

**AMENDED AND RESTATED BYLAWS**  
**OF READING AND BERKS COUNTY VISITORS BUREAU**  
**D/B/A GREATER READING CONVENTION AND VISITORS BUREAU AND**  
**PENNSYLVANIA'S AMERICANA REGION**

(a Pennsylvania nonprofit corporation)

ARTICLE I.

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PURPOSE

Section 1.01. PURPOSE AND ACTIVITIES. Reading and Berks County Visitors Bureau, d/b/a Greater Reading Convention and Visitors Bureau, Inc. and Pennsylvania's Americana Region (the "Corporation"), is incorporated under the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania (the "NCL") for business league and trade association purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any successor United States Internal Revenue Law) (the "Code"). In furtherance of the Corporation's purposes, the Corporation will engage in activities, including, but not limited to:

- (a) Planning, supporting and promoting programs designed to stimulate and encourage conventions, conferences and seminars and to develop and enhance tourism in Berks County, Pennsylvania;
- (b) Fostering economic development opportunities in Berks County, Pennsylvania, through a comprehensive travel and tourism marketing program; and
- (c) Applying for and receiving grants from local, state and federal government authorities.

Section 1.02. LIMITATIONS UPON POWERS AND ACTIVITIES. Notwithstanding any other provisions of these Bylaws to the contrary, the Corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation. The property, assets, profits and net income of the Corporation are dedicated irrevocably to the purposes set forth in Section 1.01 above. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members (as defined herein), Directors (as defined herein), officers or other private persons or enterprises organized for profit, except the Corporation shall be authorized and empowered to pay reasonable compensation for goods and services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1.01 above.

## ARTICLE II.

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### OFFICES AND FISCAL YEAR

Section 2.01. REGISTERED OFFICE AND MAILING ADDRESS. The registered office and mailing address of the Corporation shall be 4641 Pottsville Pike, Reading, Berks County, Pennsylvania 19605.

Section 2.02. PRINCIPAL PLACE OF BUSINESS AND OTHER OFFICES. The principal place of business of the Corporation shall be located at 4641 Pottsville Pike, Reading, Pennsylvania 19605. The Corporation may also have offices at such other places, within or outside of Pennsylvania, as the Board of Directors of the Corporation (the "Board of Directors") may from time to time appoint or the business of the Corporation may require.

Section 2.03. FISCAL YEAR. The fiscal year of the Corporation shall end on the last day of June.

## ARTICLE III.

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### NOTICE - WAIVERS - MEETINGS GENERALLY

#### Section 3.01. MANNER OF GIVING NOTICE.

(a) General Rule. Whenever notice is required to be given to any person under the provisions of the NCL, the Corporation's Articles of Incorporation (the "Articles") or these Bylaws (these "Bylaws"), it may be given to such person, either personally, by telephone or by sending a copy thereof by first class mail, postage prepaid, recognized national or international courier services, by facsimile with transmittal confirmation, or by electronic mail ("e-mail") with transmittal confirmation, to his or her address (including his or her e-mail address) or telephone or facsimile number appearing on the books of the Corporation or, in the case of a member of the Corporation (each, a "Member" and collectively, the "Members") or a member of the Board of Directors (each, a "Director" and collectively, the "Directors"), supplied by him or her to the Corporation for the purpose of notice. If the notice is sent by first class mail or recognized national or international courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with such courier service. If the notice is sent by e-mail or facsimile transmission, it shall be deemed to have been given to the person entitled thereto upon transmittal confirmation.

(b) Adjourned Meetings. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 3.02. NOTICE OF MEETINGS OF THE MEMBERS.

(a) Notice of Annual Meeting. Notice of the annual meeting of the Members shall be given not less than thirty (30) days before the date of the meeting to each Member entitled to vote at such meeting.

(b) Notice of Special Meetings.

(1) Except as otherwise provided in Section 3.02(b)(2) hereof, notice of a special meeting of the Members shall be given not less than five (5) days before the date of the meeting to each Member entitled to vote.

(2) Pursuant to Section 5704 of the NCL, notice of a special meeting of the Members shall be given not less than ten (10) days before the date of the meeting to each Member if the Members are to discuss and/or approve at such meeting any of the following:

(i) any amendment to, or the repeal of, any provision of the Articles;

(ii) the adoption of any plan for the merger or consolidation of the Corporation;

(iii) the adoption of any plan for the division or conversion of the Corporation;

(iv) the sale of all or substantially all of the assets of the Corporation; or

(v) the adoption of any plan for the dissolution or liquidation of the Corporation.

(c) Content. Notice of a meeting of the Members shall specify the place, date and time of the meeting, the general nature of the business to be transacted at such meeting, and any other information required by any other provision of the NCL, the Articles or these Bylaws.

Section 3.03. NOTICE OF MEETINGS OF BOARD OF DIRECTORS.

(a) Notice.

(1) Notice of a regular meeting of the Board of Directors need not be given, except by the adoption of a resolution by the Board of Directors establishing the places, dates, and times of regular meetings.

(2) Notice of a special meeting of the Board of Directors, unless waived, shall be given to each Director not less than one (1) day prior to the day on which such meeting is to be held if such notice is in person, by e-mail or facsimile, and not less than four (4) days prior to the day on which the meeting is to be held if such notice is by first class mail or recognized national or international courier service.

(b) Content. Every required notice of a meeting of the Board of Directors shall state the place, date and time of the meeting. Unless otherwise provided by the NCL or these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in a notice of such meeting.

#### Section 3.04. WAIVER OF NOTICE.

(a) Written Waiver. Whenever any written notice is required to be given pursuant to the provisions of the NCL, the Articles or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of such meeting.

(b) Waiver by Attendance. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

#### Section 3.05. MODIFICATION OF PROPOSAL CONTAINED IN NOTICE.

Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may, without further notice, adopt it with such clarifying or other amendments as do not materially enlarge its original purpose.

Section 3.06. EXCEPTION TO REQUIREMENT OF NOTICE. Whenever any notice or communication is required to be given to any person under the provisions of the NCL, the Articles or these Bylaws, or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action, and communication with such person is then unlawful, the giving of such notice or communication to such person shall not be required.

#### Section 3.07. USE OF CONFERENCE TELEPHONE AND SIMILAR EQUIPMENT.

One or more persons may participate in a meeting of the Members or a meeting of the Board of Directors, or any committee thereof, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, including, without limitation, by audio and/or audio/visual communications equipment. Participation in a meeting pursuant to Section 3.07 hereof shall constitute presence in person at such meeting.

### ARTICLE IV.

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#### MEMBERSHIP

Section 4.01. MEMBERSHIP. The Corporation shall have such classes of membership as the Board of Directors and/or the Members shall establish from time to time in accordance with Section 5.10(b) hereof. There shall initially be two (2) classes of membership, the members of which shall be referred to as "Hotel Members" and "Advertising Members." Hotel Members and Advertising Members shall be referred to collectively as the Members.

#### Section 4.02. QUALIFICATION AND RETENTION OF MEMBERSHIP.

(a) Qualification. Except as otherwise provided herein, any individual or organization who is in good standing and who maintains a business in Pennsylvania shall be a Member once the Board of Directors approves the Member's membership in accordance with Section 4.03 hereof.

(b) Retention. In order to continue to be a Member, a Member must comply with all membership obligations on a timely basis, including but not limited to, paying such dues as may be established by the Board of Directors and/or the Members.

Section 4.03. MEMBERSHIP DUES, FEES AND MEMBERSHIP RULES. The Board of Directors and/or the Members, as applicable, shall have the authority to approve special assessments of dues against the Members and set membership dues, advertising dues, advertising fees, nomination fees and sanctioning fees for Hotel Members and Advertising Members and to promulgate rules relating to eligibility for membership as Hotel Members and Advertising Members. Approval for membership may be denied for any reason deemed sufficient by the Board of Directors even though the applicant may meet the stated criteria for membership.

Section 4.04. RECORD OF THE MEMBERS. The Secretary of the Corporation (the "Secretary") shall maintain a current list of the Members, with the address of each, which list shall be kept on file at the registered office of the Corporation.

#### Section 4.05. MEMBERSHIP MEETINGS.

(a) Annual Meetings. The annual meeting of the Members shall be held on or before December 31 of each year on such day and at such time and place as the Board of Directors shall designate.

(b) Special Meetings. Unless otherwise prescribed by the NCL or by the Articles, special meetings of the Members may be held for any purpose or purposes and at any time on the call of the Chair of the Board of Directors (the "Chair"), at the request in writing of a majority of the Board of Directors, or at the request in writing of at least thirty percent (30%) of the Members entitled to vote at such meeting. Such request shall state the purpose or purposes of the proposed meeting. If the Secretary of the Corporation (the "Secretary") shall fail or refuse to give notice of such meeting, then the notice may be given by the officer making the call or the Directors or the Members making the request.

(c) Place of Meetings. All meetings of the Members, whether annual or special, shall be held at the offices of the Corporation, or at such other place as may be fixed from time to time by the Board of Directors and included in the notice of such meeting.

(d) Members' List. At least ten (10) days before every meeting of the Members, a complete list of the Members entitled to vote at said meeting, arranged in alphabetical order, shall be prepared by the Secretary. Such list shall be open to the examination of any Member, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting at the place where the meeting is to be held or at the Corporation's principal place of business.

#### Section 4.06. QUORUM OF AND ACTION BY THE MEMBERS.

(a) General Rule. Thirty percent (30%) of the Members eligible to vote must be present (in person, by telephone, by video or by other similar means), must be represented by proxy, or must have voted by mail-in or e-mail ballot, at a duly called meeting of the Members in order for there to be a quorum for the transaction of business. Except as otherwise provided herein, the acts of a majority of the Members present, represented by proxy or who have voted by mail-in or e-mail ballot, at a duly called meeting of the Members where a quorum is present shall be the acts of the Members. For the purposes of these Bylaws, a “ballot” shall be defined as any written documentation (including email transmitted to the Secretary), whether a formal ballot or otherwise and whether signed or unsigned, on which a Member entitled to vote on a particular action or issue reflects his, her or its vote on such action or issue.

(b) Action by Unanimous Written Consent. Any action which may be taken at a meeting of the Members may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed on behalf of each Member eligible to vote on the matter. The written consent(s) shall be filed with the Secretary.

(c) Fundamental Transactions. All “Fundamental Transactions” as defined in Section 5.10(b) hereof, must be approved in accordance with Section 5.10(b) hereof.

(d) Absence of Quorum. In the absence of a quorum, a majority of the Members present (in person, by telephone, by video or by similar means) or represented by proxy may adjourn the meeting from time to time until a quorum shall be present. Notice of any adjourned meeting need not be given, except that notice shall be given to all Members if the adjournment is for more than thirty (30) days.

#### Section 4.07. MEMBER VOTING RIGHTS.

(a) Voting in General. Except as otherwise provided herein, each Member (whether a Hotel Member or an Advertising Member) shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of the Members. Unless otherwise required by these Bylaws, the manner of voting on any matter, including changes to the Articles or Bylaws, may be by voice vote, show of hands or by ballot.

(b) Voting by Entity Members. Except as otherwise provided in Section 4.07(b)(2) hereof, the action of: (i) the chair of the board of directors of the Member, (ii) the president of the Member, or (iii) any other representative designated by the board of directors of the Member, shall constitute the action of a Member who is an entity (and not an individual).

(c) Voting By Proxy. Any absent Member eligible to vote at any meeting of the Members may be represented as present and may vote at such meeting by a proxy authorized in writing by the Member or by his or her duly authorized attorney-in-fact. Such written authorization must specify the matter with respect to which the proxy is granted and the person entitled to vote, must be signed and dated by the Member granting the proxy, and must be filed with the Secretary prior to the commencement of the meeting. A proxy shall be revocable at will but the revocation shall not be effective until notice of the revocation has been given to the Secretary. A proxy shall not be revoked by the death or incapacity of the maker unless, before

the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the Secretary.

(d) Voting by Mail-In or E-Mail Ballot. Any absent Member who is eligible to vote at any meeting of the Members and who has received advanced notice of the items that will be voted upon at the upcoming meeting may vote via mail-in or e-mail ballot unless otherwise provided by the NCL or these Bylaws, or unless otherwise determined by the Board of Directors and/or the Members. In order for a mail-in or e-mail ballot to be valid, (i) the Corporation must provide notice of the items that will be voted upon at the upcoming meeting and (ii) the form and/or substance such items that will be voted upon may not be changed, in any manner, from that which was set forth in the notice.

Section 4.08. TRANSFER OF MEMBERSHIP. Membership in the Corporation is not transferable or assignable without the prior written consent of the Corporation.

#### Section 4.09. RESIGNATION AND ADDITION OF MEMBERS.

(a) Resignation of Members. A Member may resign at any time by giving written notice to the Chair and/or President of the Corporation (the "President"). The resignation shall take effect on the later of (i) the date the notice is received by the Chair or (ii) at any other time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the Member is a party. Any resigning Member who is a Director and/or an officer of the Corporation shall also resign as a Director and/or an officer of the Corporation. Any Director and/or any officer of the Corporation who is an executive, officer or director of a resigning Member (if such Member is an entity) shall also resign as a Director and/or an officer of the Corporation.

(b) Additional Members. The Corporation may admit additional Members as long as such additional Members are approved in accordance with Sections 4.02 and 4.03 hereof.

#### Section 4.10. EXPULSION FROM MEMBERSHIP.

(a) A Member shall be automatically removed, without action by the Board of Directors and/or the Members, upon ceasing to meet the qualifications for membership set by the Directors pursuant to Section 4.02 hereof.

(b) Any Member may be expelled as a Member of the Corporation, without the assignment of any cause, upon a majority vote of the Members or Directors present at a duly convened meeting of the Members or Directors, respectively, provided that written notice of the intention to expel and reasons therefor have been provided in the notice of the meeting.

(c) The Board of Directors may expel any Member who shall be in default in the payment of dues or fees, such membership to be reinstated upon the payment of all dues and fees owed to the Corporation.

(d) Unless expelled due to a default in the payment of dues or fees, no Member shall be expelled without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

#### Section 4.11. ADDITIONAL MEMBERSHIP CLASSES.

(a) Board of Directors. The Board of Directors shall have the power to create such classes of “membership,” such as associate memberships, as the Board of Directors sees fit, subject to the approval of the Members. But, in no event shall associate members have the rights of “members”, as that term is defined and used in the NCL. Rules and Regulations governing associate members shall be enacted by the Board of Directors. The creation of additional classes of membership must be approved in accordance with Section 5.10(b) hereof.

(b) Members. The Members may authorize the establishment of additional classes of membership if the Members decide that such additional classes of membership will aid and assist the Corporation in furthering its purposes. The creation of additional classes of membership must be approved in accordance with Section 5.10(b) hereof. If an additional class/classes of membership is/are authorized, the members at such new class/classes of membership shall not have the same rights and responsibilities as the Members but will be considered “members,” as that term is defined and used in the NCL.

### ARTICLE V.

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#### BOARD OF DIRECTORS

#### Section 5.01. POWERS; STANDARD OF CARE.

(a) General Rule. Unless otherwise provided by the NCL or these Bylaws, all powers vested by law in the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

(b) Standard of Care; Justifiable Reliance. A Director shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a Director, including duties as a member of any committee of the Board of Directors upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(1) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;



(2) Counsel, public accountants or other persons or entities as to matters which the Director reasonably believes to be within the professional or expert competence of such person or entity; and

(3) A committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

(c) Consideration of Factors. In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon communities in which offices or other establishments of the Corporation are located or in which it conducts charitable work or other work, and all other pertinent factors. The consideration of those factors shall not constitute a violation of Section 5.01(b) hereof.

(d) Presumption. Absent breach of fiduciary duty, lack of good faith or self-dealing, any action taken as a Director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

(e) Notation of Dissent. A Director who is present (in person, by telephone, by video or by other similar means) at a meeting of the Board of Directors, or of a committee of the Board of Directors, at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the Director files a written dissent to the action with the Secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the Secretary immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of the action. Nothing in Section 5.01(e) hereof shall bar a Director from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of such minutes, the Director notifies the Secretary in writing of the asserted omission or inaccuracy.

## Section 5.02. QUALIFICATION AND ELECTION OF DIRECTORS.

(a) Qualifications. Each Director shall be a natural person eighteen (18) years of age or older.

(b) Election of Directors. Except as otherwise provided in the Articles or these Bylaws, the Directors shall be elected upon the affirmative vote of the Directors. In elections for Directors, voting need not be by ballot, except upon demand made by a person entitled to vote at the election and before the voting begins. The candidates receiving the highest number of votes cast shall be elected.

(c) Nominating Committee. The Board of Directors shall establish a nominating committee of the Corporation (the "Nominating Committee"). The Nominating Committee shall consist of the President and two (2) Directors. Except as otherwise provided in this Section 5.02(c), all rules applicable to the Nominating Committee, including the

appointment of members of the Nominating Committee, shall be as set forth in Article VI. The Members shall submit names of individuals who are interested in serving on the Board of Directors to the Nominating Committee. The Nominating committee shall establish guidelines and procedures for reviewing and evaluating the qualifications of each “candidate”. Once the “review and evaluation” process is completed, the Nominating Committee shall recommend to the Board of Directors a slate of individuals who are willing to serve on the Board of Directors.

#### Section 5.03. NUMBER AND TERM OF OFFICE.

(a) Number. The Board of Directors shall consist of not less than fourteen (14) nor more than thirty (30) Directors.

(b) Composition.

(1) The Board of Directors shall consist of no less than thirteen (13) individuals who are Members or who are executives, officers or directors of a Member. At no time shall there be more than three (3) Directors who are executives, officers or directors of Members that own or operate a hotel.

(2) The County Commissioner shall serve, ex-officio, as a voting member of the Board of Directors.

(c) Term of Office.

(1) Except as otherwise provided herein, the term of office for each Director shall be three (3) years. The term of office shall begin at the applicable meeting of the Members at which such Director was elected. Each Director shall hold office until the expiration of the term for which he or she was appointed and until a successor shall be appointed or until his or her earlier death, resignation or removal.

(2) A decrease in the number of Directors shall not have the effect of shortening the term of any incumbent Director.

(3) Except as otherwise provided herein, no individual shall serve more than two (2) consecutive full terms as a Director. Notwithstanding any provision herein to the contrary, the Board of Directors may, in its sole discretion, waive the two (2) consecutive full term limitation set forth herein for a specific individual.

(d) Resignation.

(1) Any Director may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect on the later of (i) the date the notice is received or (ii) at any other time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the Director is a party.

(2) If an individual currently serving as a Director ceases to be a Member or an executive, officer or director of a Member, such individual shall be required to

resign as a member of the Board of Directors and, if applicable, as an officer of the Corporation, as of the date he/she ceased to be a Member or an executive, officer or director of a Member.

Section 5.04. VACANCIES. If a vacancy occurs in the office of a Director for any reason, including an increase in the number of Directors, the Board of Directors shall select a Director to fill the vacant position within the limitations of Section 5.03(b), and such Director shall hold office for the unexpired term for which the vacancy occurred, if applicable.

Section 5.05. REMOVAL OF DIRECTORS. A Director may be removed from office at any time, with or without cause, by the Board of Directors, provided that written notice of the intention to consider the removal of such Director has been included in the notice of the meeting at which such removal will be considered.

Section 5.06. PLACE OF MEETINGS. Meetings of the Board of Directors may be held at such place, within or outside of Pennsylvania, as the Board of Directors may from time to time designate, or as may be designated in the notice of the meeting. If the Board of Directors has not so designated the location of the meeting, the meeting shall be held at the principal office of the Corporation.

Section 5.07. ORGANIZATION OF MEETINGS. The Chair shall preside at all meetings of the Board of Directors. If no individual is currently serving as the Chair, then the members of the Board of Directors shall appoint a person to serve as the Chair. If there is a Chair but he or she is unable to attend a Board of Directors meeting, then the members of the Board of Directors shall appoint a person to preside at that Board of Directors meeting. The Secretary, or, in the absence of the Secretary, any person appointed by the Chair or the person presiding at that particular meeting, shall act as the Secretary of that meeting.

Section 5.08. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at such places, dates and times as shall be designated from time to time by resolution of the Board of Directors. One such regular meeting shall be designated, in advance, as the annual meeting of the Board of Directors.

Section 5.09. SPECIAL MEETINGS. Special meetings of the Board of Directors may be held at any time on the call of the Chair or at the request in writing of at least nine (9) Directors. Any such meeting may be held at such place as the Board of Directors may fix from time to time or as may be specified or fixed in such notice or waiver thereof. Any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given, if all the Directors shall be present thereat, and no notice of a meeting shall be required to be given to any Director who shall attend such meeting. If the Secretary shall fail or refuse to give such notice, then the notice may be given by the officer making the call or any one of the Directors making the request.

Section 5.10. QUORUM OF AND ACTION BY DIRECTORS.

(a) General Rule. A majority of the Directors in office must be present (in person, by telephone, by video or by other similar means) at a duly called meeting of the Board of Directors in order for there to be a quorum for the transaction of business. Except as otherwise provided herein, the acts of a majority of the Directors present at a duly called meeting of the

Board of Directors where a quorum is present shall be the acts of the Board of Directors.

(b) Fundamental Transactions. Any “Fundamental Transaction” (as defined herein) shall require (i) the affirmative vote of two-thirds (2/3) or more of the Directors then in office *and* the affirmative vote of a majority or more of the Members present at a duly called meeting of the Members where a quorum is present, or (ii) the unanimous approval of all of the Members.

A “Fundamental Transaction” shall include the following:

- (1) any amendment to, or the repeal and subsequent adoption of, any provision of the Articles or Bylaws;
- (2) the increase or decrease in the authorized number of members of the Board of Directors;
- (3) the adoption of any plan for the merger, consolidation or reorganization of the Corporation;
- (4) the adoption of any plan for the division or conversion of the Corporation;
- (5) the sale of all or substantially all of the assets of the Corporation;
- (6) the formation of a subsidiary of the Corporation;
- (7) the adoption of any plan for the dissolution or liquidation of the Corporation;
- (8) the creation of an additional membership class of the Corporation;
- (9) the approval, modification or termination of the Signatory and Disbursement Policy of the Corporation (the “Signatory and Disbursement Policy”); and
- (10) a special assessment of dues upon the Members.

(c) Voting Rights. Each Director shall be entitled to one (1) vote.

(d) Action by Written Consent. Any action which may be taken at a meeting of the Directors may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors then in office and shall be filed with the Secretary.

(e) Absence of Quorum. In the absence of a quorum, a majority of the Directors present (in person, by telephone, by video or by other similar means), may adjourn the meeting from time to time until a quorum shall be present. Notice of any adjourned meeting need not be given, except that notice shall be given to all Directors if the adjournment is for more than thirty (30) days.

Section 5.11. COMPENSATION. The Board of Directors and committee members shall receive no compensation for their services as Directors and committee members. Directors and committee members may, however, receive reimbursement for approved expenses.

Section 5.12. INVITED GUESTS. The Board of Directors shall be permitted to invite individuals to observe any regular or special meetings of the Board of Directors or committees thereof; provided, however, that such individuals must leave any such meeting if and when directed by the Board of Directors or the members of the applicable committee thereof.

Section 5.13. ANNUAL DUES. The Board of Directors shall approve the annual dues and fees to be paid by the Members.

Section 5.14. SPECIAL ASSESSMENTS OF DUES. The Board of Directors shall not make a special assessment of dues upon the Members, unless unusual or emergency circumstances require such special assessment, and such assessment is approved in accordance with Section 5.10(b) hereof.

Section 5.15. ROBERTS' RULES OF ORDER. The rules contained in the current edition of *Roberts' Rules of Order, Newly Revised* shall govern Board of Directors meetings in all cases to which they are applicable, unless such rules are inconsistent with these Bylaws and/or any special rules of order the Board of Directors may duly adopt.

## ARTICLE VI.

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### COMMITTEES.

#### Section 6.01. COMMITTEES.

(a) Establishment. The Board of Directors and/or the Members may establish one (1) or more committees to consist of one (1) or more Directors and/or such other individuals who may be interested in serving on such committee(s). Standing committees of the Corporation shall include the Executive Committee, the Nominating Committee, and the Greater Berks Neighborhood Improvement District Management Committee, the composition and duties of which shall be as set forth by the Board of Directors.

(b) Powers. Each committee shall have such authority as delegated by resolution of the Board of Directors. Notwithstanding any other provision herein to the contrary, no committee shall have any power or authority:

(1) to act on matters committed by resolution of the Board of Directors to another committee of the Board of Directors; or

(2) to approve Fundamental Transactions.

(c) Committee Quorum and Action. Except as otherwise provided in the resolution of the Board of Directors establishing any committee, a majority of the members of such committee shall be necessary to constitute a quorum for the transaction of business, and the

acts of a majority of the committee members present at a meeting at which a quorum is present shall be the acts of such committee.

(d) Alternate Committee Members. The Board of Directors may designate one or more individuals as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member or alternate member of a committee, the regular or alternate member or members thereof present at any meeting and not disqualified from voting, whether or not constituting a quorum, may unanimously appoint another individual to act at the meeting in the place of the absent or disqualified member or alternate member.

(e) Term. Each committee of the Board of Directors shall serve at the pleasure of the Board of Directors.

(f) Meetings. Regular and special meetings of a committee shall be held at such time and place, and in such manner as the members of such committee shall determine.

(g) Notice of Committee Meetings. Notice of a regular meeting of any committee under the Board of Directors need not be given, except by the adoption of a resolution by such committee establishing the places, dates, and times of regular meetings. Notice of a special meeting of any committee under the Board of Directors shall be given to each member of such committee by telephone or in writing (including, without limitation, by facsimile or email) at least twenty-four (24) hours before the time at which the meeting is to be held. Every required notice of a meeting shall state the place, date and time of the meeting. Unless otherwise provided by the NCL, neither the business to be transacted at, nor the purpose of, any special meeting need be specified in a notice of such meeting.

(h) Resignation. Any committee member may resign at any time by giving written notice to the chair of that particular committee. The resignation shall take effect on the later of (i) the date the notice is received or (ii) at any other time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the committee member is a party.

(i) Vacancies. If a vacancy occurs in the office of a committee member for any reason, including an increase in the number of committee members of a particular committee, such vacancy shall be filled pursuant to the rules of that particular committee, and the committee member shall hold office for the unexpired term for which the vacancy occurred, if applicable.

(j) Removal of Committee Members. A committee member may be removed from office at any time, with or without cause, (i) upon the affirmative vote of two-thirds (2/3) or more of the other committee members then in office and voting, or (ii) by the Board of Directors, provided that written notice of the intention to consider the removal of such committee member has been included in the notice of the meeting at which such removal will be considered.

(k) Voting Rights. Each committee member shall be entitled to one (1) vote.

(l) Action by Unanimous Written Consent. Any action which may be taken at a meeting of a committee may be taken without a meeting, without prior notice, if a consent or consents in writing setting forth the action so taken shall be signed by all of the committee members then in office and shall be filed with the Secretary.

(m) Roberts' Rules of Order. The rules contained in the current edition of *Roberts' Rules of Order, Newly Revised* shall govern committee meetings in all cases to which they are applicable, unless such rules are inconsistent with these Bylaws and/or any special rules of order that a committee may duly adopt.

## ARTICLE VII.

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### OFFICERS

#### Section 7.01. OFFICERS GENERALLY.

(a) Number, Qualifications and Designation. The officers of the Corporation shall be the Chair, the Vice Chair, the Secretary, a Treasurer, and such other officers as may be designated in accordance with the provisions of Sections 7.01, 7.02 and 7.03 hereof. All officers shall be natural persons twenty-one (21) years of age or older and shall be elected from amongst the members of the Board of Directors. A person may not hold multiple offices simultaneously.

(b) Resignation.

(1) Any officer may resign at any time by giving written notice to the Board of Directors and/or the Members. The resignation shall take effect on the later of (i) the date the notice is received or (ii) at any other time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the officer is a party.

(2) If an individual currently serving as an officer of the Corporation ceases to be a Member or an executive, officer or director of a Member, such individual shall be required to resign as an officer of the Corporation and, if applicable, as a member of the Board of Directors, as of the date he/she ceased to be a Member or an executive, officer or director of a Member.

(c) Bonding. The Corporation may secure the fidelity of any or all of its officers by bond or otherwise. Alternatively, or in addition thereto, the Corporation may obtain fiduciary insurance on behalf of its officers.

(d) Standard of Care. An officer shall perform his or her duties as an officer in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

(e) Compensation. The officers of the Corporation shall receive no compensation for their services as officers. Officers may, however, receive reimbursement for approved expenses.

Section 7.02. ELECTION AND TERM OF OFFICE. The officers of the Corporation, except those elected by delegated authority pursuant to Section 7.03, shall be elected by the Board of Directors, and each officer shall hold office for a term of three (3) years and until a successor shall be selected and shall qualify, or until his or her earlier death, resignation or removal. No individual shall serve more than two (2) consecutive full terms as an officer of the Corporation. Notwithstanding any provision herein to the contrary, the Board of Directors may, in its sole discretion, on a case-by-case basis, determine that it is in the best interest of the Corporation to allow an individual to serve more than two (2) consecutive full terms as an officer of the Corporation.

Section 7.03. SUBORDINATE OFFICERS, COMMITTEES AND AGENTS. The Board of Directors may from time to time elect such other officers and appoint such committees or other agents as the business of the Corporation may require, including one or more assistant vice chairs, one or more assistant secretaries and one or more assistant treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine. The Board of Directors may delegate to any officer or committee the power to elect subordinate officers and to retain or appoint other agents or committees thereof, and to prescribe the authority and duties of such subordinate officers, committees, or other agents.

Section 7.04. NO CONTRACT RIGHTS. Election or appointment of an officer or agent shall not of itself create any contract rights in the officer or agent.

Section 7.05. REMOVAL OF OFFICERS AND AGENTS. Any officer or agent of the Corporation may be removed from office at any time, with or without cause, by the Board of Directors or the Members, provided that written notice of the intention to consider the removal of such officer or agent has been included in the notice of the meeting at which such removal will be considered. Any such removal shall be without prejudice to the contract rights, if any, of any person so removed.

Section 7.06. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board of Directors, or by the officer or committee to which the power to fill such office has been delegated pursuant to Section 7.03 hereof, as the case may be, and if the office is one for which these Bylaws prescribe a term, shall be filled for the unexpired portion of the term.

Section 7.07. AUTHORITY. All officers of the Corporation, as between themselves and the Corporation, shall respectively have such authority and perform such duties in the management of the property and affairs of the Corporation as are provided in these Bylaws or may be provided by or pursuant to resolutions, consents or orders of the Board of Directors.

Section 7.08. THE CHAIR. The Chair shall preside at all meetings of the Board of Directors. The Chair shall have general supervision over the business and operations of the



Corporation, subject, however, to the control of the Board of Directors. The Chair shall perform all duties incident to the office of president, and such other duties as from time to time may be assigned by the Board of Directors.

Section 7.09. THE VICE CHAIR. At any time when the Chair is unable to act, the Vice Chair of the Corporation (the “Vice Chair”) shall, subject to the limitations set forth in these Bylaws, (a) perform all duties of the Chair, and (b) have all authority given to the Chair pursuant to Section 7.08 of these Bylaws. The Vice Chair shall have such other duties and authority as from time to time may be assigned by the Board of Directors.

Section 7.10. THE SECRETARY. The Secretary shall attend all meetings of the Board of Directors (or committees of the Board of Directors) and shall record all votes of the Directors (or committees persons) and the minutes of the meetings of the Board of Directors (or committees) in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the Corporation as required by law; shall be the custodian of the seal of the Corporation and see that it is affixed to all documents which are to be executed on behalf of the Corporation under its seal; and, in general, shall perform all duties incident to the office of Secretary, and such other duties as may from time to time be assigned by the Board of Directors or the Chair. In addition, the Secretary shall annually present a report to the Board of Directors not later than September 30 of each year summarizing all resolutions of the Board of Directors during the preceding fiscal year and certifying the accuracy of the resolutions of the Corporation for such year. The Secretary may delegate any of the aforementioned tasks to any officer or employee of the Corporation.

Section 7.11. THE TREASURER. The Treasurer of the Corporation (the “Treasurer”) shall have or provide for the custody of the funds or other property of the Corporation; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the Corporation; shall deposit all funds in his or her custody as Treasurer in such banks or other places of deposit as the Treasurer or the Board of Directors may from time to time designate; shall, whenever so required by the Board of Directors, render an account showing all transactions as Treasurer and the financial condition of the Corporation; and, in general, shall discharge such other duties as may from time to time be assigned by the Board of Directors or the Chair.

## ARTICLE VIII.

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### LIMITATION OF DIRECTORS’ AND OFFICERS’ LIABILITIES AND INDEMNIFICATION

Section 8.01. LIMITATION OF LIABILITY. To the fullest extent permitted by the NCL, a Director or officer of the Corporation shall not be personally liable to the Corporation, or others for monetary damages for any action taken or any failure to take any action, unless the Director or officer has breached or failed to perform the duties of his office and such breach or failure constitutes self-dealing, willful misconduct or recklessness. The provisions of Section 8.01 hereof shall not apply with respect to the responsibility or liability of a Director or officer under any criminal statute or the liability of a Director or officer for the payment of taxes

pursuant to local, state or federal law.

#### Section 8.02. INDEMNIFICATION.

(a) Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director, officer, employee, secondee, contractor, representative or agent of the Corporation, or is or was serving, at the request of the Corporation, as Director, officer, employee, secondee, contractor, representative or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), amounts paid in settlement, judgments, and fines actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided, however that no indemnification shall 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 self-dealing, willful misconduct or recklessness.

(b) Advance of Expenses. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the Director, officer, employee, secondee, contractor, representative or agent to repay such amount if it shall be ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in Article VIII hereof.

(c) Indemnification Not Exclusive. The indemnification and advancement of expenses provided by Article VIII hereof shall not be deemed exclusive of any other right to which persons seeking indemnification and advancement of expenses may be entitled under any agreement, vote of the Board of Directors, or otherwise, both as to actions in such persons' official capacity and as to their actions in another capacity while holding office, and shall continue as to a person who has ceased to be a Director, officer, employee, secondee, contractor, representative or agent and shall inure to the benefit of the heirs, executors, and administrators of any such person.

(d) Insurance, Contracts, Security. The Corporation may purchase and maintain insurance on behalf of any person, may enter into contracts of indemnification with any person, and may create a fund of any nature which may, but need not be, under the control of a trustee for the benefit of any person, and may otherwise secure, in any manner, its obligations with respect to indemnification and advancement of expenses, whether arising under Article VIII hereof or otherwise, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of Article VIII hereof.

Section 8.03. EFFECT OF AMENDMENT. Any amendment, repeal or modification of Article VIII hereof shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director or officer of the Corporation or any right of any person to indemnification from the Corporation with respect to any action or failure to take any action occurring prior to the time of such amendment, repeal or modification.

## ARTICLE IX.

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### MISCELLANEOUS

Section 9.01. SEAL. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, Pennsylvania." Except as otherwise required by the NCL, the affixation of the corporate seal shall not be necessary to the valid execution, assignment or endorsement by the Corporation of any instrument in writing.

Section 9.02. INTERESTED DIRECTORS OR OFFICERS; QUORUM; SPECIAL RULE.

(a) General Rule. A contract or transaction between the Corporation and one or more of its Directors or officers or between the Corporation and another corporation, partnership, association, or other organization in which one or more of its Directors or officers are trustees, directors, or officers, or have a financial interest, shall not be void or voidable solely for that reason, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors or the Members which authorizes the contract or transaction, 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 of Directors in good faith authorizes the contract or transaction upon the affirmative vote of a majority of the disinterested Directors even though the disinterested Directors are less than a quorum; or

(2) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Members, and the contract or transaction is specifically approved in good faith upon the affirmative vote of the Members representing not less than a majority of the total votes of disinterested Members (even though the disinterested Members are less than a quorum); or

(3) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors or the Members.

(b) Quorum. Interested Directors or Members may be counted in determining the presence of a quorum at a meeting of the Board of Directors or Members, as applicable, which authorizes a contract or transaction specified in Section 9.02(a) hereof.

Section 9.03. DEPOSITS. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Treasurer or the Board of Directors may approve or designate.

Section 9.04. SIGNATORY AND DISBURSEMENT AUTHORITY. Unless otherwise set forth in the Signatory and Disbursement Policy, a Member, a Director and/or an officer, employee or representative of the Corporation shall have no authority, on behalf of and/or in the name of the Corporation, to: (a) sign, execute, acknowledge, modify and terminate tax

documents, deeds, mortgages, contracts, employment agreements, grant agreements, lease agreements, license agreements, plans of merger, agreements of sale, letters of intent and other agreements and instruments; (b) incur debts, obligations, guaranties or liens; and/or (c) sign, execute and approve any check, transfer, withdrawal, disbursement, note, bill of exchange, purchase, gift, government filing or other order in writing.

Section 9.05. CORPORATE RECORDS. The Corporation shall keep appropriate, complete and accurate books or records of account in accordance with generally accepted accounting principles consistently applied (except that the financial records of the Corporation may be kept on the cash receipts and disbursements method if permitted by law and deemed appropriate by the Board of Directors), minutes of the proceedings of the Directors, and a copy of these Bylaws, including all amendments thereto to date, certified by the Secretary. All such records shall be kept at the registered office of the Corporation in Pennsylvania or at its principal place of business (if different). Any books, minutes or other records may be in written form or any other form capable of being converted into written form within a reasonable time. The books, accounts, and records of the Corporation shall be open to inspection by any Member and any Director at all times.

Section 9.06. AMENDMENT OF BYLAWS. These Bylaws may be amended or repealed in accordance with Section 5.10(b) hereof. Any change in these Bylaws shall take effect when adopted, unless otherwise provided in the resolution effecting the change.

## ARTICLE X.

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### DISSOLUTION AND LIQUIDATION

Section 10.01. DISSOLUTION AND LIQUIDATION. Upon the dissolution of the Corporation, the Board of Directors, after paying or making provisions for the payment of all of the liabilities and obligations of the Corporation, shall distribute all of the assets of the Corporation in furtherance of the Corporation's purposes, as the Board of Directors shall determine.

**RESOLUTION OF THE DIRECTORS OF THE READING AND BERKS COUNTY  
VISITORS BUREAU D/B/A GREATER READING CONVENTION AND VISITORS  
BUREAU AND PENNSYLVANIA'S AMERICANA REGION  
ESTABLISHING THE GREATER BERKS NEIGHBORHOOD IMPROVEMENT  
DISTRICT MANAGEMENT COMMITTEE**

**BACKGROUND**

A. The municipalities of Caernarvon Township, Spring Township, Muhlenberg Township and Wyomissing Borough, all in Berks County, Commonwealth of Pennsylvania, each desire to form Tourism Improvement Districts (sometimes individually a "NID" and collectively the "NIDs") to provide a means of funding tourism related sales and marketing programming and services for the respective Districts, all pursuant to the Pennsylvania Neighborhood Improvement District Act, 73 P.S. § 831 et. seq (the "Act"). The goal of these programs is to drive new overnight visitation, in turn, supporting the bottom line of not only the municipalities' hotel communities, but to also, benefit all visitor-facing businesses.

B. Under the Act, when municipalities establish NIDs, a neighborhood improvement district management association (the "NIDMA") must be designated by the governing body of each municipality in which a NID is to be located to administer programs, improvements and services within the NID. The municipalities desire to appoint the Reading and Berks County Visitors Bureau (the "Corporation") as the NIDMA for the NIDs.

C. The Board desires to accept the appointment as the NIDMA and to immediately delegate to a committee of the Board, possessing fully-delegated Board powers, all powers granted to NIDMAs under the Act including, without limitation, the power to adopt the NIDs' annual financial plan and establish the overall strategic mission, vision, and policies for the NIDs.

D. The Corporation's Bylaws require that committees of the Board be established by Board resolution.

**NOW, THEREFORE, BE IT RESOLVED**, that the Board hereby establishes a committee

of the Board to be known as the Greater Berks Neighborhood Improvement District Management Committee (the “Committee”);

**BE IT FURTHER RESOLVED**, that the Committee shall act pursuant to the following bylaws:

GREATER BERKS NEIGHBORHOOD IMPROVEMENT  
DISTRICT MANAGEMENT COMMITTEE  
BYLAWS

1. PURPOSE STATEMENT:

A. The GREATER BERKS NEIGHBORHOOD IMPROVEMENT DISTRICT MANAGEMENT COMMITTEE (the “Committee”) serves the Board of Directors of the Reading and Berks Visitors Bureau (the “Board”) by managing the Tourism Improvement Districts duly created in and by the municipalities of Caernarvon Township, Spring Township, Muhlenberg Township and Wyomissing Borough, Berks County, Commonwealth of Pennsylvania (each a “NID”), along with such municipalities within Berks County as may later create new NIDs in the same manner and for the same purpose, all pursuant to the Pennsylvania Neighborhood Improvement District Act, 73 P.S. § 831 et. seq (the “Act”). In addition, the Committee contemplates contracting with lodging businesses not otherwise located within the boundaries of the NIDs to participate voluntarily therein (each a “Participating Business”).

B. The Committee possesses fully-delegated Board powers regarding the power to adopt the NIDs’ annual financial plan and establish the overall strategic mission, vision, and policy for the NIDs. Without limiting the generality of the foregoing, the Committee shall have the power to direct the expenditure of NID funds, prepare and adopt the NIDs’ annual financial plan, develop marketing strategies, and establish the overall strategic mission, vision, and policy for the NIDs. The goal of these programs will be to drive new overnight visitation to lodging businesses in the NIDs, in turn, supporting the bottom line of not only the NIDs’ participants but to also benefit all visitor-facing businesses. Other than providing a means of funding a marketing programming and services for the NIDs

and selection of Committee Members, the Board will not have an active role in the governance of the NID.

C. The Committee may not take any of the following actions, for which only the Board has the power: (i) approve any change in the Committee's purpose or mission; (ii) approve the incurrence by the Reading and Berks Visitors Bureau of any major indebtedness; and (iii) amend or repeal these Bylaws.

## 2. NUMBER OF COMMITTEE MEMBERS, TENURE AND QUALIFICATIONS.

A. Committee Members shall all be members of the Board. The number of Committee Members shall be fixed from time to time by the Board and shall be selected by the Board, as follows:

(i) Each NID shall be represented by at least one (1) Committee Member who shall be an owner or representative of an assessed lodging businesses in that NID; and

(ii) The Participating Businesses shall be represented by at least one (1) Committee Member.

(iii) The Board shall be represented by at least one (1) at large Committee Member.

(iv) The President of the Corporation shall serve, ex-officio, as a voting Committee Member.

The term of each Committee Member shall be for a period of three (3) years, except as hereafter qualified. To the extent feasible under the Act, effective as of the end of the first three year term of the Board, in order to stagger the terms, the Committee Members may be split into three groups, one-third to serve three-year terms, one-third to serve two-year terms and the remaining Committee Members to serve one-year terms. Thereafter, as the Committee Members are duly elected and qualified, all terms shall run for three years. The tenure of incumbent members of the Committee Members shall not be affected by an increase or decrease in the number of Committee Members.

## 3. MEETINGS.

A. The Committee may provide, by resolution, the time and place within the Commonwealth of Pennsylvania for the holding of regular meetings without other notice than such resolution. The Committee shall meet at least quarterly. Participating Business owners and NID business owners shall be provided reasonable notice of all Committee meetings and shall be able to attend all Committee meetings.

B. Special meetings shall be held at the principal office of the Reading and Berks Visitors Bureau or at such other location within the Commonwealth of Pennsylvania as determined by the Chairman of the Committee. Notice of any special meeting shall be given at least three (3) days prior thereto by written notice, either mailed to each Committee Member at their business address, or by facsimile, electronic mail or delivered personally. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid. If notice be given by fax or e-mail, such notice shall be deemed to be delivered when the transmission is completed. Any Committee Member may waive notice of any meeting. The attendance of a Committee Member at a meeting shall constitute a waiver of notice of such meeting, except where a Committee Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Committee of Committee Members need be specified in the notice of such meeting, unless otherwise required herein or by law.

C. At least 50% of the Committee Members then in office shall constitute a quorum for the transaction of business at any meeting of the Committee Members. If a quorum is not present, a majority of the Committee Members present may adjourn the meeting from time to time without further notice.

D. Any action required or permitted to be taken by the Committee may be taken without a meeting if all members of the Committee consent in writing to the adoption of a resolution authorizing such action. Each resolution so adopted and the written consents thereto by members of the Committee shall be filed with the minutes of the proceedings of the Committee. Any one or more



members of the Committee Members may participate in a meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

E. The Committee will inform the Board of all actions it takes as soon as is practicable after the action is taken. The Committee will distribute to the Board the minutes of each meeting as soon as is practicable after the meeting.

F. A Chairman shall be elected by the Committee Members and shall preside at all meetings of the Committee Members.

G. Meetings of the Committee shall be held at any time and from time to time as determined by the Chairman of this Committee.

**BE IT FURTHER RESOLVED**, that the Committee shall add, at its discretion, and is encouraged to add, additional Committee Members to advise the Committee on its overall strategic mission, vision, and policies (the “Advisory Group Members”). Advisory Group Members need not be members of the Board. The number of Advisory Group Members shall be fixed from time to time by the Committee and shall be selected by the Committee. Advisory Group Members shall be provided reasonable notice of all Committee meetings and shall be able to attend and participate in all Committee meetings, but shall not have shall not have voting rights on any matters presented. Advisory Group Members shall be open to any individual who supports the mission of the Committee and shall represent a cross-section of community leaders, lodging businesses and the travel and tourism industry in general.