

BY-LAWS OF THE PENNSYLVANIA DOWNTOWN CENTER

ARTICLE I Identification

Section 1.1: Name and Principle Office. The name of this corporation shall be the Pennsylvania Downtown Center, Inc. (hereinafter referred to as the "Center"). The principal office shall be determined from time to time by the Board of Directors.

ARTICLE II Organization

Section 2.1: Purposes. The purposes for which the corporation is organized are: 1) to provide outreach to encourage the preservation and improvement of downtown areas, and their nearby residential neighborhoods, in municipalities within the Commonwealth of Pennsylvania; 2) to conduct seminars and hold other educational programs concerning preservation and improvement of downtown areas, and their nearby residential neighborhoods, 3) to provide a forum for members of the Center to share knowledge, common experience and problems, 4) to promote and encourage the implementation of more effective legal and financing techniques that will further the preservation and improvement of downtown areas and their nearby residential neighborhoods, 5) to assist community organizations in the completion of certain technical assistance tasks important to the implementation of programs to revitalize downtown areas and their nearby residential neighborhoods, 6) to purchase or otherwise acquire, own, or lease property; and to receive, administer and disburse funds in connection with any activities related to the above purposes; provided, however, that the Center shall only engage in activities that are in the purview of Section 501 (C) (3) of the Internal Revenue Code of 1954, as now or hereinafter amended. No part of the net earnings of the Center shall inure to the benefit of any of its members or any other individual; and the Center shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Section 2.2: Tax Exempt Status. It is the intent of the Center to qualify as a non-profit, tax-exempt entity pursuant to Section 501 (C) (3) of the Internal Revenue Code of 1954, as now or hereafter amended. In order to effectuate such an intent, no part of the net earnings of the Center shall inure to the benefit of any of its members or any other individual; and the Center shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Upon dissolution of this corporation/organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(C) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public use.

ARTICLE III
Membership

Section 3.1: Eligibility. Any individual, organization, municipality, corporation or corporate representative, including Main Street and Elm Street boards or committees, revitalization corporations, or other boards, committees, or task forces which are interested in furthering the mission of the Center may become a member by filing an application in such form as established by the Board of Directors.

Section 3.2: Dues. The Board of Directors shall establish and review annual dues as they deem appropriate. Such establishment of dues will include fee structure, method of payment and application procedure.

Section 3.3: Voting Privileges. The membership of the organization shall have no voting privileges.

ARTICLE IV
Membership Meetings

Section 4.1: Annual Meeting. At least one annual meeting of the membership shall be held in each calendar year at such time and place as may be determined by the Board of Directors for the purposes of reporting on the financial and programmatic state of the organization and providing such other information as may be appropriate.

Section 4.2: Special Meeting. Special meetings of the membership shall be held at any time and place as may be designated in the notice of said meeting, upon call of the **Chairperson** of the Board of Directors either at their own request or upon written petition by at least 10% of the membership. Any such request shall state the purpose for which such meeting is called.

Section 4.3: Notice of Meetings. Written and/or electronic notice of every meeting of the membership, stating the place, date, hour, and specific business of the meeting, shall be given to each member, not less than fifteen (15) before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail, with postage thereon prepaid, addressed to the members at their address as it appears on the Center's record of membership.

ARTICLE V
Board of Directors

Section 5.1: General Powers. The affairs of the corporation shall be managed by the Board of Directors except as otherwise provided by law, by the Articles of Incorporation, or by these bylaws.

Section 5.2: Number and Qualification. The number of directors of the corporation shall be **not less than thirteen (13) nor more than nineteen (19) members**. All directors of the corporation shall be members of the organization, or represent member organizations or businesses, at the beginning of their term of office. The Board of Directors shall be comprised of individuals who have interest in or knowledge about downtown and/or neighborhood revitalization.

Section 5.3: Board of Elections. Nominations shall be made by the Governance Committee, Regular elections for the Board of Directors shall be held at the Annual Meeting of the Board of Directors, which shall take place in the last two months of the organizations fiscal year.

Section 5.4: Terms of Directors. Directors shall serve no more than two full, successive three-year terms, except that the Immediate Past Chairperson's term as a member of the Board of Directors shall commence at the normal termination date of his/her term as Chairperson, and shall continue to the next annual meeting, unless his/her designated term as a Board member exceeds this limitation in which case he/she will serve the full term to which he/she was appointed. Each director elected shall hold office until June 30th of the year in which his or her term expires or until his or her successor is elected and qualified.

Section 5.5: Removal of Directors. Any Director may be removed from office for conduct detrimental to the interests of the corporation by a majority vote of the Board of Directors at any regular or special meeting called for that purpose, but the Director subject to removal proceedings shall not vote. Any such Director proposed to be removed, shall be entitled to at least fifteen (15) days notice in writing of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

Section 5.6: Resignation. A Director may resign from membership on the Board at any time by giving notice of his/her resignation in writing addressed to the **Chairperson** of the corporation or by presenting his or her written resignation in person at an annual, regular, or special meeting of the Board.

Section 5.7: Vacancies. A vacancy occurring on the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors.

Section 5.8: Ex-Officio Board Members. The Board of Directors may appoint one or more persons as non-voting members of the Board; the chairpersons of PA Downtown Center Committees shall be invited, non-voting participants at regular meetings of the Board of Directors.

Section 5.9: Absences. Should any individual Director be absent from three consecutive regular and or special meetings, the appointment of said Director will be reviewed by the **Chairperson** who may introduce a motion to the full Board at any regularly scheduled meeting to remove said Director from the Board of Directors. Approval of such a motion will require two-thirds vote of those Directors present and any resultant vacancy will be filled according to procedures described elsewhere in the bylaws.

Section 5.10: Compensation. Directors as such will not receive any compensation for their services, but may be reimbursed for expenses incurred and for rendering services to the corporation only upon a 2/3 affirmative vote of the Board at a meeting where the written notice of the meeting specifically states the proposed nature of the services and the amount of compensation to be paid such Director. Further, the affirmative decision of the Board to compensate such Director for personal services shall include a finding

that the proposed services to be performed are unique and exclusively suited to the talent and background of said director.

Section 5.11: Conflict of Interest. Any Director having any financial interest in any property or matter under consideration shall disclose said interest to the Board before any action is taken. Further, after disclosure such Director shall abstain from any vote and not participate in any discussion or consideration of such action.

Section 5.12: Advisory Board. The Board of Directors may appoint members to serve on such Advisory Boards to the Center as the board of Directors deems appropriate.

ARTICLE VI
Meetings of Directors

Section 6.1: Annual Meeting. The Annual Meeting of the Board of Directors shall be held within the last two months of the organization's current fiscal year at such hour and such place as designated in the notice of the meeting or agreed upon by a majority of the directors entitled to vote at the meeting, for the purposes of 1) electing the Board of Directors; 2) electing the officers of the Corporation for the next fiscal year; 3) for giving approval to a preliminary work plan and budget for the subsequent fiscal year; and 4) for the transaction of such other business as may be properly brought before the meeting. If the annual meeting shall not be held as provided above in these bylaws, a substitute annual meeting so called shall be designated and treated for all purposes as the annual meeting.

Section 6.2: Meetings. The Board of Directors may hold meetings, both regular and special, either within or outside of the Commonwealth of Pennsylvania. Regular meetings shall be held as deemed necessary by the Executive Committee, but no less than one a year. Special meetings of the Board may be called by the **Chairperson** or by the Board of Directors or the Executive Committee, or by four or more directors.

Section 6.3: Place of Meeting. The annual or any special meeting of the Board of Directors may be held at the principal office of the corporation or at such other place, within the Commonwealth of Pennsylvania, as shall be designated in the notice of the meeting or in a waiver of notice of the meeting signed by all of the directors then in office.

Section 6.4: Notice of Meetings. The Secretary shall give notice of each annual, regular meeting of the Board of Directors by personal delivery, mail, by facsimile transmission, or by e-mailing such notice to each director at least fifteen (15) days before the meeting. The Chairperson or other person or persons calling a special meeting of the Board of Directors shall have notice thereof by mailing such notice to each director at least five (5) days before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a meeting of the Board of Directors. Attendance by a director at a meeting shall constitute a waiver of notice of such meeting except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 6.5: Quorum. At all meetings of the Board, **a minimum of 7 voting members** thereof shall constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Board. Any action required or permitted to be taken at any meeting of the Board of Directors or the Executive Committee thereof may be taken without a meeting, if all members of the Board or Executive Committee, as the case may be, consent in writing, or by way of telecommunications, setting forth the action so taken, and the writings or telecommunications, documented in writing, are filed with the minutes of the proceedings. Such consent shall have the same force and effect as a unanimous vote of the Board or of the Executive Committee, as the case may be.

Section 6.6: Proxy Voting. Proxy voting by any members of the Board of Directors shall be permitted if the absentee member has submitted the vote in writing to any officer, other Director, or the Executive Director in advance of the meeting, or if the absentee member conveys his/her vote by way of telecommunications to any officer, other Director, or the Executive Director during the appointed meeting time.

ARTICLE VII
Committee Structure

Section 7.1: Standing Committees. The following Standing Committees shall be appointed by the Chairperson each year:

a. Finance Committee. The committee will be chaired by the treasurer and shall be responsible for overseeing the general financial activities of the Center. Responsibilities include developing and implementing and reviewing the Center's finances monthly. The chair shall report or cause to be reported a monthly financial statement to the Executive Committee.

b. Programs and Services Committee. The committee shall be responsible for developing, implementing, and evaluating the programs and services offered by the Center to its members as well as being responsible for membership development and the conducting of membership surveys to determine that members' needs are being adequately met.

c. Conference Committee: The committee shall be responsible for assisting the staff with the planning and holding of the annual PDC conference, including review of budget, program development, speaker selection and contact duties.

d. Legislative Committee. The committee shall advocate for policies and practices favorable to the strengthening of Pennsylvania's downtowns and shall promote to government, partners, and members the vital importance of downtown revitalization to overall community development.

e. Governance Committee. The committee shall be responsible for nominating individuals to serve on the Board of Directors; for annually reviewing committee membership; and ~~function~~ for insuring that appropriate education and training of the board is available to enhance its ~~for~~ effectiveness. The **Chairperson** of the Board of Directors shall serve on this committee along with at least two other board members.

f. Development Committee. The Committee shall be responsible for providing leadership for and on behalf of, the Board of Directors relative to all aspects of PDC fundraising and works with the PDC staff to develop and implement both the Annual and Long-Term Fundraising plans

Section 7.2: The Board may establish additional standing and ad hoc committees as deemed necessary.

ARTICLE VIII Officers

Section 8.1: Officers. The officers of the Center shall be elected by the Board of Directors and shall consist of a Chairperson, Chairperson-Elect, Vice-Chairperson, Secretary, and Treasurer. Officers shall be natural persons of full age.

Section 8.2: Election. The officers shall be elected at the Annual Reorganization Meeting of the Board of Directors, which shall be either the same meeting as the Annual Meeting or the first regular meeting of the Board after the Annual Meeting. The Chairperson shall automatically become the Immediate Past-Chairperson upon election of a new Chairperson. The officers shall be elected by a majority of the Board of Directors.

Section 8.3: Term. The officers of the Center shall hold office for not more than three (3) consecutive one-year terms in any given office. Any person who completes a three-year term in any one office, with the exception of the Chairperson-Elect may not hold another officers position for a period of one year. Any officer or agent elected or appointed by the Board of Directors, may be removed by the Board of Directors whenever in its judgment the best interest of the Center will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

Section 8.4: Powers and Duties. Except as herein provided, the officers of the Center shall have such powers and duties as generally pertains to their respective offices and other such duties as may be directed by the Board of Directors.

Chairperson

Section 8.5: The Chairperson shall be the chief executive officer of the Center. He/She shall preside at all meetings of the directors, shall have general and active management of the business of the Center and shall see all orders and resolutions of the board are carried into effect.

Section 8.6: He/She shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Center, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officers or agent of the Center.

Chairperson-Elect

Section 8.7: The Chairperson-Elect shall, in the absence or disability of the Chairperson, perform duties and exercise the powers of the Chairperson, and shall perform such other duties as the Board of Directors or Executive Committee may prescribe or the Chairperson may delegate. Upon completion of the term in office of the Chairperson, his/her resignation, his/her removal from office, or his/her decision not to seek another term in office, the Chairperson-Elect shall assume the position of Chairperson.

Vice-Chairperson

Section 8.8: The Vice-Chairperson shall, in the absence or disability of the Chairperson and/or Chairperson-Elect, perform duties and exercise the powers of the Chairperson, and shall perform such other duties as the Board of Directors or Executive Committee may prescribe or the Chairperson may delegate.

Corporate Secretary

Section 8.9: The Secretary shall attend all meetings of the Board of Directors of the Center and record or cause to be recorded all votes of the Center and the minutes of all transactions in a book to be kept for that purpose, and shall perform like duties for the executive and other committees of the Board of Directors when required. He/She shall give, or cause to be given, notice of all meetings of the Center and shall perform other such duties as prescribed by the Board of Directors or Chairperson, under whose supervision he/she shall be. He/She shall insure the safe custody of the seal of the corporation, and, when authorized by

the Board of Directors, affix the same to any instrument requiring it, and when so affixed, it shall be attested by his/her signature or by the signature of the treasurer.

Assistant Secretary

Section 8.10 The Executive Director of the Pennsylvania Downtown Center shall be the Assistant Secretary of the Corporation. In this capacity, the Executive Director shall be empowered to sign documents requiring the signature of the Corporate Secretary or another officer, , or to attest to the signature of another officer, in the absence of the Corporate Secretary or when time constraints make the mailing of documents impractical. To the greatest extent possible, the Assistant Secretary should confer with the Corporate Secretary before signing any such document.

Treasurer

Section 8.11: The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Center, and shall deposit or authorize the deposit of all moneys and other valuables effects in the name and to the credit of the Center in such depositories as shall be designated by the Board of Directors. He/She shall serve as the chairman of the finance committee.

Executive Committee

Section 8.12: The **Chairperson, Chairperson-Elect, Vice-Chairperson, Secretary, Treasurer and Immediate Past Chairperson** shall constitute the Executive Committee. Officers shall be reaffirmed annually, in accordance with Section 8.3 of this Article. The committee shall have, and may exercise, all of the authority of the Board of Directors in the management of the Center, subject to restrictions as imposed by vote of the Board of Directors. The Executive Committee cannot disband the organization or amend the Bylaws. A majority vote of committee members present and voting at a duly called meeting shall constitute a quorum.

ARTICLE IX
General Provisions

Section 9.1: Finances. All checks, drafts, and other instruments for the payment of money and all deposits and instruments of transfer of securities of the Center shall be signed by such officers, agents, and employees of the Center as the Board of Directors may from time to time designate.

Section 9.2: Fiscal Year. The fiscal year of the Center shall begin on the first day of July and end on the last day of June each year.

Section 9.3: Financial Statements. Not later than six months following the close of each fiscal year, the Board of Directors will authorize an audit of the financial records of the Center to be conducted by an accredited Certified Public Accountant.

Section 9.4: Seal. The corporate seal shall have described thereon the name of the Center and the words "Corporate Seal" and "Pennsylvania". Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 9.5: Directors and Officers. Pursuant to House Bill 2072 (Act Number 145 of the General Assembly of the Commonwealth of Pennsylvania), all corporate Directors and Officers of the Pennsylvania Downtown Center, Inc., are hereby deemed to fall within the application of House Bill 2072 and all related amendments thereto and are hereby exempt from personal liability for those duties and obligations performed in good faith and in the best interest of the Corporation hereto. It is hereby acknowledged that the personal liability exemption does not cover the willful misconduct or recklessness of any Director or Officer of Pennsylvania Downtown Center, Inc.

Section 9.6: 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 Pennsylvania Nonprofit Corporation Law of 1988, as amended, ("NPCL") as in effect at the time of the alleged action or failure to take action by such Director.

Section 9.7: 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.

Section 9.8: 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 Trustee 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 and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by the Director or Officer in connection with such action, suit or proceeding.

Section 9.9: Mandatory Advancement of Expenses to Directors and Officers. The Corporation shall pay expenses (including attorneys' fees and disbursements) incurred by a Director or Officer of the Corporation referred to in Section 9.8 hereof in defending or appearing as a witness in any civil or criminal

action, suit or proceeding described in Section 9.8 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 such person not entitled to be indemnified by the Corporation as provided in Section 9.11 hereof.

Section 9.10: 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 or position, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excised taxes and penalties), 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 9.10 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 9.11 hereof.

Section 9.11: 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 9.12: 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 disinterest Trustees, 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 members or 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 9.13: Definition of Authorized Representative. For the purpose of this Article, the term, "authorized representative" shall mean a Director, Trustee, Officer, Employee, or Agent 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.

Section 9.14: Parliamentary Authority. the rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Center in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Center may adopt.

Section 9.15: Gender and Number. As used in these by-laws, the singular shall refer to the plural and vice versa and the male shall refer to the female and vice versa.

ARTICLE X
Amendments

Section 10.1: Amendments. These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the Board of Directors at any regular or special meeting, or by 75% of those present at an agreed meeting, provided that no such action would in any way adversely affect the Center's qualification under Section 501(C) (3) of the Internal Revenue Code of 1954 or any successor provision thereto.

Amended 2/23/89

Amended 11/30/89

Amended 6/14/94

Amended 8/7/98

Article VII, Section 7.1 Paragraphs b through e - Amended 10/18/77

Article V, Section 5.3 revised - Amended 4/18/01

Article VII, Section 7.f added - Amended 4/18/01

Article V, Section 5.2 revised – 5/1/02

Article II, Section 2.1 – Amended 5/20/03

Article IV, Section 4.4 – Amended 5/20/03

Article VIII, Section 8.1- Amended 5/20/03

Article VIII, Section 8.2 – Amended 5/20/03

Article VIII, Section 8.3 – Amended 5/20/03

Article VIII, Section 8.4 – Amended 5/20/03