

FORT LIGONIER DAYS, INC.

BYLAWS

ARTICLE I PURPOSE

Section 1.01. The primary purpose of the Corporation shall be to organize and coordinate the community festival activities known as Fort Ligonier Days, and to provide an opportunity for benevolent institutions to raise funds to support their activities. Emphasis shall be placed on communicating the history of the community, especially in the latter half of the eighteenth century. This shall include the reasons for the establishment and existence of Fort Ligonier, examples of hardships endured by early soldiers and settlers, and illustrations of the patriotism of our ancestors. Additionally, the festival will provide a means to promote the community spirit and cultural heritage of Ligonier Valley, which continues to shine through small town shops and vendors, and various civic and faith-based organizations.

ARTICLE II ADMINISTRATION

Section 2.01. Registered Office. The registered office of the Corporation in the Commonwealth of Pennsylvania shall be as established by the Articles of Incorporation or subsequent amendments thereto.

Section 2.02. Other Offices. The Board may by resolution establish an office for the maintenance of records, and may also establish a suitable mailing address with the Ligonier Post Office.

Section 2.03. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

ARTICLE III BOARD OF DIRECTORS

Section 3.01. Board Defined. The Board of Directors shall consist of at least seven (7) and not more than nine (9) directors. The Board shall be divided into three classes such that there are not more than three (3) directors up for election in any one year. The current Board of Directors, by majority vote at the annual meeting, shall select the new class of directors for the next year, to replace the outgoing class of directors who are terming off the Board. Each new director is elected to serve a three-year term. Each director of the Board of Directors may serve two consecutive terms, but then shall not be eligible for re-election until a one-year absence has intervened. A partial term of less than one year shall not be considered as a term for this purpose. Term limits do not apply to the Chair, Co-Chair or any Chair Emeritus then serving of the Fort Ligonier Days Committee.

Section 3.02. Powers. The Board shall have full power to conduct, manage, and direct the business and affairs of the Corporation; and all powers of the Corporation are hereby granted to and vested in the Board.

Section 3.03. Organization. At every meeting of the Board, the President of the Board shall preside. In the absence of the President, the Vice President shall preside. In the absence of a Vice President, a temporary President shall be chosen by a majority of the directors present.

Section 3.04. Resignations. Any director of the Corporation may resign at any time by giving written notice to the President or the Secretary of the Corporation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.05. Vacancies. The Board may declare vacant the office of a director with or without cause by the vote of a majority of the Board. Any vacancy in the Board because of death, resignation, removal in any manner, disqualification, an increase in the number of directors, or any other cause, may be filled by a majority of the remaining members of the Board, though not less than a quorum, at any regular or special meeting; and each person so elected shall be a director to serve for the balance of the unexpired term.

Section 3.06. Place of Meeting. Meetings of the Board shall be held in Ligonier Borough or Ligonier, as the Board may from time to time appoint, or as may be designated in the notice of the meeting, or at such other place as all the directors shall unanimously agree upon.

Section 3.07. Regular Meetings. The annual meeting of the Board shall be held the second Monday in November. The Board shall also meet on the second Monday of February, April, June, September, and November, and on the first Monday after August 15. Said meetings, and additional meetings of the Board shall be held at such time as shall be designated from time to time by resolution of the Board. The Board may by unanimous written consent change the time, date and/or place of any regular meeting. If the date fixed for any such regular meeting is a legal holiday, then the meeting shall be held on the next succeeding business day, or at such other time as may be determined by resolution of the Board. At such meetings, the Board shall transact such business as may properly be brought before the meeting. Notice of regular meetings shall be given by regular mail, facsimile transmission, or such other means of electronic communication at least one week prior to the regular meeting, but failure of any director or directors to receive a properly addressed communication shall not invalidate any meeting.

Section 3.08. Special Meetings, Emergency Matters. Special meetings of the Board shall be held whenever called by the President. Notice of each such meeting shall be given to each director by telephone or in writing at least forty-eight (48) hours (in the case of notice by telephone, facsimile transmission or other electronic communication) or five (5) days (in the case of notice by mail) before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting. In situations requiring immediate action, where notice as defined above is not possible, then a majority of the Board may act on behalf of the Board, through telephone and other electronic means of communication, to transact business as if present at a meeting, even if all Board members are unable to respond. In such cases, a majority

of the Board must approve such action, not just a majority of those responding. Additionally, all efforts shall be made to communicate the issues to all Board members, although the failure to obtain a response from any one or more Board members shall not prevent the majority of the Board from acting. All such actions shall be described and recorded in the minutes of the next regular meeting of the Board.

Section 3.09. Quorum, Manner of Acting, and Adjournment. Except as otherwise provided in this Article, a majority of the directors in office shall be present at each meeting in order to constitute a quorum for the transaction of business. Every director shall be entitled to one vote. Except as otherwise specified in the articles or these by-laws or provided by statute, the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board. In the absence of a quorum, a majority of the directors present and voting may adjourn the meeting from time to time until a quorum is present. The directors shall act only as a board and individual directors shall have no power.

Section 3.10. Fort Ligonier Days Committee. The Fort Ligonier Days Committee (hereinafter the “FLD Committee”) is a standing committee of the Corporation. The purpose of the FLD Committee is to manage all operations of the Fort Ligonier Days Festival, which is the three-day festival held each fall to commemorate Fort Ligonier.

(a) FLD Committee Chair. The FLD Committee shall be headed by a Chair who shall automatically serve as a member of the Board of Directors. The acting Chair may also appoint one Co-Chair who shall also automatically serve as a member of the Board of Directors. The Chair shall have the sole authority to remove and/or replace the Co-Chair. The Chair shall continue to serve in such position until his or her death, resignation or removal. Notwithstanding anything in these Bylaws to the contrary, the Chair may only be removed from such position by a four-fifths majority of the Board of Directors not including the Chair and Co-Chair, if any. Any vacancy in the Chair shall be filled by the Co-Chair, if any, otherwise by a majority vote of the Board.

(b) FLD Committee members. The FLD Committee shall be comprised of the Chair, Co-Chair (if any), at least one other currently serving member of the Board (as designated by the Board), and any additional members from the community that may be selected by the Chair. The Chair shall have the sole authority to remove or replace any committee member other than the Board member.

(c) Duties of the FLD Committee. The FLD Committee is established to handle the day-to-day activities of planning, organizing, promoting and running the various activities comprising the Fort Ligonier Days Festival, including the parade, food booths and craft booths. It is the intent of the Board that the FLD Committee shall be authorized to make managerial decisions regarding the Fort Ligonier Days Festival without need for Board approval, and only in circumstances where significant changes are being contemplated should Board approval be obtained. Notwithstanding, all contracts binding the Corporation shall require Board approval.

(d) Subcommittees of the FLD Committee. The Chair of the FLD Committee shall have the sole authority to appoint subcommittees (i.e Food Booth Committee, Craft Booth Committee, etc.) and to appoint chairs and co-chairs as he or she sees necessary. All such subcommittees shall serve at the behest of the Chair of the FLD Committee.

(e) Spending Authority of the Chair of the FLD Committee. The Board has recognized that changes in the makeup of the parade lead to great fluctuation in level of expenses within the various expense categories from year to year. These changes make it difficult to provide an accurate budget. The Board also recognizes how opportunities for the parade may

arise with little notice. Therefore, the Board authorizes the Chair of the FLD Committee to expend funds for parade expenses of up to Ten Thousand (\$10,000) Dollars in excess of the budgeted amounts without prior Board approval, but only to the extent that funds are spent for the benefit of Fort Ligonier Days, Inc., and that the Chair of the FLD Committee notifies the Board within 24 hours of such expenditure. Said notice can be made by e-mail or telephone. The Ten Thousand (\$10,000) Dollar spending authority provided by this subparagraph (e) shall be reset upon the later approval of any such expenditure(s) by the Board.

(f) Chair Emeritus. Any former Chair of the FLD Committee shall have the right to remain a member of the Board of Directors, with no term limits, although only one former Chair may serve as Chair Emeritus in any given year. If there is more than one former Chair desiring the role as Chair Emeritus, then the current Chair shall designate which former Chair shall serve as Chair Emeritus.

Section 3.11. Committees. The Board may, by resolution adopted by a majority of the directors in office, establish other committees. Each such committee to consist of two or more directors of the Corporation, any additional members from the community, and for such purposes as the Board may determine.

(a) Each such committee shall serve at the pleasure of the Board. The chairman of each committee shall be appointed by the Board; the chairman shall appoint the remaining committee members. The appointment as committee members of any persons not members of the Board shall be ratified by the Board.

(b) No such committee shall, pursuant to a resolution of the Board or otherwise, exercise any of the powers or authority vested by these by-laws or the Nonprofit Corporation Law of 1988 in the Board as such but any such committee may write recommendations to the Board concerning exercise of such powers and authority.

(c) The establishment of any such committee of the Board and the delegation thereto of power and authority shall not relieve any director of his fiduciary duty to the Corporation.

(d) A majority of the directors in office designated to a committee shall be present at each meeting to constitute a quorum for the transaction of business and the acts of a majority of the directors in office designated to a committee shall be the acts of the committee.

Section 3.12. Interested Directors or Officers. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his, her, or their votes are counted for such purpose, if:

(a) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or

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

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in this section.

Section 3.13. Fees. Directors shall not receive any stated salaries for their services to the Corporation as a director. Nothing herein contained shall be construed to preclude any director from receiving reasonable compensation for incidental services, reimbursement for reasonable costs incurred in the performance of duties as a director, or actual services rendered in a capacity other than as a director.

Section 3.14. Chamber Director. The Director of the Ligonier Valley Chamber of Commerce is not a member of the Board of Directors, but may provide supportive services to the Board. As such, the Chamber Director, as well as his or her Administrative Assistant, may, from time-to-time, be invited to attend meetings of the Board of Directors.

ARTICLE IV NOTICE - WAIVERS - MEETINGS

Section 4.01. Notice. Whenever written notice is required to be given to any person under the provision of the articles, these by-laws, or the Nonprofit Corporation Law of 1988, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by facsimile or other electronic means, to the extent such number or address was provided by such person to the Corporation for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by law or these by-laws.

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 4.02. Waivers of Notice. Whenever any written notice or consent is required to be given under the provisions of the articles, these by-laws, or the Nonprofit Corporation Law of 1988, 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 or consent. Except as otherwise required by Section 8.01 of these by-laws, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting.

Attendance of a person at any meeting shall constitute a waiver of notice of and consent to 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 4.03. 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 enlarge its original purpose.

Section 4.04. Conference Telephone Meetings. One or more persons may participate in a meeting of the Board or of a committee of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting

can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE V OFFICERS

Section 5.01. Number, Qualifications and Designation. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The Corporation may have such other officers as may be elected in accordance with the provisions of Section 5.03 of this Article. They shall all be natural persons of full age and shall be directors of the Corporation. One person may serve both as Secretary and Treasurer. Other officers may, but need not, be directors of the Corporation.

Section 5.02. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board, and each such officer shall hold his office until the next annual organization meeting of the Board and until his successor shall have been elected and qualified, or until his earlier death, resignation, or removal.

Section 5.03. Subordinate Officers, Committees and Agents. The Board may from time to time elect such other officers and appoint such committees, employees or other agents as the business of the Corporation may require, including 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 by-laws, or as the Board may from time to time determine. The Board may delegate to any officer or committee the power to elect subordinate officers and to retain or appoint employees or other agents, or committees thereof, and to prescribe the authority and duties of such subordinate officers, committees, employees or other agents.

Section 5.04. Resignations. Any officer or agent may resign at any time by giving written notice to the Board, or to the President or the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.05. Removal. Any officer, committee, employee or other agent of the Corporation may be removed, either for or without cause, by the Board or other authority which elected, retained or appointed such officer, committee or other agent whenever in the judgment of such authority the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

Section 5.06. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board by the officer or committee to which the power to fill such office has been delegated pursuant to Section 5.03 of this Article, as the case may be, and if the office is one for which these by-laws prescribe a term, shall be filled for the unexpired portion of the term.

Section 5.07. General Powers. 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 may be determined by these by-laws, or, in the absence of controlling provisions in these by-laws, by resolutions or orders of the Board.

Section 5.08. President. The President of the Board shall be the chief executive officer of the Corporation and shall have general supervision over the activities and operations of the Corporation subject to the control of the Board. The President shall preside at all meetings of the members of the Board, shall sign, execute and acknowledge in the name of the Corporation deeds, mortgages, bonds, contracts or other instruments authorized by the Board except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these by-laws to some other office or agent of the Corporation and in general, 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.

Section 5.09. Vice President. The Vice President shall perform the duties of the President in the absence of the President, and such other duties as may from time to time be assigned to the office by the Board.

Section 5.10. Secretary. The Secretary (or an assistant appointed to the Secretary) shall attend all meetings of the Board and shall record all the votes of the directors and the minutes of the meetings of the Board and of committees of the Board 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 to be executed on behalf of the Corporation under its seal; and, in general, shall perform all duties incident to the office of the Secretary and such other duties as may be from time to time assigned by the Board.

Section 5.11. Treasurer. The Treasurer (or an assistant appointed to the Treasurer) shall have or provide for the custody of funds or other property of the Corporation and shall keep separate bank or brokerage accounts of the same in the name 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 corporate funds in such banks or other places of deposit as the Board may from time to time designate; shall, at the annual and quarterly meetings of the Board, render a report and/or account of corporate transactions and the financial condition of the Corporation; shall obtain a proposed budget from the Chair of the FLD Committee for presentation to the Board at the first meeting of each year; and, in general, shall discharge such other duties as may from time to time be assigned by the Board.

Section 5.12. Assistant Secretary/Treasurer. The Board may appoint an assistant to the Secretary, to the Treasurer, or to both, to serve at the pleasure of the Board. The duties of such an assistant may include attendance at Board meetings and recording minutes thereof; mailing minutes, reports and notices to Board members; handling occasional correspondence; retaining custody of the corporate seal; maintaining a record of funds owed and paid to the Corporation, and depositing the same; assisting in the preparation of quarterly and annual tax forms; assisting in preparation of payroll and payment of bills; maintaining and balancing the books of the Corporation; and such other duties as may from time to time be assigned by the Board.

Section 5.13. Officers' Bonds. Any officer may be required to give a bond for the faithful discharge of the duties of that office in such sum and with such surety as the Board shall require.

ARTICLE VI LIABILITY OF DIRECTORS

Section 6.01. Limitation of Personal Liability of Directors. A director of the Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any actions, unless:

(a) the director has breached or failed to perform the duties of his or her office as defined in Section 6.02 below; and

(b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this Section shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant to local, state or federal law.

Section 6.02. Standard of Care and Justifiable Reliance.

(a) A director of the Corporation shall stand in a fiduciary relationship to the Corporation, and shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board upon which he or she may serve, 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. 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:

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

(ii) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person;

(iii) A committee of the Board upon which he or she 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 he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

(b) In discharging the duties of their respective positions, the Board, committees of the Board and individual directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon persons with whom the Corporation has business and other relations and upon communities which the offices or other establishments of or related to the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section.

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

Section 6.03. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Corporation would otherwise have the power to indemnify such person against such liability.

ARTICLE VII GENERAL PROVISIONS

Section 7.01. Corporate Seal. The Corporation shall have a corporate seal in the form of a circle containing the full name of the Corporation and the year and state of incorporation, as impressed hereon:

Section 7.02. Bank Account. The Corporation shall maintain bank accounts and investment accounts as the Board shall from time to time determine. All bank drafts shall be signed by two Officers who are also Directors of the Corporation.

Section 7.03. Members. Although the Corporation has no members, the Board of Directors may create classes of "members" based on contributions of funds, property or services, and may grant the right of admission to certain events and any other privileges deemed appropriate by the Board, but such "members" shall not by virtue thereof be entitled to any rights or privileges conferred on Corporation members by the laws of the Commonwealth of Pennsylvania.

ARTICLE VIII AMENDMENT OF BY-LAWS

Section 8.01. These by-laws may be amended or repealed or new by-laws may be adopted by a vote of a majority of the Board of the Corporation in office at any regular or special meeting. Notwithstanding, only four-fifths of the Board (other than the Chair and any Co-Chair of the FLD Committee) may change by-laws regarding the FLD Committee. Any proposed amendment, repeal or new by-laws or a summary thereof shall be set forth in a notice of the regular or special meeting at which it is to be considered.