

BY LAWS
of the
GLENDALE INDUSTRIAL DEVELOPMENT ASSOCIATION
Adopted as of December 9, 2008

PREAMBLE

We, citizens of the Commonwealth of Pennsylvania, associate ourselves for the purpose of:

1. Promoting industrial and commercial development in the Glendale area which includes Coalport and Irvona boroughs as well as Beccaria, Reade and White townships.
2. Doing any and all actions reasonably necessary for the health, welfare and improvement of the economy of the Glendale area.

ARTICLE 1

Name

Section 1. This association shall be named, known and styled as The Glendale Industrial Development Association.

ARTICLE 2

Membership

Section 1. Membership in this organization shall be limited to delegates representing various social, religious, civic organizations, municipalities and individuals approved by the board of directors.

ARTICLE 3

Location

Section 1 The principal office of this association shall be located in the Coalport Borough Building, 961 Forest Street, Coalport, Pennsylvania.

ARTICLE 4

Meetings

Section 1 The board of directors shall hold, or cause to be held, general membership meetings, at least once during each month, at which time members in good standing of the corporation shall have the right to be present and vote.

Section 2 Special meetings of the general membership may be called by the President at such time as he may deem necessary, or upon the written request

signed by five members of the Board of Directors; or upon the written request signed by 15 members of this Association.

Section 3 Special meetings of the Board of Directors shall be called by the President whenever he shall deem necessary or, at the written request signed by Board of Directors.

ARTICLE 5 **Officers**

Section 1. The officers of this Association shall be the President, a Vice President, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be combined and held by one person.

ARTICLE 6 **Officers Duties**

Section 1 The President shall be the chief executive officer of this association; shall preside at all meetings of the members and directors; shall see all orders and resolutions of the Board of Directors are carried out; shall in the name of the Association, execute all contracts and obligations of this association; shall see that all other officers of this association are performing their duties; shall, as necessary, report to the Board of Directors and to the members of this association on all matters within his knowledge that may affect the association; shall be ex-officio a member of all committees and shall have the powers and duties usually vested in the office of President in a corporation; and shall appoint all committees, except as herein otherwise provided.

Section 2 The Vice President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter and shall have such other duties as may, as necessary, be determined by the Board of Directors.

Section 3 The Secretary shall attend all sessions possible of the Board of Directors and all meetings of all members and act as all members and act as Clerk thereof; shall record all votes and minutes of all proceedings in a book to be kept for that purpose; shall be the custodian of the corporate seal, if any, and the books and records of the Association, except as herein otherwise provided; shall perform other duties as may be prescribed by the Board of Directors; shall deliver to the successor all books, and records of the Association remaining in possession at the expiration of the term of office.

Section 4 The Treasurer shall have charge of the funds of this Association and shall deposit the same in the name of this Association in depositories designated by the Board of Directors; shall pay all vouchers or orders properly attested by any two of the following officers; the President, the Vice President, or the

Secretary; shall make a financial report to the members at each regular meeting and shall make a complete and accurate report of the finances of this Association at the meeting during which the successor assumes office; and shall deliver to successor all monies, records and property of the Association remaining in possession at the expiration of this term of office.

ARTICLE 7

Bonds

Section 1 The Board of Directors may require such officers to be bonded as it shall deem necessary and for any amount(s) as it may deem requisite.

ARTICLE 8

Board of Directors

Section 2 The Board of Directors shall consist of all the officers of this Association as set forth in Article 5, Section 1, and four members elected by the membership by majority vote.

ARTICLE 9

Duties and Powers of the Board of Directors

Section 1 The property and business of the Association shall be managed by the Board of Directors.

Section 2 In addition to the general 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 Association, and elsewhere in these by-laws, the following specific powers are expressly conferred on the Board of Directors:

- To purchase or otherwise acquire for the Association any property, right or privilege which is authorized to acquire at such price or consideration, and upon such terms as they deem expedient;
- to appoint, to remove or suspend subordinate agents or servants; to determine their duties and affix their salaries to determine who shall be authorized on behalf of this Association, to sign bills, notices, receipts, acceptances, endorsements, checks, releases, contracts and other instruments;
- to do all such acts and duties as are not provided by law, or by charter, or by these by-laws directed or required to be done by the members.

ARTICLE 10

Nominations, Elections and Terms of Office

Section 1 Nominations shall be made biennial at the regular meeting held in November of even number years.

Section 2 Elections shall be held biennial at the regular meeting held in December of even number years.

Section 3 The members shall elect the members of the Board of Directors and officers as set forth in article 5, Section 1.

Section 4 The term of office for all the officers and members of the Board of Directors shall be two years.

Section 5 In the event that the office of an officer or member of the Board of Directors shall become vacant by reason of death, for failure to attend three consecutive meetings, or for any reason whatsoever, such vacancy shall be filled by a simple majority vote of the members present at the meeting next succeeding the meeting at which the vacancy occurred. However, this stipulation will be null and void given the officers and directors can furnish the members any circumstance which would have prevented them from performing said duties of the organization.

Section 6. A simple majority vote of the members present and voting shall be required to elect officers and members of the Board of Directors

Section 7 Any member in good standing shall be eligible to hold office in this association either as an officer or a member of the Board of Directors.

ARTICLE 11

Quorum

Section 1. A quorum for the purpose of holding any meeting of the members shall be at least six members which must include the President or Vice President and one other board member.

ARTICLE 12

Rights and Obligations of Members

Section 1 Every member in good standing shall have the right to vote and hold office. A member shall be considered in good standing if his membership dues are current, regularly attends meetings and if he has *not* been declared by the board of directors 'not in good standing'. Dues will be payable on or before January 1 of each succeeding year and no later than June 30 of said year.

Section 2 Any member not in good standing shall not have the right to vote or hold office. A member shall be considered to not be in good standing if he has been declared to be so by a majority vote of the board of directors.

Section 3 A member, deemed not to be in good standing by the board of directors, may be removed from membership by the board of directors.

Section 4 The books, accounts and records of this organization shall be open for inspection to any member of the Board of Directors at any time. Members of this association, at the discretion of the Board of Directors, may inspect such books, accounts and records of this association at such reasonable time as the board of Directors may by resolution designate.

ARTICLE 13
Committees

Section 1 There shall be such standing committees as from time to time shall be determined by the Board of Directors.

ARTICLE 14
Amendments

Section 1 The members of this association may, by a two-thirds majority vote of the membership present alter, amend, suspend, or annul these by-laws at any meeting or at a special meeting called for that purpose.

ARTICLE 15
Adoption of By-Laws

Section 1 These by-laws shall be adopted by a two-thirds majority vote of the members present and voting at the time said by-laws are proposed to the members for ratification.

Section 2 These by-laws shall be in full force and effective immediately upon adoption by the members of this association.

*Adopted and approved at the regular meeting of the
Glendale Industrial Development Association of December 9, 2008.*