

AMENDED AND RESTATED BY-LAWS
OF
INSTITUTE FOR HUMAN RESOURCES AND SERVICES,
A NON-PROFIT CORPORATION

ARTICLE I – INTRODUCTORY

1. These By-Laws constitute the Code of Rules adopted by Institute for Human Resources and Services for the regulation and management of its affairs.
2. This corporation will have the purposes or powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted hereafter by the Non-Profit Corporation Law of 1972 of the Commonwealth of Pennsylvania, or any successor legislation.
3. The primary purpose of this corporation is to operate a non-profit center that provides residential services to individuals with intellectual and developmental disabilities and a non-profit center that also provides foster and adoption services.

ARTICLE II – OFFICES AND AGENCY

1. The principal place of business of this corporation in Pennsylvania will be located at 250 . Pierce Street, Suite 301, Kingston, PA 18704. . In addition, the corporation may maintain other offices, either within or without the Commonwealth of Pennsylvania, as its business requires.

The location of the registered offices of this corporation is stated in the Articles of Incorporation. Such office will be continuously maintained in the Commonwealth of Pennsylvania for the duration of this corporation. The Board of Directors may, from time to time, change the address of its registered office by duly adopted Resolution, and amend its Articles or file the appropriate statement with the Department of State.

ARTICLE III - MEMBERSHIP

1. This corporation is organized on a non-member basis and all of the powers, duties and obligations of this corporation shall be exercised by the Board of Directors, officers, and other body in accordance with the provisions of these By-Laws.

ARTICLE IV – DIRECTORS

1. The business and affairs of this corporation shall be managed by its Board of Directors. The number of Directors of this corporation will not be less than one (1) at any time. Directors shall be natural persons of full age who need not be residents of this Commonwealth. The Directors constituting the first Board of Directors as named in the minutes of the organization meeting shall hold office for a term of one (1) year until their successors shall be elected and qualified. Such election shall be in accordance with the provisions of these By-Laws.
2. Directors shall be elected in the following manner: At the annual meeting of the Board of Directors, or a special meeting called for the purpose of electing a Board of Directors, each director elected at the previous annual or special meeting called for that purpose who has neither resigned nor been removed for cause shall have one vote which he or she shall be entitled to cumulate in accordance with the rules of cumulative voting commonly found in stock corporations. The annual election of directors shall then be conducted as though there were shares outstanding equal to the number of incumbent directors, with each director holding one such share.
3. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of directors, will be filled by the vote of directors entitled to cast a majority of the votes which all directors are entitled to cast. The new director so directed will serve the unexpired term of the predecessor in office.
4. Meetings of the Board of Directors, regular or special, will be held at the registered office of the corporation, or at such other place within or without the Commonwealth of Pennsylvania, as provided, or at such place or places as the Board of Directors shall designate by resolution duly adopted.
5. Regular meetings of the Board of Directors will be held on a quarterly basis at a time agreed upon by all directors. This provision of the By-Laws constitutes notice to all directors of regular meetings for all years and instances and no further notice is required, although such notice may be given

6. Special meetings of the Board of Directors may be held upon twenty-four (24) hours' notice to each director by or at the direction of the President, or the Secretary or the directors calling the meeting. Such notice may be oral or written, and if mailed, such notice will be deemed to be delivered at 9 o'clock a.m. on the third calendar day following the day on which the notice was deposited in the United States mail by registered or certified mail, addressed to the director at his address as it appears on the records of this corporation, or at his then residence address if no such mailing address appears on the records of this corporation with postage prepaid. If oral, the Secretary of the corporation shall execute an affidavit stating the time and manner of such oral notification. Such affidavit shall be appended to the minutes of the meeting. Such notice need not state the business to be transacted at, nor the purpose of such meeting.
7. A special meeting of the Board of Directors may be called by either the President or the Secretary or by any two members of the Board of Directors.
8. Attendance of a director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.
9. A majority of the directors then serving in office will constitute a quorum. The act of a majority of the quorum will be the act of the Board of Directors, unless a greater number is required under the provisions of the Non-Profit Corporation Law of 1972, the Articles of Incorporation of this corporation, or any provision of these By-Laws.
10. 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 actions so taken shall be signed by all of the directors in office and shall be filed with the Secretary of the corporation.
11. The Board of Directors shall have the authority to fix the compensation of directors for their services as such, and the director may also be a salaried officer of the corporation.
12. The entire Board of Directors, or a class of the Board, where the Board is classified with respect to the power to select directors, or any individual director may be removed from office without assigning any cause by the vote of a two-thirds (2/3) majority of the directors. In case the Board or such a class of the Board, or any one or more directors, are so removed, new directors may be elected at the same meeting or the vacancy may remain until the next annual meeting of the Board.

ARTICLE V – OFFICERS

1. The executive officers of the corporation shall be chosen by the Board of Directors, and shall be a President, Vice-President, Secretary, Treasurer and such other officers and assistant officers as the needs of the corporation may require. The President and Secretary shall be natural persons of full age; the Treasurer, however, may be a corporation, but if a natural person, shall be of full age. They shall hold their offices for a term of one (1) year 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. It shall not be necessary for the officers to be Directors, and any number of offices may be held by the same person. 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 members and Directors; he or she shall have general and active management of the affairs of the corporation; shall see that all orders and resolutions of the Board 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 a member of all committees and shall have the general powers and duties of supervision and management usually vest in the office of President.
4. The Vice-President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as he or she may be required to do from time to time.
5. The Secretary shall attend all sessions of the Board 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 or 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 the President, under whose supervision he or she shall be. He or She shall keep in safe custody the corporate seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it.
6. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of all 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 or She shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation.

7. 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.

ARTICLE VI – BOOKS AND RECORDS

1. The corporation shall keep an original or a duplicate record of the proceedings of the members and the Directors, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the corporation. The corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the corporation in this Commonwealth, or at its principal place of business wherever situated.
2. Every member of the Board of Directors 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 proceedings of the Board of Directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a Director. 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 authorized the attorney or other agent to so act on behalf of the 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 VII – TRANSACTION OF BUSINESS

1. Whenever the lawful activities of the corporation involve, among other things, the charging of fees or prices for its services or products, it shall have the right to receive

such income, and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the Directors or officers of the corporation in such a manner as to be the substantial equivalent of a dividend. However, it is not intended by this paragraph to limit in any fashion the distribution of funds of the corporation to either Directors or officers for services rendered, or in any other way which would be properly deductible to the corporations under the applicable sections of the Internal Revenue Code.

2. All checks or demands for money and notes of the corporation shall be signed by such officers or officers as the Board of Directors may from time to time designate.

ARTICLE VIII – ANNUAL REPORT

1. The Board of Directors shall present annually to the members a report, verified by the President and Treasurer, showing in appropriate detail the following:
 - (a.) The assets and liabilities 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 during the year immediately preceding the date of the report.
 - (c.) The revenue or receipts of the corporation for the year immediately preceding the date of the report.
 - (d.) The expenses or disbursements of the corporation during the year immediately preceding the date of the report.

ARTICLE IX – 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, charges prepaid, to his address appearing on the books of this corporation, or, to his residence address if no such mailing address appears on the books of the corporation. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail for 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. 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 X – MISCELLANEOUS PROVISIONS

1. One or more persons may participate in a meeting of the Board 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.

ARTICLE XI – AMENDMENTS

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

ARTICLE XII – DISSOLUTION STATEMENT

1. Upon the dissolution or sale of the corporation, The Institute for Human Resources and Services, Inc., the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the

corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Luzerne County, which is the county in which the principal office of the Institute for Human Resources and Services, Inc. is located, exclusively for such purposes as said Court shall determine, which are organized and operated exclusively for such purposes.

Date approved: June 24, 2014

A handwritten signature in black ink, appearing to read "Robert Kotsull", is written over a horizontal line. The signature is stylized and cursive.

Robert Kotsull, Secretary