

**BY-LAWS OF THE BOARD OF DIRECTORS
CHILDREN'S SERVICE CENTER OF WYOMING VALLEY, INC.
2008**

ARTICLE I: Name:

The name of the corporation shall be the Children's Service Center of Wyoming Valley.

ARTICLE II: Purpose:

The Children's Service Center of Wyoming Valley, a community organization, provides and promotes quality services with care and compassion, to enhance the emotional well being and mental health of children, adolescents and their families.

ARTICLE III: Directors and Officers:

Section 1. The general control, management and governness of the corporation shall be vested in a Board of Directors to consist of no less than 15 members or more than 20. One third of the membership shall be elected each year for a term of three years. There shall be maintained as members of the Board, at all times, minimally three members of the Board of Directors of the Children's Home. The Board shall include at a minimum one former client or parent of a client. Seven members shall constitute a quorum. The Board of Directors shall have authority to fill vacancies in its own membership and in any of the other offices of the corporation. A person so chosen to fill a vacancy shall hold the position as a Director or an Officer until the next annual meeting of the corporation and until the successor is chosen and qualified.

Section 2. In reference to the Board of Directors, there shall be a chairman, a vice-chairman, secretary, and treasurer all of whom shall be elected at the annual meeting of the corporation to hold office for two years and until their successors are chosen and qualified.

Section 3. From time to time the Board of Directors may elect members of its body to serve as Directors Emeriti.

Section 4. The chairman shall preside at all meetings of the corporation of the Board of Directors, if present. In the chairman's absence, the vice-chairman or other officer shall preside.

Section 5. The treasurer shall serve as chairman of the Audit and Finance Committee and with the vice president of finance shall oversee the financial records of the Center. The treasurer, prior to the annual meeting shall, subject to the approval of the Board, provide for an annual independent audit of all financial records of the corporation.

Section 6. The secretary shall supervise the taking of the minutes of the meetings of the Board of Directors, shall be responsible for the keeping of all records of membership of the corporation, and shall perform such other duties as may be required by the Board of Directors.

Section 7. The Board of Directors shall have the general control and supervision of the affairs of the corporation and shall posses and exercise all of the powers and means necessary or essential to effect the purpose for which the corporation is organized. As part of its powers, the Board of Directors shall have the authority to authorize the President and Chief Executive Officer and the Chief Financial Officer to borrow money, purchase, sell, lease or otherwise dispose of real estate or other property of the corporation.

ARTICLE IV: Meetings of the Corporation

Section 1. The annual meeting of the members shall be held at a date to be fixed by the Board of Directors, notice of which shall be given by the secretary by sending a written or printed notice to each member at least five days before the meeting.

Section 2. Special meetings of the members of the corporation may be called by the chairman or by a majority of the members of the Board of Directors. In the absence or disability of the chairman, the vice-chairman or any other officer may call a special meeting. The secretary shall give notice of such meetings by sending a written notice to each member at least five days before the meeting.

Section 3. The Board of Directors shall meet no less than six times per year. Special meetings of the Board may be called by the chairman or by a vote of the Executive/Strategic Planning Committee. The Board may authorize the Executive/Strategic Planning Committee to act in its stead between meetings or during such period as the Board of Directors in advance shall determine.

Section 4. The presence of a majority of the Directors shall constitute a quorum and a majority of those present may take any action.

ARTICLE V: Committees

Section 1. There shall be the following committees of the Board of Directors:
Executive/Strategic Planning
Audit and Finance
Governance

And such other ad hoc committees as the chairman may specify, all of which shall be appointed by the Chairman.

- a. The Executive/Strategic Planning Committee shall consist of not more than 8 members to include the chairman, vice-chairman and treasurer.
- b. The Audit and Finance Committee shall consist of not more than 10 members to include the treasurer, chairman, vice-chairman, Member of the Children's Home Board, and a trustee of the Martha Bennet Estate.
- c. The Governance Committee shall consist of not more than 10 members to include the chairman.

Section 2. Duties of the committees:

- a. The Executive/Strategic Planning Committee shall consider all questions referred to it. It may act for the Board as authorized, between meetings or during any period when the Board is not in session, and shall act for the Board of Directors in emergencies when it is not possible to convene the Board. The Executive/Strategic Planning Committee shall review the strategic Plan periodically and by assessing the evaluations continue to determine if the plan is on course, goals are being met and that objectives have not changed.

- b. The Audit and Finance Committee shall provide oversight of the accounts of the organization and shall serve as an advisory committee to the treasurer. With the assistance of the Chief Executive Officer and Chief Financial Officer, it shall submit an annual budget to the Board of Directors for its approval. The Finance Committee in conjunction with the Treasurer, the Chief Executive Officer, and the Chief Financial Officer will oversee the annual audit and any other necessary compliance measure.
- c. The Governance Committee shall ensure that the Board governance system performs well, with specific responsibility for making recommendations to the Board of Directors on Board organization and procedures, performance evaluation of the Board of Directors and nomination of Directors. The Committee shall oversee the compensation for the CEO.

Article VI: Chief Professional Staff

Section 1.

The Board of Directors shall employ a President and Chief Executive Officer who may be the same person of the Children's Service Center. The President and Chief Executive Officer shall have the executive responsibility for the organization and shall provide overall leadership for the same. The President and Chief Executive Officer shall guide all internal and external development of the organization. The President and Chief Executive Officer shall make regular reports to the Board concerning the work of the organization and its relevance to the budget, and is required to attend all meetings of the Board of Directors.

Section 2.

The President and Chief Executive Officer must meet all the qualifications necessary for licensing of the Agency and must have an appropriate administrative background.

Article VII: Personal Liability of Directors: Indemnification of Directors, Officers and Others

Section 1.

To the fullest extent that the law of the Commonwealth of Pennsylvania, permits the elimination or limitation of the liability of Directors, 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, as a Director. No amendment or repeal of this Section 1, shall apply to or have any effect on the liability or alleged liability or any Director of the Corporation except with respect to acts taken, or not taken, by a Director subsequent to the amendment or repeal of this Section 1.

Section 2.

Except as expressly prohibited by applicable law, the Corporation shall indemnify every Director of the Corporation who was or is a party to any threatened, pending or other proceeding of any nature, whether investigative, whether brought by or in the right of the Corporation of the fact that such person was serving at the request of the Corporation as a fiduciary or joint venture, trust, employee benefit plan or other entity, including attorney's fees, penalties, and amounts paid in settlement of such suit, appeal or other proceedings. Persons who are not the Corporation may, at the discretion of the Board of Directors, and in circumstances in which any such person is a party to any cause of action, shall be indemnified by the Corporation as if such person or persons were or had been directors of the Corporation.

Section 3.

Expenses incurred in defending a proceeding referred to in Section 2 of this Article shall be paid by the Corporation in advance of the final disposition of such proceeding upon behalf of a Director to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as required in this Article or as authorized by law and may be paid by the Corporation in

advance on behalf of any other person when authorized by the Board of Directors upon receipt of a similar undertaking. Such expenses shall be advanced by the Corporation within 30 days after the Corporation's receipt from time to time of a statement or statements from the Director or other authorized person requesting such advance or advances, setting forth in the detail reasonably requested by the Corporation an itemization of the expenses for which payment is sought.

Section 4.

The Corporation may effect, satisfy or secure the indemnification obligations provided in this Article or otherwise by securing and maintaining insurance, obtaining a letter of credit, acting as self-insurer, creating a reserve, trust, escrow, cash collateral or other fund or account, entering into indemnification agreements, pledging or granting a security interest in any assets or properties of the Corporation, or using any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Directors shall deem appropriate. Absent fraud, the determination of the Board of Directors with respect to such amounts, costs, terms and conditions shall be conclusive against all security holders, officers and Directors and all other persons and shall not be subject to voidability.

Section 5.

The right of indemnification provided in this Article shall not be deemed exclusive of any rights, whether now existing or hereafter created, to which those seeking indemnification may be entitled under any agreement, by-law provision of the Corporation's Articles of Incorporation, vote of Shareholders or Directors or otherwise; shall be deemed to create contractual rights in favor of persons entitled to indemnification under this Article; shall continue as to persons who have ceased to have the status pursuant to which they were entitled or were denominated as entitled to indemnification under this Article and shall inure to the benefit of the heirs and legal representatives of persons entitled to indemnification under this Article; and shall be applicable to actions, suits or proceedings commenced after the adoption of this Article, whether arising from acts or omissions occurring before or after adoption. The right of indemnification provided for in this Article may not be amended, modified or repealed so as to limit in any way the indemnification provided for in this Article with respect to any acts or omissions prior to the effective date of any such amendment, modification or repeal.

Section 6.

If any provisions of the Article shall be held to be invalid, illegal or unenforceable for any reason whatsoever, the validity, legality and enforceability of the remaining provisions of this Article (including, without limitation, all portions of any Section of this Article containing any such provisions held to be invalid, illegal or unenforceable, that are not themselves invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby; and, to the fullest extent possible, the provisions of this Article (including, without limitation, all portions of any Section of this Article containing any such provisions held to be invalid, illegal or unenforceable, that are not themselves invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

Article VIII: Conflict of interest

The Corporation, its members, directors and officers, should avoid conflicts of interest. In entering into any contract for goods or services involving more than an estimated amount of five thousand dollars (\$5000), the Board, or, when authorized, the appropriate committee, must obtain three bids if possible, but never less than two bids.

When any director renders professional services to the corporation, his compensation shall be based on the competitive rates accepted and established in the community.

Article IX: Tax Exempt Status

The corporation shall be prohibited in using any surplus funds for private inurement to any person in the event of a sale or dissolution of the institution.

Article X: Amendments

These by-laws may be amended by an affirmative vote of a majority of the Board of Directors at any meeting of the Board provided that a written notice of the meeting, which includes notice of the proposed amendments, be sent to each member of the Board at least five days before the meeting.

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