

Amended and Restated Bylaws of

THE PENNSYLVANIA DUTCH TOURIST BUREAU

**(TRADING AS DISCOVER LANCASTER)
A PENNSYLVANIA NON-PROFIT CORPORATION**

Association Bylaws

Amended February 1, 2001

Amended June 21, 2007

Amended October 13, 2011

Amended May 10, 2012

Amended and Restated March 13, 2014

Amended and Restated June 9, 2016

Amended and Restated April 2, 2020

Amended and Restated May 18, 2023

Bylaws of the Pennsylvania Dutch Tourist Bureau

ARTICLE I

Name

The name of this corporation shall be the Pennsylvania Dutch Tourist Bureau trading and doing business as Discover Lancaster (hereinafter sometimes referred to as “Discover Lancaster” or the “Organization”).

ARTICLE II

Purpose and Limitations

Section 1. Purpose. The Organization is organized to promote and encourage visitor travel and convention activities in Lancaster County, Pennsylvania and to assemble and disseminate information designed to maintain and further develop Lancaster County’s strong position in the visitor, vacation and convention market.

Section 2. Limitations. The Organization shall observe all local, state and federal laws, which apply to a Pennsylvania non-profit corporation with 501(c)(6) non-profit designation including, but not limited to those set forth in the appropriate sections of the Internal Revenue Code and all applicable federal anti-trust laws.

ARTICLE III

Members, referred to as “Partners” hereinafter

Section 1. Classes. There shall be one class of corporate member, which for all purposes shall be referred to as “Partners”:

Partners shall include those whose businesses primarily and largely depend on visitors as well as those who have an interest in the work of the Organization.

The Executive Board shall have the authority to designate sub-classes of Partners should that be deemed appropriate.

Section 2. Application. Applications for Partnership shall be submitted on forms prepared by the Organization. The Partnership application form shall include a statement that the applicant agrees to abide by the Bylaws of the Organization and to be guided by such policies and codes of ethics as may be adopted or revised from time to time by the Organization in its sole discretion.

Section 3. Dues and Other Obligations. Partnership dues shall be at such rate or rates, and payable at such times and in such manner, as prescribed by the Executive Board in its sole discretion.

Section 4. Termination.

- A. Resignation. Any Partner may resign from the Organization by notifying the Partnership Department of Discover Lancaster in writing. Any dues previously paid for the then current Partnership year are non-refundable.
- B. Expulsion for non-payment of monies due. Any Partner's Partnership shall automatically terminate if (a) the financial records of the Organization reflect any receivable owed by the Partner to the Organization that is in excess of 100 days old or (b) the Organization writes off a receivable described in clause (a) preceding.

A Partner who fails to pay dues or other obligations to the Organization after the same become due and payable, shall be delinquent and shall not be a Partner in good standing and shall have Partnership suspended. Such Partner shall remain suspended as a Partner of the Bureau until the delinquency is corrected. A suspended Partner shall have no right to vote or to enjoy any privileges of Bureau Partnership during the suspension.

- C. Expulsion for conduct. Any Partner may be expelled by a two-thirds vote of the Executive Board for conduct prejudicial to or in conflict with the mission/vision, objectives or reputation of the Organization as determined by the Board. The Executive Board shall give to the Partner proposed for expulsion written notice at least ten (10) days prior to the meeting during which action on the expulsion is to be taken, advising the Partner of the reasons for the proposed expulsion. At the request of the Partner made before action on the expulsion is taken, the Executive Board shall hold a hearing to consider the expulsion. This hearing may be conducted at any regular or special meeting of the Executive Board.

Section 5. Voting. Any firm, association, corporation or partnership, which is a Partner of the Organization, shall appoint one (1) individual person as a designated Partner representative of that organization to exercise all of the Partner's privileges. This designated Partner representative's name shall be kept on file by the Organization. In the absence of appointment by the Partner, the Organization may recognize a designated representative of the Partner and shall notify the Partner of that action in writing. Each designated Partner representative shall be entitled to cast one (1) vote at Partnership meetings and act on behalf of the Partner organization.

ARTICLE IV

Officers

- Section 1. Officers. The officers shall be an Executive Board Chair, Executive Board Vice-Chair, Treasurer/Secretary, and Past Executive Board Chair.
- Section 2. Term of Office. Officers shall assume their duties on the first day of the fiscal year following their election. The Executive Board Chair and Executive Board Vice-Chair shall serve for a term of one (1) year. The Executive Board shall have the option to re-elect the Chair and Vice-Chair for one more succeeding one (1) year term if deemed appropriate and/or necessary by the Board. The Treasurer/Secretary shall serve for a term of one (1) year, and shall be selected from among the Executive Board members currently serving as elected directors. The immediate Past Executive Board Chair, at her/his option, may serve as Past Executive Board Chair until the next Executive Chair completes her/his term as Executive Chair. The Executive Board Chair, Executive Board Vice-Chair, and Treasurer/Secretary shall serve until their successors are elected.
- Section 3. Vacancy in Office. In case of a vacancy in the office of Executive Board Chair, the Executive Board Vice-Chair shall serve the remainder of the unexpired term and then their succeeding term. A vacancy in the office of Executive Board Vice-Chair or Treasurer/Secretary shall be filled by appointment of the Executive Board Chair with the approval of the Executive Board. If the person eligible to serve as Past Executive Board Chair chooses not to assume this position, the office shall remain vacant until the next Executive Board Chair completes her/his term as Executive Board Chair.
- Section 4. Duties. Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws and in the adopted parliamentary authority.
- A. Executive Board Chair. The Executive Board Chair shall preside at meetings of the Partners and of the Executive Board and the Board Advisory Committee. The Executive Board Chair shall perform all duties incident to the office and recommend such action that will increase the effectiveness of the Organization. Subject to confirmation by the Executive Board, the Executive Board Chair shall be empowered to appoint from the Partnership at-large, all standing and special committees as the need arises. The Executive Board Chair shall be an ex-officio member of all committees and shall represent the Organization on ceremonial occasions.
- B. Executive Board Vice-Chair. The Executive Board Vice-Chair shall assist the Executive Board Chair in the supervision of the various activities of the Organization. In the absence of the Executive Board Chair at any

meeting of the Executive Board, the Board Advisory Committee or of the Partnership at-large, the Executive Board Vice-Chair shall preside over the meeting. The Executive Board Vice-Chair shall chair the Nominating committees for Officers and for elected Directors. The Executive Board Vice-Chair will assume the office of Executive Board Chair upon the conclusion of the latter's term.

- C. Treasurer/Secretary. The Treasurer/Secretary shall be responsible for safeguarding all funds received by the Organization and for their proper disbursement. The Treasurer/Secretary shall be guided by the provisions of Article VIII of these Bylaws. The Treasurer/Secretary shall be responsible for causing the preparation of regular financial statements as requested by the Executive Board and an annual audited report that shall be given to the Executive Board. The Treasurer/Secretary shall also cause an annual audit to be conducted by a certified public accounting firm. The Treasurer/Secretary shall be empowered to attest, verify and otherwise authenticate official documents in the name of the Organization. The Treasurer/ Secretary shall be responsible for recording the minutes of all meetings of the Executive Board and future details as may be assigned by the Executive Board, the Executive Board Chair or the President. The Treasurer/Secretary shall be responsible for the designation and safeguarding of the corporate seal, fulfill such other duties as may be assigned by the association, the board of directors, or the President.

Section 5. Nominations.

- A. An Officer Nominating Committee composed of all current Officers as well as two (2) additional persons appointed by the Executive Board Chair shall meet prior to September 1 each year. The Executive Board Vice-Chair shall serve as Chair of the committee. The Treasurer/Secretary will chair the committee if the Vice-Chair position is vacant.
- B. The Committee shall nominate candidates for the offices of Executive Board Vice-Chair and Treasurer/Secretary, and if necessary, the Executive Board Chair.
- C. At the November Executive Board meeting the Officer Nominating Committee shall present a slate of at least one individual for each office, provided consent has been obtained from each nominee. Nominations may be made from the floor, provided consent has been obtained from the nominee.

Section 6. Elections. The officers shall be elected at the November meeting. Elections shall be by ballot except when there is only one nominee for an office, election may be by voice vote.

**ARTICLE
V
President**

The President shall be the chief executive officer of the Organization and shall be responsible for the preparation and preservation of all records detailing the administrative affairs of the Organization. The President shall be a non-voting member of the Executive Board and an ex-officio member, without vote, of all committees. The President shall be hired by and maintain a reporting relationship with the Executive Board. The President shall serve as an advisor to the Executive Board Chair and the other elected officers of the Organization in the development and implementation of an effective program of activities in accordance with the policies and procedures established from time to time by the Executive Board. Together with the Treasurer/Secretary, the President shall be responsible for the preparation of an annual operating budget and organizational performance within that budget.

**ARTICLE VI
Meetings**

- Section 1. Annual Meeting. The Annual Meeting of the Organization may be held as may be established by the President with approval of the Executive Board.
- Section 2. Special Meetings. The Executive Board Chair, with approval of the Executive Board, may call special Partnership meetings whenever deemed necessary or desirable. The Executive Board shall call a special meeting within thirty (30) calendar days upon petition signed by not less than twenty-five (25) designated Partner representatives in good standing.
- The purpose of any special meeting shall be stated in the call and at least 10 days written notice shall be given.
- Section 3. Location and Notice. Partnership meetings shall be held at such places and at such times as shall be prescribed by the Executive Board. Written notice shall be given to the Partners at least ten (10) days prior to the date established for the meeting.
- Section 4. Quorum. A quorum to conduct business in a Partnership meeting shall consist of at least 5% of the Partners.

ARTICLE VII

Executive Board

Section 1. Composition. The Executive Board shall be composed of four officers of the Organization, and not more than seven (7) Elected Board members all of whom must be and remain an employee of a Partner in good standing of the Organization, and the President, ex officio as a non-voting member.

Section 2. Duties. The business and affairs of the Organization, the direction of its work and the control of its property shall be vested in its Executive Board. The vote of a majority of the Executive Board members present and voting shall be the acts of the Executive Board.

Section 3. Meetings.

- A. Regular Meetings. The Executive Board shall hold regular meetings at such times and after such notices as the Executive Board shall deem appropriate. The Executive Board may transact business via teleconference where all members may hear one another. If a regular schedule of meeting dates, with time and place of meeting is established by the Executive Board, further notice need not be given of regular meetings. Executive Board Officers and Members will attend a minimum of two-thirds of all scheduled Board meetings and regularly attend Discover Lancaster partner events.
- B. Special Meetings. Special Meetings may be called at such other times as the Executive Board Chair may determine. Notice shall be given at least twenty-four (24) hours in advance by either written or electronic communication of the time and place of any special meeting and the nature of the business to be considered at this special meeting.
- C. Quorum. A majority of the Executive Board members shall constitute a quorum for the transaction of business.

Section 4. Nominations and Elections.

- A. A Nominating Committee composed of not fewer than five (5) persons shall be appointed by the Executive Board Chair by August 1. The Committee shall be chaired by the Executive Board Vice-Chair, who shall be one of the not fewer than five (5) persons of which the Committee is comprised. The Treasurer/Secretary will chair the committee if the Vice-Chair position is vacant.
- B. The Committee shall immediately provide written notice to the Partners that applications for nominations to the Executive Board will be received from the Partnership for a period forty-five (45) calendar days from the date of such notice in an application form established by the Executive

Board.

- C. The Nominating Committee shall nominate only as many Executive Board members as are needed so that the Executive Board has four officers and not more than 7 Elected members. Nominee(s) for Elected members(s) will be nominated for one (1) term of three (3) years and shall be eligible for re-election to one more succeeding three (3) year term if deemed appropriate and/or necessary by the Board. [Separate from the latter re-election provision, an Elected member's term can also be extended by one (1) or two (2) years in order for them to fulfill a Vice-Chair/Chair commitment.] The nominee(s) will succeed the members(s) whose term(s) of office will expire at the end of the Organization's fiscal year. No person shall be nominated to the Board unless such person has agreed in writing to serve if elected and has signed the Executive Board's Code of Conduct & Conflict of Interest Policy.
- D. The Nominating Committee shall then submit the name(s) of the nominee(s) to the Executive Board on or before October 15. After approval by the Executive Board, the Committee shall notify all Partners of the name(s) of the nominee(s) by method approved by the Executive Board.
- E. Additional nominations for any elected Executive Board member position may be made by written petition signed by five percent (5%) of the Partnership. Such petitions must be received by the President no later than November 7. In the event that no petition nominations are received by the President by the November 7 deadline, the slate proposed by the Nominating Committee and approved by the Executive Board shall be deemed elected. In the event that qualified candidates are nominated by petition, an election shall be conducted by a confidential mail ballot of the Partnership according to Standing Rules adopted by the Executive Board.

Section 5. Terms of elected Executive Board members. Terms begin on January 1 following the election. An Executive Board member who has served a full three (3) year term shall be eligible for re-election to one more succeeding three (3) year term if deemed appropriate and/or necessary by the Board. Appointment of a person to complete an unexpired term in the event of a vacancy on the Executive Board does not disqualify that person from serving a succeeding full three (3) year term if nominated. A former Executive Board member is eligible for re-election to the Executive Board after a minimum of two (2) years has elapsed since the completion of their previous service.

Section 6. Vacancies. Vacancies occurring within the Executive Board shall be filled by appointment of the Executive Board Chair with the approval of the Executive Board.

- Section 7. Expulsion. Any Executive Board member may be expelled by a three-fourths (3/4ths) vote of the Executive Board for conduct prejudicial to the mission/vision, objectives or reputation of the Organization as determined by the Executive Board. Before any expulsion for such conduct, the Executive Board shall hold a hearing to consider the expulsion. This hearing may be conducted at any regular or special meeting of the Executive Board. The Executive Board shall give notice to the Executive Board member proposed for expulsion at least ten (10) days prior to the meeting during which the hearing is to be conducted, advising the Executive Board member of the reasons for the proposed expulsion and the time and place of the hearing.

ARTICLE VIII

Finances

- Section 1. Fiscal Year. The fiscal year of the Organization shall begin on January 1 and close on December 31.
- Section 2. Funds. All monies received by the Organization shall be deposited in financial institutions approved by the Executive Board. All disbursements shall be made by checks or other acceptable forms of payment signed or authorized by the Treasurer/Secretary and the President or, in the absence of either or both, another designated official, as approved by resolution.
- Section 3. Bonding. Organization employees and officers shall be bonded by a fidelity bond in form and amount satisfactory to the Executive Board.
- Section 4. Indemnification. Each person who at any time has served or serves as an Executive Board member or Officer of the Organization or who at any time has served or serves in any other capacity as a duly authorized representative of the Organization shall be indemnified by the Organization against reasonable expenses, including attorney's fees, actually and necessarily incurred by him/her in connection with any civil, criminal, administrative or other claim, action, suit or omission on his/her part in the person's capacity as such director, officer or authorized representative, and reasonable payments made by him/her in settlement of any action or in satisfaction of any judgment or order entered or fine or penalty imposed.

The Organization shall not indemnify any person against any expenses or payments incurred or made with respect to the following:

- A. Any matter that shall be made the subject of an action against him/her or on behalf of the Organization, except expenses incurred in connection with a successful defense of any such action. If, however, such defense is successful in part only, or if such action is settled with court approval, and in either case an award assessing expenses is not made by the court, such person shall be indemnified against expenses in only such amount as is

reasonable, legal and valid in the circumstances; or

B. Any other matter made the subject of an action if with respect thereto

1. The person has entered a plea of guilty or nolo contendere, or
2. A court has determined by final judgment or conviction or other final adjudication, that there was negligence or misconduct by such person in connection with such matters.

C. Where a court has not made a final adjudication respecting the negligence of misconduct of such person, the Organization shall indemnify him/her only if the Organization receives a written opinion of independent legal counsel that:

1. The conduct of such person in connection with such matter was in good faith, for a purpose which the person reasonably believed to be in the best interest of the company and, in any criminal action, in addition, that person had no reasonable cause to believe that his/her conduct was unlawful, and
2. That indemnification pursuant to the provisions of this paragraph C may be legally and validly made.

D. The Organization hereby adopts 15 Pa. C.S.A. Section 511 et seq. Section 1711 et seq. Section 5711 et seq. relating to fiduciary duty, liability and indemnification of directors.

ARTICLE IX

Committees

Section 1. Committees. Committees, in addition to the Nominating committees, standing or special, may be created by the Organization as shall from time to time be deemed necessary to carry on the work of the Organization. The Committee Chairperson and members of such committees shall be appointed by the Executive Board Chair with the approval of the Executive Board.

Section 2. Powers. No committee shall exercise any of the powers or authority vested in the Executive Board by these Bylaws or the Pennsylvania Nonprofit Corporation Law of 1988 or any successor statute in the Executive Board but may make recommendations to the Executive Board concerning the exercise of such powers and authority.

Section 3. Duties and Responsibilities. The duties and responsibilities of all committees shall be set out in either these Bylaws or the respective committee charter.

Section.4. Quorum. A majority of a Committee's members shall constitute a quorum for the transaction of business.

ARTICLE X

Dissolution

The Organization shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure or be distributed to the Partners of the Organization. On dissolution of the Organization, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Executive Board after approval by the Commonwealth Office of Attorney General and the Orphans Court of Lancaster County, Pennsylvania.

ARTICLE XI

Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of the Organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, any special rules of order the Organization may adopt, and any statutes applicable to this Organization that do not authorize the provisions of these Bylaws to take precedence.

ARTICLE XII

Amendments

These Bylaws may be amended at any meeting of the Executive Board of the Organization by a two-thirds vote, provided that prior notice has been submitted to the Partnership in writing at least thirty (30) days prior to the meeting at which they will be considered. Any Partner may propose an amendment to the Bylaws by submitting the proposed amendment to the Organization for consideration.