



MID-ATLANTIC
NEWSPAPER
SERVICES INC.

BYLAWS

**BYLAWS
OF THE
MID-ATLANTIC NEWSPAPER SERVICES, INC.**

OFFICES

1. The registered office shall be at 3899 North Front Street in the City of Harrisburg, Commonwealth of 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 business of the corporation may require.

SEAL

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

SHAREHOLDERS MEETING

4. All meetings of the shareholders shall be held at the office of the corporation at 3899 North Front Street, Harrisburg, Pennsylvania 17110, or at such other place as designated by the Chairman or individual duly calling a meeting.
5. The annual meeting of the shareholders shall be held during the first week of December of each year when they shall elect a Board of Directors, and transact other such business as may properly be brought before the meeting. If the annual meeting shall not be called and held within six months after the designated time, any shareholder may call such meeting.
6. The presence, in person or by proxy, of the holders of a majority of the outstanding shares entitled to vote, shall constitute a quorum of all meetings of the shareholders for the transaction of business except as otherwise provided by law, by articles of incorporation or by these by-laws. If, however, such quorum shall not be present or represented at any meeting of the shareholders, those entitled to vote, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the requisite number of shares shall be present. In the case of any meeting called for the election of directors, adjournment or adjournments may be taken only from day to day until such directors have been elected, and those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing directors.
7. At each meeting of the shareholders, every shareholder having the right to vote shall be entitled to vote in person or by proxy appointed by an instrument in writing subscribed by such shareholder and delivered to the secretary at the meeting. In all elections for directors, cumulative voting shall be allowed. Upon demand made by a shareholder at an election for directors before the voting begins, the election shall be by ballot.
8. Written notice of the annual meeting shall be provided to each shareholder entitled to vote, at such address as appears on the books of the corporation, at least 15 days prior to the meeting.
9. Special meetings of the shareholders may be called at any time by the president, or the board of directors, or the holders of not less than one-fifth of all the shares outstanding and entitled to vote. At any time, upon written request of any person entitled to call a special meeting, it shall be the duty of the secretary to call a special meeting of the shareholders, to be held at such time

as the secretary may fix, not less than seven nor more than sixty days after receipt of the request.

10. Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane to it.
11. Written notice of a special meeting of shareholders, stating the time and place and object thereof, shall be emailed or mailed, postage prepaid, to each shareholder entitled to vote, at such email or mailing address as appears on the books of the corporation, at least seven (7) days before such meeting, unless a greater period of notice is required by statute in a particular case.

DIRECTORS

12. The business of this corporation shall be managed by its board of directors, nine (9) in number, who need not be resident of this Commonwealth or shareholders in the corporation. They shall be elected by the shareholders at the annual meeting of shareholders of the corporation, and each director shall be elected for the term of one year, and until his successor shall be elected and shall qualify.
13. In addition to the powers and authorities by these bylaws expressly conferred upon them, the board 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 shareholders.

MEETING OF THE BOARD

14. The meetings of the board of directors may be held at such place within this Commonwealth, or elsewhere, as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.
15. Each newly elected board may meet at such place and time as shall be fixed by the shareholders at the meeting at which such directors are elected and no notice shall be necessary to the newly elected directors in order legally to constitute the meeting, or they may meet at such place and time as may be fixed by the consent in writing of all the directors.
16. Regular meetings of the board shall be held with seven (7) days notice at the registered office of the company, or at such other time and place as shall be determined by the board.
17. Special meetings of the board may be called by the president or chairman with seven (7) days notice to each director; special meetings shall be called by the president, chairman or secretary in a like manner and on like notice on the written request of two directors.
18. 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 be the acts of the board of directors. If all the directors shall unanimously 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.

COMPENSATION OF DIRECTORS

19. Directors, as such, shall not receive any salary for their services, but by resolution of the board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board PROVIDED that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving

compensation therefore.

OFFICERS

20. The officers of the board of directors of the corporation shall be chosen by the directors and shall be a chairman, president, vice chairman, and secretary/treasurer. The board of directors may also choose such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall have such authority and shall perform such duties as from time to time shall be prescribed by the board. Any two or more offices may be held by the same person, except the offices of president and chairman.
21. The officers of the board of directors of the corporation shall hold office for one year and until their successors are chosen and have qualified. Any board officer elected or appointed by the board of directors may be removed by the board of directors whenever, in their judgment, the best interests of the corporation will be served thereby.

CHAIRMAN

22. The Chairman serves as chairman of the Board of Directors and presides at the meetings of the Board at which he or she is present, and has such authority and performs such other duties as set forth in these Bylaws and as the Board of Directors may from time to time designate.

VICE CHAIRMAN

23. The Vice Chairman shall assist with budget planning, financial oversight, staff supervision, program direction, and committee involvement. In the absence of the Chairman, the Vice-Chairman presides at meetings. He or she assists in formulating board policy and assists the Chairman as requested.

SECRETARY/TREASURER

24. The Secretary/Treasurer is responsible for minutes at all regular and special Board meetings. He or she will also give or cause to be given notice of all meetings to the Directors. The Secretary/Treasurer is also responsible for oversight of the books and records of the Association and the reporting thereon.

PRESIDENT

25. The president shall be the chief operating officer of the corporation; the president shall have general and active management of the business of the corporation, shall see that all orders and resolutions of the board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except as may be by statute exclusively conferred on the president, to any other officer or officers of the corporation.
26. The president shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation.
27. The president shall be the Ex-officio a member of all committees, and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

VACANCIES

28. Vacancies in the board of directors shall be filled by a majority vote of the remaining members of the board, even if less than a quorum, and each person so elected shall be a director until their successor is elected by the shareholders, who may make such election at the next annual meeting of the shareholders or at any special meeting duly called for that purpose held prior thereto.

CORPORATE RECORDS

29. There shall be kept at the registered office of the corporation an original or duplicate record of the proceedings of the shareholders and of the directors, and the original or a copy of its bylaws, including all amendments or alteration thereto to date. An original or duplicate share register shall also be kept at the registered office, or at the office of a transfer agent or registrar within this Commonwealth giving the names of the shareholders in alphabetical order, and showing their respective addresses, the number and classes of shares held by each, the number and date of certificates issued for the shares, and the number and date of cancellation of every certificate surrendered for cancellation.
30. Every shareholder shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, for any reasonable purpose, the share register, books or records of account, and records of the proceedings of the shareholders and directors, and make extracts there from.

SHARE CERTIFICATES

31. The share certificates of the corporation shall be numbered and registered in the share ledger and transfer books of the corporation, as they are issued. They shall be signed by the President and Secretary and shall bear the corporate seal.

TRANSFERS OF SHARES

32. Transfers of shares shall be made on the books of the corporation upon surrender of the certificates therefore, endorsed by the person named in the certificate or by attorney, lawfully constituted in writing.

CLOSING TRANSFER BOOKS OR FIXING RECORD DATE

33. The board of directors may fix a time, not less than ten or more than forty days, prior to the date of any meeting of shareholders, or the date fixed for the payment of any dividend or distribution, or the date for the allotment of rights, or the date when any change or conversion or exchange of shares will be made or go into effect, as a record date when any change or conversion or exchange of shares will be made or go into effect, as a record date for the determination of the shareholders entitled to notice of, and to vote at, any such meeting, or entitled to receive payment of such dividend, or to receive such allotment of rights, or to such meetings, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, as the case may be, notwithstanding, and transfer of any shares on the books of the corporation after any record date fixed, as aforesaid. The board of directors may close the books of the corporation against transfers of shares during the whole or any part of such period, and in such case written or printed notice thereof shall be mailed at least ten days

before the closing thereof to each shareholder of record at the address appearing on the records of the corporation or supplied by him to the corporation for the purpose of notice. While the stock transfer books of the corporation are closed, no transfer of shares shall be made thereon. If no record date is fixed for the determination of shareholders entitled to receive notice of, or vote at, a shareholders' meeting, transfers of shares which are transferred on the books of the corporation within ten days next preceding the date of such meeting shall not be entitled to notice of or vote at such meeting.

34. Before payment of any dividend, there may be set aside out of the net profits of the corporation such sum or sums as the directors, from time to time, in their absolute discretion, think proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the directors shall think conducive to the interests of the corporation, and the directors may abolish any such reserve in the manner in which it was created.

DIRECTORS' ANNUAL STATEMENT

35. The president and board of directors shall present at each annual meeting a full and complete statement of the business and affairs of the corporation for the preceding year. Such statement shall be prepared and presented in whatever manner the board of directors shall deem advisable and need not be verified by a certified public accountant.

NOTICE

36. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof through the mail, or by electronic means, to their address or email address appearing on the books of the corporation, or supplied by them to the corporation for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the general nature of the business to be transacted.

Any shareholder or director may waive any notice required to be given under these bylaws.

INDEMNIFICATION

37. Personal Liability of Directors. To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereinafter amended, to permit elimination or limitation of the liability of Directors, no Director shall be personally liable for monetary damages for any action taken or any failure to take any action unless as set forth in 15 Pa. C.S.A., Title 15, Chapter 17, such Director has breached or failed to perform the duties of his or her office and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing provision shall not eliminate or limit (i) the responsibility or liability of such 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, modification or adoption of any provision inconsistent with this section shall be prospective only, and neither the repeal or modification of this provision nor the adoption of any provision inconsistent with this provision shall adversely affect any limitation on the personal liability of a Director of the Corporation existing at the time such repeal or modification or the adoption of such inconsistent provision.

38. Mandatory Indemnification of Directors and Certain Other Persons. The corporation shall indemnify and hold harmless to the fullest extent not prohibited by law, as the same exists or may hereinafter be amended, interpreted or implemented (but, in the case of any amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than are permitted the corporation to provide prior to such amendment), each person who was or is made a party or is threatened to be made a party to or is otherwise involved in (as a witness or otherwise) any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether or not by or in the right of the corporation or otherwise (hereinafter, a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the heir, executor or administrator, is or was a Director or Officer of the corporation or was serving at the request of the corporation as a Director, Officer or trustee of another corporation or partnership, joint venture, trust or other enterprise (including without limitation service with respect to employee benefit plans), or where the basis of such proceeding is any alleged action or failure to take any action by such person while acting in an official capacity as a Director or Officer of the corporation, or in any other capacity on behalf of the corporation while such person is or was serving as a Director or Officer of the corporation, against all expenses, liability and loss, including indemnification. The right to indemnification conferred by this Section shall be a contract right.
39. Notwithstanding the foregoing, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors.
40. Notwithstanding the foregoing, the Corporation shall pay for or reimburse the reasonable expenses (including attorneys' fees) incurred by a director or officer who is a party to proceeding in advance of the final disposition of the proceeding only if [a] the director or officer furnishes the Corporation a written affirmation of his or her good faith belief that he or she conducted him/herself in good faith, [b] the director or officer furnishes the Corporation with a written undertaking, executed personally or on his or her behalf, to repay the advance if it is determined that he or she did not conduct himself in good faith, which undertaking shall be an unlimited general obligation of the director or officer but which need not be secured, and [c] a determination is made by the body authorizing indemnification that the facts then known to such body would not preclude indemnification.
41. The foregoing right of indemnification shall not be exclusive of other rights to which one may be entitled as a matter of law and does not limit or waive any limitation of liability existing under any applicable law.
42. The right to indemnification and advancement of expenses provided herein shall continue as to a person who has ceased to be a Director or Officer of the corporation or to serve in any of the other capacities described herein, and shall inure to the benefit of the heirs, executors and administrators of such person.

AMENDMENTS

43. These bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Board of Directors at any regular or special meeting of the Directors, if notice of the proposed alteration, amendment or repeal be contained in the notice of the meeting, subject to the power of the shareholders to change such action.