

**BY-LAWS
OF
LUZERNE COUNTY CONVENTION CENTER AUTHORITY**

ARTICLE I – AUTHORITY

Section 1. Name of the Authority.

The name of the Authority shall be as specified in its Articles of Incorporation, to wit: Luzerne County Convention Center Authority.

Section 2. Seal of the Authority.

The seal of the Authority shall contain the name of the Authority and the year of its incorporation, and shall be in the form of the seal impressed in the margin hereof, opposite this section.

Section 3. Office of the Authority.

The office of the Authority shall be at 255 Highland Park Boulevard, Wilkes-Barre, Pennsylvania 18702, but the Board of the Authority, by proper resolution, may designate any other place as the office of the Authority.

Section 4. Fiscal Year of the Authority.

The fiscal year of the Authority shall end on December 31 of each year.

Section 5. Parliamentary Procedure.

The parliamentary procedure rules set forth in *Robert's Rules of Order Newly Revised* shall govern the Authority's conduct of business in all cases in which they are applicable and not in conflict with Pennsylvania law and these By-Laws.

Section 6. Governing Law.

The Authority was established under, and is governed by, the Pennsylvania Municipal Authorities Act of 1945, 53 Pa.C.S § 5601 *et seq.*, and all other laws of the Commonwealth of Pennsylvania applicable thereto.

ARTICLE II - BOARD OF DIRECTORS

Section 1. Members of the Board.

The property and business of the Authority shall be managed and controlled by a Board of Directors of the Authority composed of eleven (11) persons, who must be residents of Luzerne County, Pennsylvania at the time of their appointment and throughout their term.

Section 2. Terms of Members of Board.

The members of the Board shall be appointed by the governing body of the County of Luzerne, Pennsylvania. Each Board member shall be appointed for the term specified by the governing body of Luzerne County in accordance with the procedures set forth in Section 5610(a)(1) of the Pennsylvania Municipal Authorities Act of 1945, 53 Pa.C.S. § 5610(a)(1). Members may succeed themselves. If prior to the expiration of his/her term, a member leaves the Board on account of the member's death, disqualification, resignation or removal, the governing body of Luzerne County shall appoint his/her successor to complete the unexpired term of the former Board member.

Section 3. Meetings.

(a) Place of Meeting. All annual, regular and special meetings of the Board shall be held at a public building within the geographical limits of Luzerne County, Pennsylvania, but such meetings need not be held at the principal office of the Authority, at such time as may, from time to time, be designated by the Board. The Board may change the place and time of all such meetings.

(b) Annual Meeting. The members of the Board shall meet in the month of December, on a date and at a time scheduled in advance by the Board, for the purpose of electing officers for the ensuing calendar year.

(c) Regular Meetings; Notice. The Board shall at its annual meeting establish a schedule of regular meetings, to be held not less often than quarterly, for the upcoming calendar year. No further notice of such regularly scheduled meetings need be given to any member of the Board except that any member not in attendance at the meeting at which the schedule was adopted shall be notified in writing of such schedule in the same manner as set forth for notice of special meetings. The adopted schedule of meetings shall also include the date, time and place of the annual meeting for the next succeeding fiscal year. The Secretary of Board shall, as soon as practical following the annual meeting (but in no event later than three days prior to the first regularly scheduled meeting of the new calendar year after the annual meeting), give public notice, in the manner hereinafter provided, of the regularly scheduled meetings of the Board for the upcoming calendar year and of the next following annual meeting, showing the date, time and place of all such meetings.

(d) Special Meetings; Notice. Special meetings of the Board may be called by the Chairman or by the Vice Chairman, and shall be called by either of such officers, at the written request of three or more other members of the Board, and shall be held at such time and place as shall be designated in the call of the meeting. Written notice of each such special meeting shall be mailed to each member of the Board, addressed to him/her at his/her residence or usual place of business, not later than 3 days before the date on which such meeting is to be held or be sent to him/her at such place by facsimile (with confirmed receipt), electronic mail (with confirmed receipt), or be delivered personally or via a delivery service, or by telephone, not later than the day before the day on which the meeting is to be held. Except as may otherwise be indicated in the notice of such special meeting, any and all business may be transacted at any special meeting. With respect to notice of special meetings, such notice shall be deemed to have been given when mailed.

(e) Public Notice. Public notice of all meetings of the Board shall consist of (a) publishing such notice in a newspaper of general circulation in Luzerne County and (b) posting a copy of such notice prominently at the principal office of the Authority, or if a meeting is to be held other than at such principal office, at the public building in which the meeting is to be held. The Secretary shall provide a copy of all public notices to any newspaper, radio station and/or television station which may request the same.

Section 4. Quorum.

The presence of not less than a majority of the members of the Board at a meeting shall constitute a quorum and shall be necessary for the transaction of business, and the acts of a majority of the members at a meeting at which a quorum is present shall be the acts of the Board. The participation of one or more members of the Board in a meeting by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, shall constitute presence in person at such meeting.

Section 5. Voting Rights.

The voting on all questions coming before the Board of the Authority upon request of any member shall be by roll call, and the ayes and nays shall be entered upon the minutes of such meeting, unless the vote is unanimous of all members present and, in that case, the minutes shall so indicate.

Section 6. Voting by Proxy.

Members of the Board may vote by proxy provided such proxy shall be in writing and executed by the member or by his/her duly authorized attorney-in-fact and it is filed with the Secretary of the Authority, or, in the Secretary's absence, with the Chairman of the Authority. Each proxy shall relate to a specific matter before the Board and no proxy shall serve as an authorization to the Secretary (or to the Chairman in the Secretary's absence) to vote on more

than one matter before the Board. The proxy shall not be counted toward the presence of a quorum. No proxy shall be valid after one month from the date of its execution unless a longer time is expressly provided therein, but in no event shall a proxy be voted on after three months from its date of execution.

Section 7. Order of Business.

At the regular meetings of the Board of the Authority, the following shall be the order of business, unless the Board, by resolution, determines a different order of business to be followed during such regular meeting:

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| 1. Roll Call | 6. Report of the General Manager |
| 2. Approval of Minutes of Previous Meeting | 7. Report of Committees |
| 3. Bills and Communications | 8. Unfinished Business |
| 4. Report of the Secretary | 9. New Business |
| 5. Report of the Treasurer | 10. Adjournment |

ARTICLE III – OFFICERS

Section 1. Officers.

The officers of the Authority shall be a Chairman, a Vice Chairman, a Secretary, a Treasurer, one or more Assistant Secretary(s), an Assistant Treasurer, and such subordinate officers as may from time to time be appointed by the Board. One person may hold two offices, except the Chairman and Vice-Chairman may not also be the Secretary or the Treasurer.

Section 2. Chairman.

The Chairman shall preside at all meetings of the Board of the Authority. Except as otherwise authorized by resolution of the Board of the Authority, the Chairman shall sign all contracts, deeds and other instruments made by the Authority, and shall have general and active management of the affairs of the Corporation. At each meeting the Chairman shall submit such recommendations and information as the Chairman may consider proper concerning the business, affairs and policies of the Authority.

Section 3. Vice Chairman.

The Vice Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman or upon the refusal of the Chairman to act; and in the case of the resignation

or death of the Chairman, the Vice Chairman shall perform such duties as are imposed on the Chairman until such time as the Board of the Authority shall elect a new Chairman.

Section 4. Secretary.

The Secretary shall keep the records of the Authority, shall act as secretary of the meetings of the Board of the Authority, shall give proper notice of all Authority meetings, shall record all votes, shall keep a record of the proceedings of the Board of the Authority in a minute book of proceedings to be kept for such purpose, and shall perform all other duties incident to his/her office. The Secretary shall keep in safe custody the seal of the Authority and shall have power to affix such seal to all proceedings and resolutions of the Board of the Authority and to all contracts and instruments authorized to be executed by the Authority.

Section 5. Treasurer.

The Treasurer shall have the care and custody of all funds of the Authority, and shall deposit the same in the name of the Authority in such bank or banks as the Board of the Authority may select. The Treasurer shall sign all orders and checks for the payment of money, and shall pay out and disburse such moneys under the direction of the Board of the Authority. Except as otherwise authorized by resolution of the Board of the Authority, all such orders and checks shall be countersigned by the Chairman. The Treasurer shall keep regular books of account showing receipts and expenditures, and shall render to the Board of the Authority at each regular meeting (or more often when requested) an account of his transactions and also of the financial condition of the Authority.

Section 6. Assistant Secretary.

The Assistant Secretary shall perform the duties of the Secretary in the absence or incapacity of the Secretary, upon the refusal of the Secretary to act or as directed by resolution of the Board of the Authority; and in the case of the resignation or death of the Secretary the Assistant Secretary shall perform such duties as are imposed on the Secretary until such time as the Board of the Authority shall appoint a new Secretary.

Section 7. Assistant Treasurer.

The Assistant Treasurer shall perform the duties of the Treasurer in the absence or incapacity of the Treasurer, upon the refusal of the Treasurer to act or as directed by resolution of the Board of the Authority; and in the case of the resignation or death of the Treasurer the Assistant Treasurer shall perform such duties as are imposed on the Treasurer until such time as the Board of the Authority shall appoint a new Treasurer.

Section 8. Additional Duties.

The officers of the Authority shall perform such other duties and functions as may from time to time be required by resolution of the Board of the Authority or by By-Laws or rules and regulations of the Authority.

Section 9. Right-To-Know Officer.

At each annual meeting of the Board, the Chairman shall appoint a Right-To-Know officer who shall respond to all legitimate public record requests received by the Authority, or shall direct a public records request to the appropriate person for a response, and shall track the Authority's progress in responding to public records requests.

Section 10. Election or Appointment; Vacancies.

The Chairman, the Vice Chairman, the Secretary, the Treasurer, an Assistant Secretary and the Assistant Treasurer shall be elected at the annual meeting of the Board of the Authority and shall hold office for one year or until their successors are elected and qualified. One or more additional Assistant Secretaries may be appointed at any meeting of the Authority upon resolution of the Board of the Authority. Should any of the aforementioned offices become vacant, the Board of the Authority shall elect a successor at the next regular meeting, or may elect a successor at a special meeting, such election to be for the unexpired term of said office.

Section 11. Additional Personnel.

The Authority may from time to time employ such personnel, including, without limitation, an executive director, as it deems necessary to exercise its powers, duties and functions, as prescribed by The Pennsylvania Municipality Authorities Act of 1945, as from time to time amended, and all other laws of the Commonwealth of Pennsylvania applicable thereto. The selection and compensation of such personnel shall be determined by the Board of the Authority subject to the laws of the Commonwealth of Pennsylvania.

Section 12. Removal of Officers.

Any officer or agent of the Authority may be removed by the majority vote of the entire Board at any meeting whenever, in the Board's judgment, the best interest of the Authority will be served thereby.

ARTICLE IV – COMMITTEES

The Chairman may designate one or more committees, each committee to consist of two or more members of the Board and any additional officers or personnel of the Authority as the Chairman may determine.

ARTICLE V - INDEMNIFICATION AND INSURANCE

Section 1. Indemnification.

The Authority shall indemnify and hold harmless its present and future Board members, officers and personnel of, from and against any and all liability, expenses (including attorney fees), claims, judgments, fines and amounts paid in settlement, actually incurred by such person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to which such person is, was or at any time becomes, a party, or is threatened to be made a party, by reason of the fact that such person is, was or at any time becomes, a Board member, officer or employee of the Authority, or is or was serving at any time at the request of the Authority, as a Board member, officer, trustee or fiduciary of another corporation, partnership, joint venture, trust, pension plan, employee benefit plan or other enterprise of any nature whatsoever. Nothing contained in this Section 1 shall authorize the Authority to provide, or entitle any officer or Board member or other person to receive, indemnification for any action taken, or failure to act, which action or failure to act is determined by a court, in the action, proceeding or suit referenced above or in any other action, proceeding or suit, to have constituted willful misconduct or recklessness.

Section 2. Payment of Expenses.

Expenses incurred in defending a civil or criminal action, suit or proceeding of the kind described in Section 1 of this Article shall be paid by the Authority in advance of the final disposition of such action, suit or proceeding and upon receipt of invoices therefore. Each person indemnified as described in Section 1 of this Article shall immediately repay to the Authority all amounts paid in accordance with this Section if it shall ultimately be determined that he or she is not entitled to be indemnified by the Authority.

Section 3. Continued Indemnification; Inurement.

The indemnification and advancement of expenses provided in this Article shall continue as to a person who has ceased to be a Board member or officer of the Authority, or who has ceased to serve in any other capacity described in Section 1 of this Article, and such indemnification and advancement of expenses shall inure to the benefit of the heirs, executors and administrators of such person.

Section 4. Other Rights.

Nothing herein contained shall be construed as limiting the power or obligation of the Authority to indemnify any person in accordance with any applicable law, statute or ordinance. The indemnification and advancement of expenses as provided under this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any agreement.

Section 5. Enforcement of Rights.

The Authority shall also indemnify any person against any expense, including attorney fees, actually and reasonably incurred by such person in enforcing any right to indemnification under this Article.

Section 6. Insurance.

The Authority shall have the power to purchase and maintain insurance on behalf of any person who is or was a member of the Board, officer, employee or agent of the Authority or is or was serving, at the request of the Authority, as a member of the Board, officer, employee, agent, trustee or fiduciary of another corporation, authority, partnership, joint venture, trust, pension plan, employee benefit plan or other enterprise of any nature whatsoever against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Authority would have the power to indemnify him or her against such liability.

ARTICLE VI - TRANSACTIONS WITH INTERESTED DIRECTORS

The Authority may not enter into any contract or transaction with one or more of its Board members or officers or between the Authority and any other corporation, partnership, association or other organization in which one or more of its Board members are also shareholders, directors, members, officers, partners or have a financial interest. All such contracts or transactions shall be void or voidable solely for such reason, irrespective of whether the interested member of the Board discloses such interest or how the interested member of the Board votes with respect to such contract or transaction.

ARTICLE VII - AMENDMENTS

These By-Laws may be altered, amended, restated, supplemented, and/or repealed by a majority of the members of the Board present at any meeting and constituting a quorum after ten days' prior written notice of such an intention, which shall specifically identify the proposed changes to the By-Laws, to each member of the Board by the Secretary.