

## BY-LAWS

### NORTHAMPTON COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY

#### ARTICLE I -THE AUTHORITY

Section 1. Name of Authority. The name of the Authority shall be as specified in its Articles of Incorporation, to wit: Northampton County Industrial Development Authority.

Section 2. Seal of Authority. The seal of the Authority shall contain the name of the Authority and the year of its incorporation, and shall be in the form of the seal impressed in the margin hereof, opposite this section.

Section 3. Office of Authority. The office of the Authority shall be at 669 Washington Street Easton, Northampton County, Pennsylvania, but the Board of the Authority may, by proper resolution, designate any other place as the office of the Authority.

#### ARTICLE II -OFFICERS

Section 1. Officers. The Officers of the Authority shall be a Chairperson, a Vice-Chairperson, a Second Vice-Chairperson, Secretary, Assistant Secretaries, a Treasurer, and such other officers as may be deemed necessary by the Authority, to be elected from the members of the Board of the Authority.

Section 2. Chairperson. The Chairperson shall preside at all meetings of the Board of the Authority. Except as otherwise authorized by resolution of the Board of the Authority, the Chairperson may sign all contracts, deeds and other instruments made by the Authority. At each meeting the Chairperson shall submit such recommendations and

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information as he or she may consider proper concerning the business affairs and policies of the authority.

Section 3. Vice-Chairperson. The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson; and in the case of the resignation or death of the Chairperson, the Vice-Chairperson shall perform such duties as are imposed on the Chairperson until such time as the Board of the Authority shall elect a new Chairperson.

Section 4. Second Vice-Chairperson. The Second Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson and the Vice-Chairperson and in the case of the resignation or death of the Chairperson and the Vice-Chairperson, the Second Vice-Chairperson shall perform such duties as are imposed on the Chairperson until such time that the Board of the Authority shall elect a new Chairperson.

Section 5. Secretary. The Secretary shall ensure that the staff keeps the records of the Authority, records all votes, and keeps a record of the proceedings of the Board of the Authority in a journal of proceedings to be kept for such purposes, and shall perform all duties incident to their office. He or she shall ensure that the seal of the Authority is kept in safe custody, and shall have power to affix such seal to all proceedings and resolutions of the Board of the Authority and to all contracts and instruments authorized to be executed by the Authority.

Section 6. Assistant Secretaries. Any one of the Assistant Secretaries shall perform all the duties of the Secretary in the absence of the Secretary; and in the case of the resignation or death of the Secretary, any one of the Assistant Secretaries shall perform such duties as are imposed upon such deceased or resigning Secretary until such time as the Board of the Authority shall appoint a new Secretary.

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Section 7. Treasurer. The Treasurer shall ensure that the staff has the care and custody of all funds of the Authority, and shall deposit the same in the name of the Authority in such bank or banks as the Board of the Authority may select. The Treasurer shall ensure that the staff keeps regular books of accounts showing receipts and expenditures, and shall render to the Board of the Authority at each regular meeting (or more often when requested) an account of the transactions and also of the financial condition of the Authority.

Section 8. Signing Authority. All officers of the Authority as well as the Executive Director shall be authorized signers on all Authority accounts, as well as any other transactions necessary to conduct the business of the Authority.

Section 9. Additional Duties. The officers of the Authority shall perform such other duties and functions as may from time to time be required by the Board of the Authority or the By-Laws or rules and regulations of the Authority.

Section 10. Election or Appointment. The Chairperson, Vice-Chairperson, Secretary, Assistant Secretaries, and Treasurer shall be elected at the annual meeting of the Board of the Authority from among the members of the Board of the Authority, and shall hold office for one year or until their successors are elected and qualified.

Section 11. Vacancies. Should the office of Chairperson, Vice Chairperson, Secretary, Assistant Secretaries, and Treasurer become vacant, the Board of the Authority shall elect a successor from its membership at the next meeting, and such election shall be for the unexpired term of said office.

Section 12. Additional Personnel. The Authority may from time to time employ or contract to employ such personnel as it deems necessary to exercise its powers, duties

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and functions, as prescribed by the Industrial Development Authority Law and all other laws of the Commonwealth of Pennsylvania, applicable thereto. These appointments shall include, but not be limited to, the Solicitor, Auditor and Executive Director. The selection and compensation of such personnel shall be determined by the Board of the Authority subject to the laws of the Commonwealth of Pennsylvania.

### ARTICLE III -MEETINGS

Section 1. Annual Meetings. The annual meeting of the Board of the Authority shall be held in April of each year on a day designated by the Chairperson or members of the Board for the purpose of transacting such business as may properly come before the meeting.

Section 2. Regular meetings. Regular meetings of the Authority shall be held at such time and place as designated by Resolution of the Authority. At such meetings, the Authority shall transact such business as may properly be brought before the meeting. Notice of regular meetings shall be given in accordance with the law and as required by these Bylaws. All meetings shall be held in compliance with the State of Pennsylvania Sunshine Law, 65 P.A.C.S.A. 701 et seq. (hereinafter referred to as Pennsylvania Sunshine Law).

Section 3. Special Meetings. The Chairperson of the Board of the Authority may, when he or she deems it expedient, and shall, upon the written request of two members of the Board of the Authority, call a special meeting of the Board of the Authority for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each member of the Board of the Authority or may be mailed or emailed to the business or home address of each member thereof two days or more prior

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to the date of such special meeting. No business shall be considered other than as designated in the call, but if all of the members of the Board of the Authority are present at a special meeting; any and all business may be transacted at such special meeting.

Section 4. Quorum. At all meetings of the Board of the Authority, a majority of the members of the Board shall constitute a quorum for the purpose of transacting business; provided, however, that a smaller number may meet and adjourn to some other time or until a quorum is obtained.

Section 5. Manner of Voting. The voting on all questions coming before the Board of the Authority shall be by roll call of those members present, and the ayes and nays shall be entered upon the minutes of such meeting unless the vote is unanimous of all members present, and in that case the minutes shall so indicate.

#### ARTICLE IV- INDEMNIFICATION

Section 1. The Authority shall indemnify any director or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to or who is called as a witness in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Authority by reason of the fact that he or she is or was a member or director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

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Section 2. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article IV shall not be deemed exclusive or any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, contract, vote of members or disinterested directors or pursuant to the direction, howsoever embodied, of any court of competent jurisdiction or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. It is the policy of the Authority that indemnification of, and advancement of expenses to, members or directors and officers of the Authority shall be made to the fullest extent permitted by law. To this end, the provisions of this Article IV shall be deemed to have been amended for the benefit of members or directors and officers of the Authority effective immediately upon any modification of the Non-Profit Corporation Law of the Commonwealth of Pennsylvania (the "NPCL") or the Director's Liability Act of the Commonwealth of Pennsylvania (the "DLA") which expands or enlarges the power or obligation of corporations organized under the NPCL or subject to the DLA to indemnify, or advance expenses to, members or directors and officers of authorities.

Section 3. The Authority shall pay expenses incurred by an officer, member or director, and may pay expenses incurred by any other employee or agent, in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such persons to repay such amount it shall ultimately be determined that he is not entitled to be indemnified by the Authority.

Section 4. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article IV shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a member or director, officer,

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employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 5. The Authority shall have the authority to create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner, its indemnification obligations, whether arising under these Bylaws or otherwise. This authority shall include, without limitation, the authority to: (i) deposit funds in trust or in escrow; (ii) establish any form of self-insurance; (iii) secure its indemnity obligation by grant of a security interest, mortgage or other lien on the assets of the Authority; or (iv) establish a letter of credit, guaranty or surety arrangement for the benefit of such persons in connection with the anticipated indemnification or advancement of expenses contemplated by this Article IV. The provisions of this Article IV shall not be deemed to preclude the indemnification of or advancement of expenses to, any person who is not specified in Section 1 but whom the Authority has the power or obligation to indemnify, or to advance expenses for, under the provisions of the NPCL or the DLA or otherwise. The authority granted by this Section 5. shall be exercised by the Board of Directors of the Authority.

Section 6. The Authority shall have the authority to enter into a separate indemnification agreement with any officer, director, employee, or agent of the Authority or any subsidiary providing for such indemnification of such person as the Board of Directors or members of the Authority Board shall determine up to the fullest extent permitted by law.

Section 7. As soon as practicable after receipt by any person specified in Section 1 of notice of the commencement of any action, suit, or proceeding specified in Section 1.;

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such person shall, in a claim with respect thereto may be made against the Authority under Article IV of these Bylaws, notify the Authority in writing of the commencement or threat thereof; however, the omission so to notify the Authority shall not relieve the Authority from any liability under Article IV by these Bylaws unless the Authority shall have been prejudiced thereby or from any other liability which it may have to such person other than under Article IV of these Bylaws. With respect to any such action as to which such person notified the Authority of the commencement or threat thereof, the Authority may participate therein at its own expense and, except as otherwise provided below, to the extent that it desires, the Authority, jointly with any other indemnifying party similarly notified, shall be entitled to assume the defense thereof, with counsel selected by the Authority to the reasonable satisfaction of such person. After notice from the Authority to such person of its election to assume the defense thereof, the Authority shall not be liable to such person under Article IV of these Bylaws for any legal or other expenses subsequently incurred by such person in connection with the defense thereof other than as otherwise provided below. Such person shall have the right to employ his own legal counsel in such action, but the fees and expenses of such counsel incurred after notice from the Authority of its assumption of the defense thereof shall be at the expense of such person unless: (i) the employment of legal counsel by such person shall have been authorized by the Authority; (ii) such person shall have reasonably concluded that there may be a conflict of interest between the Authority and such person in the conduct of the defense of such proceeding; or (iii) the Authority shall not in fact have employed legal counsel to assume the defense of such action. The Authority shall not be entitled to assume the defense of any proceeding brought by or on behalf of the Authority or as to which such person shall have reasonable concluded that there may be a conflict of interest. If indemnification under Article IV of these Bylaws or advancement of expenses is not paid or made by the Authority, or on its behalf, within 90 days after a written claim for indemnification or a

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request for an advancement of expenses has been received by the Authority, such person may, at any time thereafter, bring suit against the Authority to recover the unpaid amount of the claim or the advancement of expenses. The right to indemnification and advancements of expenses provided hereunder shall be enforceable by such person in any court of competent jurisdiction. The burden of proving that indemnification is not appropriate shall be on the Authority. Expenses reasonably incurred by such person in connection with successfully-establishing the right to indemnification or advancement of expenses, in whole or in part, shall also be indemnified by the Authority.

Section 8. The Authority shall have the power to purchase and maintain insurance on behalf of any person who is or was a member or director, officer, employee, or agent of the Authority, against any liability asserted against him/ her and incurred by him in any such capacity, or arising out of his status as such, whether or not the Authority would have the power to indemnify him/her against such liability under the provisions of this Article IV.

#### ARTICLE V-AMENDMENTS

Section 1. Amendments to By-Laws. The By-Laws of the Authority shall be amended only with the approval of at least a majority of the members of the Board of the Authority at a regular or special meeting.

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