[As of May 9, 2017]

AMENDED AND RESTATED
BY LAWS OF THE NEIGHBORHOOD CLUB OF BALA CYNWYD

This organization, established in 1906 and chartered in 1912 as "The Neighborhood Club" and thereafter known as "The Neighborhood Club of Bala Cynwyd", hereby adopts the following By Laws:

ARTICLE I - MEMBERSHIP

1. Mission Statement and Objective. The mission of The Neighborhood Club of Bala Cynwyd is the promotion of good fellowship, the mutual welfare of its voting members and the conservation of local interests, the promotion of civic welfare and to make still more binding the friendly feeling of the Community (From the 1912 Neighborhood Club Directory). The primary objective of The Neighborhood Club of Bala Cynwyd is the preservation of the residential character of Bala Cynwyd. (1992) (Amended 2017)

2. General Membership. The membership of The Neighborhood Club of Bala Cynwyd (hereinafter "Club") shall consist of (i) Individual Members; (b) Household Members; and (c) Supporting Members. (Amended 2017)

   An "Individual Member" is an individual at least 18 years of age whose legal residence or domicile is within the Boundaries of Bala Cynwyd and who has paid the then current Individual Member annual dues of the Club. Each Individual Member shall have one (1) vote in the Club. If an Individual Member resides in a house, apartment or condominium unit which is a Household Member, the vote of the Household Member shall subsume he vote of the Individual Member so that there shall be only one (1) vote for the house, apartment or, condominium unit irrespective of the number of Individual Members residing in that house, apartment or condominium unit.

   A "Household Member" is a house, apartment or condominium unit (i) within the Boundaries of Bala Cynwyd, (ii) occupied by one or more individuals whose legal residence or domicile is within the Boundaries of Bala Cynwyd; and (iii) for which the then current annual Household Member dues of the Club have been paid. Each Household Member shall have one (1) vote in the Club which may be cast by that individual whose legal residence or domicile is within the Boundaries of Bala Cynwyd and whom the Household Member has designated in a written notice to the Club given before any meeting when the vote of the Household is to be cast. There shall be no more than one (1) vote for any Household Member irrespective of the number of Individual Members in the house, apartment or condominium unit. The Board of Directors shall have the right to establish from time to time rules governing the process of verification of membership and voting status for any Member.

A "Supporting Member" is any of the following for whom or for which the then current annual Supporting Member dues of the Club have been paid: (a) a business (including, without limitation, sole proprietorship, partnership, corporation, limited liability company or unincorporated association), association, professional service provider, institution, trust, group, agency, association, society or other organization of any kind regardless of whether it is located in the Boundaries of Bala Cynwyd; (b) an individual whose legal residence or domicile is not within the Boundaries of Bala Cynwyd, or (c) a house, apartment or, condominium unit not located within the Boundaries of Bala Cynwyd. A Supporting Member shall not have a vote in the Club.

For purposes of these By Laws, "Boundaries of Bala Cynwyd" means the area defined on Exhibit "A" attached hereto and who pay the annual dues required by these By Laws.

Any member may be suspended or expelled by a two thirds vote of the entire membership of the Board of Directors for any act or conduct which the Board deems injurious to the interests, or hostile to the objectives of, the Club and finds the member guilty of same, provided that one (1) month's previous notice in writing has been given the member, together with a copy of the charges, and the opportunity afforded for a hearing before the Board of Directors of the Club, if the member so desires. (1985, amended 1992, amended 2013)

3. Honorary Membership. The honorary membership of the Club shall consist of such persons as the Board of Directors may elect. Each honorary member shall be entitled to all the privileges of membership in the Club except holding office and voting, and they shall not be required to pay dues. (1985, amended 2013)

4. Dues. The annual dues for each category of membership shall be fixed by the Board of Directors, provided, however, that notice in writing must be mailed to the membership at least one (1) month prior to the effective date of any increase. The Club's fiscal year shall commence on January 1st. (1985, amended 2013)

ARTICLE II - GENERAL MEMBERSHIP MEETINGS

1. Regular and Annual Meetings. There shall be as many meetings of the members of the Club as the Board of Directors may deem desirable and necessary to fulfill the purposes of the Club, but there shall be at least one (1) meeting of the general membership of the Club each year, which shall be the Annual Meeting in the fourth quarter of each calendar year on a date to be fixed by the Board of Directors. Notice of the time and place of all general membership meetings shall be mailed at least five (5) days prior thereto to all members who have paid the annual dues, except that the notice of the Annual Meeting shall be given at least ten (10) days prior thereto to all members who have paid the annual dues. (1985, amended 1992)

2. Annual Meeting Agenda. The business at each Annual Meeting shall include:

(a) The reading of the minutes of the last general meeting and of any special meeting held subsequent thereto.

(b) Report of the President.

(c) Report of the Treasurer.

(d) Report of the Standing Committees.

(e) Report of the Special Committees.

(f) Election of Officers and Directors.

(g) New Business. (1985)

3. Special Meetings. The President or five (5) members of the Board of Directors may call a special meeting of the members at any time, and upon the request in writing of fifty (50) members, the President shall convene a special meeting. This request, and any notice of special meetings, shall state the object for which the meeting is called, and at the special meeting no subject not so stated shall be considered. Notice of any special meeting shall be mailed at least five days prior thereto to all members who have paid the annual dues. (1985, amended 1992).

4. Quorum. Twenty (20) members present shall constitute a quorum at all meetings of the members. In the absence of a quorum, the members present may adjourn the meeting without additional written notice of a date of reconvening, other than the oral announcement of the date for reconvening given at the adjourned meeting. (1985, amended 1992).

5. Voting Rights. Only members who have a vote and are present at a Membership Meeting shall be entitled to vote. No proxies shall be permitted. (1992, amended 2013)

ARTICLE III - NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

1. Eligibility and Term. A candidate for election or, pursuant to Article IV, Section 4, appointment as an officer or a director must be at the time of election either (a) an Individual Member, or (b) the individual whom a Household Member shall have last designated to cast the vote of such Household Member. Officers and directors must continue to be members in good standing during their respective terms of office. For purposes of the preceding sentence "member in good standing" shall require the individual to remain either an Individual Member or the individual designated by a Household Member to cast the vote of such Household Member. The elected officers of the Club shall consist of a President, a Vice President, a Secretary, a Treasurer and a Solicitor (the Solicitor must be a member of the Bar of the Supreme Court of Pennsylvania). Each officer shall serve for a term of one

year and shall be elected at the Annual Meeting. Fourteen directors shall be elected to serve for two-year terms, on a staggered basis with seven directors to be elected at each annual meeting. The immediate past President of the Club shall be an officer of the Club (with the title of Immediate Past President) until replaced in such capacity upon the retirement of the successor President, who shall then in turn assume the office of Immediate Past President. Officers and directors shall assume their respective offices on January 1 following their election. No person shall simultaneously hold more than one office in the Club. (1985, amended 1992, 2001 and 2013)

2. Nominating Committee. At the first regular meeting of each fiscal year, the President shall appoint a Nominating Committee consisting of at least five (5) members, the chairman of which shall be the immediate past president or another past president. (1985, amended 1992)

3. Nomination Report and Notice. The Nominating Committee shall report to the Board of Directors in September of each year the nominees selected for officers and directors of the Club. The names of the nominees for the respective offices shall be sent to each member in the notice of the Annual Meeting required in Article II, Section 1 above. Additional written nominations for any office signed by at least ten members of the Club may be made by delivery of said nominations to the secretary at least forty eight (48) hours prior to the Annual Meeting. (1985, amended 1992)

4. Election Process. At the Annual Meeting, if there is a contest for any office or directorship, the President shall appoint a judge and two tellers of election. The election shall then proceed by written ballot to be furnished by the Secretary containing a list of all offices to be filled, and the names of all the qualified candidates nominated therefor. No person shall be a nominee for more than one (1) office at any one Annual Meeting. The candidate having the highest number of votes shall be elected. When only one candidate has been nominated for each office, election may be made by acclamation, and ballots omitted. (1985)

5. Voting Rights. Only members present at the election shall be entitled to vote. No proxies shall be permitted. (1985)

6. Election Results. After the election has been closed, by vote of the meeting, and votes counted, the Judge shall report the results to the meeting and the same shall be entered in the minutes. (1985)

ARTICLE IV - BOARD OF DIRECTORS

1. Composition. The Board of Directors shall consist of the fourteen (14) Directors, the President, the Vice-President, the Secretary, the Treasurer, the Solicitor and the Immediate Past President, each of whom shall be either (a) an Individual Members or (b) that individual last designated pursuant to these By Laws to cast the vote of a Household Member. (1985, amended 2001 and 2013)

2. Meetings. The Board of Directors shall meet regularly at such times and places as the Board shall from time to time designate, notice of which shall be given by the President or Secretary at least three (3) days in advance to all board members. Special meetings of the Board may be called at any time by the President or by a minimum of five (5) members of the Board of Directors upon similar notice. At any meeting of the Board of Directors, seven officers and directors shall constitute a quorum. Meetings may be conducted by telephone or by any other electronic means as is permitted by law. (1985, amended 1992)

3. Authority. The Board of Directors shall have the power generally to manage the affairs of the Club, including authority, either directly or through the representatives appointed for the purpose, to act or direct action on behalf of the Club in all community matters, such as zoning, transportation, public welfare and the like. (1985)

4. Vacancies. In the event of a vacancy occurring for any Board position, the Board of Directors shall fill the vacancy until the next Annual Meeting. In the event of the absence, without due cause, of any officer or Board member from three (3) Directors' meetings during a fiscal year, then the Board, at its next regular meeting, shall determine whether or not to declare the office vacant. In order to so declare an office vacant, there must be a two thirds (2/3) vote of those present with there being no vote by the person whose office is at issue. Vacancies so occurring in the Board of Directors may be filled at the same meeting. (1985, amended 1992)

5. Conflict of Interest. The Board shall adopt and maintain a Conflict of Interest Policy, and shall adopt such amendments thereto as it may deem advisable from time to time. A copy of the Conflict of Interest Policy as currently in effect shall be attached to these By Laws as Exhibit "B". (1985, amended 2017)

6. Right of Attendance. Meetings of the Board of Directors shall be open to all members of the Club. (1985)

7. Voting. Unless otherwise stated in these By Laws or as stated in Roberts' Rules of Order, all votes at meetings of the Board of Directors shall be carried by a majority of those officers and Directors present and voting. No proxies shall be permitted. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent or consents setting forth the action so taken signed by all of the directors in office is filed with the Secretary of the Club. (amended 2017) For any director attending a meeting by means of conference telephone or similar communications equipment as permitted by Section 2, the director may vote by voice vote during the meeting but, no later than twenty-four (24) hours after adjournment of the meeting shall confirm such vote by electronic mail to the President or Secretary. (2017)

8. Limitation of Directors' Liability. No Director of the corporation shall 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 or her office under Section 8363 of the Pennsylvania Directors' Liability Act (relating to standard of care and justifiable reliance), and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the provisions of this Section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or to the liability of a Director for the payment of taxes pursuant to local, state or federal law. This Section shall be applicable to any action taken and any failure to take any action or after January 27, 1987. (1988)

9. Indemnification. The Club shall have the power to indemnify any person against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any legal action or proceeding arising by reason of the fact that he is or was a member or representative of the Board of Directors of the Club, to the extent permitted by the Non Profit Corporation Law of 1988, as amended from time to time. The Club shall also have the power to purchase and maintain insurance on behalf of any person who is or was a member or representative of the Board of Directors of the Club against liability asserted against him in such capacity or arising out of his status as such, whether or not the Club would have the power to indemnify him against that liability under the provisions of the Non Profit Corporation Law of 1988, as amended. (1992)

10. Compensation. Members of the Board of Directors shall serve without compensation, but shall be entitled to reimbursement by the Club for out-of-pocket expenses incurred if and to the extent approved in advance by the Board of Directors.

ARTICLE V - DUTIES OF OFFICERS

1. President. The President shall preside at all meetings of the Club and of the Board of Directors and shall perform such other duties as usually pertain to the office. The President has the authority to manage the day-to day affairs of the Club when the Board is not in session. (1985, amended 2017)

2. Vice President. In the absence or incapacity of the President, the Vice President shall perform the duties of the President. In the absence or incapacity of the President and Vice President, a majority of those members present shall choose a Chairman pro tem to preside at said meeting. (1985)

3. Secretary. The Secretary shall be present at all meetings of the Club and of the Board of Directors, keep full and complete minutes of said meetings, send all notices provided for in these By Laws, keep the records of the Club, (including a serial numbering of all Resolutions), keep the Corporate Seal of the Club, and perform the other usual duties of Secretary. The Secretary, together with the President, shall sign all written contracts of the

Club. The Secretary shall receive a monthly expense reimbursement, the amount of which shall be determined by the Board of Directors. (1985, amended 1992)

4. Treasurer. The Treasurer shall collect all fees and dues and all other monies payable to the Club. The Treasurer shall deposit all fees and dues to the credit of the Club in such depositories or banks as the Board of Directors shall designate. The Treasurer shall pay all the bills of the Club. The Treasurer shall keep true and correct account of all monies so collected and disbursed, which account shall be audited annually. Upon the election and qualification of the Treasurer's successor, the Treasurer shall turn over said funds and all of the official books and papers to the successor. The Treasurer shall receive a monthly expense reimbursement, the amount of which shall be determined by the Board of Directors. It shall be the duty of the Treasurer to prepare a budget for the ensuing Club year, and submit it to the Board of Directors for approval. (1985, amended 1992 and 2017)

5. Solicitor. The Solicitor shall act as general adviser upon all legal matters concerning the Club.

6. Compensation. Officers shall serve without compensation, but shall be entitled to reimbursement by the Club for out-of-pocket expenses incurred if and to the extent approved in advance by the Board of Directors.

ARTICLE VI - COMMITTEES

1. Appointment and Composition. Chairpersons of the Committees of the Board of Directors shall be appointed by the President, at the first regular meeting of each fiscal year, from among the officers, directors, or other Individual Members or individuals who are designated to cast votes on behalf of Household Members, and shall serve until their successors are appointed and qualified. If such chairperson is not a director or officer, he shall not be entitled to vote at meetings of the Board of Directors. These Committees shall include the Public Service and Improvement Committee, the Membership Committee, the Publicity/Newsletter Committee, the Independence Day Committee, the Zoning Committee and such other Committees as the Board of Directors from time to time shall create for conducting the business of the Club. (1985, amended 1992 and 2017)

2. Public Service and Improvement Committee. It shall be the duty of the Public Service and Improvement Committee, subject to the control of the Board of Directors, to concern itself with and, if necessary, take action regarding all matters pertaining to the public utility companies and public carriers, and all matters, except zoning and related matters, coming under the jurisdiction of Lower Merion Township or higher governmental authorities, in which the community may have an interest. (1985)

3. Zoning Committee. It shall be the duty of the Zoning Committee, subject to the control of the Board of Directors, to concern itself with and, if necessary, take action regarding all zoning matters, Planning Commission matters and all matters related thereto, in which the community may have an interest. (1985)

4. Membership Committee. It shall be the duty of the Membership Committee to seek the enrollment of new members in the Club. (1985)

5. Special Committees. The appointment by the President of Special Committees is authorized. (1985)

6. Financial Limitations. No Standing or Special Committee shall incur any financial or other obligation without express authorization therefor from the Board of Directors. (1985)

7. Executive Committee. The officers of the Club shall constitute the Executive Committee of the Club. Except as prohibited by law, the Articles of Incorporation or these Bylaws, or as otherwise limited by the Board of Directors, the Executive Committee may exercise the powers of the Board of Directors in connection with the management and operation of the Corporation between meetings of the Board of Directors; provided, however, that the Executive Committee shall only act by majority vote of Executive Committee (with the President included in such majority) and the Executive Committee shall exercise such powers only if the President determines (and advises the members of the Board of Directors) that such powers need to be exercised prior to the next regularly scheduled meeting of the Board of Directors and that calling a special meeting of the Board of Directors is not warranted or practicable (hereinafter "Board Level Action"). Any Board Level Action taken by the Executive Committee shall be reported by the President to the Board of Directors at the next meeting of the Board of Directors. (2017)

ARTICLE VII - ANNUAL REPORT TO MEMBERS (2017)

1. The Board of Directors shall present annually to the members a report, verified by the President and Treasurer or by a majority of the Board of Directors, showing in appropriate detail the following:

   (a) The assets and liabilities, including the trust funds, of the Club 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 or restricted funds, during the year immediately preceding the date of the report;

(c) The revenue or receipts of the Club, 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 Club;

(d) The expenses or disbursements of the Club, 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 Club; and

(e) The number of members of the Club as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

2. The annual report of the Board of Directors shall be filed with the minutes of the meetings of the members.

ARTICLE VIII - MISCELLANEOUS

1. Amendment of By Laws. Authority to amend these By Laws, as the Board of Directors may from time to time deem appropriate, is hereby vested in the Board of Directors, subject to the power of the members of the Club to change such action if they so desire. An amendment shall not be adopted by the Board of Directors unless by absolute majority vote at two consecutive meetings of the Board. Notice of the adoption of any amendment to the By Laws by the Board of Directors shall be mailed to the membership by the Secretary in the next mailing to the general membership. (1985)

2. Headings. Any headings preceding the text of the several paragraphs and subparagraphs hereof are inserted solely for convenience of reference and shall not constitute a part of these By Laws nor shall they affect their meaning, construction or effect. (1985)

3. Mail. For purposes of these By Laws, "mail" or "mailing" may include any first class (or faster) mail service provided by the United Stated Postal Service, any nationally recognized courier delivery service, telefacsimile or electronic mail.

As Amended and Adopted on December 8, 1992, and as amended on October 9, 2001, November 12, 2013, and May 9, 2017.

Exhibit “A”

The Neighborhood Club encompasses the Bala Cynwyd area which is defined by City Avenue to the east, the Schuylkill River to the north, Rock Hill Road and Conshohocken State Road to the west and Meeting House Lane, Montgomery Avenue and Old Lancaster Road to the south.

Exhibit “B”
Conflict of Interest Policy

See attached.