

THE LANDS AT HILLSIDE FARMS
A Pennsylvania Nonprofit Corporation

Bylaws
(Nonmembership)

ARTICLE 1

PURPOSES

1.1 The purposes of the Corporation are exclusively charitable in that the Corporation is a historic, educational, dairy farm that teaches healthy, practical, and sustainable life choices so those born 200 years from now may have access to the same or better resources and opportunities. In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE 2

OFFICES

2.1 Registered Office. The registered office of the Corporation shall be at such location in Pennsylvania as the Directors may from time to time determine.

2.2 Other Offices. The Corporation may also have offices at such other places as the Directors may select and the business of the Corporation shall require.

ARTICLE 3

MEMBERS

3.1 Membership Corporation. The Corporation shall have no members.

3.2 Honorary Titles. The Board may create such classes of "membership," such as contributing members or honorary members, as the Directors see fit, but such persons shall not have the rights of members under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "Act").

ARTICLE 4

BOARD OF DIRECTORS

4.1 Powers. The Board of Directors shall have full power to conduct, manage and direct the business and affairs of the Corporation and all powers of the Corporation are hereby granted to and invested in the Board, except as otherwise directed by the Bylaws or a resolution duly adopted by the Board of Directors.

4.2 Qualifications of Directors. Each Director shall be an individual of at least 18 years of age, who need not be a resident of Pennsylvania.

4.3 Number, Election, Term. The Board of Directors shall consist of not fewer than three (3) and no more than nine (9) persons. Each Director shall hold office for a term of one (1) year and until any successor shall have been elected and qualified or until the earlier of his or her death, resignation, or removal.

4.4 Resignation. A Director of the Board of the Corporation may resign at any time by giving written notice to the Chairperson or the Secretary of the Corporation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.5 Removal. Any Director may be removed from the Board, with or without assignment of any cause, by a vote of the majority of the Board at any duly convened meeting of the Board, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

4.6 Vote. Each Director shall be entitled to one (1) vote.

4.7 Evaluation. Annually, the Board of Directors shall evaluate the performance and availability of each Director and the composition of the Board in terms of the skills, experience, and contribution of each Director so as to identify ways in which the Board may improve its effectiveness by the selection of new Directors and otherwise. Annually, and occurring at the time of the last quarterly Regular Meeting, each Director shall be requested to evaluate his or her availability and commitment to attend in person and participate in at least two (2) quarterly meetings in the succeeding year. Any Director who is unable to commit and to attend and participate in person in at least two (2) quarterly meetings in the succeeding year may be removed from the Board in accordance with Section 4.6 herein.

4.8 Quorum. A majority of all Directors shall constitute a quorum of the Board, and the acts of a majority of the Directors present at a duly convened meeting at which a quorum is present shall be the acts of the Board, unless a greater number is required by the Act or these Bylaws.

ARTICLE 5

GENERAL POWERS AND MANAGEMENT

5.1 General Powers and Management. There shall be no officers of the Corporation. Management of the property and affairs of the Corporation shall be determined by the Board by resolution or order of the Board or as otherwise provided by these Bylaws.

5.2 Positions, Election, Term. The Board may elect from the members of the Board a Chairperson of the Board, a Vice Chairperson of the Board, a Secretary and a Treasurer, each of whom shall be elected annually by the Board and shall hold such position until the first Regular Meeting of the Board of the succeeding year and until his or her successor shall have been elected and qualified or until his or her earlier death, resignation or removal.

5.3 Chairperson. The Chairperson of the Board, or in his or her absence, the Vice Chairperson of the Board, shall preside at all meetings of the members of the Board and shall perform such other duties as may from time to time be requested of him or her by the Board.

5.4 Vice Chairperson. The Vice Chairperson of the Board shall perform the duties of the Chairperson in his or her absence and any such other duties as may from time to time be assigned to him or her by the Board or by the Chairperson of the Board.

5.5 Secretary. The Secretary shall assure that Minutes are prepared and maintained for all meetings of the Board; shall record all of the votes of the Directors and the Minutes of the meetings of any Committees of the Board in a book or books to be kept for that purposes; shall see that notices are given and records and reports are properly kept and filed by the Corporation as required by law; and in general shall perform all duties incident to the role as Secretary and such other duties as may from time to time be assigned to him or her by the Board or the Chairperson of the Board.

5.6 Treasurer. The Treasurer shall have or provide for the custody of funds or other property of the Corporation and shall keep accurate accounts of the receipts and disbursements of the Corporation; shall deposit all funds in his or her custody as Treasurer in such banks or other placed of deposits as directed by the Board; shall render an account showing his or her transactions as Treasurer and the financial condition of the Corporation as requested, but not less than annually, and perform such other duties as may be prescribed by the Board or by the Chairperson.

5.7 Resignations and Removal. The Chairperson, Vice Chairperson, Secretary or Treasurer may resign at any time by giving written notice to the Board or to the Chairperson or Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, unless

otherwise specified therein. The acceptance of such resignation shall not be necessary to make it effective. The Chairperson, Vice Chairperson, Secretary or Treasurer may be removed from such position either for or without cause by the Board whenever in the judgment of the Board, the best interest of the Corporation will be served thereby. A vacancy in the position of Chairperson, Vice Chairperson, Secretary or Treasurer because of death, resignation, removal, disqualification or any other cause shall be filled by the Board or any Committee established by the Board to which the power to fill such vacancy has been delegated, as the case may be, and shall fill the same for the unexpired portion of the term.

ARTICLE 6

COMMITTEES

6.1 Establishment. The Board may 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, shall have any may exercise any of the powers and authority of the Board, except that no committee shall have any power or authority as to the following:

- (a) The filling of vacancies on the Board.
- (b) The adoption, amendment or repeal of the Bylaws.
- (c) The amendment or repeal of any resolution of the Board.
- (d) Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

If any person who is not a Director is appointed to any committee of the Board, such non-Director shall no right to vote on any question that would create a binding obligation of the Corporation.

6.2 Appointment of Committees. Unless otherwise determined by the Board [or set out in these Bylaws], the President shall appoint members of all committees.

6.3 Creation and Composition of Advisory Boards. The Corporation may, in its discretion, establish Advisory Boards that may include persons who are not Directors. Such Advisory Boards shall have no power to bind the Corporation and shall have only other such responsibilities and duties as are delegated to them by the Board or the President.

ARTICLE 7

MEETINGS AND NOTICE

7.1 Organization. At every meeting of the Board, the Chairperson of the Board, or in the case of a vacancy in the office or the absence of the Chairperson of the Board, the Vice Chairperson of the Board or a Chairperson as chosen by a majority of the Directors present, shall preside and the Secretary, or in the absence of the Secretary, any person appointed by a Chairperson of the meeting, shall act as Secretary.

7.2 Regular Meetings. Regular Meetings of the Board shall be held quarterly each year during the months of March, June, September and December. At Regular Meetings, the Board of Directors shall transact such business as may be properly brought before the meeting. Notice of Regular Meetings need not be given. At the final quarterly meeting each year, such time and place shall be designated and fixed for all meetings in the succeeding year.

7.3 Special Meetings. Special Meetings of the Board shall be held whenever called by the Chairperson or at least two (2) of the Directors serving at any time. Notice of such special meeting shall be given to each Director at least twenty-four (24) hours in the case of notice by telephone or forty-eight (48) hours in the case of notice by email or five (5) days in the case of notice by U.S. first class mail before the time at which such Special Meeting is to be held. Every notice shall state the time and place of the Special Meeting.

7.4 Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at a meeting shall constitute a waiver of notice, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

7.5 Unanimous Consent in Lieu of Meeting. Any action which may be taken at a meeting of the Board 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 of the Board and shall be filed with the Secretary of the Corporation. A consent bearing a facsimile or electronic mail version of a Director's signature shall have the same force and effect as though bearing the Director's original signature.

7.6 Director Participation in Meetings. A Director may participate in any duly convened meeting of the Board by means of telephone conference, video conference, or other similar means of communication by which all Directors present and participating in the meeting can hear each other.

ARTICLE 8

LIABILITY AND INDEMNIFICATION

8.1 General Rule. A Director shall not be personally liable for monetary damages as Director for any action taken, or any failure to take any action, unless:

(a) the director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 5712 of the Act and any amendments and successor acts thereto; and

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

Provided, however, the foregoing provisions 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.

8.2 Indemnification. The Corporation shall indemnify any Director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Corporation) (a "Proceeding") by reason of the fact that such person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for-profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take any action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Corporation, indemnification shall not be made under the section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

8.3 Procedure. Unless ordered by a court, any indemnification under Section 8.2 or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

(1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; or

(2) if such a quorum is not obtainable or if obtaining and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

8.4 Advancement of Expenses. The Corporation shall advance expenses incurred by a or Director who may be eligible for indemnification pursuant to this Article in defending a Proceeding unless such Proceeding is brought against the person by or in the right of the Corporation, and may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

8.5 Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be a Director of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

8.6 Other Rights. This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.

ARTICLE 9

AMENDMENTS

9.1 The Articles of Incorporation of the Corporation and the Bylaws may be amended by a majority of all Directors at any duly convened meeting of the Directors after notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

ARTICLE 10

MISCELLANEOUS

10.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September.

10.2 Conflicts of Interest. The Board shall adopt a policy on dealing with conflicts of interest.

10.3 Headings. In interpreting these Bylaws, the headings of Articles shall not be controlling.

10.4 Bond. If required by the Board, any person shall give bond for the faithful discharges of his or her duty in such sums and with such surety as the Board shall determine.

10.5 Subventions. The Corporation shall be authorized, by resolution of the Directors, to accept subventions on terms and conditions not inconsistent with the Act and to issue certificates therefor.

10.6 Corporate Seal. The corporate seal of the Corporation shall be in circular form and shall bear the name of the Corporation and the words "Corporate Seal, Pennsylvania 2005."

Adopted: _____