

BYLAWS OF THE GREATER LEHIGH VALLEY BUSINESS NETWORK

ARTICLE I GENERAL MATTERS

SECTION 1.01 REGISTERED OFFICE. The registered office of the Greater Lehigh Valley Business Network (hereinafter called the "Association") in the Commonwealth of Pennsylvania shall be 3140-B Tilghman Street, PMB #249, Allentown, PA 18104, until otherwise amended by a vote of a majority of the Board of Directors in office and, in the case of the registered office, a statement of such change by an appropriate amendment of the Articles of Association.

SECTION 1.02 FISCAL YEAR. The fiscal year of the Association shall begin on the first day of January in each year.

ARTICLE II THE MISSION AND OBJECTIVES

VISION STATEMENT:

To be recognized as the premier resource in the Greater Lehigh Valley for products and services that empower businesses and the community to thrive.

SECTION 2.01 MISSION.

To provide a supportive, learning environment where member businesses can grow and prosper

SECTION 2.02 OBJECTIVES

- A. Maintain an independent, non-profit entity dedicated to the vision and mission of GLVBN.
- B. Build strong awareness, familiarity and relationships among member businesses to facilitate the development of strategic member alliances and the generation of quality referrals for members.
- C. Create an educational environment with effective programming for on-going personal and professional development of GLVBN members.
- D. Build awareness and a professional image in the business community through demonstrated leadership in the creation and delivery of:
 - 1. Exceptional professional services.
 - 2. Educational and business development programs for members and the community at large.
 - 3. Information resources for business owners and business professionals.

- E. Maintain the highest standards of professionalism, ethics and quality of services and products.
- F. The Association shall server the Greater Lehigh Valley and surrounding area.

**ARTICLE III
BOARD OF DIRECTORS**

SECTION 3.01 POWERS. The Board of Directors (the "Board") shall have full power to conduct, manage, and direct the business and affairs of the Association; and all powers of the Association are hereby granted to and vested in the Board, unless otherwise indicated in the Articles of Association or these Bylaws.

SECTION 3.02 QUALIFICATION AND SELECTION. Each director of the Association (hereinafter "Director", or "Directors" if referring to more than one) shall be a natural person of full age and must be a resident of the service area of the Association upon appointment to the Board.

SECTION 3.03 NUMBER AND TERM OF OFFICE. The Board shall consist of nine (9) Directors. Each Director shall hold office for a minimum of one (1) year and until his successor shall have been elected and qualified, or until his earlier death, resignation, or removal. The Directors shall be determined in the following manner:

A. The Board of Directors shall consist of nine (9) persons elected by the Members ("Member", "Members" and "Membership" refer to persons who are "Members" of the Association as hereinafter described).

B. The initial Board of Directors of the Association shall be elected at a general meeting of the Membership. The initial Board of Directors shall be elected as soon after the filing of the Articles of Association for the Association as is practicable. In such event, the initial Board will have been elected prior to the annual meeting of the Membership. The terms for the initial Board set forth in this subparagraph shall be extended by the time period commencing with such election and ending at the first annual meeting of the Membership subsequent to such election.

C. Directors subsequent to those named to the initial Board of Directors shall be elected at the annual meeting of Members and shall assume office immediately following such election.

D. Elections shall be announced beginning in November of the current term year with elections held at a special meeting held during the second Tuesday of January.

SECTION 3.04 ORGANIZATION. The Board shall elect from among the Directors, at its annual meeting, a President, Vice President, Secretary, Treasurer and any other position deemed necessary by the Board.

Term of Board-one (1) year with unlimited consecutive terms
Term of Officers- one (1) year, with two (2) consecutive years in the same office

SECTION 3.05 RESIGNATIONS. Any Director of the Association may resign at any time by giving written notice to the President or to the Secretary of the Association. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 3.06 REMOVAL OF DIRECTORS

A. BY THE MEMBERS - The entire Board of Directors or any individual Director, may be removed from office without assigning any cause by the vote of Members entitled to cast at least a majority of the votes which all Members present would be entitled to cast at any annual or other regular election of the Directors. In case the Board or any one or more Directors are so removed, new Directors may be elected at the same meeting.

B. BY THE BOARD - The Board may declare vacant the office of a Director if he is declared of unsound mind by an order of court, or convicted of a felony, or for any other proper cause, within the discretion of the Board, or if he does not accept such office either in writing within 60 days after notice of his election, or does not impliedly accept as evidenced by attending two of three consecutive meetings of the Board after notice of his election.

SECTION 3.07 VACANCIES. Any vacancy or vacancies in the Board because of death, resignation, removal in any manner, disqualification, or any other cause, may be filled by a majority vote of the Members present at any regular or special meeting of the Membership though less than a quorum; and each person so elected shall be a Director to serve for the balance of the unexpired term of the vacancy being filled.

SECTION 3.08 PLACE OF MEETING. Meetings of the Board will be held at a site convenient for the membership that may move from time to time within the Lehigh Valley.

SECTION 3.09 DIRECTORS MEETINGS. Board of Director meetings shall be held following each regular Greater Lehigh Valley Business Network meeting. The annual meeting of the Board shall be the special meeting held the second Tuesday of each January. At the annual meeting of the Board, the officers and such other persons having been elected at the special meeting of the membership or appointed shall begin their new term.

SECTION 3.10 SPECIAL MEETINGS. Special Directors meetings of the Board shall be held whenever called by the President or by three or more of the Directors. Notice of each such meeting shall be given to each Director forty-eight hours in advance before the time at which the meeting is to be held by the Association by telephone or email; or five days in advance in the case of notice by mail or by nationally recognized express delivery service other than for overnight delivery. Every notice shall state the time and place of the meeting and otherwise comply with Section 4.01.

SECTION 3.11 QUORUM, MANNER OF ACTING, AND ADJOURNMENT. Except as otherwise provided in Section 3.10 of this Article, a majority of the Directors in office shall be present at each meeting to constitute a quorum for the transaction of business. Each Director shall be entitled to one vote. Except as otherwise specified in the Articles of Association, these Bylaws or as provided by law, the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board. In the absence of a quorum, a majority of the Directors present and voting may adjourn the meeting from time to time until a quorum is present. The Directors shall act only as a Board and the individual Directors shall have no power as such, except that any action which may be taken at a meeting of the Board 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 in office and shall be filed with the Secretary of the Association.

Section 3.12 EXECUTIVE AND OTHER COMMITTEES OF THE BOARD.

A. Establishment and powers - Unless otherwise restricted in these Bylaws:

1. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish one or more committees to consist of one or more Directors of the Association. Any such committee, to the extent provided in the resolution of the Board of Directors or in the Bylaws, shall have and may exercise all of the powers and authority of the Board of Directors, except that no such committee shall have any power or authority as to the following:

- (i) The submission to Members of any action requiring approval of Members under these Bylaws or applicable law.
- (ii) The filling of vacancies in the Board of Directors.
- (iii) The adoption, amendment or repeal of the Bylaws.
- (iv) The amendment or repeal of any resolution of the Board.
- (v) Action on matters committed by the Bylaws or resolution of the Board of Directors to another committee of the Board.

2. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of any such absent or disqualified member.

B. Term - Each committee of the Board shall serve at the pleasure of the Board.

SECTION 3.13 INTERESTED DIRECTORS OR OFFICERS; QUORUM. No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other Association, partnership, association, or other organization in which one or more of its directors or officers are Directors or officers of the Association, or have a financial interest, shall 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 which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

A. The material facts as to the relationship or interest and as to 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 as to the Association as of the time it is authorized, approved or ratified, by the Board. A contract or transaction shall be presumed fair, subject to rebuttal, if the terms and conditions are no less favorable than those which would be available from an independent contracting party.

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 this Section.

SECTION 3.14 NOTATION OF DISSENT. A Director who is present at a meeting of the Board of Directors, or of a committee of the Board, at which action on any corporate matter is taken on which the Director is generally competent to act, shall be presumed to have assented to the action taken unless his dissent is entered in the minutes of the meeting or unless he files his written dissent to the action with the secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the Secretary of the Association immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of the action. Nothing shall bar a Director from asserting that minutes of the meeting incorrectly omitted his dissent if, promptly upon receipt of a copy of such minutes, he notifies the Secretary in writing of the asserted omission or inaccuracy, or does so at the next regular meeting.

SECTION 3.15 CONFIDENTIALITY. The Board may direct that certain matters discussed at any meeting of the Board, at a meeting of the Membership, or by any Officer or Director whether or not at a meeting, may be considered confidential and not subject to disclosure to persons other than those then in attendance and those who were not in attendance but who would have been entitled to be in attendance. Nothing contained in this section, however, shall be construed to require maintaining confidentiality for any matters which are required to be disclosed by law.

**ARTICLE IV
NOTICE-WAIVERS-MEETINGS**

SECTION 4.01 NOTICE. Whenever written notice is required to be given to any person under the provisions of the Articles or these Bylaws, it may be given to the person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or by email, or courier service or nationally recognized overnight delivery service requiring a signature for receipt, charges prepaid, to his address appearing on the books of the Association or, in the case of Directors, supplied by him to the Association for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. If the notice is sent by email, it shall be deemed to have been given to the person entitled when sent. Email notices will be sent with a read receipt. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by any other provision of these Bylaws.

Unless otherwise required by applicable law or regulation, when a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

SECTION 4.02 WAIVERS OF NOTICE. Whenever any written notice is required to be given under the provisions of the Articles of Association, these Bylaws, or applicable laws or regulations, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by these Bylaws, neither the business to be transacted at, nor the purpose of a meeting need be specified in the waiver of notice of such meeting.

Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

SECTION 4.03 MODIFICATION OF PROPOSAL CONTAINED IN NOTICE. Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may without further notice, adopt it with such clarifying or other amendments as do not enlarge its original purpose.

SECTION 4.04 EXCEPTION TO REQUIREMENT OF NOTICE.

A. GENERAL RULE. Wherever any notice or communication is required to be given to any person under the provisions of the Articles of Association or these Bylaws or the Nonprofit Association Law of 1988, including any amendments thereto or other applicable laws or regulations, or by the terms of any agreement or other instrument by which the Association is bound, or as a condition precedent to taking any corporate action, and communication with such person is then unlawful, the giving of such notice or communication to such person shall not be required and there shall be no duty to apply for a license or other permission to do so. Any action or meeting that is taken or held without notice or communication to that person shall have the same validity as if the notice or communication had been duly

given. If the action taken is such as to require the filing of any document with respect thereto under any provision of law or any agreement or other instrument, it shall be sufficient, if such is the fact and if notice or communication is required, to state therein that notice or communication was given to all persons entitled to receive notice or communication except persons with whom communication was unlawful.

B. MEMBERS WITHOUT FORWARDING ADDRESSES. Subsection A. shall also be applicable to any Member or other person with whom the Association has been unable to communicate for more than 12 consecutive months because communications to the Member or other person are returned unclaimed or the Member or other person has otherwise failed to provide the Association with a current address. Whenever the Member or other person provides the Association with a current address, subsection A. shall cease to be applicable to the Member or other person under this subsection.

SECTION 4.05 CONFERENCE TELEPHONE MEETINGS. One or more persons may participate in a meeting of the Board or of a committee of the Board by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear and speak to each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

ARTICLE V OFFICERS

SECTION 5.01 NUMBER, QUALIFICATION AND DESIGNATION. The Officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article. Officers are Directors of the Association and duly elected by Board Members. The Officers shall be natural persons of full age who are Members of the Association.

SECTION 5.02 ELECTION AND TERM OF OFFICE. Each Officer of the Association, except those elected by delegated authority pursuant to Section 5.03 of this Article, shall be elected for a one year term by the Board. Each such Officer shall hold his office until his successor shall have been elected and qualified, or until his earlier death, resignation, or removal. No person shall hold the office of President or Vice President for more than two consecutive one year terms. Initial Officers of the Association shall be elected as soon after the filing of the Articles of Association for the Association as is practicable. In such event, the initial Officers will have been elected prior to the annual meeting of the Membership. The initial one year term as set forth herein shall be extended by the time period commencing with such election and ending at the first annual meeting of the Membership subsequent to such election in the same manner as the initial Directors terms are extended as hereinbefore set forth.

SECTION 5.03 SUBORDINATE OFFICERS, COMMITTEES AND AGENTS. The Board may from time to time elect such other Officers and appoint such committees, employees or other agents as the business of the Association may require, including one or more assistant vice-presidents, assistant secretaries, and one or more assistant treasurers, each of whom shall hold office for such period,

have such authority, and perform such duties as are provided in these Bylaws, or as the Board may from time to time determine. The Board may delegate to any Officer or committee the power to appoint subordinate Officers and to retain or appoint employees or other agents, or committees thereof, and to prescribe the authority and duties of such subordinate Officers, committees, employees or other agents.

SECTION 5.04 RESIGNATIONS. Any Officer, committee member, or agent may resign at any time by giving written notice to the Board, or to the President or the Secretary of the Association. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Employee resignation shall be in accordance with the employment contract if any, and applicable law.

SECTION 5.05 REMOVAL. Any Officer, committee, committee member, employee or other agent of the Association may be removed, either for or without cause, by the Members or the Board, whichever elected such persons, or by other authority which elected, retained or appointed such officer, committee, committee member or other agent, whenever in the judgment of such authority the best interests of the Association will be served thereby; provided, however, that such removal shall be without prejudice to the contract rights of any person so removed.

SECTION 5.06 VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board, Membership, Officer or committee to which the power to fill such office has been delegated pursuant to these Bylaws, and if the office is one for which these Bylaws prescribe a term, shall be filled for the unexpired portion of the term.

SECTION 5.07 GENERAL POWERS. All Officers of the Association, as between themselves and the Association, shall respectively have such authority and perform such duties in the management of the property and affairs of the Association as may be provided in these Bylaws and applicable law or by resolutions or orders of the Board not inconsistent with the Articles or Bylaws. The Officers of the Association elected by the Board of Directors (but not those appointed pursuant to Section 5.03) shall constitute the Executive Committee. Executive Committee Members shall have a right to fully and freely participate in all discussions on matters that come before the Board and also to bring matters before the Board. Officers are Board Members and have full voting rights pursuant to these ByLaws. Officers of the Association shall attend meetings of the Members.

SECTION 5.08 PRESIDENT. The President shall be the chief executive officer of the Association and shall have general supervisory authority and responsibility over the activities and operations of the Association, subject, however, to the control of the Board. The President shall sign, execute, and acknowledge, in the name of the Association, deeds, mortgages, bonds, contracts or other instruments, authorized by the Board except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other Officer or agent of the Association; may implement such standard operating procedures ("SOP's") for the daily conduct of the activities of the Association, as are appropriate and, in general, shall perform all duties incident to the office of President, and such other duties as from time to time may be assigned to him by the Board. Said duties shall

not conflict with or supersede the operational authority of the Operations Manager, if one has been appointed or hired by the Association. The President shall preside at all meetings of the Members.

SECTION 5.09 VICE PRESIDENT. The Vice President shall perform the duties of the President when the President is absent or otherwise unavailable and such other duties as may from time to time be assigned by the Board or the President.

SECTION 5.10 SECRETARY. The Secretary or an Assistant Secretary shall attend all meetings of the Board and shall record all the votes of the Directors and the minutes of the meetings of the Board and of committees of the Board, in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the Association as required by law; shall be the custodian of the seal of the Association and see that it is affixed to all documents to be executed on behalf of the Association under its seal; and, in general, shall perform all duties incident to the office of Secretary, and such other duties as may from time to time be assigned to him by the Board or the President.

SECTION 5.11 TREASURER. The Treasurer or an Assistant Treasurer shall have or provide for the custody of the funds or other property of the Association and shall keep a separate bank account(s) of the same in the name of the Association; shall collect and receive or provide for the collection and receipt of money earned by or in any manner due to or received by the Association; shall deposit all funds in his custody as Treasurer in such banks or other places of deposit as the Board may from time to time designate; shall, whenever so required by the Board, render an accounting showing his transactions as Treasurer, and the financial condition of the Association; and, in general, shall discharge such other duties as may from time to time be assigned to him by the Board or the President.

SECTION 5.12 OFFICERS' BONDS. Any Officer shall give a bond for the faithful discharge of his duties in such sum, if any, and with such surety or sureties as the Board shall require.

ARTICLE VI

LIMITATION OF PERSONAL LIABILITY AND INDEMNIFICATION

SECTION 6.01 LIMITATION OF PERSONAL LIABILITY OF DIRECTORS.

A. No Director of the Association shall be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless:

(1) the Director has breached or failed to perform the duties of his or her office as defined in Section 6.02, below; and

(2) the breach or failure to perform constitutes self dealing, willful misconduct or recklessness.

B. The provisions of this Section shall not apply to:

(1) the responsibility or liability of a Director pursuant to any criminal statute; or

(2) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

SECTION 6.02 STANDARD OF CARE AND JUSTIFIABLE RELIANCE.

A. A Director of the Association shall stand in a fiduciary relationship to the Association and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Association, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a 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:

(1) One or more officers or employees of the Association whom the Director reasonably believes to be reliable and competent in the matters presented;

(2) 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;

(3) A committee of the Board upon which he or she 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.

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

C. In discharging the duties of their respective positions, the Board, committees of the Board and individual Directors and committee members may, in considering the best interests of the Association, consider the effects of any action upon employees, upon persons the Association serves or may be called upon to serve, upon persons with whom the Association does business or has other relations, upon communities served by the Association or in which the offices or other establishments of or related to the Association are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection A. of this Section. This subsection is not intended to and does not impose upon the Board, any committees of the Board, and any individual Directors, any legal or equitable duties, obligations or liabilities or create any right or cause of action against, or basis for standing to sue, the Board, committees of the Board and/or individual Directors.

D. 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 the Association.

E. Except as otherwise provided in these Bylaws, an officer shall perform his duties as an officer in good faith, in a manner he reasonably believes to be in the best interests of the Association and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. A person who so performs his duties shall not be liable by reason of having been an officer of the Association.

SECTION 6.03 STANDING. The duty of the Board, committees of the Board, individual Directors and officers pursuant to Section 6.02 and elsewhere in the Bylaws, is solely to the Association, and may be enforced only by the Association or a Member, as such, by an action in the right of the Association, and may not be enforced directly by a Member or by any other person or group.

SECTION 6.04 INDEMNIFICATION IN THIRD PARTY PROCEEDINGS. The Association shall indemnify any person 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 the Association) by reason of the fact that he or she is or was a representative of the Association, or is or was serving at the request of the Association as a representative of another domestic or foreign Association for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. 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 Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

SECTION 6.05 INDEMNIFICATION IN DERIVATIVE ACTIONS. The Association shall indemnify any person 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 Association to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Association, or is or was serving at the request of the Association as a representative of another domestic or foreign Association for profit or not-for-profit, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit 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 Association. Indemnification shall not be made under this Section in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Association unless and only to the extent that a court of competent jurisdiction determines upon petition, that despite the adjudication of liability, but in view of all the circumstances of the

case, such person is fairly and reasonably entitled to indemnity for such sums and expenses which such court shall deem proper.

SECTION 6.06 MANDATORY INDEMNIFICATION. Notwithstanding any contrary provision of these Bylaws, and so long as not in conflict with applicable law, to the extent that a representative of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 6.04 or Section 6.05 above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

SECTION 6.07 DETERMINATION OF ENTITLEMENT TO INDEMNIFICATION. Unless ordered by a court, any indemnification under this Article shall be made by the Association only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standards of conduct set forth in this Article. Such determination shall be made:

- A. By the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or
- B. If such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or
- C. By the Members, if a majority vote of a quorum of the Board sets the matter before the Members for a vote.

SECTION 6.08 ADVANCING EXPENSES. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case, upon receipt of a written agreement from such person to repay such amounts if it ultimately is determined that he is not entitled to be indemnified by the Association as authorized in this Article. The Board also may impose such other reasonable conditions on advancing expenses as the Board determines in its reasonable discretion.

SECTION 6.09 INDEMNIFICATION OF FORMER REPRESENTATIVES. Each such indemnity may continue as to a person who has ceased to be a representative of the Association and may inure to the benefit of the heirs, executors and administrators of such person.

SECTION 6.10 INSURANCE. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Association or is or was serving at the request of the Association as a director, officer, employee or agent of another domestic or foreign Association for profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Association would otherwise have the power to indemnify such person against such liability.

SECTION 6.11 RELIANCE ON PROVISIONS. Each person who shall act as an authorized representative of the Association shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

SECTION 6.12 GENERAL PROHIBITION. No indemnification pursuant to this Article shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a Court of competent jurisdiction to have constituted willful misconduct, recklessness, or criminal conduct.

ARTICLE VII MEMBERS

SECTION 7.01 MEMBERSHIP IN THE ASSOCIATION. The Association shall service the Greater Lehigh Valley and surrounding region. All persons regardless of age, sex, creed, or national origins shall be eligible for membership so long as they qualify for membership under the guidelines and criteria established by the Membership Committee and approved by the Board of Directors. **See Addendum "A" for membership guidelines.**

SECTION 7.02 HONORARY MEMBERS. The Association may have Honorary Members not to exceed twenty-five percent (25%) of the regular membership. Honorary Members shall be permitted to participate in Meetings of the Membership, but shall not be entitled to vote or serve as Officers or Directors of the Association. A change of status from a Member to an Honorary Member shall be approved by the Board of Directors at any Regular Meeting of the Board.

SECTION 7.05 MEETINGS.

A. REGULAR MEETINGS. The regular meeting of the Membership shall be held at 7:30 A.M. on the first Tuesday of each month or as indicated by announcement at the arranged meeting of the Association, or such other place as may be designated in a notice sent to the Members. The purpose of such meetings shall be to conduct such business as is properly brought before the Membership. The first regular meeting of each fiscal year shall be the annual meeting of the Membership. At the annual meeting, the Membership shall elect: such Directors as there are vacancies or expiring terms and such Officers as are necessary to fill vacancies or expiring terms of office. No notice shall be required for regular meetings, unless required by applicable law, except that notice shall be provided to all Members of the annual meeting and any meeting at which a Director or Officer is to be elected. Nominations for Directors and Officers shall be taken at the two regular meetings immediately preceding the annual meeting. If the annual or other regular meeting shall not be held within six months after the designated time, any Member may call such meeting at any time thereafter, subject to applicable notice provisions.

B. SPECIAL MEETINGS. Special meetings of the Members may be called at any time by the Board, or by members entitled to cast at least 10% of the votes which all Members are entitled to cast at a particular meeting, or by the President, or in the absence of the President, the Vice President. At any time, upon written request of any person who has called a special meeting, it

shall be the duty of the Secretary to fix the time of the meeting, which shall be held not more than sixty days after the receipt of the request. If the Secretary shall neglect or refuse to fix the time of the meeting, the person or persons calling the meeting may do so.

C. ADJOURNMENTS. Adjournments of any regular or special meeting may be taken, but any meeting at which Directors are to be elected shall be adjourned only from day-to-day, or for such longer periods not exceeding fifteen (15) days each, as the Members present and entitled to cast at least a majority of the votes which all Members present and voting are entitled to cast shall direct, until such Directors have been elected.

D. ORDER OF BUSINESS. After roll call and any necessary correction to, and approval of the minutes of the preceding Meeting, the Order of Business shall be as determined by the President. Unless another procedure is established either by Amendment to these Bylaws or by decision of the Board, Roberts' Rules of Order shall be followed to the extent not in conflict with the Articles of Association, these Bylaws, or the discretion of the President set forth above.

SECTION 7.06 QUORUM.

A. GENERAL RULE - A meeting of Members of the Association duly called shall not be organized for the transaction of business unless a quorum is present. Unless otherwise provided in these Bylaws adopted by the Members:

(1) The presence of Members entitled to cast at least a majority of the votes which all Members are entitled to cast on the matters to be acted upon at the meeting shall constitute a quorum.

(2) The Members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

(3) If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided in these Bylaws or required by law, adjourn the meeting to such time and place as they may determine.

B. EXCEPTIONS - Notwithstanding any contrary provision in the Articles or Bylaws:

(1) In the case of any meeting called for the election of Directors or Officers or at which Directors or Officers are to be elected, those who attend the second of such adjourned meetings, although less than a quorum as fixed in subsection A., or in the Articles, shall nevertheless constitute a quorum for the purpose of election of Directors or Officers.

(2) In the case of any meeting called for any other purpose, those who attend the second of such adjourned meetings, although less than a quorum as is fixed in subsection A., or in the Articles, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set

forth in the notice of the meeting, if written notice of such second adjourned meeting, stating that those Members who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each Member of record entitled to vote at such second adjourned meeting at least ten days prior to the day named for the second adjourned meeting.

SECTION 7.07 ACTION BY MEMBERS. The acts at a duly organized meeting of Members present entitled to cast at least a majority of the votes which all Members present and voting are entitled to cast shall be the acts of the Members.

SECTION 7.08 VOTING.

A. Every Member of the Association shall be entitled to one vote. No Member shall sell his or her vote or issue a proxy for money or anything of value.

B. Voting List. Upon request of a Member, the books or records of Membership shall be produced at any regular or special meeting of the Association. If at any meeting, the right of a person to vote is challenged, the officer presiding at the meeting shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to the Members entitled to vote may vote.

C. Proxies.

1. The notice for each meeting at which one or more Directors is to be chosen shall include a proxy which allows for the absentee vote of a Member to be counted at such Meeting. Only a person who has been duly nominated to be a Director shall have his or her name appear on the proxy ballot. Proxies shall be counted in voting so long as received by the President or Secretary prior to the commencement of the counting of votes at such Meeting.

2. Every proxy shall be executed in writing by the Member or by his duly authorized attorney-in-fact and filed with the Secretary of the Association. A proxy shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until notice thereof has been given to the Secretary of the Association. No unrevoked proxy shall be voted on after six months from the date of its execution. A proxy shall not be revoked by the death or incapacity of the maker unless before the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the Secretary of the Association.

3. The Board, in its discretion, may authorize proxy voting for such other matters which are to be voted upon by the Members, as it deems appropriate and in the best interest of the Association.

D. Voting for Directors and Officers shall be by secret ballot, except that any vote by proxy shall be announced to those present at the meeting.

SECTION 7.09 DETERMINATION OF MEMBERS OF RECORD. The record date for the determination of the Members entitled to notice of or to vote at a meeting of Members shall be at the close of business on the day next preceding the day on which notice is given, or if notice is waived, or not required pursuant to these Bylaws, at the close of business on the day next preceding the day on which the meeting is held; provided, however, in the best interest of the Association, the Board may provide for such other record date not more than seventy (70) days prior to the date of any meeting of Members or adjournment thereof. The record date for determining Members for any purpose other than voting shall be the close of business on the day in which the Board of Directors or other bodies adopts the Resolution relating thereto.

SECTION 7.10 NON-TRANSFERABILITY. No Member may transfer his or her Membership or any rights which may arise therefrom.

SECTION 7.11 SUSPENSION FROM MEMBERSHIP. The Board shall have the power to suspend any or all rights and privileges of a Member at any time without prior notice when in his or their determination it would be in the best interest of the Association to do so. Such suspended Membership rights and privileges shall be automatically reinstated thirty (30) days following the suspension unless during the thirty (30) day period the Member receives written notice of a hearing before the Board on the matter of his expulsion from Membership. In the latter event, suspended Membership rights and privileges shall remain suspended pending final action by the Board and/or Members of the Association.

SECTION 7.12 EXPULSION FROM MEMBERSHIP. Any Member of the Association may be expelled from Membership in the Association if found by the Board and the Membership of the Association to be guilty of conduct unbecoming a Member or if such Member has failed to meet the minimum requirements for Membership. The Secretary, upon written request of the President of the Association or five (5) members of the Association shall give at least ten (10) days prior written notice to each accused Member by Certified Mail, of the time, date, and place of a hearing on such charges to be held before the Board. Such request and such notice shall specify the conduct giving rise to the charges. The hearing before the Board shall be held no later than thirty (30) days following the mailing of such notice. At such hearing the accused Member shall have full opportunity to defend himself against such charges, including the right to present witnesses on his own behalf and to cross-examine such witnesses as may testify against him. If at least two-thirds (2/3) of the Directors present who are Eligible Members vote in favor of expulsion, the matter shall be referred to the next meeting of the Membership of the Association. Notice of such hearing shall be posted in the station at least 5 days prior to such hearing. The accused shall again have the opportunity to present his defense before the Membership. If at least two-thirds (2/3) of the Eligible Members of the Association present vote in favor of expulsion, the accused Member shall be forthwith expelled from Membership and the Secretary shall strike his name from the rolls. An accused Member shall immediately have his rights and privileges reinstated if the requisite vote in favor of expulsion is not obtained before the Board or the Membership.

SECTION 7.13 RESIGNATION. Any Member of the Association may resign by submitting a written resignation to the Secretary of the Association. The tendered letter of resignation shall be presented at the next regularly scheduled Meeting of the Board for informational purposes. However, the resignation shall be effective upon the occurrence of all of the following: delivery of the resignation notice to the Secretary plus the passage of any time set forth in such notice; and the return of all property belonging to the Association. Any person who resigns shall not be released from any obligations or liabilities to the Association which previously had been incurred until either such obligation or liabilities have been fulfilled or paid, or until approval by the Board of such release.

ARTICLE VIII MISCELLANEOUS

SECTION 8.01 SALARIES. The wages or salaries or other compensation of the officers, employees, and other persons, if any, shall be fixed from time to time by the Board or by such officer as may be designated by resolution of the Board.

SECTION 8.02 CORPORATE SEAL. The Association shall have a corporate seal in the form of a circle containing the name of the Association and the year of Association and such other details as may be approved by the Board.

SECTION 8.03 CHECKS. The signatures of the President or Treasurer shall be required to write checks or otherwise withdraw funds of the Association. The checking account will be audited by any member of the Board other than the President and Treasurer.

SECTION 8.04 CONTRACTS. Except as otherwise provided in these Bylaws, the Board may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the Association, and such authority may be general or confined to specific instances.

SECTION 8.05 DEPOSITS. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may approve or designate, and all such funds shall be withdrawn only as the Board shall from time to time determine.

SECTION 8.06 ANNUAL REPORT OF THE BOARD. The Board shall direct the President and Treasurer to present at the annual meeting of the Board, a report showing in appropriate detail the following:

- A. The assets and liabilities, including the trust funds, of the Association 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 funds, during the year immediately preceding the date of the report.
- C. The revenue or receipts of the Association, 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 Association.

D. The expenses or disbursements of the Association, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate date with respect to each trust fund held by or for the Association.

The annual report of the Board shall be filed with the minutes of the annual meeting of the Board.

SECTION 8.07 ABIDING BY LAW. The Association and its Members shall abide by all applicable laws, ordinances, orders, and regulations.

SECTION 8.08 CONSTRUCTION. As used in these Bylaws and when required by context, each number (singular or plural) shall include all numbers, and each gender shall include all genders.

SECTION 8.09 AMENDMENT OF BYLAWS. These Bylaws may be amended or repealed, or new Bylaws may be adopted, by vote of a majority of the Members of the Association at any regular or special meeting.

SECTION 8.10 UNENFORCEABILITY. If for any reason one or more of the provisions of these Bylaws or their application to any person or circumstance shall be held to be invalid, illegal or unenforceable in any respect or to any extent, such provisions shall nevertheless remain valid, legal and enforceable in all such other respects and to such extent as may be permissible. In addition, any such invalidity, illegality or unenforceability shall not affect any other provision hereof, but these Bylaws shall be construed as if such invalid, illegal or unenforceable provision had never been contained herein.

These Bylaws Were Duly Adopted
by the Membership on

_____, 2005

By: _____
President