

BYLAWS
OF
DIAMOND CITY PARTNERSHIP, INC.
(As amended June 28, 2007)

ARTICLE I - OFFICES

1. The registered office of the Corporation shall be at 2 Public Square, Wilkes-Barre, Luzerne County, Pennsylvania.
2. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the Corporation may require.

ARTICLE II - SEAL

1. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Pennsylvania."

ARTICLE III - PURPOSES

1. The Corporation shall:

Formulate, promote and implement the economic revitalization and general welfare of Downtown Wilkes-Barre.

Operate a Neighborhood Improvement District (NID) to be known as the Downtown Wilkes-Barre Business Improvement District (DWBBID) and function as a Neighborhood Improvement District Management Association (NIDMA), as defined by the Neighborhood Improvement District Act (Act 130 of 2000), 73 P.S. § 831, *et seq.*

Provide a self-help mechanism by which relevant interests can expand business opportunities and

sales, improve property values and enhance the environment for residents, shoppers and visitors;
Mobilize public and private resources for this purpose;
Make and enter into contracts necessary or incidental to the exercise of its powers and the performance of its duties.

2. Said Corporation is organized exclusively for charitable, educational, religious or scientific purposes, with the meaning of section 501 (c)3 of the Internal Revenue code (or corresponding section of any future Federal Tax code). Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c)3 of the Internal Revenue code (or corresponding section of any future Federal tax code) or (b) by a corporation, contribution to which are deductible under Section 170(c)2 of the Internal Revenue code (or corresponding section of any future Federal tax code).

ARTICLE IV - MEMBERS

1. All owners of properties assessed by the NID who are current in their assessment payments, and all owners of tax-exempt properties contributing to the NID through voluntary multiyear agreements who are current in their payments, shall be members of the Corporation. In addition, any person or entity who makes or commits to make a significant commitment to the furtherance of the goals of the Corporation and agrees to remit an annual membership fee, as determined from time to time by the Board of Directors, is eligible for membership if approved by a majority of the members of the Board of Directors.

2. The Board of Directors may determine from time to time the amount of the annual dues, if any, payable by Members.

3. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a Member for cause and may, by a majority vote of those present at any regularly constituted meeting, terminate, suspend or expel any Member who shall be in default in the payment of any dues.

ARTICLE V - MEMBERS RIGHTS

1. Members shall have no voting rights.
2. Members may, at the invitation of the Board of Directors, attend such meetings of the Board of Directors as the Directors may determine, from time to time.

ARTICLE VI - DIRECTORS

1. The business and affairs of the Corporation shall be managed by its Board of Directors, who shall be natural persons of full age and who need not be residents of this Commonwealth. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the articles or by these Bylaws directed or required to be exercised or done by the Members.

2. The Board of Directors shall consist of not less than twenty-five (25) nor more than forty-five (45) persons, as the Directors may, from time to time, determine. Four (4) members shall be appointed by the Chairman of the Corporation for two (2) year terms and five (5) members shall be appointed by the President of the Greater Wilkes-Barre Chamber of Business and Industry for one (1) year terms. The following members shall be appointed by the Board of Directors and shall be:

The Mayor of the City of Wilkes-Barre or his representative;

One (1) representative chosen by Wilkes-Barre City Council;

The State Representative from the District within which the City of Wilkes-Barre is located or his representative;

The State Senator from the District within which the City of Wilkes-Barre is located or his representative;

The United States Congressman from the District within which the City of Wilkes-Barre is located or his representative;

The President of United Way of Wyoming Valley or his representative;

The Chairman of the Luzerne County Commissioners or his representative;

The President of Wilkes University or his representative;

The President of King's College or his representative;

The President of Luzerne County Community College or his representative;

The President/CEO of the Greater Wilkes-Barre Chamber of Business & Industry or his representative;

The Superintendent of the Wilkes-Barre School District or his representative;

The President of the Luzerne County Historical Society or his representative;

One (1) representative of the Council of Presidents;

Three (3) representatives, one from each of the major print and television media whose headquarters are based in the City of Wilkes-Barre;

Two (2) representatives from the Downtown Ministerium;

Two (2) representatives of the Downtown Wilkes-Barre Business Association;

One (1) representative of the Fine Arts Fiesta;

One (1) representative of the F. M. Kirby Center for the Performing Arts;

Two (2) representatives of the Downtown Residents Association;

One (1) representative of the Luzerne County Medical Society;

Two (2) representatives of the Wilkes-Barre Metropolitan Development Corporation; and

One (1) representative of CityVest.

In addition, the following members shall be appointed by the Mayor of the City of Wilkes-Barre to serve as representatives of property owners located in the Downtown Wilkes-Barre Business Improvement District ("DWBBID"), business owners located in the DWBBID and any institutions located in the DWBBID:

One (1) owner of a taxable assessed DWBBID property whose total DWBBID assessment is within the lowest quintile of DWBBID assessments;

One (1) owner of a taxable assessed DWBBID property whose total DWBBID assessment is within the second lowest quintile of DWBBID assessments;

One (1) owner of a taxable assessed DWBBID property whose total DWBBID assessment is within the middle quintile of DWBBID assessments;

One (1) owner of a taxable assessed DWBBID property whose total DWBBID assessment is within the second highest of DWBBID assessments; and

One (1) owner of a taxable assessed DWBBID property whose total DWBBID assessment is within the highest quintile of DWBBID assessments.

3. The terms of the elected Directors shall normally be three (3) years, but shall be staggered, pursuant to which approximately but not more than one-third (1/3) of the Board of Directors shall be appointed or elected at each Annual Meeting of the Board of Directors. The Nominating Committee of the Board of Directors shall initially fix the term of each Director as follows: approximately one-third (1/3) shall have their term expire at the Annual Meeting for the election of Directors next following the initial election of Directors, approximately one-third (1/3) shall have their terms expire at the Annual Meeting for the election of Directors held one (1) year following the first Annual Meeting for such election, and approximately one-third (1/3) shall have their term expire at the Annual Meeting for the election of Directors two (2) years following the first Annual Meeting for such election. At each Annual Meeting of the Board of Directors following the expiration of the term of the Directors initially elected for a one (1) year term, a number of Directors equal to those whose terms have expired shall be elected for a term of three (3) years (or, when filling a vacancy, the unexpired portion of the term or, if the vacancy occurs from an increase in the number of Directors, one-third of the increased number shall be elected for a term of one (1) year, one-third (1/3) of the increased number shall be elected for a term of two (2) years and one-third (1/3) of the increased number shall be elected for a term of three (3) years). The Directors shall be elected at the Annual Meeting of the Board of Directors from the slate of nominees submitted to the Directors by the Nominating Committee of the Board of Directors at least thirty (30) days prior to the date of the Annual Meeting; provided,

however, that persons other than those included in the slate of nominees submitted by the Nominating Committee may be considered for election as directors provided that such other persons have been nominated by a writing signed by at least one-third of the Directors then in office and such writing has been submitted to the Secretary of the Board of Directors at least twenty (20) days prior to the date of the Annual Meeting of the Board of Directors for such election. Directors shall be elected by a vote of a majority of the Directors, voting on such matter. Notwithstanding the foregoing, the term of the Directors appointed by the Mayor of the City of Wilkes-Barre to serve as representatives of property owners located in the DWBBID, business owners located in the DWBBID and institutions located in the DWBBID (as such representation requirements are imposed by the Neighborhood Improvement District Act of the Commonwealth of Pennsylvania (the "Act")) will be terminated in the event that the Corporation ceases to serve as the DWBBID Neighborhood Improvement District Management Association (the "NIDMA").

4. Nominees for election to the Board of Directors shall be selected by the Nominating Committee without regard to race, color or creed and the Nominating Committee shall endeavor to procure persons who are widely representative of the social, economic and spiritual life of the communities in which the Corporation renders its services or extends its care and concern.

5. Any Director, may be suspended or removed from office without assigning any cause by the affirmative vote of a majority of the Directors voting for such purpose; except, however, that no such vote may be cast until and unless there has been provided to those Directors who may be affected by such vote at least ten (10) days prior written notice that such vote will be held, including the date, time and place of the meeting at which the vote is scheduled and including as to each affected Director the opportunity to be heard in opposition to the removal of such Director. In case one or more Directors are so removed, new Directors may be elected at the same or any later meeting to fill the unexpired term of the Directors removed.

6. The Board of Directors may declare vacant the office of a Director if the Director is declared of unsound mind by an order of court or is convicted of felony, or if the Director fails to attend three (3) consecutive meetings of the Board of Directors in any one (1) calendar year.

7. Vacancies on the Board of Directors, including vacancies resulting from an increase in the number or removal of Directors, shall be filled by a majority of the remaining members of the Board, even if less than a quorum, by action at a Special or at the Annual Meeting of the Board of Directors. The nominees elected to fill such vacancy may be selected by the remaining members of the Board of Directors without the intervention of the Nominating Committee. Vacancies other than resulting in an increase in its members shall be filled for the unexpired term of the Directors whose office has been vacated. Directors filling newly created Director positions shall be elected for a full term.

8. Fifty-one (51%) percent of the Directors in office shall be necessary to constitute a quorum for the purpose of the revision of bylaws or the approval of audits or financial statements. For the transaction of any other business before the Corporation, those members present at a meeting shall constitute a quorum. In either event, 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 of Directors. At any meeting at which a quorum has been obtained, actions may be taken until such meeting has been adjourned, notwithstanding a subsequent lack of a quorum at the time of any vote. Any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the Corporation.

9. The Annual Meeting of the Board of Directors shall be on or before January 15.

10. Written notice of the Annual Meeting and each regular meeting shall be sent (by mail, fax, messenger, overnight service or similar means) to every Director at least five (5) days prior to the date of the meeting.

11. Special meetings of the Directors may be called by the Chairman of the Board at any time, at his discretion, or upon the written request of not less than twenty-five (25%) percent

of the Directors. The object of the meeting shall be stated in the call and the notice need not be in writing but may be by telephone or other personal contact.

12. Any Director or member of any Committee may participate in any and all meetings by means of conference telephone or other communications by means of which all persons participating in the meeting can hear each other. Participation by telephone shall constitute presence in person at the meeting.

ARTICLE VII - OFFICERS

1. The officers of the Board of Directors shall be a Chairman, Vice Chairman, Secretary, Treasurer and such other officers and assistant officers as the Board of Directors deems desirable. In addition to the powers and duties set forth in these Bylaws, each such officer shall have such powers and duties as are usually related to his office and as the Board of Directors shall determine by resolution. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise as determined from time to time.

2. The officers of the Board of Directors shall be elected for a term of two (2) years (or such other term as the Board shall determine for any office from time to time), but any such officer may be removed upon the affirmative vote of a majority of the Board of Directors whenever in their judgment such removal is in the best interests of the Corporation; except, however, that no such vote may be cast until and unless there has been provided to such officer at least ten (10) days prior written notice that such vote will be held, including the date, time and place of the meeting at which the vote is scheduled and including the opportunity to be heard in opposition to his removal from office. Moreover, notwithstanding the foregoing, a Director shall cease to serve as an officer of the Board upon expiration of his term as a Director.

3. The persons to be elected officers of the Board of Directors shall be elected at the Annual Meeting of the Board of Directors from the slate of nominees submitted to the Directors by the Nominating Committee of the Board of Directors at least thirty (30) days prior to the date of the Annual Meeting; provided, however, that persons other than those included in the slate of

nominees submitted by the Nominating Committee may be considered for election as officers provided that such other persons have been nominated by a writing signed by at least one-third (1/3) of the Directors then in office and such writing has been submitted to the Secretary of the Board of Directors at least twenty (20) days prior to the date of the Annual Meeting of the Board of Directors. In the event of a contested election, pursuant to the presentation of nominees in addition to those submitted by the Nominating Committee, the Secretary shall notify the Directors of the election contest as part of the notice of the call of the Annual Meeting of the Directors.

4. Any vacancy in the office of an officer of the Board of Directors may be filled at any meeting of the Board of Directors following written notice as part of the notice of the call of the meeting that the vacancy will be filled, and such vacancy shall be filled by the nominee of the Nominating Committee of the Board of Directors upon affirmative vote of a majority of the Directors.

5. The Chairman shall preside at all meetings of the Board of Directors, and shall be, ex-officio, a member of all committees.

6. The Vice Chairman shall act as Chairman in the absence of the Chairman, and when so acting, shall have all the power and authority of the Chairman.

7. The Secretary shall act as Secretary of the Board of Directors, shall act as custodian of all records and reports of the Board of Directors, shall be responsible for the keeping and reporting of all transactions and of the minutes of all meetings of the Board of Directors and shall give, or cause to be given, notice of all meetings of the Members and of the Board of Directors.

8. The Treasurer shall ensure that all funds of the Corporation are properly safeguarded. Acting with the Finance Committee, he shall see that true and accurate accounting of the financial transactions of the Corporation is made, and that reports of such transactions are presented to the Board of Directors.

ARTICLE VIII - COMMITTEES OF THE BOARD OF DIRECTORS

1. Committees of the Board of Directors shall be standing or special. All such committees, with the exception of the standing committees, shall be appointed by the Chairman. Special committees may include, in addition to the members of the Board of Directors, Members and non-Members of the Corporation. The chair persons of all committees must be members of the Board of Directors. A majority of the members of any committee shall constitute a quorum for any duly called meeting, and action may be taken at any meeting at which a quorum has been obtained, notwithstanding a subsequent lack of a quorum present at the time of such action.

(a) The following shall be standing committees and the members shall be appointed by the Chairman and approved by a vote of the majority of the Directors voting on such issue at any meeting of the Board duly called and held

(1) The Executive Committee shall consist of the officers of the Board of Directors, the five (5) property owners representing the five quintiles of taxable DWBBID assessment, the Mayor of the City of Wilkes-Barre or his representative, the President of King's College or his designee, the President of Wilkes University or his designee, one (1) Corporation Board of Directors member representing a tax-exempt property owner (other than King's College or Wilkes University) who is contributing to the DWBBID through a voluntary multiyear agreement, the President of the Greater Wilkes-Barre Chamber of Business and Industry or his representative and the chair persons of all special committees. The Executive Committee shall have the full authority of the Board of Directors and shall act in its stead and on its behalf between meetings of the Board of Directors, provided that all actions taken by the Executive Committee shall be reported at the meeting of the Board of Directors next following the taking of such action and except that no such action may be taken by the Executive Committee which is otherwise required to be taken by the Board of Directors by mandate of these Bylaws or any applicable statute. The Executive Committee shall have direct responsibility, as the NIDMA, for administration of the DWBBID.

(2) The Nominating Committee shall consist of a number of members of the Board of Directors designated from time to time by action of the Board of Directors and shall be elected for the succeeding year through the next annual meeting upon nomination of the Chairman by action of the Board of Directors at each Annual Meeting of the Directors. The Nominating Committee shall have the responsibilities set forth in these Bylaws.

(3) The Finance Committee shall consist of the Treasurer as well as a number of members of the Board of Directors designated from time to time by action of the Board of Directors and shall review the audits and meet with the auditors prior to issuance of final reports.

(b) The following shall be a special committee and the members shall be appointed by the Chairman and approved by a vote of the majority of the Directors:

(1) The DWBBID NIDMA Audit Committee (“Audit Committee”) shall be a special administrative committee created for the purpose of providing the unique administrative and managerial support required by the DWBBID. The Audit Committee shall consist of a number of members of the Board of Directors designated from time to time by action of the Executive Committee, and shall in any event include a representative of property owners located in the DWBBID, business owners located in the DWBBID and any institutions located in the DWBBID. The Audit Committee shall be dissolved should the Corporation either fail or cease to serve as the DWBBID NIDMA for any reason, including, without limitation, dissolution under Section 8 of the Act.

ARTICLE IX - LIMITATION OF LIABILITY AND INDEMNIFICATION

1. A Director shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless (a) the Director has breached or failed to perform the duties of his or her office under Subchapter B of Chapter 57 of the Pennsylvania Non-profit Corporation Law (15 Pa.C.S.A. §5711 through 5717) and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this section shall

not apply to (i) the responsibility or liability of a Director pursuant to any criminal statute or (ii) the liability of a Director for the payment of taxes pursuant to local, state or Federal law. Any repeal or modification of this section shall be prospective only and shall not affect, to the detriment of any Director, any limitation on the personal liability of the Director of the Corporation existing at the time of such repeal or modification.

2. (a) The Corporation shall 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, by reason of the fact that such person is or was an Officer or Director of the Corporation, or, while an Officer or Director of the Corporation, is or was serving at the request of the Corporation as an Officer or Director or officer of another corporation, partnership, joint venture, trust or other enterprise, including an employee benefit plan, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, whether the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation, to the extent that such person is not otherwise indemnified and to the extent that such indemnification is not prohibited by applicable law.

(b) Expenses (including attorneys' fees) incurred by an Officer or Director arising out of a civil or criminal action, suit or proceeding referred to in subsection (a) above, including, without limitation, an action, suit or proceeding by or in the right of the Corporation, shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding but only upon the prior receipt of a written undertaking by or on behalf of the Officer or Director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

(c) No modification or repeal of any provision of this Article shall affect, to the detriment of the Officer or Director the obligation of the Corporation to indemnify or to

advance expenses to an Officer or Director in connection with a claim based on any act or failure to act occurring before such modification or repeal.

(d) The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other right to which a person indemnified may be entitled under any agreement, vote of Directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of any such person.

(e) The Board of Directors shall have the power to (i) authorize the Corporation to purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and others to the extent that the power to do so has not been prohibited by applicable law and (ii) create any fund of any nature, whether under the control of a trustee, or otherwise to secure any of its indemnification to the extent not prohibited by statute.

ARTICLE X - MISCELLANEOUS

1. The Corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the members in office of the Board of Directors.

2. The Corporation shall deposit all revenues received from NID assessments in a specifically designated account that shall not be used for purposes other than those outlined in the adopted NID Plan and Budget.

2. The Executive Officers of the Corporation shall present annually to the Board of Directors a report showing in appropriate detail the following:

(a) the assets and liabilities of the Corporation as of the end of the fiscal year immediately preceding the date of the report;

(b) the principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report;

(c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report; and

(d) the expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report.

3. The Audit Committee shall present when requested to the Executive Committee a report showing in appropriate detail the following:

(a) an audit of special property assessment fees assessed on and collected from property owners within the DWBBID, during the period immediately preceding the date of the report;

(b) an audit of any expenses or disbursements of the Corporation in its capacity as the NIDMA;

(c) an audit of income or expenditures as required by the Act; and

(d) a report, including financial and programmatic information, including a summary of audit findings.

4. The Audit Committee shall annually assist the NIDMA to:

(a) submit an audit of all income and expenditures to the Department of Community and Economic Development and the governing body of the municipality in which the DWBBID is located within 120 days after the end of each fiscal year; and

(b) submit a report, including financial and programmatic information, including a summary of audit findings, to the governing body of the municipality in which the DWBBID is located and to all assessed property owners located in the DWBBID.

5. For all purposes under these Bylaws, masculine pronouns shall be construed to include persons of either gender, and all references to persons of either gender shall be deemed inclusive of both the masculine and feminine.

ARTICLE XI – AMENDMENTS

These Bylaws may be amended by affirmative vote of two-thirds of the entire Board of Directors at any duly constituted meeting of the Board of Directors, provided that a full statement of such proposed amendment shall be sent in writing to each Director at least ten (10) days prior to the date of the said meeting.