

**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 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. Members – Tourist Facilities Directly Active in the Industry
- B. Associate Members – Suppliers to the tourist industry
- C. Participating Members – Services
- D. Trade Members – Non-profit organizations
- E. Any other class as deemed appropriate by the Executive Committee

SEC. 2 Tourist oriented and related business operations (this would be our Tourist Facility Members, which consists of Accommodations, Restaurants and/or Attractions members) and which are located within the four-county, Pocono Mountains Region of Carbon, Monroe, Pike and Wayne counties, may be accepted as members. However, our Participating, Associate, Trade and Supporting members maybe located outside the four county region.

SEC. 3 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 Executive Committee as defined in Article 12 herein..

SEC. 4 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. 5 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 Executive Committee of the PMVB.

SEC. 6 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 Executive Committee.

SEC. 7 REMOVAL

A. Any member may resign as a member of the PMVB by notifying the Board in writing.

Any member may be suspended for non-payment of dues, fees and other financial obligations if, within sixty (60) days after due date, payment has not been paid. If the account goes to ninety (90) days the Executive Committee may move to expel a member.

B. Any member may be suspended or expelled by a two-thirds (2/3) vote of the Executive Committee for conduct prejudicial to the objectives or reputation of the PMVB or its members. 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 shall hold a hearing to consider the matter. This hearing may be conducted at any regular or special meeting of the Board and the Board shall notify the member to be suspended or expelled at least ten (10) days prior to the meeting advising the member 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 his/her behalf. The decision of the Board is final.

ARTICLE 4

DUES PAYING MEMBERS

SEC. 1 The dues for membership will be determined by the Executive Committee of the PMVB, subject to yearly review; rates set by majority vote of the Executive Committee. Any member of the PMVB who is delinquent sixty (60) days in the payment of dues or assessments to the PMVB may be suspended from all rights and benefits therein.

ARTICLE 5

LOCATION

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

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 Executive Committee shall meet no less than four (4) times during a twelve (12) month period.

SEC. 2 The Board of Directors shall meet no less than two (2) times during a twelve (12) month period.

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

SEC. 4 Special meetings of the Executive Committee or Board of Directors shall be called by the Chairman whenever he/she shall deem necessary, or by a majority of Executive Committee members.

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 12 herein at his/her latest address recorded on the books of the Corporation.

SEC. 2 Each member and director shall be entitled to one week's notice of the regular meetings and three (3) days 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 By-Laws, 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 equivalent thereto.

ARTICLE 9

OFFICERS

SEC. 1 The elected officers of this Corporation shall be Chairman, First Vice-Chairman, Second Vice-Chairman, Third Vice-Chairman and Treasurer. The President/CEO of the PMVB shall serve as the Secretary.

SEC. 2 The office of the President/CEO shall be occupied by an employee of the Corporation.

ARTICLE 10

DUTIES OF OFFICERS

SEC. 1 The CHAIRMAN shall be the Chief Elected Official of this Corporation and shall: preside at all meetings of the members and Directors; see that the orders and resolutions of the Executive Committee 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 Executive Committee and members at their Annual Meeting, and, from time to time, report to the Executive Committee 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 Chairman in a Corporation; and appoint all committees.

SEC. 2 The FIRST VICE-CHAIRMAN shall be vested with all the powers and shall perform all the duties of the Chairman during the absence of the latter and shall have other duties as may, from time to time, be determined by the Executive Committee. In the event that the Chairman shall be absent at any meeting, the First Vice-Chairman shall preside; and if neither are present at a meeting, the Second Vice-Chairman shall preside; and if all of the former are not present at a meeting, the Third Vice-Chairman shall preside.

SEC. 3 The TREASURER, under the direction of the Executive Committee 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 Executive Committee; 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 Executive Committee.

SEC. 4 The SECRETARY/PRESIDENT/CEO or Representative shall: attend all sessions of the Executive Committee and Board of Directors and all meetings of members and act as a clerk thereof; record all votes and minutes of all proceedings in a book to be kept for the purpose; when required, perform a like service for all standing committees; send notices of all meetings to the members of the Executive Committee; perform such other duties as may be prescribed by the Executive Committee or the Chairman under whose supervision he/she shall be the custodian of the corporate seal and all of the books and records for this Corporation, except as may otherwise be provided; execute all bonds, mortgages, and all contracts of this Corporation, affixing the Corporate seal thereto; appoint, remove or suspend subordinate agents or servants, determine their duties and affix their salaries.

SEC. 5 VACANCIES – If the office of any one or more officer becomes vacant for any reason, then the Nominating Committee shall recommend to the Executive Committee a successor from the Board, who shall hold office for the unexpired term in respect of which such vacancy occurred.

ARTICLE 11

BONDS

SEC. 1 The Executive Committee may require such officers to be bonded as it shall deem necessary; for any amount as it may deem requisite; fee to be paid by the Corporation

ARTICLE 12

EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS

- SEC. 1** The EXECUTIVE COMMITTEE shall consist of all elected officers of this Corporation and the President/CEO. The Nominating Committee shall appoint past-chairmen and five (5) appointees each year. The appointments must be approved by the officers. The Chairman shall preside over the Executive Committee
- SEC. 2** The BOARD OF DIRECTORS shall consist of the President/CEO, the Executive Committee, all active past PMVB Chairmen, and any additional members appointed by a majority vote by the Board of Directors, not to exceed a total of twenty-nine (29). The Nominating Committee shall present a slate of candidates for approval annually by the Executive Committee. The immediate past Chairman shall be the Chairman of this committee
- SEC. 3** VACANCIES – Vacancies in the Board shall be filled by appointment by the Executive Committee 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 Meeting, or at any special meeting as determined by the Board duly called for that purpose.
- SEC. 4** REMOVAL OF DIRECTORS – Any Director may be removed from the office for conduct detrimental to the interests of the corporation by a majority vote of the Executive Committee 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.

ARTICLE 13

DUTIES AND POWERS OF THE EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS

- SEC. 1** The property and business of the Corporation shall be managed by the Executive Committee.
- SEC. 2** In addition to the general powers of Executive Committee, 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 By-Laws, the following specific powers are expressly conferred on the Executive Committee.

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 By-Laws directed or required to be done by members.

ARTICLE 14

NOMINATIONS, ELECTIONS AND TERMS OF OFFICE

- SEC. 1** Elections shall be held annually.
- SEC. 2** The Executive Committee shall elect officers at their June meeting, from a slate recommended by the Nominating Committee.
- SEC. 3** A majority vote of the Executive Committee members present and voting shall be required to elect the officers of this Corporation.

ARTICLE 15

QUORUM

- SEC. 1** A quorum for the purpose of holding any meeting of the Executive Committee or Board of Directors shall be 51% of the total membership of the Committee/Board.
- SEC. 2** A majority vote of those present and voting shall be required to pass any motion at a meeting of the Executive Committee or Board of Directors.

ARTICLE 16

RIGHTS AND OBLIGATIONS OF MEMBERS

- SEC. 1** The Corporation shall keep an original or duplicate record of the proceedings of the Executive Committee and The Board of Directors, the original or a copy of its by-laws,

including all amendments thereto to date, certified by the 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 The Corporation shall also keep appropriate, complete, and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the Corporation in this Commonwealth, or at its principal place of business wherever situated.

SEC. 3 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. 4 All PMVB membership meetings are open to the public and press.

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

SEC. 6 Associate and Trade Members are not eligible to hold office.

SEC. 7 Members shall have the right to use the collective 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. Members agree that upon resignation, suspension, expulsion, or removal from the PMVB, members will immediately cease and desist from all use of any PMVB marks.

ARTICLE 17

STANDING COMMITTEES

SEC. 1 There shall be such standing committees as from time to time which shall be determined by the Executive Committee.

ARTICLE 18

CORPORATION SEAL

SEC. 1 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 19

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 directors (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 20

AMENDMENTS

SEC. 1 Board of Directors may, by a majority vote of the members present and voting, alter, amend, suspend, or annul these By-Laws at any regular meeting or special meeting called for this purpose.

ARTICLE 21

ADOPTION OF BY-LAWS

SEC. 1 These By-Laws shall be adopted by a 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 By-Laws shall be in full force and effect immediately upon their adoption as set forth in Section 1.

ARTICLE 22

ANNUAL REPORT

SEC. 1 The Board shall present annually to the members a report, verified by the Chairman and Treasurer 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 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 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 23

FISCAL YEAR

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

ARTICLE 24

ROBERT'S RULES OF ORDER

SEC. 1 Matters pertaining to operation of this Corporation, which are not covered in the foregoing By-Laws, shall be governed by the current edition of Robert's Rules of Order.

REVISED June 11, 2008