

**AMENDED AND RESTATED BYLAWS
OF
WAYNESBURG PROSPEROUS & BEAUTIFUL, INC.**

**ARTICLE I
General**

1.1 Name. The name of the Corporation is Waynesburg Prosperous & Beautiful, Inc. (hereinafter sometimes referred to as the "Corporation").

1.2 Purposes. The Corporation is formed exclusively for charitable, educational, and scientific purposes, all within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or modified or replaced by any future United States internal revenue law (the "Code"). In particular, the Corporation shall promote the well being of the Waynesburg area, including, but not limited to, engagement in community and economic development activities in a manner that lessens the burdens of government and combats community deterioration within the greater Waynesburg area. In furtherance of these purposes, but not in limitation thereof, the Corporation may exercise all rights and powers conferred by the laws of the Commonwealth of Pennsylvania upon nonprofit corporations.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private person except that the Corporation shall be authorized the power to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Notwithstanding any other provisions set forth herein, the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a corporation described in section 501(c)(3) of the Code, or as a corporation contributions to which are deductible under section 170(c)(2) of the Code.

In the event that the Corporation shall be dissolved or liquidated, the Board of Directors, after paying or making provision for payment of all of the known liabilities of the Corporation, may transfer or dispose of the Corporation's property and assets to (a) such one or more corporations, trusts, funds or other organizations which at the time are exempt from federal income tax as organizations described in section 501(c)(3) of the Code and, in the sole judgment of the Corporation's Board of Directors, have purposes similar to those of the Corporation or (b) the federal government, or to a state or local government for such purposes. Any such assets not so disposed of by a court of competent jurisdiction exclusively to one or more of such corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in section 501(c)(3) of the Code, and which are organized and operated for such purposes, or to the federal government or to a state or local government for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution or sale of the assets of the Corporation.

1.3 Program Area. The Program Area shall be that geographical area indicated in the attached map marked as Exhibit "A."

ARTICLE II **Membership**

2.1 Membership Classes. The classes of members of the Program shall be as follows:

- (a) Individual Members – Those members who are not affiliated with a business or other entity which is eligible for membership but who reside in the program area.
- (b) Business, Professional or Property Owner – Members who are engaged in the operation of a business, professional office or own property in the program area.
- (c) Associate Members – Members who have an interest in actively participating in Waynesburg Prosperous and Beautiful, Inc., but do not fit under the definitions of items (a) and (b) above.
- (d) Sponsoring Members – Members who have no interest in actively participating in Waynesburg Prosperous and Beautiful, Inc., and do not fit within the definitions of (a) and (b) above but wish to support the program financially.

2.2 Membership Application. Any business, organization or individual interested in supporting the purposes of the Program may become a member by filing an application in such form as the Board of Directors shall prescribe, and subject to the payment of such dues or assessments as the Board of Directors may establish.

2.3 Membership Resignation. Any member may resign from membership in the Program upon giving written notice thereof to the Secretary of the Program. Such resignation shall specify the reason thereof and the effective date thereof. Members who resign shall not be entitled to any refund of dues paid.

2.4 Membership Rights. The members shall have only those rights that may be established from time to time by the Board of Directors. Members shall have no voting rights.

ARTICLE III **Board of Directors**

3.1 General. The management of this Corporation shall be vested in the Board of Directors, which shall have charge, control, and management of the property, affairs and funds of the Corporation and shall have the power and authority to do and perform all acts and functions not inconsistent with the Articles of Incorporation, these By-Laws or the Laws of the Commonwealth of Pennsylvania.

3.2 Number and Qualification. The Board of Directors shall consist of no less than 9 nor more than 15 members, the exact number to be determined from time to time by the Directors. Directors shall be natural persons of full age.

3.3 Appointment and Election. The Incorporators of Waynesburg Prosperous & Beautiful, Inc., shall appoint the Directors who shall serve until the initial Annual Meeting of the Corporation. Thereafter, Directors shall be elected by the then serving Directors.

3.4 Term of Office. Each Director shall serve a basic term of office of three (3) years or until his successor is duly elected and qualified, unless he shall sooner die, resign or be removed.

3.5 Election Criteria. Board of Director Members shall be elected at the initial Annual Meeting and any subsequent Annual Meeting according to the following criteria:

- (a) One (1) such Director shall be elected from a class of individuals including only members of the Waynesburg Borough Council or their designated representative.
- (b) One (1) such Director shall be elected from a class of individuals including representatives of the County government of Greene County, Pennsylvania.
- (c) The remaining Directors shall be selected from the general public with consideration to include:
 - (1) Demonstrated interest in public service;
 - (2) Broad representation within the geographic vicinity of the Corporation, minority interest, economic grouping, and other appropriate criteria;
 - (3) Availability to participate actively in the government of the Corporation.

3.6 Staggered Terms. At the initial Annual Meeting of the Corporation, the Directors shall be divided by lot into three (3) groups equal in number or as nearly equal as possible with terms expiring at one (1) year intervals. At each subsequent Annual Meeting of the Corporation, one-third (1/3) of the then existing Directorships shall expire and elections occur for replacement.

3.7 Disqualification of Director. At the time a Director is elected to the Board of Directors of Waynesburg Prosperous & Beautiful, Inc. in categories cited in Section 3.5(a) and 3.5(b) such Director shall provide to the Board of Directors a signed statement assuring the Board of their status as a member of the specified class of individuals. If the qualification status

of the Director as a member of the specified class of individuals should thereafter change during their term of office as a Director of Waynesburg Prosperous & Beautiful, Inc., the Director shall be disqualified from the Board of Directors of Waynesburg Prosperous & Beautiful, Inc. and a vacancy declared. The Board member disqualified shall be deemed to have voluntarily resigned from the Board of Directors and shall be so notified in writing by the Secretary of the Board of Directors.

3.8 Vacancies. Vacancies in the Board of Directors of Waynesburg Prosperous & Beautiful, Inc. occurring by reason of death, resignation or otherwise, shall be filled by the Board of Directors. The filling of such vacancy shall be for the remainder of the unexpired term.

3.9 Meetings.

- (a) Regular Meetings of the Board of Directors shall be held no less frequently than semi-annually, at such place and at such time as the Directors shall from time to time designate.
- (b) The Annual Meeting shall be held on the 2nd Monday of January or at such other time and place as the Directors shall designate.
- (c) Special Meetings may be held at any time upon the call of the Chairman or a majority of the Directors.
- (d) Notice of any Regular Meeting shall be given at least five (5) days prior to the time for holding such meeting. The presence of a majority of the Directors in office at the time of the meeting shall constitute a quorum.

3.10 Action by Unanimous Written Consent. If and when the Directors shall severally or collectively consent in writing by unanimous consent to any action to be taken by the Corporation, such action shall be a valid corporate action as though it had been authorized at a meeting of the Board of Directors.

3.11 Voting. A simple majority of the votes cast by the Directors shall decide every question or matter submitted to the Directors, except amendment of the By-Laws. Any act of the majority of the Directors present and voting at a meeting shall constitute the action of the Board. Proxies shall not be permitted.

3.12 Participation in Meeting by Telephone. One or more Directors may participate in a meeting of the Board or of a committee of the Board by means of telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other, and all Directors so participating shall be deemed present at the meeting.

3.13 Compensation of Directors. The Board of Directors may, by resolution of the Board, fix the compensation of Directors for their services as such. Such compensation shall be limited to reasonable expenses of attendance.

ARTICLE IV **Officers**

4.1 Designation. The officers of the Board of Directors shall be a President, Vice-President, Secretary, and Treasurer. All officers shall be elected at the Annual Meeting of the Corporation, to serve for one (1) year or until their successors have been duly elected and qualified at the Annual Meeting of the Corporation. In the case of any vacancy occurring in any of the said offices, except the President, a successor may be elected, at any Regular Meeting of the Board to complete the unexpired term of the vacant office.

4.2 President. The President shall preside at all meetings of the Corporation and of the Board of Directors. He/she shall be an ex-officio member of all committees of the Board, except the Executive Committee on which he/she shall act as Chairman.

4.3 Vice-President. The Vice-President shall assume the authority and duties of the President in his absence. He/she shall also perform such other duties as may be prescribed by the Board or the President from time to time

4.4 Secretary. It shall be the duty of the Secretary to:

- (a) Keep or cause to be kept at the registered office or the Corporation, an original or duplicate record of the proceedings of the Board, and membership meetings, and any of the Articles of Incorporation of the Corporation and of these By-Laws;
- (b) Be custodian of the records and of the seal of the Corporation and to see that the seal is affixed to such documents as may be necessary or advisable;
- (c) Be custodian of the contracts, policies, leases, deeds and other indicia of title, and all other original business records of the Corporation (except tax matters, financial documents and accounting records), and;
- (d) Perform all duties to the office of the Secretary, and such other duties as may from time to time be prescribed by the Board or by the President; provided, however, that the custodial and ministerial duties of the office may be delegated to assistant officers or other employees or agents of the Corporation.

4.5 Treasurer. It shall be the duty of the Treasurer to:

- (a) See that the lists, books, reports, statements, tax returns, certificates, and other documents required by law are properly prepared, kept and filed;
- (b) Be the principal officer in charge of tax and financial matters;
- (c) Have charge and custody of and be responsible for the funds, securities, and investments of the Corporation;
- (d) Render to the President and the Board whenever they may require it an account of all transactions as Treasurer, and report as to the financial position and operations of the Corporation; and,
- (e) Perform all duties to the office of the Treasurer, and such other duties as may from time to time be prescribed by the Board or by the President; provided, however, that the custodial and ministerial duties of the office may be delegated to assistant officers or other employees or agents of the Corporation.

4.6 Immediate Past President. The Immediate Past President shall serve as an ex-officio member of the Board of Directors and shall act in an advisory capacity to the President and Board of Directors.

4.7 Resignation and Removal. Any officer may resign at any time by giving notice in writing to the President of the Board or the Board of Directors. Such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE V **Committees**

5.1 General.

- (a) The Board of Directors shall have Standing and Special Committees. All Standing Committees are designated in this Article. The Board, by resolution adopted by a majority of the Directors, may create any additional Special Committees.
- (b) Except as otherwise provided herein, the President, with the concurrence of the Board of Directors, shall designate the members and the chairman of each committee.
- (c) Each committee shall keep minutes of its proceedings and shall report its actions to the Board of Directors.

5.2 Standing Committees. There shall be the following Standing Committees:

- (a) Executive Committee,
- (b) Economic Development Committee,
- (c) Economic Restructuring Committee,
- (d) Promotion Committee,
- (e) Design Committee,
- (f) Membership Development Committee,
- (g) Organization Committee,
- (h) Elm Street Committee.

5.3 Executive Committee. In order to exercise the duties and responsibilities of the Corporation and to provide for the Corporation's governance when the Board of Directors is not in session, there shall be an Executive Committee. The Executive Committee shall have the power to transact all regular business of the Corporation when the Board of Directors is not in session and shall advise with and aid the officers in all matters concerning the Corporation; provided, however, that any action taken, by the Executive Committee shall not conflict with these By-Laws or the policies of the Board and provided further that all acts shall be subject to ratification or retraction by the Board. The Executive Committee shall be composed of the President of the Board as chairman of the Committee, and the Vice-President, and such other or additional members as the Board of Directors may designate from time to time.

5.4 Economic Development Committee. The Economic Development Committee is assigned the task of acting as a liaison between existing business/industry and government officials and making recommendations targeted to assuring that projects undertaken benefit the Waynesburg community. The Economic Development Committee will work cooperatively with community and government representatives to:

- (a) Develop a thorough understanding of the district's current economic condition and identify opportunities for market and job growth;
- (b) Strengthen existing businesses and recruiting new ones with the goal of combating community deterioration and strengthening the local economy;
- (c) Find new economic uses for traditional Main Street buildings that benefit the community at large;
- (d) Develop financial incentives and capital for building rehabilitation and business development to, among other things, aid businesses that have difficulty obtaining conventional financing; and
- (e) Monitor economic performance of the district with the goal of improving the area's economic base.

5.5 Special Committees. Special Committees may be appointed for such special tasks as circumstances warrant. A Special Committee shall limit its activities to the accomplishments of the task(s) for which it is appointed and shall have no power to act except as specifically conferred by the Board of Directors. Upon completion of the task(s) for which it was appointed, such Special Committee shall stand discharged.

5.6 Resignation and Removal. Any member of a Special or Standing Committee may resign at any time by giving written notice to the chairman of the committee. Such resignation, which may or may not be made contingent on formal acceptance, takes effect on the date of receipt or at any later time specified in it. Any member of the committee, except an ex-officio member, may be removed at any time by the President of the Board of Directors or by a resolution adopted by a majority of the Directors then in office. Any ex-officio member of a committee shall cease to be such if he/she ceases to hold a designated position which is the basis of ex-officio membership.

5.7 Vacancies. A vacancy on any committee and any increase in the membership thereto shall be filled for the unexpired portion of the term by the President or the Board of Directors.

5.8 Meetings and Notices. Meetings of a committee may be called by the President of the Board, or the chairman of the committee. Each committee shall meet as often as is necessary to perform its duties, but no less frequently than annually. Oral or written notice of the time and place of any meeting of a committee, except in an emergency, shall be given at least twenty-four (24) hours prior to the meeting.

5.9 Quorum. A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting of such committee.

5.10 Manner of Acting. Unless otherwise specified herein, the act of a majority of the members of a committee present at a meeting at which there is a quorum shall be the act of the committee so meeting.

ARTICLE VI
Fiscal Year

6.1 Receipts and Disbursements. The fiscal year of the Corporation shall commence January 1 of each year and shall end December 31 of the same year. At the end of each fiscal year, the Treasurer shall submit to the Board of Directors a full detailed report of the receipts and disbursements during the preceding year.

6.2 Annual Audit. All the accounts and books together with all supporting data shall be audited at the end of each fiscal year by a firm of disinterested certified public accountants employed by the Board of Directors.

ARTICLE VII
Indemnification of Directors
Officers and Other Persons

7.1 Indemnification of Directors, Officers and Other Persons. This Corporation shall to the full extent permitted by the Non-Profit Corporation Law of the Commonwealth of Pennsylvania, as amended from time to time, 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 (other than any action by or in the right of this Corporation) by reason of the fact that he or she is or was a Director, officer, employee or agent of this Corporation, or is or was serving at the request of this Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise.

ARTICLE VIII
Waiver of Notice

8.1 General. Whenever any notice is requested to be given under the provisions of the Pennsylvania Non-Profit Corporation Law or under the provisions of the Articles of Incorporation or by the By-Laws of the Corporation, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX
General Provisions

9.1 Offices. The address of the registered office of the Corporation shall be 51 West College Street, Waynesburg, Greene County, Pennsylvania 15370. The Corporation may have such other offices at such places within or without the Commonwealth of Pennsylvania as the business of the Corporation may require.

9.2 Corporate Seal. The Board shall prescribe the form of a corporate seal.

ARTICLE X
Amendment of Bylaws

10.1 Amendments. These Bylaws may be amended or repealed and new Bylaws may be adopted at any Regular or Special Meeting of the Board of Directors, provided two-thirds (2/3) of the full Board are present and vote in the affirmative and provided, further, that the Directors have been given thirty (30) days written notice of the proposed action and the form or substance of the amendment.