

**BYLAWS OF THE POCONO MOUNTAINS VACATION BUREAU, INC.
(TRADING AS POCONO MOUNTAINS VISITORS BUREAU
AND/OR POCONO MOUNTAINS CONVENTION AND VISITORS BUREAU)
1004 MAIN STREET
STROUDSBURG, PENNSYLVANIA**

ARTICLE 1

NAME

- SEC.1** The name of this Corporation shall be POCONO MOUNTAINS VACATION BUREAU, INC. (sometimes trading as the Pocono Mountains Visitors Bureau and/or Pocono Mountains Convention and Visitors Bureau and sometimes referred to as the “PMVB”)

ARTICLE 2

PURPOSE

- SEC. 1** To promote the Pocono Mountains Tourist Destinations of Carbon, Monroe, Pike and Wayne counties as the designated tourist promotion agency. To enhance the economic and environmental well-being of our region and members through the promotion of tourism and the comprehensive marketing of our destination.
- SEC. 2** The PMVB shall be a non-partisan and non-sectarian organization and shall observe all appropriate local, state, and federal laws.

ARTICLE 3

MEMBERSHIP

- SEC. 1** The PMVB shall have the following classes of members:
- A. Accommodations – any facility providing lodging for tourists either regularly or occasionally.
 - B. Attractions – A place of interest where tourists visit offering leisure and amusement including restaurants.
 - C. Associate – Suppliers to the tourist industry.
 - D. Participating Members – Services to the tourist industry.
 - E. Non-profit organizations – A business that has been granted tax-exempt status by the IRS. They are classified as a 501(c).

F. Any other class as deemed appropriate by the Board of Directors.

SEC. 2 Accommodations, Restaurants and/or Attractions members must be located within the four-county, Pocono Mountains Region of Carbon, Monroe, Pike and Wayne counties. However, our Participating, Associate, Non-Profit members may be located outside the four-county region.

SEC. 3 Any person, firm or corporation that is a non-tourist facility, servicing the tourist, may be accepted as a Participating member upon compliance with such rules as shall be promulgated by the Board of Directors.

SEC. 4 Any person, firm or corporation servicing tourist facilities may be accepted as an Associate Member upon compliance with such rules as shall be promulgated by the Board of Directors.

SEC. 5 Any Operator of more than one tourist property, each located within the Pocono Region, must maintain a full membership for each property simultaneously in order to be eligible for PMVB services for each property.

SEC. 6 No new membership will be accepted nor will an existing membership be renewed if the member is in any way affiliated with any other group, association or organization whose purposes are similar to or in competition with the PMVB unless, however, such other group, organization or association has first received the endorsement or approval of the Board of Directors of the PMVB.

SEC. 7 REMOVAL

- A. Any member may resign as a member of the PMVB by notifying the Board of Directors in writing.
- B. Any member may be suspended for non-payment of membership dues, fees and/or other financial obligations, if payment is outstanding thirty (30) days past the due date. If the account is outstanding sixty (60) days past the due date, the Board of Directors may move to expel a member.
- C. Any member may be suspended or cancelled by a two-thirds (2/3) vote of the Board of Directors for conduct prejudicial to the objectives or reputation of the PMVB or the members at the sole discretion of the Board of Directors. When a member is suspended, all services such as receiving leads, distribution of materials, referral service, etc. will be suspended. Before any suspension or expulsion for such conduct, the Board of Directors shall hold a hearing to consider the matter. This hearing may be conducted at any regular or special meeting of the Board of Directors and the Board of Directors shall notify the member or Director of the Board to be suspended or expelled at least ten (10) days prior to the meeting advising the member or Director of Board of the reasons for the proposed suspension or expulsion and the time and place of the hearing. A member may attend and present arguments in their behalf. The decision of the Board of Directors

is final.

ARTICLE 4

DUES PAYING MEMBERS

SEC. 1 The dues for membership will be determined by the Board of Directors of the PMVB, subject to yearly review; rates set by majority vote of the Board of Directors. Any member of the PMVB who is delinquent thirty (30) days past the due date of membership dues, fees and/or any other financial obligation to the PMVB may be suspended from all rights and benefit therein. Membership may not be reestablished until all past dues financial obligations are fully satisfied.

ARTICLE 5

LOCATION

SEC. 1 The principal office of this Corporation shall be in the location as designated by the Board of Directors.

SEC. 2 This Corporation may establish branch offices in such locations as shall be deemed advisable from time to time.

ARTICLE 6

MEETINGS

SEC. 1 The Board of Directors shall meet no less than four (4) times during a twelve (12) month period. The Executive Committee shall meet only if there is an issue requiring immediate attention. Meetings may be held in-person and may also meet via telecommunications, such as telephone conference or web conference. Proxies can be given to the Board Chair prior to a board meeting. A proxy, when given to the Board Chair, must be in writing and state clearly what it is and why given and must be entered in the minutes.

SEC. 2 Special meetings of the Board of Directors shall be called by the Board Chair whenever he/she shall deem necessary, or by a majority of Board of Directors.

SEC. 3 A General Membership Meeting shall be held at least two (2) times during a twelve (12) month period.

ARTICLE 7

NOTICES

- SEC.1** Notice of all meetings, regular or special, shall be in writing and sent through the U.S. mail, faxed, or emailed to each member or Director as defined in Article 13 herein at his/her latest address recorded on the records of the Corporation.
- SEC. 2** Each member and Director shall be entitled to one week's notice of the regular meetings and three (3) day's notice of any special meetings.

ARTICLE 8

WAIVER OF NOTICE

- SEC. 1** Unless otherwise provided by law, whenever any notice is required to be given, by the provisions of the bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notices, whether before or after the time stated therein, shall be an effective waiver.

ARTICLE 9

OFFICERS

- SEC. 1** The elected officers of this Corporation shall be Board Chair, Vice-Chair, Treasurer/Secretary, and Past Board Chair.
- In order to serve in an officer, position the individual must have served on the Board of Directors for at least one (1) three-year term.
- SEC. 2** The Board Chair and Vice Chair shall serve one (1) two-year term. If the Vice Chair successfully conducts all their responsibilities as Vice Chair, it is expected they will be elected to the Board Chair role. The Treasurer/Secretary can serve up to two (2) two-year terms.
- SEC. 3** The office of the President/CEO shall be occupied by an employee of the Corporation.

ARTICLE 10

DUTIES OF OFFICERS

- SEC. 1** The BOARD CHAIR shall be the Chief Elected Official of this Corporation and shall: preside at all meetings of the members and Board of Directors; see that the orders

and resolutions of the Board of Directors are carried out; supervise and direct all other officers of the Corporation and see that their duties are properly performed; submit a report of the operations of the Corporation for the fiscal year to the Board of Directors and members at their Annual Meeting, and, from time to time, report to the Board of Directors all matters within his/her knowledge that may affect this Corporation; be an ex-officio member of the committees and shall have the powers and duties and management usually vested in the office of the Board Chair in a Corporation.

SEC. 2 The VICE-CHAIR shall be vested with all the powers and shall perform all the duties of the Board Chair during the absence of the latter and shall have other duties as may, from time to time, be determined by the Board of Directors. If the Board Chair shall be absent at any meeting, the Vice-Chair shall preside.

SEC. 3 The TREASURER/SECRETARY, under the direction of the Board of Directors shall: oversee the funds of the Corporation and shall direct the staff to deposit the same in the name of this Corporation in the depositories designated by the Board of Directors; make a complete and accurate report of the finances of this Corporation at each annual meeting of the members, or at any other time upon request, to the Board of Directors.

SEC. 4 VACANCIES – If the office of any one or more officer becomes vacant for any reason, then the Nominating Committee shall recommend a successor from the Board of Directors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

ARTICLE 11

EXECUTIVE COMMITTEE DUTIES AND POWERS

SEC. 1 The EXECUTIVE COMMITTEE shall consist of the Board Chair, Vice Chair, Treasurer/Secretary, and Immediate Past Board Chair.

SEC. 2 The primary responsibilities of the Executive Committee are as follows:

1. To ensure there is a good process to hire a President/CEO.
2. Conduct an annual evaluation (with Board of Directors input) and oversee salary review of the President/CEO.
3. Serve as a sounding panel for the Board of Directors and the President/CEO.
4. Address unexpected issues on those rare occasions that require immediate attention.

ARTICLE 12

BOARD OF DIRECTORS DUTIES AND POWERS

- SEC. 1** The Board of Directors shall consist of the President/CEO, members of the Executive Committee, additional eligible Directors elected by the Board of Directors and any Past Board Chairs who are eligible to serve pursuant to Article 12.
- The size of the Board of Directors will be no less than fifteen (15) members and not to exceed a total of nineteen (19) members. The Past Chair shall serve up to a maximum of three (3) additional one-year terms with voice and vote. All past chairs serving on the Board of Directors as of June 1, 2019 will serve up to three (3) additional one-year terms with voice and vote. At the end of the additional three, one-year terms (June 2022) they will rotate off the Board of Directors. Past Board Chairs shall not be included in the count (Sec. 1) of Directors related to Board size.
- SEC. 2** Composition of Directors:
1. All Directors shall be either an owner or senior executive of a member.
 2. More than fifty (50%) percent of the Directors shall be Accommodation Members.
 3. Director apportionment shall be further controlled based upon each County share of contributing Hotel tax. An example of the apportionment calculation is set forth in Appendix A.
 4. Past Chairs of the Corporation who served on or before the date of these By-Laws are eligible to continue to serve as a Director. Past Chairs serve at the pleasure of the Board of Directors and must be reappointed by the Board every three (3) years
- SEC. 3** Every Director is responsible for meeting their collective Directors roles and responsibilities as outlined in the Board of Directors Handbook under the section titled "Roles of the Board of Directors." Every Director is responsible for meeting the individual Director Expectations as outlined in the Board of Directors Handbook under the section titled "Director Expectations."
- SEC. 4** In addition to the general duties and powers of the Board of Directors, by virtue of their office, the powers and authority expressly given by law, by terms of the charter of this Corporation, and elsewhere in these bylaws, the following specific powers are expressly conferred on the Board of Directors:
- To purchase or otherwise acquire for the Corporation any property, right or privilege which it is authorized to acquire at such price or consideration, and upon such terms as they deem expedient; to confer by resolution upon any officer or agent of this Corporation the power of permanently removing or suspending any subordinate officer or servant; to determine who shall be

authorized, on behalf of this Corporation to sign bills, notices, receipts, acceptances, endorsements, checks, releases, contracts, and other instruments; to delegate any of the powers of the Executive Committee to any standing committee or to any officer or agent of the Corporation with such powers as the Committee may seem fit to grant; generally, to do all such lawful acts and things as are not by law, or by Charter, or by these bylaws directed or required to be done by members.

SEC. 5 The Board of Directors may at the request of the Board Chair or by a majority of the Board of Directors meet in Executive Session to discuss matters of a private nature (thereby excluding all persons except the Board of Directors). The Board of Directors may invite selected persons to attend the Executive session at their sole discretion.

SEC. 6 VACANCIES – Vacancies in the Board of Directors shall be filled by appointment by the Board of Directors and each person so appointed shall be a Director until his successor is elected by the members, who may make such election at the next Board of Directors Meeting, or at any special meeting as determined by the Board of Directors duly called for that purpose.

SEC. 7 REMOVAL OF DIRECTORS – Any Director may be removed from office for conduct detrimental to the interests of the corporation, including non-payment of membership dues, fees and/or other financial obligations to PMVB or non-payment of hotel tax to the respective county, non-compliance with attendance requirements for regular or committee meetings and events as determined by the Board, 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) day’s 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.

SEC. 8 Directors may be required to first serve on a committee so that they become known to staff and Board of Directors before they are considered for a Director position.

ARTICLE 13

NOMINATIONS, ELECTIONS AND TERMS OF OFFICE

SEC. 1 Elections shall be held annually.

SEC. 2 The Nominating Committee shall annually present a slate of officers to be voted on by the Board of Directors. The immediate past Chair shall be the Chair of this committee which shall be composed of Past Chairs.

SEC. 3 The Chair and Vice Chair shall serve a maximum of up to one (1), two-year terms.

SEC. 4 Board of Directors shall serve a maximum of up to two (2), three-year terms, after they have successfully served their one-year "Introductory Term."

SEC. 5 Individuals shall be advised, when nominated, that Board of Director policies require, at the end of each trustee's initial three-year term, that a discussion take place to review the Trustee's mutual interest in a second term in addition to the association's needs and intersection with the Trustee's "expertise" and the strategic plan.

SEC. 6 A previous Director of the Board can be considered to serve, once again, on the Board of Directors after they have been off for three (3) consecutive years.

ARTICLE 14

QUORUM

SEC. 1 A quorum for the purpose of holding a Board of Directors meeting shall require at least fifty-one (51%) percent of the Directors present. Past Chair Directors shall be counted for quorum purposes.

SEC. 2 A simple majority vote of those present shall be required to pass any motion at a meeting of the Board of Directors. Except for votes to change the By-Laws or remove a member or Director which votes shall require a two-thirds(2/3) majority

ARTICLE 15

RIGHTS AND OBLIGATIONS OF MEMBERS

SEC. 1 The Corporation shall keep an original or duplicate record of the proceedings of the Board of Directors meetings, the original or a copy of its bylaws including all amendments thereto to date, certified by the Treasurer/Secretary of the Corporation, and an original or a duplicate membership register, giving the names of the members, and showing their respective addresses.

SEC. 2 Every member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney during the usual hours for business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and Directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an Attorney or other agent shall be the person who seeks the right to inspect, the demand under oath shall be accompanied by a writing which authorizes the attorney or other agent to act on behalf of the member. The demand under oath shall be directed to the Corporation at

its registered office in this Commonwealth or at its principal place of business wherever situated.

SEC. 3 All PMVB membership meetings shall be open to the public and press.

SEC. 4 Associate and Non-Profit Members are not eligible to hold office.

SEC. 5 Members shall have the right to use the marks, service marks, and/or trademarks (hereinafter "the marks") of the PMVB as set forth. Members agree to precisely duplicate the marks and use the marks only in conjunction with services provided as members of the PMVB and take appropriate steps to protect the trademark/service mark rights of the PMVB. Such use of the marks by the members is subject to the periodic review and approval of the PMVB; such approval shall not be reasonably withheld. Upon resignation, suspension, expulsion or removal from Membership in the PMVB, members shall agree they will immediately cease and desist from all use of any PMVB marks.

ARTICLE 16

STANDING COMMITTEES

SEC. 1 PMVB's Standing Committees include

- 1) Executive Committee
 - a. CEO assessment of performance and salary review.
 - b. Establish agenda for Board of Directors meetings.
 - c. Handle unexpected issues requiring immediate resolution.

- 2) Economic Development & Advocacy Committee
 - a. Develop policy positions on relevant advocacy and economic development issues
 - b. Maintain relationships with elected officials
 - c. Collaborate and lead efforts when necessary with community organizations to create economic opportunity
 - d. Advocate for opportunities/projects/development that will strengthen the local and regional economy

- 3) Finance Committee
 - a. Oversee financial and budgeting planning process.
 - b. Monitor association adherence to the approved budget.
 - c. Ensure that assets are protected.
 - d. Draft organizational fiscal policies.
 - e. Assist the Board understand the association's financial health.
 - f. Ensure investment policies are being followed and are reviewed annually.
 - g. Ensure an annual audit is completed and reviewed with the

Board of Directors.

- h. Ensure all legal reporting requirements are met.

4) Governance Committee

- a. Identify best practices, introduce them to the Board of Directors, and implement them.
- b. Oversee proper adherence to the bylaws.
- c. Review the bylaws, periodically, to ensure they reflect evolving governance practices.
- d. Oversee the process to recruit and nominate new Directors to the Board.
- e. Oversee completion and assessment of the Board of Directors evaluations.
- f. Ensure that an orientation program is provided for new Directors to the Board.
- g. Oversee the self-evaluation of the Governance Committee's effectiveness.

5) Membership Committee

- a. Identify the needs of members and recommend development of services for those needs
- b. Increase membership base in all Counties
- c. Assess member communication tools and recommend changes
- d. Welcome new members and evaluate member retention

6) Nominating Committee

- a. Identify best possible candidates for Board positions
- b. Present recommendations to Board
- c. Oversee fair process for election of new Board members

SEC. 2 The Chair of each Standing Committee shall be selected by the Board Chair. The Standing Committee Chair can serve no more than three (3), one-year terms. Individual Committee composition shall be jointly determined by the Committee's Chair, and the Board Chair with input from the Board of Directors.

SEC. 3 Standing Committees make recommendations to the Board of Directors for their consideration and approval.

SEC. 4 Advisory Councils and Ad Hoc committees will be established and disbanded at the discretion of the Board of Directors as needs arise.

ARTICLE 17

CORPORATION SEAL

SEC. This Corporation shall have a seal, upon which shall be inscribed the name of the Corporation, the year of its creation, and the words, "INCORPORATED COMMONWEALTH OF PENNSYLVANIA."

ARTICLE 18

INDEMNIFICATION OF OFFICERS, EMPLOYEES AND DIRECTORS

SEC. 1 The Corporation shall indemnify any officer, director and/or employee, or any former officer director, and /or employee, who was or is a party to, or is threatened to be made a party to, or who is called to be a witness in connection with, any threatened, pending or completed action, suite or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of fact that such person is or was an officer, director and/or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person 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 their 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 they 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 that their conduct was unlawful.

SEC. 2 The Corporation shall indemnify any officer, director and/or employee, who was or is a party to, or is threatened to be made a party to, or who is called as a witness in connection with, 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 such person is or was a director, officer, and/or employee or agent of another corporation, partnership, joint venture, trust or other enterprise against amounts paid in settlement and expenses (including attorney's fees) actually and reasonably incurred by such person in connection with the defense or settlement of, or serving as a witness in, such action or suit if such person acted in good faith and in a manner they 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 such claim, issue or matter as to which such person shall have been adjudged to be liable for misconduct in the performance of their duty to the Corporation.

- SEC. 3** Except as may be otherwise ordered by court, there shall be a presumption that any officer, director and/or employee is entitled to indemnification as provided in Sections 1. and 2. of this Article unless either a majority of the directors who are not involved in such proceedings (“disinterested directors”) or, if there are less than three disinterested directors, then one-third of the members of the Corporation determine that the person is not entitled to such presumption by certifying such determination in writing to the Secretary/President/CEO of the Corporation. In such event the disinterested director(s) or, in the event of certification by the members, the Secretary/President/CEO of the Corporation shall request of independent counsel, who may be the outside general counsel of the Corporation, a written opinion as to whether or not the parties involved are entitled to indemnification under Sections 1 and 2 of this Article.
- SEC. 4** Expenses incurred by an officer, director and/or employee 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 as authorized in the manner provided under Section 3 of this Article upon receipt of an undertaking by or on behalf of the officer, director and/or employee to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.
- SEC. 5** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, vote of members or disinterested directors, or otherwise, both as to action in their official capacity while serving as an officer, director and/or employee and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in officer, director and/or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.
- SEC. 6** The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations arising under this Article.
- SEC. 7** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer, director and/or employee of the Corporation, or is or was serving at the request of the Corporation as an officer, director and/or employee of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by them in any such capacity, or arising out of their status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.
- SEC. 8** Indemnification under this Article shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

ARTICLE 19

AMENDMENTS

SEC. 1 Board of Directors may, by a two-thirds (2/3) majority vote of the members present and voting, alter, amend, suspend, or annul these bylaws at any regular meeting or special meeting called for this purpose.

ARTICLE 20

ADOPTION OF BYLAWS

SEC. 1 These bylaws shall be adopted by a two-third majority vote of the Board of Directors members present and voting at the time of its proposal to the members for the ratification.

SEC. 2 These bylaws shall be in full force and effect immediately upon their adoption as set forth in Section 1.

ARTICLE 21

ANNUAL REPORT

SEC. 1 The Board of Directors shall present annually to the members a report, verified by the Chair and Treasurer/Secretary or by a majority of the Directors, showing in appropriate detail the following:

- A. The assets and liabilities, including the trust funds of the Corporation 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 Corporation, both unrestricted and restricted to 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 Corporation.
- D. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

- E. The number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the year preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

SEC. 2 The Annual Report shall be filed with the minutes of the meeting of members.

ARTICLE 22

FISCAL YEAR

SEC. 1 The fiscal year of the Corporation shall begin on the first day of January.

ARTICLE 23

ROBERTS RULES OF ORDER

SEC. 1 Matters pertaining to conduct of the meetings of this Corporation, which are not covered in the foregoing bylaws, shall be governed by the current edition of the Roberts Rules of Order.

REVISED October 17, 2019