

BY-LAWS
OF

MUNCY PROFESSIONAL AND BUSINESS ASSOCIATION

A Pennsylvania Nonprofit Corporation
Adopted March 9, 2006

ARTICLE I
Organization

SECTION 1.1. Name. The name of the organization shall be the **MUNCY PROFESSIONAL AND BUSINESS ASSOCIATION.**

SECTION 1.2. Nonprofit Corporation. The organization shall be a Nonprofit Corporation organized and operated under the Pennsylvania Nonprofit Corporation Law of 1988, as amended.

SECTION 1.3. Purpose - Mission Statement. The purpose of the Muncy Professional And Business Association shall be to encourage, foster and strengthen our community by promoting a beneficial business climate and quality of life for the businesses, industry and people of Muncy and surrounding areas with a focus on economic, community and membership development.

The organization shall be nonpartisan and nonsectarian, and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election or appointment of any candidate for public office. No pecuniary gain or profit incidental or otherwise to the members is contemplated.

The organization may take any lawful act concerning any and all lawful business for which corporations may be incorporated under the Pennsylvania Nonprofit Corporation Law of 1988, as amended.

SECTION 1.4. Registered Address. The registered address of the organization shall be care of Nine South Main Street, Muncy, Lycoming County, Pennsylvania, 17756.

ARTICLE II
Members

SECTION 2.1. Membership Qualifications. Any professional person, firm, association, business, corporation or service organization professing an interest in the Association's purpose shall be eligible for membership upon the payment of an annual membership fee.

SECTION 2.2. Membership Classes. The following membership classes in the Association are established:

A. Business Member. The primary membership class of the Association. This class of membership is available to any professional or firm actively operating a business within the geographical limits of Muncy Borough, Muncy Township or Muncy Creek Township of Lycoming County, Pennsylvania. Individuals or businesses seeking a Business Membership can establish eligibility by possessing a Pennsylvania Sales Tax collector's license or an employer identification number (EIN). Other broader criteria for eligibility may be established by the membership if the need arises.

B. Supporting Member. This class of membership is available to any employee, additional partner, additional officer or other person directly connected to a business holding a Business Membership; any service organization or any professional person residing within the geographical limits of Muncy Borough, Muncy Township or Muncy Creek Township of Lycoming County, Pennsylvania, who is interested in the purposes of the Association but is ineligible for Business Membership.

SECTION 2.3. Membership Fees. The annual membership fees for the membership classes shall be recommended by the Executive Committee. Such fees shall be subject to review and change annually for the following fiscal year at the discretion of the voting membership.

Business and Supporting Membership dues shall in no case be less than \$50.00 per year.

SECTION 2.4. Voting Rights. Each Member shall be entitled to one vote on any issue or during any election requiring a vote by the general membership.

SECTION 2.5. Term. The term of membership shall be one (1) year which shall coincide with the Association's fiscal year.

SECTION 2.6. Termination for Nonpayment. If any member shall fail to pay the membership fee prior to the January meeting of the Association, such membership shall terminate, and written notice of such status shall be sent to the last known address of the former member by the Secretary. Membership may begin again at any time by payment of the annual membership fee.

Membership fees for new members shall be prorated on a quarterly basis.

SECTION 2.7. Monthly Meeting of Members. Regular monthly meetings of the Association shall be held on the first Thursday of each month at 7:00 P.M. Meetings shall be held at a place to be announced at the previous meeting, or at the same place as the previous meeting if no announcement is made.

SECTION 2.8. Annual Meeting of Members. An Annual Meeting of Members shall be held on the first Thursday in January of each year.

At the Annual Meeting, Executive Committee members and Officers, as required, shall be elected to serve for the ensuing year or until their successors shall be duly elected and qualified.

A financial report of the Association's business as of the close of the preceding fiscal year may be presented at the Annual Meeting, but need not be sent to Members unless the Executive Committee shall deem it advisable and shall so order. Such report need not be examined, verified or certified by an independent certified public accountant or by a firm thereof.

Meeting reports from officers and committees shall be presented for review and such other business shall be transacted as may lawfully come before the meeting.

SECTION 2.9. Special Meetings of Members. Special meetings may be called upon the direction of the Executive Committee or at the request of at least five (5) Members in good standing. Notice of special meetings shall be given by oral announcement at the previous monthly meeting or by written notice mailed by the Secretary to the Members in good standing five (5) days in advance of the special meeting. All the provisions governing monthly membership meetings, as hereinbefore set forth, shall also apply to such special membership meetings.

SECTION 2.10. Quorum. A minimum of five (5) Members in good standing shall constitute a quorum at all membership meetings.

SECTION 2.11. Voting Rights. All action, except as may otherwise be set forth herein, shall be by majority of those members in good standing and present, voting. No Proxy or absentee ballots shall be allowed.

Any vote ending in a deadlock or tie shall be decided by majority vote of the Executive Committee.

ARTICLE III Executive Committee

SECTION 3.1. Executive Committee. The business, affairs and general guidance of the Association and the direction of its work shall be vested in an Executive Committee consisting of nine (9) members. The Executive Committee may by majority vote adopt such decisions, rules and regulations as necessary for conducting the business of the Executive Committee. A quorum of five (5) Executive Committee members shall be necessary to transact the business of the Committee.

The Executive Committee shall meet not less frequently than once each month, at such regular times and places as it shall determine. Special meetings may be held upon the request of five (5) Committee persons. Notice of special meetings shall be given by written notice mailed by the Secretary to the Executive Committee members three (3) days in advance of the special meeting. Written notice may be waived by all the Executive Committee members entitled to vote at the special meeting.

SECTION 3.2 The Executive Committee shall consist of the Chairman, Vice-Chairman, Secretary and Treasurer of the Association and five (5) at-large members. At-large members shall be elected by the membership to staggered two (2) year terms at the last regular monthly meeting in the Association's fiscal year, or at a special meeting called for the purpose.

Except in the case of the early resignation or removal of a Committee person, and as regards the terms of the initial Executive Committee for the purpose of first establishing the staggered terms, no member shall be eligible to serve more than four consecutive years as a Committee person, Chairman, Vice-Chairman, Secretary or Treasurer without a one (1) year absence from any elected office in the Association.

SECTION 3.3. A nominating committee of not less than three (3) Executive Committee persons shall be appointed by the Executive Committee thirty (30) days prior to the election, whose duty it shall be to nominate from the membership of the Association as many members as there are offices to be filled. The nominating committee shall file a written list of the nominee(s) for election. Other nominations than those recommended by the nominating committee may be made by any member from the floor, or by filing the name(s) of the nominee(s) with the Secretary in writing in advance of the meeting.

SECTION 3.4. Committee persons and Officers shall be elected only from the Members of the Association in good standing. No business entity may be directly or indirectly represented on the Executive Committee by more than two (2) Committee persons who are associated with that Business Membership.

SECTION 3.5. The Executive Committee may declare vacant the seat of any Committee person who has been absent from four (4) consecutive Executive Committee meetings without furnishing a satisfactory explanation to the Executive Committee.

ARTICLE IV

Officers

SECTION 4.1. Officers. The officers of the Association shall consist of a Chairman, Vice-Chairman, Secretary, Treasurer and Assistant Treasurer, all of whom shall be elected by the Members entitled to cast votes. Any two (2) or more offices may be held by the same person.

The Executive Committee may at any time also elect or appoint such other officers, assistant officers and agents as it shall deem necessary and as the needs of the Association may require. Such other officers, assistant officers and agents shall have such authority and shall perform such duties as from time to time may be prescribed by the Board of Directors.

The officers shall be elected each year at the Annual Meeting of the Members, but if not so elected, they, and any assistant officers or agents the Executive Committee shall desire to appoint, may be elected from time to time during the year

SECTION 4.2. Duties of Officers.

Chairman: The Chairman shall have the ordinary duties of an executive officer having general supervision and direction of the affairs of a business organization. The Chairman shall, when present, preside at all meetings of the members and Executive Committee and, unless otherwise ordered by the Executive Committee, he shall execute in the name of the Association all contracts and other documents requiring the signature of the Association. The Chairman shall also do and perform such other duties as from time to time may be assigned to him by the Executive Committee and shall perform such other duties pertaining to this office.

Vice-Chairman: In the absence of the Chairman or in the case of the Chairman's death, resignation or inability to act, the duties usually appertaining to that office shall be performed by the Vice Chairman. The Vice Chairman shall have such powers and shall perform such duties as may from time to time be assigned to him or them by the Executive Committee. Unless otherwise ordered by the Executive Committee, the Vice Chairman shall, in the case of the death, resignation, absence or disability of the Chairman, perform the duties of that officer, until the return of the Chairman, or until the disability shall have been removed or a new Chairman shall have been elected.

Secretary: The Secretary shall attend all meetings of the members and Executive Committee; shall conduct the official correspondence, preserve all books, documents and communications, keep books of account, and maintain an accurate record of the proceedings of the Association and of the Executive Committee meetings and shall record all minutes and votes in a book kept for this purpose. The Secretary shall keep an up-to-date roll of all members. When directed to do so, the Secretary shall give notices of meetings of the members required by law or these By-Laws and shall perform all duties incident to this office, required by law or by majority vote of the Board of Directors. The Secretary shall have the custody of the Association's records. In the absence of the Secretary from any of the said meetings, a Secretary pro tem shall be chosen by the presiding officer.

Treasurer: The Treasurer shall, subject to such conditions and restrictions as may be made by the Executive Committee, have custody of all moneys, debts and obligations belonging to the Association. The Treasurer shall receive and disburse the funds of the Association. No disbursement shall be made unless it shall have been authorized and ordered by a majority of the Executive Committee members at a regular or special meeting of the Executive Committee, or by the prior approval of the voting membership.

All disbursements shall be made by check drawn on a single account at a bank approved by the Executive Committee. Checks must be signed by the Treasurer or Assistant Treasurer. The Treasurer may be bonded for a sum to be determined from time to time by the Executive. The Treasurer shall give a report on the financial status of the Association at the annual meeting and at regular scheduled monthly meetings, and if so requested, at any other meeting of the Executive Committee. No obligation, debt or other liability shall be incurred by the Treasurer without the specific approval of the Executive Committee.

Assistant Treasurer: In the absence of the Treasurer or in the case of the Treasurer's death, resignation or inability to act, the duties usually appertaining to that office shall be performed by the Assistant Treasurer. The Assistant Treasurer shall have such powers and shall perform such duties as may from time to time be assigned to him or them by the Executive Committee. Unless otherwise ordered by the Executive Committee, the Assistant Treasurer shall, in the case of the death, resignation, absence or disability of the Assistant Treasurer, perform the duties of that officer until the return of the Treasurer, or until the disability shall have been removed or a new Treasurer shall have been elected.

ARTICLE V Committees

SECTION 5.1. The Executive Committee shall appoint such other committees as it may determine necessary or advisable to carry out the purposes of the Association.

SECTION 5.2. It shall be the function of a committee to investigate and make recommendations. No committee, standing or special, shall have power to commit the Association on any matter or financial obligation. It is the intent of this section to provide that committees shall have the authority to decide matters of interest to such committees only; and to recommend to the Executive Committee for decisions on any matters affecting the community or the Association as a whole. No committee shall take or make public any formal action, or make public any resolution, or in any way commit the Association on a question of policy, or on matters of general public interest, without having first received the approval of the Executive Committee or of the membership as may be appropriate.

SECTION 5.3. All projects to be undertaken by the various committees shall be approved and clearly defined by the Executive Committee at the time of their appointment.

SECTION 5.4. Membership Committee: There shall be established a Membership Committee for the purpose of retaining existing members and actively seeking the growth of the Association in obtaining new members.

SECTION 5.5. Audit Committee: There shall be established an Audit Committee for the purpose of auditing the books of the Association. The Audit Committee shall consist of 3 Members in good standing appointed by the Executive Committee and shall annually perform an audit of the Association's books and accounts and shall make a report thereof to the Executive Committee.

ARTICLE VI Indemnification

SECTION 6.1. Indemnification. The Association shall indemnify any and all of its present or former Executive Committee Members, members, officers, employees or agents to the full extent permitted by law.

SECTION 6.2. Personal Liability of Members. All persons or corporations extending credit to, contracting with, or having any claim against the Association, or its Executive Committee, officers or members, shall look only to the funds and property of the Association for payment of such contract or claim or for payment of any debt, damage, judgment or decree, or any other money that may otherwise become due or payable to them from the Association, Executive Committee, officers or members, so that neither the members of the Association, the Executive Committee, officers or members, present or future, shall be liable personally therefore.

ARTICLE VII General Provisions

SECTION 7.1. Corporate Seal. The Corporation may adopt a seal in such form as the members shall determine from time to time.

SECTION 7.2. Fiscal Year. The fiscal year of the Association shall be January 1 to December 31 of each year.

SECTION 7.3. Parliamentary Procedure. All questions of parliamentary procedure shall be determined according to the latest edition of Robert's "Rules of Order."

SECTION 7.4. Deadlocks. At any time when the Association is unable to act because of a voting deadlock or lack of quorum, and such inability to act will be detrimental to the Association if action is not taken in a timely manner, the Executive Committee may, by unanimous vote, take such action as it deems necessary to protect the interest of the Association, to meet its obligations, or in the furtherance of its purposes.

SECTION 7.5. Effect of By-Laws. No provision of these By-Laws shall vest any property rights in any member.

ARTICLE VIII
Amendments

SECTION 8.1. Amendments to the By-Laws. The Executive Committee, or any individual member who is considered active and in good standing within the Association, may propose an amendment to the By-Laws. The By-Laws may be amended by a vote of Two-Thirds (2/3) of the eligible Members in good standing present at any monthly membership meeting or any special meeting provided notice of the proposed change shall have been given to all members not less than ten (10) days prior to the meeting. Alternatively, such notice can be accomplished by announcement of the proposed change at the previous monthly membership meeting with written copies of the proposed amendment available for membership review at such previous meeting.

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