

**BYLAWS OF**  
**KEYSTONE VOCATIONAL SERVICES, INC.**

ARTICLE I

Introductory

Section 1.1 Name. The name of the Corporation is Keystone Vocational Services, Inc. and here and throughout these Bylaws may be referred to as "KVS".

Section 1.2 Statement of Purposes. The Corporation is organized for the purposes set forth in Section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the Code) and to provide vocational/employment services for persons who are blind and/or handicapped.

Section 1.3 Offices. The principal and registered office of the Corporation shall be located at 2030 Stambaugh Avenue, Sharon, Mercer County, Pennsylvania 16146 or as such other place as the Board of Directors of KVS may designate from time to time.

Section 1.4 Fiscal Year. The fiscal year of the Corporation shall end on December 31, or at such other date as may be fixed by resolution by the Board of Directors.

Section 1.5 Seal. The corporate seal of the Corporation shall be a circle with the name of the Corporation and the state of incorporation around the border and the words "Corporate Seal 2002" in the center.

ARTICLE II

Board of Directors

Section 2.1 Authority. The affairs of the Corporation shall be under the general direction of a Board of Directors which shall administer, manage, preserve and protect the property of the Corporation.

Section 2.2 Number, Term and Election. The Board of Directors shall consist of a minimum of three voting directors up to a maximum of five voting directors as determined from time to time by the Board of Directors.

Section 2.3 Vacancies. Vacancies occurring on the Board by death, resignation, refusal to serve or otherwise shall be filled by the Board and each Director so appointed shall serve for the unexpired portion of the term of the Director being replaced, and until the Director's successor is duly elected and qualified and takes office.

Section 2.4 Compensation. No compensation shall be paid to any Directors for services as a Director but, at the discretion of the Board, a Director may be reimbursed for travel and actual expenses necessarily incurred in attending meetings and performing other duties on behalf of the Corporation.

Section 2.5 Meetings. The Board shall meet at such date and time as established by the Board. The annual meeting of the Board shall be held in January. Special meetings shall be called by the Secretary upon the order of the President or at the written request of at least a majority of the Directors. All meetings of the Board of Directors shall be held at the registered office of the Corporation unless otherwise designated in the notice.

Section 2.6 Quorum. At all meetings of the Board of Directors, the presence of fifty percent (50%) of the Directors in office and entitled to vote shall constitute a quorum. In addition to those Directors who are actually present at a meeting, Directors shall be deemed as present at such meeting if a telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time is used. The act of a majority of the Directors entitled to vote at a meeting at which a quorum is present shall be the act of the Board. A majority of the Directors present and entitled to vote, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Directors who are not present at the time of adjournment.

Section 2.7 Voting. Each Director entitled to vote shall be entitled to one vote on each matter submitted to a vote of the Board of Directors.

Section 2.8 Notices. Written notice of the date, time and place of each meeting of the Board of Directors shall be sent to all Directors at least five (5) days in advance of the date thereof. For special meetings, the notice shall state the general nature of the business to be transacted. Such notice shall be sent at the direction of the Secretary or another designated Officer of the Corporation and shall be delivered to each Director, either personally or by mail, facsimile or telegram to each Director's residence or place of business as listed on the records of the Corporation. If the notice is sent by mail or telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. Notice of an adjourned meeting shall be deemed to have been announced at the time of adjournment.

Section 2.9 Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of applicable law, the Articles of Incorporation of this Corporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. In the case of a special meeting, such waiver of notice shall specify the general nature of the business to be transacted.

Section 2.10 Interested Directors or Officers; Quorum.

(a) No contract or transaction between the Corporation and one or more of the Directors or Officers of the Corporation, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of such Directors or Officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because a Director or Officer of the Corporation is present at or participates in the meeting of the Board of Directors which authorizes the contract or

transaction, or solely because the votes of such Director or Officer are counted for such purpose, if:

(1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested Directors are less than a quorum;

(2) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in subsection (a) of this section.

Section 2.11 Standard of Care and Fiduciary Duty. Each Director shall stand in a fiduciary relation to this Corporation and shall perform the duties as a Director, including the duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of this Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. 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 this Corporation. In performing such duties, each 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 or presented by any of the following:

(a) one or more Officers or employees of this 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 persons; and

(c) a committee of the Board of this Corporation upon which the Director does not serve, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

Section 2.12 Factors Which May Be Considered by Directors. In discharging the duties of their respective positions, the Board, committees of the Board and individual Directors may, in considering the best interests of this Corporation, consider to the extent they deem appropriate:

(a) the effects of any action upon any or all groups affected by such action, including employees, suppliers, customers and creditors of the Corporation, and upon communities in which offices or other establishments of the Corporation are located;

(b) the short-term and long-term interests of the Corporation, including benefits that may accrue to the Corporation from its long-term plans and the possibility that these interests may be best served by the continued independence of the Corporation;

(c) the resources, intent and conduct (past, stated and potential) of any person seeking to acquire control of the Corporation; and

(d) all other pertinent factors.

The consideration of these factors shall not constitute a violation of Section 3.11 hereof.

Section 2.13 Rules and Regulations. The Board of Directors may adopt rules and regulations not inconsistent with these Bylaws for the administration and conduct of the affairs of the Corporation and may alter, amend or repeal any such rules or regulations adopted by it. Such rules and regulations may be amended by majority vote of the Directors present and entitled to vote at a meeting of the Directors where a quorum is present.

Section 2.14 Removal. A Director may be removed from the Board at any time with or without cause by majority vote of the Board.

Section 2.15 Consents. 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 entitled to vote and shall be filed with the Secretary of the Corporation.

### ARTICLE III Officers

Section 3.1 Enumeration. The officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer and such other officers and assistant officers as the Board, from time to time, designate. One person may hold more than one office including the offices of President and Secretary.

Section 3.2 Term of Office. Each Officer shall serve for a term of two (2) years and until each Officer's successor is duly elected and takes office.

Section 3.3 Election. All Officers shall be elected by the Board at its annual meeting or a special meeting called for such purpose. Officers may, but are not required, to be Directors of the Corporation.

Section 3.4 Vacancies. Any vacancy may be filled by the Directors entitled to vote by a majority vote of the Directors.

Section 3.5 President. The President shall preside at all meetings of the Corporation. The President shall see that all orders and resolutions of the Board be carried out, 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.

The President shall have the power and duties of supervision and management usually vested in the Office of President.

Section 3.6 Vice President The Vice President shall have such duties as assigned by the President or as specified by the Board of Directors. In the absence of the President, the Vice President shall have all the powers and responsibilities of the President.

Section 3.7 Secretary The Secretary or his designee shall attend all sessions of the Board of Directors and act as clerk thereof and record all the votes and the minutes of all of its transactions in a book to be kept for the purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Corporation, including the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, and under whose supervision the Secretary shall keep in safe custody the corporate seal, and when authorized by the Board, affix the same to any instrument requiring it. Secretarial support may be provided by the Corporation.

Section 3.8 Treasurer The Treasurer shall have custody of the Corporate funds and securities and shall keep full and accurate records of receipts and disbursements in books belonging to the Corporation, and shall keep the moneys of the Corporation in a separate account to the credit of the Corporation.

The Treasurer or his designee 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 the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial conditions of the Corporation. Treasurer support for preparation of the financial reports may be provided by the Association.

Section 3.9 Other Officers. Other Officer shall have such responsibilities and perform such duties as may be prescribed by the Board from time to time. Each assistant officer shall carry out the responsibilities and duties of the Officer which the assistant officer assists in the event such Officer is unable to perform such responsibilities or duties, except that no assistant officer shall become a Director solely by virtue of being an assistant officer.

Section 3.10 Bonds. The Board may, in its discretion, require the Treasurer and any other Officer to give bond in such amount and with such surety or sureties as may be satisfactory to the Board for the faithful discharge of the duties of the office and for the restoration to the Corporation, in case of the Officer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind belonging to the Corporation in the Officer's possession or under the Officer's control.

ARTICLE IV  
Committees

Section 4.1 Committees. The Corporation may, from time to time, establish such standing and ad hoc committees as the Board may deem advisable in the administration and conduct of the affairs of the Corporation. Such committees of the Board shall meet as necessary to accomplish their goals. Except as otherwise provided in the Bylaws or in the resolution creating the applicable committee, committee chairpersons shall be appointed annually by the President and may be reappointed to a committee for an unlimited number of terms. With the exception of the Executive Committee, if any, persons who are not Directors are eligible to serve as committee members. Any person authorized by these Bylaws to appoint the chairman and/or members of any committee may appoint himself or herself as chairman and/or member. The chairman of each committee shall determine the date and place of all committee meetings. Each committee may adopt its own rules of procedure not inconsistent with these Bylaws.

Section 4.2 Limitation on Power of Committees. No such committee shall have any power or authority as to the following:

- (1) Amendment or repeal of any resolution of the Board;
- (2) Action on matters committed by the Bylaws or a resolution of the Board to another committee of the Board.

ARTICLE V  
Personal Liability of Directors

Section 5.1 Directors' Personal Liability. A Director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, provided however that this provision shall not eliminate or limit the liability of a Director to the extent that such elimination or limitation of liability is expressly prohibited by Chapter 57, Subchapter B of the NPCL as in effect at the time of the alleged action or failure to take action by such Director.

Section 5.2 Preservation of Rights. Any repeal or modification of this Article by the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Director or- former Director may be entitled under this Article. The rights conferred by 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.

ARTICLE VI  
Indemnification

Section 6.1 Mandatory Indemnification of Directors and Officers. The Corporation shall indemnify, to the fullest extent now or hereafter permitted by law, (including but not limited to the indemnification provided by Chapter 57, Subchapter D of the NPCL) each Director

or Officer (including each former Director or Officer) of the Corporation who was or is made a party to or a witness in or is threatened to be made a party to or a witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the Director or Officer is or was an authorized representative of the Corporation, against all expenses (including attorneys' fees) , judgments, fines and amounts paid in settlement actually and reasonably incurred by the Director or Officer in connection with such action, suit or proceeding.

Section 6.2 Mandatory Advancement of Expenses to Directors and Officers. The Corporation shall pay expenses (including attorneys' fees) incurred by a Director or Officer of the Corporation referred to in Section 7.1 hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 7.1 hereof in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such Director or Officer shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such Director or Officer to repay all amounts advanced if it shall ultimately be determined that the Director or Officer is not entitled to be indemnified by the Corporation as provided in Section 7.4 hereof.

Section 6.3 Permissive Indemnification and Advancement of Expenses. The Corporation may, as determined by the Board of Directors from time to time, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an authorized representative of the Corporation, both as to action in his official capacity and as to action in another capacity while holding such office or position, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in conjunction with such action, suit or proceeding. The Corporation may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person by reason of such person's participation in an action, suit or proceeding referred to in this Section 7.3 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as provided in Section 7.4 hereof.

Section 6.4 Scope of Indemnification. Indemnification under this article shall not be made by the Corporation in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by Chapter 57, Subchapter D of the NPCL or any successor statute as in effect at the time of such alleged action or failure to take action.

Section 6.5 Miscellaneous. Each Director and Officer of the Corporation shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested Directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or

position, and shall continue as to a person who has ceased to be an authorized representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. Any repeal or modification of this Article by the Board of Directors of the Corporation shall not adversely affect any right or protection existing at the time of such appeal or modification to which any person may be entitled under this Article.

Section 6.6 Definition of Authorized Representative. For the purposes of this Article, the term, "authorized representative" shall mean a Director, Officer or employee of the Corporation or of any corporation controlled by the Corporation, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Corporation or by any corporation controlled by the Corporation, or person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Corporation. The term "authorized representative" shall not include money managers or investment advisors (or any employees thereof) hired by the Corporation, and shall not include agents of the Corporation unless indemnification thereof is expressly approved by the Board of Directors.

## ARTICLE VII

### Restrictions Regarding the Operations of the Corporation; Administration of Funds

Section 7.1 No Violation of Purposes. In no event and under no circumstances shall the Board of Directors make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever the effect of which under applicable federal laws then in force will cause the Corporation to lose its status as an organization exempt from federal income taxation under Section 501(c)(3) of the Code.

Section 7.2 Tax Records. The Corporation shall maintain at its principal office a copy of its application for exemption and all tax returns filed with the Internal Revenue Service. To the extent required by law, such documents shall be made available during regular business hours for inspection by any person requesting to see them.

## ARTICLE VIII

### Miscellaneous

Section 8.1 Corporate Acts. The acts of a majority of the members of the Board of Directors present in person at any regular or special meeting of the Corporation at which a quorum is present shall be the corporate acts of the Corporation and shall bind the whole corporate body, except as some mandatory provision of the statutes of the Commonwealth of Pennsylvania or the United States of America, or the Bylaws of the Corporation otherwise provide.



Section 8.2 Standards of Accounting and Financial Reporting. The Board of Directors shall cause to be implemented throughout the Corporation "Standards of Accounting and Financial Reporting."

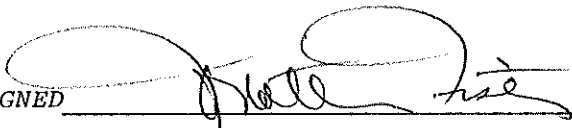
Section 8.3 Corporation Records. Upon termination of the employment of the President and professional employees, all Corporation records in their possession shall be surrendered to the duly constituted authorities of the Board of Directors.

Section 8.4 Severability. The invalidity of unenforceability of any particular provision of these Bylaws shall not affect its other provisions, and these Bylaws shall be construed in all respects as if such invalid or unenforceable provision has been omitted.

ARTICLE IX  
Bylaw Amendments

Section 9.1 Authority. These Bylaws may be altered, amended and/or repealed from time to time by the affirmative vote of a majority of the Directors entitled to vote

Section 9.2 Notice. The Directors of the Corporation shall be given at least five (5) days, prior written notice of any Board meeting at which proposed changes to the Bylaws of the Corporation are to be considered or acted upon. Such written notice shall identify the specific sections of the Bylaws which are under consideration and the proposed changes thereto.

SIGNED   
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Jonathen Bister, President/CEO

DATE 1/22/03