

Proposed Amendment to the Bylaws of the
Western Pennsylvania Coalition for Abandoned Mine Reclamation

November 25, 2003

Section 3 – Personal Liability

(e) In performing his duties, a Director may rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by (i) one or more officers, or employees of the Association whom the Director reasonably believes to be reliable and competent in the matters presented, or (ii) counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person, or (iii) a committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with law, 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, however, if such Director has knowledge concerning a matter which would cause his reliance on any of the foregoing to be unwarranted.

(f) In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual Directors may, in considering the best interests of the Association, consider the effects of any action upon employees, upon suppliers of the Association and upon communities in which offices or other establishments of the Association are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of such person's fiduciary standard of care. In addition, absent breach of fiduciary duty, absent lack of good faith or self-dealing; absent actions taken by a Director or any failure to take any action shall be presumed to be in the best interests of the Association.