

BY-LAWS

SOMERSET COUNTY FLAG COMMITTEE, INC.

ARTICLE I

GENERAL

Section 1. Name.

The name of the Corporation shall be the Somerset County Flag Committee, Inc.

Section 2. Office.

(a) The principal office of the Corporation shall be at 166 East Union Street, Somerset County, Pennsylvania 15501.

(b) The Corporation may, in addition to its principal office, establish and maintain such an office or offices, at such place or places, as the Board of Directors may deem necessary, desirable or expedient from time to time.

Section 3. Fiscal Year

The fiscal year of the Corporation shall be January 1 through December 31 each year.

Section 4. Purposes and Objectives.

The purposes of the Corporation are and shall be as are set forth in the Articles of Incorporation of the Corporation filed with the Pennsylvania Department of State, including amendments thereto.

Section 5. A Non-Profit Corporation.

Pecuniary profit, gain or private advantage is not and shall not hereafter be the object of this Corporation, the incorporators, Board of Directors, or officers.

ARTICLE II

MEMBERSHIP

Section 1. Members.

Any business concern, any civic, social, or religious association, any person, male or female, is eligible to active membership in the Corporation. Application for membership must be made in writing on a special form provided for that

purpose. The application must state the name, address, and occupation of the person or concern proposed. The membership Committee of the Corporation may make such investigations into the character and standing of the proposed member as it deems exists, may declare the applicant elected to membership.

Section 2. Meetings.

The Annual Meeting of the Corporation shall be held at such time as set by the Board of Directors. All meetings of the Corporation shall be held in Somerset County, Pennsylvania. Special meetings shall be called by the Board of Directors when they so desire and shall be called by the Board of Directors upon the written request of any five (5) members in good standing. Notice of time and place of holding such meeting, addressed to the last known place of residence or business address of the members, shall be sent to each member in good standing ten (10) days prior thereto. Five (5) members of the Corporation shall constitute a quorum at any such meeting.

ARTICLE III

DIRECTORS

Section 1. Number.

The business and affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) directors, who shall be elected by the members of the Corporation. Each member shall have one vote for the election of Directors at the annual meeting of members.

The number of Directors may be established from time to time by Resolution of the Board of Directors.

Section 2. Terms.

Each Director shall be elected for a term of one (1) year from the date of his election and shall hold office for the term for which he is elected or until his successor shall have been duly elected and qualified.

Section 3. Vacancies

Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of Directors, shall be filled by a majority of the remaining members of the Board though less than a quorum, and each person so elected shall

be a director until his successor is elected by the members at the next annual meeting of the members or at any special meeting duly called for that purpose and held prior thereto.

Section 4.

Regular Meetings.

The Board of Directors shall, without notice, hold an annual meeting immediately after the annual meeting of the members or after the last adjournment thereof, and shall hold other regular meetings at such times and places as it may determine.

Section 5. Special Meetings.

The Board of Directors shall hold such special meetings as shall be called by the Chairman of the Board of Directors, or President, or Vice-President, or Secretary, or any two (2) Directors. Each such meeting shall be held at such time and place as shall be designated in the Notice of the meeting.

Section 6. Notice of Meetings.

Written notice of all meetings except the annual meeting of the Board of Directors shall be given by, or at the direction of, the person or persons calling the meeting at least five (5) days prior to the day named for the meeting. Such Notice shall be given either personally or by sending a copy thereof through the mail or by telegram, charges prepaid, to the Director at his address appearing on the books of the Corporation or supplied by him to the Corporation for the purpose of Notice.

Section 7. Waiver of Notice.

A Waiver of written notice 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. Attendance of a person at any meeting shall constitute a Waiver of Notice of such meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened, and such person so states his purpose in attending such meeting and refrains from participation in the business of the meeting.

Section 8. Quorum.

A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the Directors present at a meeting at which a quorum is present shall, unless otherwise specially provided by law or by the Articles of the Corporation, be the acts of the Board of Directors.

Section 9. Indemnification of Directors and Officers.

Each Director and Officer of the Corporation shall be indemnified by the Corporation against expenditures reasonably made by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or Officer of the Corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duties as such Director or Officer; and the foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled as a matter of law or otherwise.

Section 10. Presiding Officer and Order of Business.

All meetings of the Board of Directors shall be called to order and presided over by the Chairman of the Board of Directors, if any, or in his absence by a Chairman elected by the Board of Directors.

Section 11. Action by Board Without Formal Meeting

If all of the Directors shall severally or collectively consent in writing to any action to be taken by the Corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of Directors. Said written consent shall set forth the action so taken, shall be signed by all of the Directors and shall be filed with the Secretary of the Corporation.

Section 12. Committees of the Board.

(a) Immediately after the election of officers by the Board of Directors or as soon thereafter as may be expedient, the newly elected President shall, with the approval of the Board of Directors, appoint such committees as he deems advisable. Each committee shall consist of three (3) or more members, including a Chairman and Vice-Chairman. There shall be an Executive Committee, a Finance and Auditing Committee and a Membership Committee.

(b) Whenever any member of a committee shall neglect or fail in the performing of his duties as such, it shall be the duty of the President, with the approval of the Board of Directors, to declare his position vacant and appoint another in his place.

(c) Additional committees may be appointed by the President from time to time as may seem desirable or expedient. Such special committees shall perform only the duties imposed upon them at the time of their appointment.

(d) Meetings of Committees may be called by the President and/or the Chairman of the Committees. Notices in writing of said meeting, setting forth the purpose for which it is called shall be mailed to each member of said committee at least five (5) days prior thereto, and only the business specified in said call shall be acted upon at said meeting.

Section 13. Duties of Committees.

(a) Executive Committee - The selection by nomination or ballot of an executive committee shall be made by the Directors after the election of Officers. The duties of the Executive Committee shall be to act in place of the Board of Directors in a general direction of the affairs of the Corporation.

(b) Finance and Auditing Committee - It shall be the duty of the Finance and Auditing Committee to prepare a budget for the use and guidance of the Officers and Directors of the Corporation in handling its activities, finances, etc., during the following year, which budget shall be presented for the approval of the Executive Committee. The Committee shall also have charge and supervision of the annual audit and all special audits of the Corporation's books and the records of the several Officers, Chairmen of the Committees, and employees; and a report of such audit as prepared by an expert accountant or auditor, shall be delivered to the Chairman of the Committee and by him presented to the Executive Committee for approval.

(c) Membership Committee - It shall be the duty of the Membership Committee to suggest and carry on plans, when approved by the Executive Committee, looking to an increase in membership and to secure the yearly renewal of members. It shall cooperate with the Executive Committee and management to bring about and maintain the largest possible membership.

Section 14. Compensation.

Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board the expenses of attendance, if any, may be allowed for attendance at any meeting of the Board or of any committee thereof.

Section 15. Standard of Care and Justifiable Reliance.

(a) A Director of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his duties as a Director, including his duties as a member of any committee of the Board upon which he may serve, in good faith, in a manner he 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 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 any of the following:

(1) One or more Officer or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented.

(2) 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.

(3) A committee of the Board upon which he 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.

(i) A Director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

(ii) Consideration of factors - In discharging the duties of their respective positions, the Board of Directors, 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 suppliers and customers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (i).

(iii) Presumption - Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any actions shall be presumed to be in the best interest of the Corporation.

Section 16. Personal Liability of Directors.

(a) General Rule - 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 action, unless:

(1) The Director has breached or failed to perform the duties of his office under Section 15 (relating to standard of care and justifiable reliance); and

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

(b) Exception - The provisions of this section shall not apply to:

(1) The responsibility or liability of a Director pursuant to any criminal statute; or

(2) The liability of a Director for the payment of taxes pursuant to Local, State or Federal law.

ARTICLE IV

OFFICERS

Section 1. Election of Officers and Agents.

At its annual meeting the Board of Directors shall elect by a majority vote of the Directors, a President, a Vice-President, a Secretary, a Treasurer, and such other officers, assistant officers and agents as the Board by a majority vote of the Directors may deem necessary, proper or expedient.

Section 2. Terms.

All Officers shall be elected for such term of office as the Board of Directors may determine. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person removed.

Section 3. President.

The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Board of Directors, and shall act as temporary chairman at, and call to order, all meetings of the members. He shall sign Certificates of Stock, sign and execute all contracts in the name of the Corporation when authorized to do so by the Board of Directors; appoint and discharge agents and employees, and subject to the approval of the Board of Directors, he shall have the general management of the affairs of the Corporation and perform all the duties incidental to his office.

Section 4. Vice-President.

In the absence or disability of the President, his duties shall be performed by the Vice-President. He shall perform such other duties and have such other powers as may be assigned to him by the President or the Board of Directors.

Section 5. Secretary.

The Secretary shall attend all of the meetings of the members and of the Directors and record the Minutes of all the transactions at such meetings in the Corporation's Minute Book to be kept for that purpose, wherein he shall also keep a record of all the votes of the Corporation. Unless some other person is delegated to give such Notice, the Secretary shall send out Notices of all meetings, of the members, and of the directors, when notice is required by law or by these Bylaws.

Section 6. Treasurer.

The Treasurer shall have the care and custody of the funds of the Corporation, and deposit the same to the credit and in the name of the Corporation, in such bank or banks as the Directors may elect. The Treasurer shall collect all membership dues and shall maintain the books and records of the Corporation.

ARTICLE V

EXECUTION OF DOCUMENTS

Section 1. Checks, Notes, etc.

The Board of Directors shall from time to time designate the officers or agents of the Corporation who shall have the power, in its name, to sign and endorse checks and other negotiable instruments and to borrow money for the Corporation, and in its name, to make notes or other evidences of indebtedness.

Section 2. Other Documents.

Unless otherwise authorized by the Board of Directors, all contracts, leases, deeds, deeds of trust, mortgages, powers of attorney, and all other documents requiring the seal of the Corporation shall be executed for and on behalf of the Corporation by the President, or a Vice-President, and the Corporate seal shall be affixed by such person or at his direction, all of which shall be attested by the Secretary or the Treasurer, or any Assistant Secretary of the Corporation.

ARTICLE VI

REMOTE ATTENDANCE AT MEETINGS

One or more Directors or members may participate in a meeting of the Board, of a Committee of the Board, or of the members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

ARTICLE VII

AMENDMENTS

The By-laws of this Corporation may be made, adopted, altered, amended and/or repealed by a vote of the majority of the Board of Directors present at any regular meeting of the Board, or at any special meeting of the Board if notice of the proposed amendment be contained in the Notice of such special meeting.

ARTICLE VIII

DISSOLUTION

Section 1. Voting Requirement for Dissolution.

This Corporation may be dissolved by a vote of two-thirds of the Board of Directors of the Somerset County Flag Committee, Inc., such vote to be cast at a special meeting called for the purpose, with provisions for duly authorized written ballots representing Board members not present at the meeting for dissolution.