BYLAWS OF

THE AUTO DEALERS ASSOCIATION

OF GREATER PHILADELPHIA

October 2025

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BYLAWS
OF
AUTO DEALERS ASSOCIATION
OF GREATER PHILADELPHIA

ARTICLE I
PURPOSE

The Corporation is a Pennsylvania nonprofit corporation and its purposes are as set forth in the Corporation's Charter, as amended by articles of amendment.

ARTICLE II
REGISTERED OFFICE

The Corporation's registered office and principal place of business is located at 3311 Swede Road, Suite A, East Norriton, Pennsylvania 19401.

ARTICLE III
SEAL

The Corporation shall have a seal which shall be imprinted with the words AUTO DEALERS ASSOCIATION OF GREATER PHILADELPHIA and with the year of incorporation of the Corporation.

ARTICLE IV
MEMBERSHIP

Section 1. Classes of Members.

The Corporation shall have two classes of members as follows:

(a) Active Members which shall be separately addressed physical locations of new vehicle sales points of business entities operated in connection with separate service facilities and engaged in the distribution or sale of new automobiles and trucks as manufacturer or importer franchised dealers in the market area of metropolitan Philadelphia, consisting of Berks, Bucks, Chester, Delaware, Lancaster, Montgomery and Philadelphia Counties in Pennsylvania; Burlington, Camden and Gloucester Counties in New Jersey; and New Castle County in Delaware;

(b) Associate members who shall be business entities providing products or services related to Active Members. Associate Members may take advantage of some services afforded by the Corporation to its Active Members.

All Active Members and Associate Members of the Corporation on the effective date of these Bylaws automatically shall continue as such, respectively, without the necessity for admission to membership or other action.

Section 2. Application.

All applications for membership shall be made in writing upon a form furnished by the Corporation for that purpose, and shall state the name, address, business and other pertinent information regarding the applicant. Such Application shall be submitted to the Corporation and must be accompanied by a check for at least one (1) fiscal year's prorated dues.

Section 3. Approval.

All applications for membership shall be accepted or rejected in accordance with such instructions and declaration of policy as may, from time to time, be prescribed by the Board of Directors. Applications which are of doubtful acceptability shall be presented to the Board of Directors for specific action.

Section 4. Dues, Fees and Transfer.

Active Members and Associate Members, only, shall pay dues for each fiscal year in amounts and at dates determined by the Board of Directors. No initiation fee is required for any membership class.

If the ownership interests or assets of a member of the Association are sold or otherwise transferred to another and the transferee carries on the business of a franchised automobile or truck dealer or otherwise possesses the other qualifications requisite to membership and fulfills the requirements of membership, such transferee shall be entitled to membership in this Association with all rights and privileges of membership for the unexpired portion of the transferor's membership term without the payment of additional dues or membership fees for such unexpired portion of the membership term so transferred.

Section 5. Non-Renewal

If any member neglects to renew an annual membership by payment of the ensuing year's dues within ninety (90) days after due date, such membership shall terminate.

Section 6. Termination of Membership; Procedure.

Any membership may be terminated for proper cause, except non-payment of dues (see Article IV, Section 5), by two-thirds (2/3) vote of the entire Board of Directors, upon recommendation of the Executive Committee, provided that such action may only be taken after the member involved has been accorded full opportunity to appear at a hearing before the Board and be heard with respect to the issues being considered, and provided that such member shall be given at least ten (10) days' written notice of such hearing.

The notice shall state that termination is proposed, the reasons for proposed termination and the time and place of the Directors' meeting at which termination is proposed to be voted. No Director in direct competition with the member proposed for termination may participate in termination proceedings before the Board. The member proposed for termination shall be permitted to be present, to be represented by counsel, to cross-examine witnesses, to present evidence and to refute charges at this meeting.

In the event of termination, the Corporation shall refund to the terminated member the pro rata proportion of any annual dues paid.

Section 7. Notification of Termination.

The President promptly shall notify each member of any termination of membership.

Section 8. Voting.

(a) Only one (1) vote may be cast on behalf of each Active Member of the Association at any annual or special meeting of the members of the Association. A dealer principal will have one (1) vote per dealership enrolled as an Active Member. Dealer principals with more than one (1) dealership enrolled as an Active Member are entitled to one (1) vote per dealership. Votes by a majority of the Active Members present or represented at any such meeting at which a quorum is in attendance shall be sufficient for taking action.

Dealer principals are defined to be individuals who are officers of Active Members, selected by the Active Member as its designee to act on behalf of the Active Member, or otherwise defined as dealer principals in the Active Member's current manufacturer's/distributor's franchise agreement. The Corporation may rely upon the authority of any individual in these capacities first purporting to exercise a vote on behalf of an Active Member.

(b) Associate Members shall not be entitled to vote.

Section 9. Annual Meetings.

The Annual Meeting of the members of the Corporation for the announcement of elected Directors and Officers, the Chairperson's acceptance speech and the transaction of any other business within the powers of the members shall be held once per year during the last quarter of the calendar year. The annual meeting shall be held at such place within or without the Commonwealth of Pennsylvania as the notice sent by the Secretary or staff of the Corporation, at the direction of the Board of Directors, shall specify.

Section 10. Special Meetings.

Special meetings of the members may be called by the Chairperson upon resolution of the Board of Directors or upon the written request of ten (10) or more Active Members entitled to vote. Such meetings shall be held at such times and places within or without the Commonwealth of Pennsylvania as shall appear in the notice.

Section 11. Notice of Meetings.

Written notice of the hour, day and place of every meeting, annual and special, shall be delivered personally to each member and to each Director of the Corporation or sent to it, him or her by United States Mail, electronic mail, facsimile transmission, or courier services, charges prepaid, at least ten (10) days prior to such meeting. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted and the meeting may not be scheduled greater than sixty (60) days after the request is made. Notice by United States Mail will be deemed given on deposit. Notice by electronic mail, facsimile transmission or courier will be deemed given upon delivery as reflected in a receipted confirmation of delivery.

Section 12. Quorum.

A quorum at the annual meeting and at any special meeting shall consist of twenty (20) Active Members. A majority vote by persons entitled to vote when a quorum is present shall constitute the act of the members, except in cases where a greater vote is required by law and these Bylaws. The persons present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough persons to leave less than a quorum.

Section 13. Liability of Members.

The members shall not be liable for the debts, obligations or liabilities of the Corporation.

ARTICLE V
BOARD OF DIRECTORS

Section 1. Number and Qualification of Directors.

(a) Voting Directors.

The Corporation shall have up to seventeen (17) voting Directors. The voting Directors shall be chosen from among individual full dues-paying Active Members or from among partners, officers, shareholders, members and management employees of full dues-paying partnership and corporate Active Members.

(b) President.

The Board of Directors shall include a President in addition to the voting Directors. The President shall be an officer of the Corporation, described in Article VII of these Bylaws, and shall be a Director, *ex officio*, without vote.

(c) Honorary Directors.

The Board of Directors may include one or more non-voting Honorary Directors who may be chosen by the voting Directors from time to time for past service to the Corporation or their relation to the motor vehicle business.

Section 2. Quorum.

Eight (8) of the voting Directors, present in person or by proxy, shall constitute a quorum for the transaction of business. The Directors present at a duly called meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

Section 3. Powers of Directors.

Subject to the powers of the members as provided by law or set forth in the Corporation's charter as amended by articles of amendment or as herein set forth, all corporate powers of the Corporation shall be exercised by or under the authority of, and the activities and affairs of the Corporation shall be controlled by, the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

(a) to oversee the President who shall control the activities and affairs of the Corporation;

(b) to select and remove all of the officers of the Corporation, to oversee the President who shall select and remove all agents and employees of the Corporation;

(c) to take, receive, hold and invest such real and personal property as may be given, devised to, or otherwise vested in such corporation, outright or in trust, for the purposes set forth in its charter, as amended by articles of amendment; to manage and make investment decisions concerning trust funds received, consistent with Section 5548 of the Pennsylvania Nonprofit Corporation Law of 1988 and successor statutes, and 20 Pa. C. S. Chapter 72 (relating to the prudent investor rule) and successor statutes, with the power to elect the determination of income pursuant to subsection 5548(c) of the Pennsylvania Nonprofit Corporation Law of 1988 and successor statutes ; to transfer trust or other assets to institutional trustees as provided by law; and to retain such investment advisors and managers as the Board, from time to time, may think necessary or desirable; and

(d) to select corporate fiduciaries or other parties to act as custodians of assets of the Corporation.

Section 4. Election and Term of Office.

The term of office of each voting Director of the Corporation shall be three (3) years and until his or her successor is elected. No voting Director elected shall serve more than three (3) consecutive terms, unless elected to the Executive Committee. If a Director is elected as an officer to the Executive Committee during any of the three terms, the Director shall continue to serve as a Director on the Board of Directors throughout his or her service as an officer. Upon completion of the term as an officer, the Director shall not continue to serve as a Director for the remainder of any three-year term which exceeds three consecutive terms.

Honorary Directors shall serve until death, resignation or removal.

Voting shall be conducted via an electronic system hosted on the internet or by ballot sent to each Active Member by United States mail, postage prepaid, addressed to the addresses shown on the Corporation’s records, in October or November. Ballots shall contain the names, addresses and businesses of all nominees. Ballots also shall designate all present Directors and state the number of Directors to be elected and their terms.

Each ballot shall be signed by the appropriate individual authorized under Article IV, Section 9(a) to vote on behalf of the Active Member and shall be witnessed and returned to the Corporation. Voted ballots must be returned to the Corporation on or before fourteen (14) days from the date of the Corporation’s having mailed the ballots. A vote of the majority of ballots returned shall be required for election to the Board, provided the total number of ballots returned is at least twenty (20). Ballots shall be counted by a Certified Public

Accountant on the day following the ballot return due date. The President promptly shall confirm the Accountant's ballot count.

Section 5. Vacancies.

Any vacancy or vacancies among voting directors resulting from death, resignation, removal, or otherwise may be filled by the Chairperson. Each person so appointed shall be a voting director to serve until the next scheduled 3-year election cycle for that position. When a member is appointed as a Director to fill an unexpired term, serving the unexpired term shall not be considered as a term, or portion of a term, served with regard to a Director's three consecutive term limitation.

Section 6. Place of Meeting.

Regular meetings of the Board of Directors shall be held at the principal office of the Corporation or at any place within or without the Commonwealth of Pennsylvania which has been designated from time to time by the Board. Special meetings of the Board may be held either at a place so designated or at the principal office.

Section 7. Regular Meetings.

The Board of Directors shall hold regular meetings for the purpose of organization, election of officers, or the transaction of other business. Written notice of the hour, day and place of the regular meeting of the Board of Directors shall be given to each Director personally or sent to him or her via United States Mail, postage prepaid, electronic mail, facsimile transmission or courier services, charges prepaid, at least seven (7) days prior to such meeting addressed to the addresses shown on the records of the Corporation. Notice by United States Mail will be deemed given on deposit. Notice by electronic mail, facsimile transmission or courier will be deemed given upon delivery as reflected in a receipted confirmation of delivery.

Section 8. Special Meetings.

Special meetings of the Board of Directors may be called for any purpose or purposes at any time by the Chairperson or Vice-Chairperson or by any three (3) Directors. Written notice of the hour, day, and place of special meetings shall be delivered personally to each Director, or sent to each Director by United States Mail, postage prepaid, electronic mail, facsimile transmission or courier services, charges prepaid, addressed to the addresses shown upon the records of the Corporation. Notice by United States Mail will be deemed given on deposit. Notice by electronic mail, facsimile transmission or courier will be deemed given upon delivery as reflected in a receipted confirmation of delivery. The notice shall specify the general nature of the business to be transacted.

Section 9. Waiver of Notice.

The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though they were conducted at a meeting duly held after regular call and notice, if a quorum be present and if either before or after the meeting each of the Voting Directors not present signs either a written waiver of notice, a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be made a part of the minutes of the meeting.

Section 10. Conduct of Meetings.

Meetings of the Directors shall be presided over by the Chairperson of the Corporation, or, in his or her absence, by the Vice-Chairperson, or in the absence of both, by a chairperson chosen by a majority of the Directors present. The Secretary of the Corporation shall act as Secretary of the Board of Directors. In case the Secretary is absent from any meeting of the Directors, the presiding officer may appoint any person to act as Secretary for the meeting.

Section 11. Action by Written Consent.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all voting members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the charter, as amended by articles of amendment, and Bylaws of the Corporation authorize the Directors to act so, and such statement shall be *prima facie* evidence of such authority.

Section 12. Meetings by Conference Telephone or Other Electronic Technology.

Directors may participate in a meeting of the Board by means of video or voice conference telephone equipment or other electronic technology if such equipment enables all persons participating in the meeting to hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

Section 13. Removal.

Any Director may be removed after a vote in favor of removal by two-thirds of the Board at any meeting of the Board of Directors whenever, in the judgment of the Board, the best interest of the Association would be served. The Board of Directors shall be permitted to remove any Director "for cause." The term "for cause" shall mean:

(a) A Director is declared of unsound mind by an order of court or enters a guilty plea, or a plea of nolo contendere or is convicted of a felony or misdemeanor or has been found by a court or regulatory agency to have acted in bad faith with regard to the affairs of this Corporation;

(b) A Director who is absent from three (3) consecutive meetings without sufficient cause as may be determined pursuant to written guidelines to be developed by the Board;

(c) A Voting Director, as to whom all of his related Active Members' memberships are terminated;

(d) A Director's failure to adhere to any written conflict of interest or other policy established by the Corporation;

(e) A Director's misappropriation of funds or property or attempts to secure any personal profit in connection with any transaction entered into on behalf of the Corporation;

(f) A breach of fiduciary duty;

(g) The occurrence and continuation of such physical, mental or emotional impairment of a Director which precludes the effective continuation of such person's service;

(h) Actions which are not in the best interest of, or which undermine or impede the achievement of, the goals and objectives of the Association; and

(i) A Director whose business practices or the business practices of his related Active Member dealership, in the reasonable judgment of the Board, would tend to affect the reputation of the Corporation adversely.

Section 14. Compensation and Reimbursement of Expenses.

The Directors shall not receive compensation for their services as Directors, but they may be reimbursed for reasonable expenses attendant to their positions as Directors as may be determined by the Board of Directors. The President, as an officer, may be salaried.

Section 15. Liabilities of Directors.

Directors of the Corporation shall not be personally liable for the debts, obligations, or liabilities of the Corporation. Directors may, however, be liable for monetary damages if (a) the Director has breached or failed to perform the duties of his office; and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. A

Director's non-liability shall not apply to (a) responsibility or liability pursuant to any criminal statute; or (b) liability of a Director for payment of taxes, pursuant to Federal, State or local law.

ARTICLE VI
COMMITTEES

Section 1. General Policy.

(a) Unless otherwise noted, each committee shall consist of as many persons as the Board of Directors shall determine to be appropriate.

(b) Committees shall determine their own organization and times and places of meeting unless otherwise directed.

(c) The Chairperson of the Corporation may call a meeting of any committee of the Corporation if, in the exercise of his or her discretion, he or she shall think it necessary or desirable to do so.

(d) Unless otherwise provided in a resolution of the Board of Directors establishing a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

(e) Unless given authority by the full Board of Voting Directors to act on behalf of the Corporation, or as is described in these Bylaws, all committees shall have authority only to recommend action to the full Board of Directors for its review and consideration.

(f) The Chairperson, with the approval of the Board of Directors, or the Board, on its own initiative, may establish committees as may be appropriate or necessary from time to time. Such committees shall consist of as many Directors, and shall have powers as the Chairperson or the Board may designate consistent with the charter, as amended by articles of amendment, these Bylaws, and the Pennsylvania Nonprofit Corporation Law of 1988, or successor statutes. Dealer Principals of Active Members who are not Directors may serve as volunteer consultants with a committee, but without a vote. Committees established under this section shall continue at the pleasure of the Board, and such committees shall maintain records of their meetings, and shall report their activities to the Board of Directors from time to time as directed.

(g) Committee members may participate in committee meetings by means of conference telephone, video conference equipment or other electronic technology if such equipment enables all persons participating in the meeting to hear each other.

Section 2. Standing Committees.

The Corporation shall have at least two (2) standing committees: an executive committee; and a finance/audit committee. The Chairperson, with the approval of the Board of Directors, shall appoint these committees annually. At least two members of each standing committee shall be a Director, except all members of the executive committee shall be Directors.

(a) Executive Committee.

The executive committee shall consist of up to six (6) Directors – Immediate Past Chairperson, Chairperson, Vice-Chairperson, Secretary, Treasurer and President. The executive committee shall have power to make recommendations to the Board and to implement special responsibilities assigned to it. The executive committee further shall have the powers of the full Board of Directors between meetings of the Board for the limited purpose of making financial and contractual decisions; all policy decisions being reserved for the full Board. The executive committee shall nominate persons for election as voting Directors of the Corporation and shall review an annual financial audit by a certified public accountant. Any action taken by the executive committee between meetings of the full Board shall be reported to the Board at its next meeting.

The executive committee shall meet during September or October of each calendar year and report their nominations to the President on or before the end of October. The President immediately shall advise all members in writing of these nominations. Any group of ten (10) or more Active Members may, before ballots are printed, submit additional nominations. Ballots should be printed thirty (30) days prior to the annual dinner meeting date.

(b) Finance Committee.

The finance committee shall by chaired by the Treasurer of the Corporation and consist of at least two (2) Directors. The finance committee shall supervise the management, investment and disbursement of funds and shall recommend funds of the corporation to be deposited in such banks and other depositories for checking and savings as determined by resolution of the Directors. Specifically, and without limiting the foregoing, the finance committee shall:

(i) consider and recommend the adoption of budgets, including, without limitation, budgets for the auto show, and the establishment of policy for any non-budgeted expenditure and the incurrence of long-term debt;

(ii) monitor the progress of the Corporation in relation to established financial plans and objectives;

(iii) recommend to the Board of Directors or executive committee, as may be appropriate, policy regarding the management of the invested capital, oversee the management of the Corporation's investment portfolio and review and report investment performance to the executive committee and to the Board of Directors for approval; and

(iv) review the financial statements prepared by the Corporation and otherwise be responsible for the financial affairs of the Corporation.

(v) provide for and review an annual audit by a certified public accountant and report to the Board of Directors upon the audit. It shall make recommendations to the Board of Directors regarding the internal auditing procedures of the Corporation.

ARTICLE VII
OFFICERS

Section 1. Officers; Qualification.

The officers of the Corporation shall be an Immediate Past Chairperson, a Chairperson, a Vice-Chairperson, a Secretary, a Treasurer, and a President. The Corporation also may have, at the discretion of the Board of Directors, one or more other officers as may be elected by the Board of Directors. The Immediate Past Chairperson, Chairperson, Vice-Chairperson, Secretary, and Treasurer shall be required to be members of the Board of Directors. The President shall be a Director, *ex officio*, without vote.

Section 2. Election.

Officers, other than those appointed pursuant to Section 4 of this Article VII, shall be elected annually by the Board of Directors at the regular meeting following the annual election of Directors. Each officer, except the President, shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. No person will hold the office of Chairperson or Vice-Chairperson for more than three (3) consecutive years.

The President will be a salaried employee of the Corporation at will.

Section 3. Removal and Resignation.

Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board. Any officer may resign at any time by giving written notice to the Board of Directors, or to the Chairperson, or to the Secretary of the Corporation. Any such resignation shall take effect at

the date of the receipt of such notice or at any time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies.

A vacancy in any office because of the death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors.

Section 5. Chairperson.

The Chairperson shall be the Chief Elected Officer and shall preside at all meetings of the members, the Board of Directors, and the Executive Committee. He or she shall receive regular reports from the President concerning matters related to the administrative affairs of the Corporation and shall have general supervision over and direction and control of the President between meetings of the Board of Directors. The Chairperson shall be an *ex officio* member, with vote, of all committees. The Chairperson shall perform all other duties usually required of this office.

Section 6. Vice-Chairperson.

The Vice-Chairperson shall assume the duties of the Chairperson in his or her absence or disability. The Vice-Chairperson shall also be an *ex officio* member, with vote, of all committees.

Section 7. President.

Subject to the authority given in these Bylaws to the Board of Directors and to the Chairperson, the President shall be the Chief Executive Officer and shall have general administrative and operating supervision, direction, and control of the activities and affairs of the Corporation. The President shall be responsible for the direct and active management of the day-to-day operational, financial, administrative, personnel and program affairs of the Corporation. The President shall:

(a) Give written notice of the time and place for holding all Directors' meetings, Executive Committee meetings, the Annual Meeting and special meetings;

(b) Be responsible to and carry out the policies of the Board of Directors. Between meetings of the Board of Directors, he or she shall be subject to the general supervision, direction and control of the Chairperson from time to time concerning matters relating to the appropriate administration of the affairs of the Corporation;

(c) Attend to the correspondence of the Association;

(d) Submit such reports as the Directors may direct;

(e) See that all orders and resolutions of the Board are carried into effect;

(f) Have sufficiently broad authority to enable him/her to carry out his/her responsibilities;

(g) Act as the duly authorized representative of the Association upon authorization by the Board;

(h) Perform such other duties as may be required by the Board; and

(i) Manage all aspects of the employees and contractors of the Association;

(j) Represent the Corporation in its dealings with other persons or institutions, public or private, except when another individual or member is so designated by the Board of Directors;

(k) Serve as a member, *ex officio*, of all committees.

Section 8. Secretary and Treasurer.

The offices of Secretary and Treasurer may be held, but are not required to be held, by the same person.

The Secretary shall oversee and be sure that the Corporation keeps a full and complete written record of the proceedings of the members and of the Board of Directors, keep the seal of the Corporation and affix it to such papers and instruments as may be required in the regular course of business, make service of such notices as may be necessary or proper, furnish copies of minutes of meetings to the Directors promptly after the holding thereof, and he or she shall discharge such other duties as pertain to the office or as are prescribed by the Board of Directors or delegated by the Chairperson.

The Treasurer shall chair the finance committee and have powers and perform such other duties as may be prescribed from time to time by the Board of Directors. He/She shall also manage the Corporation to ensure it:

(a) receives and safely keeps all funds of the Corporation and deposits the same in such bank or banks as may be designated by the Board of Directors. Such funds shall be paid out only on the check of the Corporation signed by such person or persons as may be designated by the Board of Directors as authorized to sign the same;

(b) maintains accurate accounts and records of all receipts and disbursements;

(c) provides an account of the financial affairs of the Corporation at the organization meeting of the Directors; and

(d) be responsible for the full and timely filing of required reports with the appropriate state and federal authorities.

Section 9. Subordinate Officers.

The Board of Directors may, from time to time, appoint such subordinate officers or agents as the activities of the Corporation may require.

ARTICLE VIII
INDEMNIFICATION

Section 1. Extent of Indemnification.

The Corporation shall and does hereby exercise its discretion to indemnify its Directors, Officers, Employees and Agents or any person who is or was a party or is threatened to be a 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, by reason of the fact that such person is or was serving as a representative of the Corporation, or at the request of the Corporation, as a representative of another entity, and/or otherwise, to the fullest extent permitted by Subchapter D of Chapter 57 (Sections 5741-5750) of the Pennsylvania Nonprofit Corporation Law of 1988 (or the corresponding provision of any future Pennsylvania Nonprofit Corporation Law).

Indemnification, as described above, will not be made in any case where 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.

Section 2. Authority to Purchase Insurance.

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE IX
ANTITRUST COMPLIANCE

Section 1. Policy.

It is the undeviating policy of the Corporation to comply strictly with the letter and spirit of all federal and state trade regulations and antitrust laws. Any activities of the Corporation or Corporation related actions of its staff, officers or members which violates these regulations and laws are detrimental to the interest of the Corporation and are unequivocally contrary to Corporation policy.

Section 2. Implementation.

Implementation of the antitrust compliance policy of the members shall include, but shall not be limited to, the following:

(a) Minutes of the Board of Directors' meetings shall be distributed to the members of the Board of Directors and the Secretary shall cause a copy to be filed in the permanent records of the Corporation.

(b) Minutes of regular, special and annual members' meetings shall be distributed to the members of the Board of Directors and the Secretary shall cause a copy to be filed in the permanent records of the Corporation.

(c) All Corporation activities or discussions, whether formal or informal, shall be avoided which might be construed as tending to: (1) raise, lower, stabilize or otherwise affect prices; (2) encourage boycotts or prevent access to any market or customer; (3) foster unfair trade practices; or in any way violate federal or state trade regulations and antitrust laws.

(d) Corporation members, officers, Directors or employees who participate in conduct which the members, by a two-thirds (2/3) majority vote, determine to be contrary to Corporation antitrust compliance policy, shall be subject to disciplinary measures up to, and including, termination of membership, position or employment.

ARTICLE X
CONFLICT OF INTEREST

Section 1. Disclosure Conflict of Interest.

(a) The Directors, officers or key employees serve the Corporation and have a clear obligation to fulfill their responsibilities in a manner consistent with this

fact. All decisions of the Directors and officers are to be made solely on the basis of a desire to promote the best interests of the Corporation and to place such interests above their own personal, familial or business interest, or the private interests of one or more members in executing their duties as Directors or officers. The Corporation's integrity must be protected and advanced at all times.

(b) Men and women of substance inevitably are involved in the affairs of other institutions and organizations. An effective board and administration cannot consist of individuals entirely free from perceived conflicts of interests. Although most such potential conflicts are and will be deemed to be inconsequential, everyone has the responsibility to ensure that the Board of Directors is made aware of situations that involve personal, familial, or business relationships that constitute a real or perceived conflict of interest involving the Corporation.

(c) Any Director, officer, member or key employee who has an interest in a contract or other transaction presented to the Board of Directors or a committee thereof (collectively, for the purposes of this Article, the "Board of Directors") or members for authorization, approval, or ratification shall make a prompt and full disclosure of the person's interest therein prior to Board or member action thereon. Likewise, any knowledge on the part of any officer, Director, or key employee of any other officer's, Director's, key employee's or member's interest must be disclosed to the Board or members prior to Board or members' action. The disclosure shall include any known relevant and material facts which may be adverse to the Corporation.

(d) The term "key employee" is defined to mean any agent, servant, employee or representative of the Corporation who, as a result of his/her position, has certain discretionary or supervisory authority with respect to the Corporation's activities.

Section 2. Addressing Conflict.

(a) The Board of Directors or members shall determine by a majority vote, not including the potentially conflicted individual, if a conflict of interest exists or can reasonably be construed to exist. If the Board of Directors or members determine a conflict exists, such conflicted person shall not vote, be present at the time of vote, influence the Board of Directors or members, or participate in Board of Directors or members discussions or deliberations pertaining to the contract or transaction. The conflicted person, however, may be counted to determine if a quorum is present, may present factual information to the Board and may respond to direct questions from the Board or members regarding the contract or transaction.

(b) The minutes of the Board of Directors' or members' meeting shall state if a quorum was present, state that the person disclosed the potential conflict

matters to the Board of Directors or members, that the Board of Directors or members determined whether a conflict of interest existed (if the Board of Directors or members found that a conflict of interest exists, that such a determination was made by at least a majority of those present and able to vote, excluding the potentially conflicted individual), and that the conflicted person, if any, refrained from participating in Board of Directors' or members' deliberations and in voting on such matters.

(c) A contract or transaction between the Corporation and an interested officer, Director, member or key employee will not be void or voidable, though not disclosed under subsections 2(a) and (b), immediately preceding, if the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors or the members.

ARTICLE XI
ACTIONS WHICH REQUIRE THE APPROVAL OF THE MEMBERS

Notwithstanding any other provision in these Bylaws to the contrary and without intending to limit any other authority which the members may have, the following actions shall not be authorized and may not be undertaken by the Corporation unless the members have authorized such action by written resolution or a majority vote at a meeting of the members:

(a) an action to amend the charter or any subsequent articles of amendment;

(b) an action to amend the Bylaws of the Corporation (subject to Article XIV Amendments);

(c) a plan to divide the Corporation or to convert the Corporation into a business corporation or to merge or to consolidate the Corporation with or into another entity.

(d) A plan to sell, lease, exchange, mortgage, pledge or otherwise dispose of all, or substantially all, the property and assets of the Corporation;

(e) A plan to dissolve voluntarily and to wind-up the affairs of the Corporation; or

(f) A plan to rescind a voluntary dissolution proceeding.

ARTICLE XII
MISCELLANEOUS

Section 1. Records.

(a) The Corporation shall maintain adequate and correct accounts, books, and records of its activities and property and shall keep minutes of the proceedings of its members, Directors and committees. All of such records and books of account shall be kept in its principal office. The Corporation shall prepare annual financial statements including a balance sheet and a statement of receipts and disbursements.

(b) The Corporation shall prepare annual financial statements including balance sheets and a statement of receipts and disbursements. The balance sheet and statement shall be kept for at least ten (10) years from such date.

Section 2. Inspection of Minutes of Meetings, Charter, Articles of Amendment, Bylaws and Records.

All books and records of the Corporation, including its balance sheets and statements of receipts and disbursements, shall be open to the inspection of and may be copied by the members and Directors at all times during business hours.

The minutes of the meetings of the members, the minutes of the meetings of the Directors and committees of the Corporation and the original or a copy of the charter, articles of amendment and of these Bylaws, as amended or otherwise altered to date, certified by the secretary, shall be open to the inspection of and may be copied by the members and Directors of the Corporation.

Section 3. Checks and Drafts.

All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 4. Execution of Contracts.

The Board of Directors, except as in these Bylaws or otherwise provided, may authorize any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. The President is authorized to execute agreements in the ordinary course of business including, but not limited to, service contracts, agreements related to the production of the Auto Show, and similar instruments. Unless so authorized by the Board of Directors, no other officer, agent, or employee shall have any power or authority

to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 5. Fiscal Year.

The fiscal year of the Corporation shall begin on the first day of July and shall end on the last day of June in each year, commencing July 1, 2009.

ARTICLE XIII
DISSOLUTION

Upon dissolution of the Corporation in the manner provided by law, the assets of the Corporation shall be disposed of and liquidated as the Board of Directors shall authorize and determine. The assets or proceeds of dissolution and liquidation, after paying or making adequate provision for the payment of all debts and obligations of the Corporation, shall be distributed to such other entity exempt from federal income tax under Internal Revenue Code 501(c), or similar provision, as the Directors, in their discretion, shall determine. No member or any other person shall be entitled to receive any share of or to participate in the dissolution. Should the Directors fail to distribute the assets or proceeds of dissolution as set forth in this paragraph, any Director or member may petition a court of competent jurisdiction, under 15 Pa. C.S. Sections 5981 *et seq.*, or similar effective statute, for the involuntary winding-up and dissolution of the Corporation.

ARTICLE XIV
AMENDMENTS

Section 1. Procedure.

The Board of Directors shall have the power to make, alter, amend and repeal the Bylaws of the Corporation, subject always to the power of the members to change such action. This power of the Board of Directors shall be exercised by a majority vote of the members of the Board of Directors who are present at any meeting duly convened after five (5) days' written notice to the Directors of that purpose.

The Board of Directors may not adopt or change a Bylaw on a subject committed expressly to the members by any provisions of the Pennsylvania Nonprofit Corporation Law of 1988, 15 Pa. C. S. Subpart C., or successor statutes.

Section 2. Review.

At least every five (5) years, the Corporation shall review these Bylaws.