



HARRISBURG REGIONAL
CHAMBER & CREDCSM

BY-LAWS

HARRISBURG REGIONAL CHAMBER

ARTICLE I - Name

Section 1. This corporation is incorporated under the laws of the Commonwealth of Pennsylvania and shall be known as the Harrisburg Regional Chamber, and is hereinafter referred to as the Regional Chamber.

Section 2. The Regional Chamber's service area shall encompass primarily Dauphin, Cumberland and Perry counties and other counties in South Central Pennsylvania, as appropriate (the "Capital Region").

ARTICLE II - Purpose

Section 1. The purposes for which the corporation is organized are as follows:

(a) to improve the economic prosperity and welfare of the region and to enhance the business and civic climate of the region through the combined leadership resources of private enterprise in cooperation with the public sectors;

(b) to encourage, assist and promote the industrial and commercial welfare and growth of the region, including without limitation by the retention, promotion, encouragement, construction, development and expansion of new or existing development projects and the expansion and retention of employment opportunity in the region;

(c) to promote and assist with the promotion of educational, cultural, civic and charitable efforts in the region which contribute to the development of a positive business environment; and

(d) to perform all other acts necessary or convenient in carrying out the foregoing purposes.

Section 2. This Regional Chamber shall abide by all local, state and federal laws applicable to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE III - Membership

Section 1. Any individual, association, corporation, partnership or trust (hereinafter "Eligible Entity") having an interest in the economic, commercial, civic or general progress of the area may apply for membership in the Regional Chamber. Membership shall be subject to approval by the Board of Directors of the Regional Chamber, in its sole discretion (each person so admitted hereinafter a "Member").

Section 2. Any Member may resign from the Regional Chamber upon written request to the Board of Directors. Any Member may be dropped by the Board for nonpayment of dues within ninety (90) days from the date due, unless otherwise extended for good cause. Any Member may be dropped by a two-thirds (2/3) vote of the Board at a regularly scheduled meeting for conduct prejudicial to the aims or repute of the Regional Chamber, after due notice and opportunity to be heard are afforded the Member.

Section 3. Membership dues shall be at such a rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors of the Regional Chamber. No membership dues shall be refundable in whole or in part.

Section 4. Any Eligible Entity may, upon payment of dues in accordance with the then-current dues schedule, and upon approval by the Board, maintain Regional Chamber membership. Each Member may appoint a maximum of one (1) representative per \$100.00 investment in the Regional Chamber. Each representative (up to a maximum of five per Member) shall have a vote at membership meetings and be eligible to participate in the affairs of the Regional Chamber, its Departments (as hereinafter defined) or committees. In order to vote as a representative, the individual shall be designated by written notice to the Regional Chamber. Members shall have the right at any time to change any representative upon written notice to the Regional Chamber.

Section 5. The Board of Directors may grant and revoke honorary memberships on such terms as it may determine to be appropriate.

ARTICLE IV - Meetings

Section 1. An annual meeting of the Members of the Regional Chamber shall be held at such time and place within seventy-five (75) days prior to or after the end of the fiscal year as may be designated by the Board. Such reports and recommendations from the officers and the Board as desired may be presented at this meeting. Notice of the meeting shall be by publication or in such other manner as the Board of Directors may determine to be appropriate not less than ten (10) nor more than sixty (60) days prior to said meeting.

Section 2. Special meetings of the Members of the Regional Chamber may be called by the Chair or by a simple majority of all of the members of the Board of Directors, upon written notice to the President, stating the purpose of the meeting. Notice of such meeting shall be mailed to each Member at least ten (10) days prior to such meeting and shall state the purpose of said meeting.

Section 3. Members shall have the right to be represented and to vote by proxy at any meeting of Members. In order to be effective, every proxy shall be executed in writing by the Member or, in the case of an individual by his or her duly authorized attorney-in-fact, or in the case of a corporate entity by its authorized representative, and shall be filed with the Secretary of the Regional Chamber. A proxy, unless coupled with an interest, shall be revocable at will, but the revocation of a proxy shall not be effective until written notice thereof has been given to the Secretary of the Regional Chamber.

Section 4. The Board of Directors of the Regional Chamber shall meet at intervals determined by resolution of the Board at its first meeting of the fiscal year. Regularly scheduled meetings of the Board may be rescheduled by the Chair or by the Secretary by authority of the Chair. A special meeting of the Board may be called at any time by the Chair or by a simple majority of all of the members of the Board of Directors, provided that notice shall be given to each Director stating the purpose of the meeting not less than forty-eight (48) hours preceding the meeting.

Section 5. Department and Committee meetings may be called at any time by the Chair or the respective Vice Chair of the Board of Directors or by the Committee Chair.

Section 6. Quorums.

(a) One hundred (100) representatives entitled to vote participating in person or by proxy shall constitute a quorum at the annual or any duly called special meeting of Members of the Regional Chamber.

(b) A simple majority of all of the voting members of the Board of Directors shall constitute a quorum at a meeting of the Board of Directors of the Regional Chamber.

Section 7. Actions.

(a) By Members. Except as otherwise required by applicable law or these By-Laws, including Article XIV, Section 2, the acts at a duly organized meeting of representatives entitled to cast at least a majority of the votes which all representatives present, in person or by proxy, and voting are entitled to cast shall be acts of the Members.

(b) By Directors.

(i) General Rule. Unless otherwise provided by these By-Laws or applicable law, action by the Board of Directors shall be by majority vote of the voting members of the Board present at a meeting at which a quorum is present.

(ii) Purchase, Sale, Mortgage and Lease of Real Property. Unless otherwise permitted by applicable law or these By-Laws, the Regional Chamber shall not purchase real property or sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by the affirmative vote of a majority of the voting Directors in office.

(iii) Industrial Development Activities. The Board of Directors may delegate to the Loan Review Committee of CREDC authority to make any management decisions relating to loan commitments, underwriting, servicing and administration. Such Committee shall thereafter have the responsibility for establishing and administering every type of loan, fund or grant that might be of assistance to an appropriate business enterprise which the Corporation has an interest in assisting. The Loan Review Committee shall have authority to make any and all management decisions relating to loan commitments, underwriting, servicing and administration.

The Loan Review Committee shall review loan applications from applicants who desire to participate in loan programs and, if it deems such action to be appropriate, shall approve said applications upon favorable review and shall make other necessary management decisions relating to this Corporation's role, or the role of any subsidiary or Department of the Regional Chamber which functions as an industrial development corporation, as an applicant for state or federal programs. The Loan Review Committee shall be required to submit reports of its actions to the Chair and Board of Directors of CREDC and to the President of the Regional Chamber.

ARTICLE V - Board of Directors of the Regional Chamber

Section 1. The governance of the Regional Chamber, the establishment of policies for conducting the business of the Regional Chamber and the control of the Regional Chamber's property shall be vested in a Board of Directors consisting of not less than twenty-one (21) individuals. The Board of Directors shall have the power by resolution to fix the number of directors and from time to time increase or decrease the number thereof subject to the limit stated above. The Board of Directors shall have the power to set dues for the membership.

Section 2. A representative director of each area association or council which is accepted as an integral part of the Regional Chamber shall be appointed by the Chair of the Board and be a voting member of the Board of Directors during his or her term of office. Vacancies of such representative shall be filled by the Chair.

Each Affiliate shall have the right to appoint one non-voting ex-officio member of the Board, as hereinafter provided.

The holders of the following offices shall be ex-officio voting members of the Board:

President/CEO of the Regional Chamber
Immediate Past Chair
ENVISION Chair

The Board of Directors shall have the power to fill, for the balance of the remaining term all vacancies for seats elected by the membership. Three consecutive absences from regular meetings of the Board without an excuse deemed acceptable to the Executive Committee shall be construed as a resignation.

One-third of the Board of Directors to be elected by the membership shall be elected annually for a term of three (3) years, provided that in the first election pursuant to these By-Laws one-third of the Directors shall be elected for terms of one (1) , two (2) and three (3) years respectively. No member of the Board of Directors shall be eligible for re-election following one three (3) year term until the lapse of one (1) year from his or her term as Director, but service prior to the adoption of these -By-Laws -shall not be considered. Exception will be made to those Directors elected to Vice Chair position at the end of their term.

Section 3. Directors to be elected by the membership shall be elected at the Annual Meeting or at a special meeting of the Members called for that purpose.

Section 4. Not less than two (2) months, nor more than six (6) months prior to the Annual Meeting of the Regional Chamber, the Chair of the Board shall appoint a Nominating Committee to select nominees to be elected by the membership as Directors and to recommend officers for consideration by the Board. The Nominating Committee shall be composed of the immediate Past Chair of the Board, who shall serve as Chair of the Nominating Committee; the Chair of the Board; and not less than three (3) other representatives not presently directors, appointed by the Chair of the Board with the approval of the Board of Directors; the three (3) (or more) representatives may not be nominated for election to the Board while serving on the Nominating Committee. The Chair of the Board, in appointing the Nominating Committee, and the Committee in its deliberations, will take into consideration the diversity of the region and prior organizational activities, which demonstrate commitment to the organization. With respect to nominees for the Board and Chair of CREDC, the Nominating Committee will solicit the recommendations of the CREDC Executive Committee.

Section 5. The Nominating Committee shall certify to the Board of Directors the nominees to fill the expiring terms of the Board of Directors of the Regional Chamber and shall nominate the Board of Directors and the Chair of CREDC. One of the members of the CREDC Board shall be the person nominated as Second Vice Chair of the Regional Chamber Board. Thereupon the President, not less than fifteen (15) days prior to the Annual Meeting, shall notify each Member by mail of the names of the nominees for the Board of the Regional Chamber, and shall post the names in the office of the Regional Chamber.

Section 6. Other nominations designated by petition of one hundred (100) Members in good standing and filed with the President at least ten (10) days prior to the Annual Meeting shall be accepted. If a petition is received, the names of all nominees for the Board of Directors shall be set forth in alphabetical order on a specimen ballot which shall then be mailed to all Members at least five (5) days prior to the Annual Meeting.

Section 7. All voting for Directors shall be by written ballot unless a petition for additional nominees is not filed, in which event the slate of the Nominating Committee may be elected by voice vote.

Section 8. If a petition for additional nominees is filed, the Chair of the Board shall submit to the Board of Directors for approval, a proposed committee of five (5) judges who are not Directors or candidates for election to supervise the election and counting of ballots. The nominees who receive the highest number of votes cast at the annual meeting shall be declared elected.

Section 9. A Director of the Regional Chamber shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless the Director has breached or failed to perform the duties of his or her office under 15 Pa. C.S. Subch. 57B and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this subsection shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of the Director for the payment of taxes pursuant to local, state or federal law.

ARTICLE VI - Officers

Section 1. At the Reorganization Meeting of the Board following the Annual Meeting, the Directors shall elect Officers for the ensuing year. Said Officers shall be in two (2) categories:

1. Officers of the Board
2. Operating Officers

The Officers of the Board shall be a Chair of the Board, a First Vice Chair, Second Vice Chair, Secretary and a Treasurer. All of said Officers of the Board shall be members of the Board. Subject to review by the Board, there shall be annual succession from Second Vice Chair to First Vice Chair and to Chair.

The Operating Officers shall be a President, whose compensation shall be determined by the Board, one or more Vice Presidents, and Assistant Secretaries or Treasurers as the Board may deem necessary.

Section 2. The Chair of the Board shall preside at all membership meetings of the Regional Chamber and the Board of Directors and perform all duties incident to this office. He or she shall, subject to the approval of the Board of Directors, appoint all committee chairs and he or she shall be an ex-officio member of all committees. The Chair shall, at the Annual Meeting of the Regional Chamber and at such other times as he or she may deem proper, commend to the membership or to the Board of Directors such matters and make suggestions as may tend to promote the prosperity and increase the usefulness of the Regional Chamber.

Section 3. The Treasurer of the Regional Chamber shall ascertain that all monies of the Regional Chamber are deposited in the name of the Regional Chamber and keep or cause to be kept an accurate account thereof.

Section 4. The President shall be the Chief Executive Officer of the Regional Chamber and ex-officio member of all committees. It shall be the duty of the President to conduct the official correspondence, preserve all books, documents, and communications, keep books of accounts, receive and disburse the funds of the Regional Chamber, and maintain an accurate record of the proceedings of the meetings of the membership and the Board of Directors. He or she shall submit an audited financial statement and written report of the year's work at the close of each fiscal year. The President shall have duties as may be incident to this office, subject to the direction of the Board of Directors. He or she shall have general supervision over all employees of the Regional Chamber. At the expiration of his or her employment, the President shall deliver to the Board of Directors all books, papers and property of the Regional Chamber. The position of the President and Function Vice Presidents may be bonded in amounts approved by the Board and the fees shall be paid by the Regional Chamber.

Section 5. The Secretary shall keep, or cause to be kept, the records of the organization and of all Departments, and shall exercise the general duties of the office together with such special duties as may be required.

Section 6. The Vice Presidents shall perform such duties as may be necessary, subject to the direction of the President.

Section 7. In lieu of the standards of conduct otherwise provided by law, Operating Officers of the Regional Chamber shall be subject to the standards of conduct, including standards of care and loyalty and rights of justifiable reliance, as shall at the time be applicable to Directors of the Regional Chamber. An Operating Officer of the Regional Chamber shall not be personally liable, as such, to the Regional Chamber for monetary damages for any action taken, or any failure to take any action, unless the Officer has breached or failed to perform the duties of his or her office under the articles of incorporation, these By-Laws, or the applicable provisions of law and the Breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this subsection shall not apply to the responsibility or liability of an Operating Officer pursuant to any criminal statute or for the payment of taxes pursuant to local, state or federal law.

ARTICLE VII - Structure

Section 1. The work of the Regional Chamber shall be carried on through the following organizations and structure:

as follows: (a) There shall be three (3) standing departments of the Regional Chamber (“Departments”),

Economic Development Department;
Business/Community Development Department; and
Minority Business Development Department.

Responsibility for management of the Economic Development Department shall be delegated to the Board of Directors of the Capital Region Economic Development Corporation (“CREDC”). The two remaining Departments of the Regional Chamber shall be managed by committees of the Board.

(b) Other committees, task forces, and advisory groups as are delegated specific authority by the Board of Directors, including the EDC Advisory Board and the Murata Advisory Board.

(c) The Susquehanna Alliance Foundation and the ACES Foundation, both of which shall fulfill their charitable purposes pursuant to their respective Articles of Incorporation and Section 501 (c)(3) status under the Internal Revenue Code.

(d) Other organizations and entities not related to or controlled by the Regional Chamber, but having a contractual affiliation agreement with the Regional Chamber (collectively, “Affiliates”), including the Technology Council of Central Pennsylvania, Leadership Harrisburg Area (“LHA”), Venture Investment Forum of Central PA, and Harrisburg Young Professionals.

(e) Area associations or councils acting as local Regional Chambers which are accepted by the Board of Directors of the Regional Chamber as a local association or council.

Section 2. The Regional Chamber shall maintain facilities and staff adequate for the functioning of each Department and the other activities of the Regional Chamber undertaken by the entities described in Section 1. Each Department shall have a budget and programs of work as approved by the Board of Directors of the Regional Chamber.

Section 3. The following shall apply to the Economic Development Department:

(a) The functions not allocated to the Board of Directors of the Regional Chamber by these By-Laws may be undertaken by CREDC. The Board of CREDC shall have all customary authority, governance and supervisory responsibility for its program of work, but corporation may not enter into a material contract or financial commitment binding on the Regional Chamber and not included in its approved program of work and budget without approval by either the President or the Board of Directors of the Regional Chamber. Approval shall not be required if the Chair of the Regional Chamber and the Chair of CREDC concur that the issue is peculiar to the respective Department and is in accordance with the approved budget and programs of the Regional Chamber. The Board of Directors of the Regional Chamber may require that specific programs of work or policy positions be approved in advance.

Nothing in this section, however, shall be deemed to require CREDC to take any position or action which would jeopardize its tax-exempt status.

(b) CREDC shall submit a proposed operating budget for approval to the Board of Directors of the Regional Chamber each year pursuant to review procedures established by the Board of Directors of the Regional Chamber. CREDC shall not contract any debt in its behalf which shall in any manner render the Regional Chamber liable unless same shall be approved by the Board of Directors. Any income generation or expenditure

not covered by the approved operating budget and deemed material by the President shall be submitted to the Board of Directors of the Regional Chamber for approval.

(c) Upon approval by the Board of Directors of the Regional Chamber. CREDC may establish restricted funds within the budget for special projects. All such funds shall be received and disbursed through the books of the Regional Chamber, or a special subsidiary account established for such purposes.

(d) CREDC shall be provided adequate staff to accomplish its programs through management agreements.

(e) Any organization joining the Regional Chamber in the same manner as CREDC will surrender its assets to the Regional Chamber unless prohibited by law or set aside in a special subsidiary account. CREDC is specifically authorized to own and lease real estate for economic development purposes.

Section 4. The following shall apply to Committees and Task Forces:

(a) The Board of Directors of the Regional Chamber and CREDC shall have the power to create or disband such committees and task forces as it may from time to time deem advisable. The Chair of the respective Board shall appoint task forces, giving consideration to the herein expressed wisdom and desire of having broad Member representation thereon.

(b) Except for the Executive Committee, no Department, committee, or task force shall take or make public any formal action, or make public any resolution, or in any way commit the Regional Chamber on a question of policy without first receiving approval from the Board of Directors of the Regional Chamber. The Boards of Directors of CREDC shall exercise these same powers over their duly constituted committees or task forces.

(c) The committees of the Regional Chamber shall be either Standing Committees, Special Committees or Task Forces. Standing Committees shall be:

Executive Committee

Finance Committee

Special Committees and Task Forces may be established by the Board.

(d) The Board of Directors of the Regional Chamber and of CREDC shall authorize and define the powers and duties of all Committees and Task Forces. A majority of the members of each Committee and Task Force shall be a quorum for meetings, or such other quorum requirements determined by the committee or task force, and action shall be taken by majority vote of the members present.

(e) The Chair of the Board shall appoint all Committee Chairs subject to confirmation by the Board of Directors.

(f) The Executive Committee of the Regional Chamber shall be composed of the Chair of the Board, the Immediate Past Chair, First Vice Chair, the Second Vice Chair, the President, the Secretary, and Treasurer.

(g) In the interim between meetings of the Board, the Executive Committee shall, subject to applicable law, have and may exercise all the powers and functions of the Board in the management and direction of the affairs of the Regional Chamber in all cases in which specific direction shall not have been given by the Board. Minutes of all meetings shall be kept, and reports of actions taken by the Executive Committee shall be

timely submitted to the Board. The Executive Committee may refer matters brought before it to another Committee or to the Board.

(h) The Finance Committee of the Regional Chamber shall be appointed by the Chair subject to confirmation by the Board of Directors. The Finance Committee, with the advice of the President, prior to the beginning of the fiscal year, shall have prepared and submitted to the Board a budget of the general expenses of the Regional Chamber for that year. All recommendations for expenditures outside the budget shall be submitted to the Finance Committee whose recommendations shall be submitted to the Board. The Committee shall cause to be audited annually the books and the accounts of the Regional Chamber at the close of business for the fiscal year, and shall report its findings to the Board of Directors and to the membership.

Section 5. The following shall apply to Affiliates:

(a) Organizations which join the Regional Chamber on an Affiliate basis may retain certain assets as defined in their contract and approved by the Board of Directors of the Regional Chamber.

(b) No Affiliate shall contract any debt or obligation which shall in any manner render the Regional Chamber liable or responsible unless the same is approved by the Board of the Regional Chamber.

(c) The relationships and responsibilities of an Affiliate with the Regional Chamber will be as set out in the affiliation contract. The contract may provide for the affiliate to appoint an ex-officio non-voting member of the Board of the Regional Chamber.

Section 6. The Chair of the Board of the Regional Chamber shall appoint a member of the Board to act as the liaison between the Board and each Department and to coordinate activities within the Departments. The Chair of the Board in cooperation with the respective Board liaison person will appoint Committee Chairs within each Department.

ARTICLE VIII - Meetings and Informal Action

Section 1. Members, Directors, or members of committees may participate in a meeting of the Members, of the Board, or of a committee of the Board by means of conference telephone or similar communications equipment, whereby all persons participating in the call can hear each other. Providing all notice requirements for holding the meeting have been met, action may be taken at such a meeting to the same extent and in the same manner as if all persons participating were physically present at the same location.

Section 2. Any action which may be taken at a meeting of the Members of the Regional Chamber or of the Board, or of the members of a committee of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all who would be entitled to vote at a meeting held for such purpose and shall be filed with the Secretary of the Regional Chamber.

ARTICLE IX- Finance

Section 1. Unless otherwise provided in any contract between CREDC and the Regional Chamber or otherwise restricted by laws or regulations applicable to tax-exempt corporations or Affiliates, all receipts of the Regional Chamber and Departments shall be deposited to the credit of the Regional Chamber (or as otherwise designated in Article VII, Section 2(c) and (e)), in such insured financial institutions as may be designated from time to time by the Board of Directors of the Regional Chamber.

Section 2. All expenditures shall be by check drawn against the funds of this Regional Chamber as authorized on deposit by the Board except for expenditures made through a petty cash fund. Any two (2) officers designated by the Board shall be authorized to sign all drafts for expenditures in accordance with approved budget allocations.

Section 3. The President and Finance Committee shall, in accordance with procedures adopted by the Board of Directors of the Regional Chamber, present to the Board an operating and capital budget for the ensuing year in sufficient time to be considered and acted upon by the Board. Upon its adoption, the President shall be authorized to operate the Regional Chamber in accordance therewith and submit, under the supervision of the Treasurer, monthly financial reports to the Board. The Board may amend the budget at any time.

Section 4. The Regional Chamber's fiscal year shall be as determined by the Regional Chamber's Board of Directors and shall conform to the program year. The Board of Directors of the Regional Chamber shall appoint an independent certified public accounting firm to annually audit the accounts and records of the Regional Chamber.

ARTICLE X - Rules of Order

At all meetings of Members, the rules set out in the latest issue of the book entitled Roberts Rules of Order are hereby adopted for the regulation of said meetings, except where inconsistent with these By-Laws or the Pennsylvania Nonprofit Corporation Law.

ARTICLE XI - Conflicts of Interest

Section 1. No contract or transaction between the Regional Chamber and one or more of its Members, Directors or Officers or between the Regional Chamber and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be void or voidable solely because his, her or their votes are counted for such purpose, if: (1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors 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; (2) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Members entitled to vote thereon, if any, and the contract or transaction is specifically approved in good faith by vote of the Members; or (3) the contract or transaction is fair as to the Regional Chamber as of the time it is authorized, approved or ratified by the Board of Directors or the Members.

Section 2. 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 Section 1 of this article.

ARTICLE XII - Indemnification

Section 1. Scope of Indemnification.

(a) The Regional Chamber shall indemnify an indemnified representative against any liability incurred in connection with any proceeding in which the indemnified representative may be involved as a party or otherwise, by reason of the fact that such person is or was serving in an indemnified capacity, including, without limitation, liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability, except:

- (1) where such indemnification is expressly prohibited by applicable law:

(2) where the conduct of the indemnified representative has been finally determined:

(i) to constitute willful misconduct or recklessness within the meaning of 15 Pa. C.S. 'S5713 or any superseding provision of law sufficient in the circumstances to bar indemnification against liabilities arising from the conduct; or

(ii) to be based upon or attributable to the receipt by the indemnified representative from the Regional Chamber of a personal benefit to which the indemnified representative is not legally entitled;

(3) to the extent such indemnification has been finally determined in a final adjudication to be otherwise unlawful: or

(4) the indemnified representative did not act in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Regional Chamber, and with respect to any criminal proceeding, has no reasonable cause to believe the conduct was unlawful.

(b) If an indemnified representative is entitled to indemnification in respect of a portion, but not all, of any liabilities to which such person may be subject, the corporation shall indemnify such indemnified representative to the maximum extent for such portion of the liabilities.

(c) The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not, or itself, create a presumption that the indemnified representative is not entitled to indemnification.

(d) For purposes of this Article:

(1) "indemnified capacity" means any and all past, present and future service by an indemnified representative in one or more capacities as a Director, Officer, employee or agent of the Regional Chamber, or at the request of the Regional Chamber, as a Director, Officer, employee, agent, fiduciary or Director of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, employee benefit plan or other entity or enterprise;

(2) "indemnified representative" means any and all Directors and Officers of the Regional Chamber and any other person designated as an indemnified representative by the Board of Directors of the Regional Chamber (which may, but need not, include any person serving, at the request of the Regional Chamber, as a Director, Officer, employee, agent, fiduciary or Director of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, employee benefit plan or other entity or enterprise);

(3) "liability" means any damage, judgment, amount paid in settlement fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or cost or expense of any nature (including, without limitation, attorneys' fees and disbursements); and

(4) "proceeding" means any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Regional Chamber, a class of its security holders, if any, or otherwise.

Section 2. Notwithstanding any other provision of this Article, the Regional Chamber shall not indemnify, under this Article, an indemnified representative for any liability incurred in a proceeding initiated (which shall not be deemed to include counterclaims or affirmative defenses) or participated in as an intervenor or amicus curiae by the person seeking indemnification unless such initiation of or participation in the proceeding is authorized, either before or after its commencement, by the affirmative vote of a majority of the Directors in office. This section does not apply to reimbursement of expenses incurred in successfully prosecuting or defending the rights of an indemnified representative granted by or pursuant to this Article.

Section 3. The Regional Chamber shall pay the expenses (including attorneys' fees and disbursements) incurred in good faith by an indemnified representative in advance of the final disposition of a proceeding upon receipt of an undertaking by or on behalf of the indemnified representative to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Regional Chamber pursuant to this Article. The financial ability of an indemnified representative to repay an advance shall not be a prerequisite to the making of such advance.

Section 4. To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Regional Chamber may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Regional Chamber, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of directors shall deem appropriate. Absent fraud, the determination of the Board of directors with respect to such amounts, costs, terms and conditions shall be conclusive and shall not be subject to voidability.

Section 5. An indemnified representative shall be deemed to have discharged such person's duty to the Regional Chamber if he or she has relied in good faith on information, advice or an opinion report or statement prepared by:

(1) one or more Officers or employees of the Regional Chamber whom the indemnified representative reasonably believes to be reliable and competent with respect to the matter presented;

(2) legal counsel, public accountants or other persons as to matters that the indemnified representative reasonably believes are within the person's professional or expert competence; or

(3) a committee of the Board of Directors on which he or she does not serve as to matters within its area of designated authority, which committee he or she reasonably believes to merit confidence.

Section 6. To the extent that a Director, Officer, employee or agent of the Regional Chamber has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in 15 Pa. C.S. '5741 or '5742, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith.

ARTICLE XIII - Dissolution

{A1757163:1}

The Regional Chamber shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the Members of the Regional Chamber. On dissolution of the Regional Chamber, any assets remaining after provision for liabilities shall be distributed subject to applicable law (including Section 501(c)(6) of the Internal Revenue Code and the regulations thereunder) as follows:

(i) to tax-exempt organizations, including CREDC or Affiliates of the Regional Chamber as of dissolution' in such amounts and proportions as the Board of the Regional Chamber shall determine in its discretion; and

(ii) any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations as defined in Section 501(c) of the Internal Revenue Code to be selected by the Board of Directors of the Regional Chamber.

ARTICLE XIV - Amendments

Section 1. These By-Laws may be amended or altered by a two-thirds (2/3) vote of those present at any regular or special meeting of the Board, except to the extent the subject is committed expressly to the Members by applicable law, provided written notice of the proposed change shall have been mailed to each Member five (5) days prior to such meeting.

Section 2. The decision of the Board of Directors on any question may be reversed or amended by a two-thirds (2/3) vote of Members of the Regional Chamber -physically -present at any subsequent meeting.

ARTICLE XV- Miscellaneous

Section 1. The Regional Chamber shall be non-discriminatory in membership, policies and activities.

Section 2. The seal of the Susquehanna Regional Chamber shall be of such design as may be approved by the Board of Directors of the Regional Chamber.

Section 3. Notwithstanding anything to the contrary contained in these By-Laws, any provision of these By-Laws that, if applied to an Affiliate that is a tax exempt charitable organization under Section 501(c)(3) of the Internal Revenue Code would be inconsistent with the requirements for maintaining such 501(c)(3) status, shall be null and void and of no force and effect with respect to such affiliate.

Section 4. A writing delivered by electronic mail will be a valid writing for all purposes under these By-Laws.

Approved by Board December 9, 2009 motion for approval was made by Jim Mooney, seconded by Mike Troutman; all in favor of approval. This motion was made at the Annual Business Meeting in which the Chamber and CREDC Boards attend. We had a quorum of over 105 board members.

Approved by Members December 9, 2009