directors delegated powers shall contain:

i. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present,

and the Board of Directors's or committee's decision as to whether a conflict of interest in fact existed.

ii. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. **Compensation.**

(a) A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

6. **Annual Statements.** Each Director, principal Officer and member of a committee with Board of Directors delegated powers shall annually sign a statement which affirms such person:

(a) Has received a copy of the conflicts of interest policy,

(b) Has read and understands the policy,

(c) Has agreed to comply with the policy, and

(d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

7. **Periodic Reviews.** To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect

reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

8. Use of Outside Experts. When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.