

BY-LAWS

SOMERSET COUNTY FLAG COMMITTEE, INC.

ARTICLE I

GENERAL

Section 1. Name.

The name of the Corporation shall be the Somerset County Flag Committee, Inc.

Section 2. Office.

(a) The principal office of the Corporation shall be at 166 East Union Street, Somerset County, Pennsylvania 15501.

(b) The Corporation may, in addition to its principal office, establish and maintain such an office or offices, at such place or places, as the Board of Directors may deem necessary, desirable or expedient from time to time.

Section 3. Fiscal Year

The fiscal year of the Corporation shall be January 1 through December 31 each year.

Section 4. Purposes and Objectives.

The purposes of the Corporation are and shall be as are set forth in the Articles of Incorporation of the Corporation filed with the Pennsylvania Department of State, including amendments thereto.

Section 5. A Non-Profit Corporation.

Pecuniary profit, gain or private advantage is not and shall not hereafter be the object of this Corporation, the incorporators, Board of Directors, or officers.

ARTICLE II

MEMBERSHIP

Section 1. Members.

Any business concern, any civic, social, or religious association, any person, male or female, is eligible to active membership in the Corporation. Application for membership must be made in writing on a special form provided for that

purpose. The application must state the name, address, and occupation of the person or concern proposed. The membership Committee of the Corporation may make such investigations into the character and standing of the proposed member as it deems exists, may declare the applicant elected to membership.

Section 2. Meetings.

The Annual Meeting of the Corporation shall be held at such time as set by the Board of Directors. All meetings of the Corporation shall be held in Somerset County, Pennsylvania. Special meetings shall be called by the Board of Directors when they so desire and shall be called by the Board of Directors upon the written request of any five (5) members in good standing. Notice of time and place of holding such meeting, addressed to the last known place of residence or business address of the members, shall be sent to each member in good standing ten (10) days prior thereto. Five (5) members of the Corporation shall constitute a quorum at any such meeting.

ARTICLE III

DIRECTORS

Section 1. Number.

The business and affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) directors, who shall be elected by the members of the Corporation. Each member shall have one vote for the election of Directors at the annual meeting of members.

The number of Directors may be established from time to time by Resolution of the Board of Directors.

Section 2. Terms.

Each Director shall be elected for a term of one (1) year from the date of his election and shall hold office for the term for which he is elected or until his successor shall have been duly elected and qualified.

Section 3. Vacancies

Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of Directors, shall be filled by a majority of the remaining members of the Board though less than a quorum, and each person so elected shall



be a director until his successor is elected by the members at the next annual meeting of the members or at any special meeting duly called for that purpose and held prior thereto.

Section 4.

Regular Meetings.

The Board of Directors shall, without notice, hold an annual meeting immediately after the annual meeting of the members or after the last adjournment thereof, and shall hold other regular meetings at such times and places as it may determine.

Section 5. Special Meetings.

The Board of Directors shall hold such special meetings as shall be called by the Chairman of the Board of Directors, or President, or Vice-President, or Secretary, or any two (2) Directors. Each such meeting shall be held at such time and place as shall be designated in the Notice of the meeting.

Section 6. Notice of Meetings.

Written notice of all meetings except the annual meeting of the Board of Directors shall be given by, or at the direction of, the person or persons calling the meeting at least five (5) days prior to the day named for the meeting. Such Notice shall be given either personally or by sending a copy thereof through the mail or by telegram, charges prepaid, to the Director at his address appearing on the books of the Corporation or supplied by him to the Corporation for the purpose of Notice.

Section 7. Waiver of Notice.

A Waiver of written notice 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. Attendance of a person at any meeting shall constitute a Waiver of Notice of such meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened, and such person so states his purpose in attending such meeting and refrains from participation in the business of the meeting.



Section 8. Quorum.

A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the Directors present at a meeting at which a quorum is present shall, unless otherwise specially provided by law or by the Articles of the Corporation, be the acts of the Board of Directors.

Section 9. Indemnification of Directors and Officers.

Each Director and Officer of the Corporation shall be indemnified by the Corporation against expenditures reasonably made by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or Officer of the Corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duties as such Director or Officer; and the foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled as a matter of law or otherwise.

Section 10. Presiding Officer and Order of Business.

All meetings of the Board of Directors shall be called to order and presided over by the Chairman of the Board of Directors, if any, or in his absence by a Chairman elected by the Board of Directors.

Section 11. Action by Board Without Formal Meeting

If all of the Directors shall severally or collectively consent in writing to any action to be taken by the Corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of Directors. Said written consent shall set forth the action so taken, shall be signed by all of the Directors and shall be filed with the Secretary of the Corporation.

Section 12. Committees of the Board.

(a) Immediately after the election of officers by the Board of Directors or as soon thereafter as may be expedient, the newly elected President shall, with the approval of the Board of Directors, appoint such committees as he deems advisable. Each committee shall consist of three (3) or more members, including a Chairman and Vice-Chairman. There shall be an Executive Committee, a Finance and Auditing Committee and a Membership Committee.