

BYLAWS

OF

Northwest Institute of Research

ARTICLE I—Organization

1.1 Name of Organization. The name of the organization shall be the Northwest Institute of Research (NWIR).

1.2 Corporate Seal. The corporate seal of the corporation, if any, shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors, or by usage of the officers on behalf of the corporation.

ARTICLE II--Offices

2.1 Registered Office and Registered Agent. The registered office of the corporation shall be located in the Commonwealth of Pennsylvania at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

2.2 Other Offices. The corporation may have other offices within or outside the Commonwealth of Pennsylvania at such place or places as the Board of Directors may from time to time determine.

ARTICLE III—Board of Directors

3.1 Numbers and Powers. The business and affairs of the corporation shall be managed under the direction of the Board. The Board of Directors shall consist of five (5) persons. The Board of Directors elected at the initial annual meeting of Board of Directors shall be divided into three classes (Class A, Class B and Class C) each consisting, as nearly as possible, of one-third (1/3) of the total number of directors elected at that time. The term of office of Class A directors shall expire at the next annual meeting following the annual meeting at which they are elected. The term of

office of the Class B directors shall expire at the next annual meeting thereafter. The term of office of the Class C directors shall expire at the third annual meeting following the annual meeting at which they are elected. At each annual meeting after the initial annual meeting, directors shall be elected for a term of three years to succeed the directors whose terms expire at such meeting. In addition to the powers and authorities expressly conferred upon it by these Bylaws and Articles of Incorporation, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws otherwise prohibited.

3.2 Nomination of Candidates for Directors. No person shall be eligible for election as a director at a meeting of the Board unless he or she has been duly nominated in accordance with these procedures. The President shall announce at the annual meeting of the Board the number of directors to be elected at the meeting, shall declare the nominations of candidates for election as director are open and shall call for nominations from the floor. Nominations may be made by any director who is entitled to vote at the meeting. Nominations need not be seconded. After nominations have been made, the President shall, on motion, declare the nominations closed, and thereafter no further nominations may be made.

3.3 Change of Number. The number of directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

3.4 Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum of the Board of Directors. A director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.

3.5 Regular Meetings. Regular meetings of the Board of Directors may be held at the registered office of the corporation or at such other place or places, either within or without the Commonwealth of Pennsylvania, as the Board of Directors may from time to time designate. The annual meeting shall be held at the registered office of

the corporation on the 4th Thursday of August each year, or at such other time and place as the Board of Directors shall designate by written notice. In addition to the annual meeting, there shall be regular meetings of the Board of Directors, held, with proper notice, not less frequently than once each calendar year.

3.6 Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chair or upon written request by any two directors. Such meetings shall be held at the registered office of the corporation or at such other place or places as the directors may from time to time designate.

3.7 Notice. Notice of all special meetings of the Board of Directors (and of all regular meetings) shall be given to each director by three (3) days prior to the meeting by email, by letter, or personally. Such notice need not specify the business to be transacted at, nor the purpose of, the meeting.

3.8 Quorum. A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

3.9 Executive and Other Committees. The Board of Directors may appoint, from time to time, from its own number, standing or temporary committees consisting each of no fewer than two (2) directors. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors, provided however, that no such committee shall have the authority of the Board of Directors to reference to:

- (a) Amending, altering, or repealing these Bylaws;
- (b) Electing, appointing, or removing any director or officer of the corporation;
- (c) Amending the Articles of Incorporation.
- (d) Adopting a plan of merger or consolidation with another corporation.
- (e) Authorizing the sale, lease, exchange or mortgage, of all or substantially all of the property and assets of the corporation;
- (f) Authorizing the voluntary dissolution of the corporation or revoking proceeds therefor; or

(g) Amending, altering, or repealing any resolution of the Board of Directors, which by its term, provides that it shall not be amended, altered, or repealed by such committee.

All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors of any responsibility imposed by law.

3.10 Remuneration. No stated salary shall be paid directors, as such, for their service, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such Board; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

3.11 Loans. No loans shall be made by the corporation to any director.

3.12 Removal. Any director may be removed at any time, with or without cause, by the affirmative vote of four (4) members of the Board of Directors.

ARTICLE IV—Officers

4.1 Designations. The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board may designate. Such officers shall hold office until their successors are appointed and qualified. Any two or more offices may be held by the same person. The officers may be, but are not required to be, directors of the Corporation.

4.2 The President. The President shall be the Chief Executive Officer of NWIR and shall have the following duties:

- (a) Serve as the Chair of the Board of Directors and call and preside at all meetings of the Board and of the corporation.
- (b) Act as coordinator to establish the Bylaws, Business Plan and operational procedures for the corporation.
- (c) Ensure that all administrative processes are in place to serve the best interests of the corporation.
- (d) Construct formal statements and responses regarding matters of importance to the corporation.
- (e) Appoint committee chairperson(s) for projects authorized by the Board of Directors.
- (f) Perform duties as prescribed by the Board of Directors.

4.3 Vice President. During the absence or disability of the President, the Vice President, or any of the Vice Presidents in the order designated by the Board of Directors, shall exercise all the functions of the President. The Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors.

4.4 Secretary and Assistant Secretaries. The Secretary shall issue notices for all meetings, except for notices of special meetings the Board of Directors, which are called by the requisite number of directors, shall keep minutes of all meetings, shall have charge of the seal and the corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors. The Assistant Secretary, or Assistant Secretaries, in the order designated by the Board of Directors, shall perform all of the duties of the Secretary, and at other times may perform such duties as are directed by the President or the Board of Directors.

4.5 The Treasurer. The Treasurer shall have the custody of all monies and securities of the corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the corporation in payment of the just demands against the corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors from

time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the corporation. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors. The Assistant Treasurer, or Assistant Treasurers, in the order designated by the Board of Directors, shall perform all of the duties of the Treasurer in the absence or disability of the Treasurer, and at other times may perform such other duties as are directed by the President or the Board of Directors.

4.6 Delegation. If any officer of the corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or any other person it may select.

4.7 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

4.8 Other Officers. The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

4.9 Loans. No loan shall be made by the corporation to any officer.

4.10 Term - Removal. The officers of the corporation shall hold office until their successors are chosen and qualified. Any officer or agent appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.11 Bonds. The Board of Directors may, by resolution, require any and all of the officers to provide bonds to the corporation, with surety or sureties acceptable to the Board, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE V—Fiscal Year

The corporation's fiscal year shall be from July 1st through June 30th each year.

ARTICLE VI—Depositories

The monies of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

ARTICLE VII—Notices

Except as may otherwise be required by law, any notice to any director may be delivered personally, by mail, or by electronic mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the corporation, postage prepaid.

ARTICLE VIII—Indemnification of Officers, Directors, Employees and Agents

8.1 Authority to Indemnify Directors—Third Party Actions. The corporation shall indemnify any director of NWIR 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 (other than an action by or in the right of NWIR, or a person who is or was serving at the request of NWIR as a director, officer, employee or agent of another corporation, person, partnership, joint venture, trust or other enterprise) against judgments, fines, amounts paid in settlement and reasonable expenses (including attorney's fees) incurred by him or her in connection with such action, suit or proceeding if he or she 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 action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that no indemnification shall be made in connection with any proceeding charging that such

person derived an improper personal benefit, whether or not involving action in an official capacity, in which such person was adjudged liable on the basis that he or she derived an improper personal benefit.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

8.2 Authority to Indemnify Directors—Derivative Actions. 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 or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was an authorized representative of the corporation, against expenses (including attorney's fees but not amounts paid in settlement) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation or in connection with any other proceeding charging that such person derived an improper personal benefit, whether or not involving action in an official capacity, in which such person was adjudged liable on the basis that he or she derived an improper personal benefit.

8.3 Employees and Agents. To the extent that an authorized representative of the corporation who was or is a director or officer of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in sections 8.1 and 8.2 above or in defense of any claim, issue or matter therein, he or she shall be indemnified by the corporation against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection therewith. Such an authorized representative may, at the discretion of the Board of Directors, be

indemnified by the corporation in any other circumstances to the extent that the corporation would be required by section 8.1 and 8.2 above to indemnify such person in such circumstances to such extent if he or she were or had been a director or officer of the corporation.

8.4 Procedure for Effecting Indemnification. Indemnification under sections 8.1, 8.2, and 8.3 above shall be made when ordered by a court or shall be made in a specific case upon a determination that indemnification of the authorized representative is required or proper in the circumstances because he or she has met the applicable standard of conduct set forth in sections 8.6 or 8.7. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding.

If a claim under sections 8.1, 8.2, or 8.3 is not paid in full by the corporation within ninety (90) days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any action (other than an action brought to enforce a claim for expenses incurred in defending any action, suit or proceeding in advance of its final disposition where the undertaking and determinations necessary for advancing expenses have been made) that the claimant has not met the standards of conduct which make it permissible for the corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its Board of Directors or its independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct, or an actual determination by the corporation (including its Board of Directors or its independent legal counsel) that the claimant has not met such applicable standard of conduct shall be a defense to the action or create a presumption that the claimant had not met the applicable standard of conduct.

8.5 Advancing Expenses. Expenses (including attorney's fees) incurred by a person that may be indemnified under the provisions of this Article, in defending a civil or criminal action, suit or proceeding, may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of:

1. An undertaking by that person or on that person's behalf by an authorized representative 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 authorized by law;
2. The person furnishes to the corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in sections 8.1 and 8.2, and;
3. A determination is made that the facts then known to those making the determination under section 8.4 above would not preclude indemnification as provided by this Article.

8.6 Scope of Article. Each person who shall act as an authorized representative of the corporation, shall be deemed to be doing so in reliance upon such rights to indemnification as are provided in this Article. The indemnification and advancement of expenses provided by the Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested directors, statute or otherwise, both as to action in his or her 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 heirs, executors and administrators of such a person.

8.7 Insurance Against Liability Asserted Against Directors, Officers, and Authorized Representative. The corporation, whenever so authorized by the Board of Directors, may purchase and maintain insurance on behalf of any authorized representative (which, for the purposes of this Article shall mean a director, officer, employee or agent of the corporation, or a person who is or was serving at the

request of the corporation as a director, officer, employee or agent of another corporation, person, partnership, joint venture, trust or other enterprise) against any liability asserted against him or her and incurred by him or her in such capacity, or arising out of her status as such, whether or not the corporation would be authorized or required to indemnify him or her by law or this Article.

ARTICLE IX—Conflicts of Interest

A contract or transaction between the corporation and one or more of its directors or officers or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall not be void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board that authorizes the contract or transaction, or solely because his, her, or their votes are counted for that purpose, if:

(a) the material facts as to the relationship or interest in the contract or transaction are disclosed or are known to the Board 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; or

(b) the contract or transaction is fair to the corporation as of the time that it is authorized, approved, or ratified by the Board.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board that authorizes the contract or transaction.

ARTICLE X—Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors.

ARTICLE XI—Amendments

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of this corporation; provided, that the Board will not approve any such alteration, amendment, or repeal that would adversely impact the rights of any class of directors unless such alteration, amendment, or repeal shall first have received the approval of two-thirds (2/3) of the directors of such class.

ARTICLE XII—Dissolution

The corporation shall use its funds only to accomplish the objective and purpose specified in these Bylaws and no part of corporate funds shall be distributed to the Board of Directors, except as provided by these Bylaws. Upon dissolution of the corporation, funds and/or assets remaining shall be distributed to such other non-profit corporations or organizations as the Board of Directors determines are in need of such funds and/or assets.

Adopted by resolution of the corporation's Board of Directors on February 8, 2007.