

Hanover Area Chamber of Commerce

(These By Laws were adopted by the Board of Directors at their regular meeting 8/19/04)

BY LAWS, ARTICLE I, GENERAL

Section 1 NAME

This organization is incorporated under the laws of the State of Pennsylvania and shall be known as the Hanover Area Chamber of Commerce Incorporated.

Section 2 MISSION

The Hanover Area Chamber of Commerce delivers value to its members and advances the interests of the business community.

Section 3 AREA

The Hanover Area or Hanover economic region shall include the Boroughs of: Hanover, McSherrystown, New Oxford, Littlestown, Abbottstown, Spring Grove, and the Townships of Penn, West Manheim, Manheim, Conewago, Heidelberg, Berwick and Oxford, in the counties of Adams and York.

Section 4 LIMITATION OF METHODS

The Hanover Area Chamber of Commerce shall observe all local, state and federal laws which apply to a non profit organization as defined in Section 501 (C) (6) of the Internal Revenue Code.

ARTICLE II, MEMBERSHIP

Section 1 ELIGIBILITY (Annual Meeting 10/15/87)

Any person, association, corporation, partnership or other business entity of "good repute" and having an interest in the objectives of the organization shall be eligible to apply for membership. Individuals who are retired or not associated with an eligible business may also be eligible for membership.

Section 2 ELECTION

Application for membership shall be in writing, on forms provided for that purpose, and signed by the applicant Membership Coordinator or other designated individual shall review all applications and submit them to the Board of Directors with a recommendation. Election of members shall be approved by a majority of the Board of Directors.

Any applicant so elected shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of Article II.

Section 3 INVESTMENTS

Membership investments shall be at such rate or rates, schedule of formula as may be from time to time prescribed by the Board of Directors. Membership investment shall be billed annually in advance and may not be refunded.

Section 4 TERMINATION (Annual Meeting 10/24/89)

Any member may resign from the Chamber upon written request to the Chamber office. Any member may be expelled by the Chamber for nonpayment of dues unless otherwise extended for good cause.

Any member may be expelled by a two thirds vote of the Board of Directors present, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

Section 5 VOTING

In any proceeding in which voting by members is called for, each representative shall be entitled to one vote, and each member firm, association or corporation shall be entitled to a number of representatives determined by the amount of investment paid, not to exceed ten (10) representatives.

Section 6 EXERCISE OF PRIVILEGES

Any firm, association, corporation, partnership, or other business entity holding membership may nominate individuals, whom the holder desires to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its membership nomination upon written notice.

Section 7 ORIENTATION

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups; new directors, officers and directors, committee leaders, committees and new members.

Section 8 HONORARY MEMBERSHIP

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

ARTICLE III, MEETINGS

Section 1 ANNUAL MEETING

The annual meeting of the corporation, in compliance with State law, shall be held within 60 days after the end of each fiscal year. The time and place shall be fixed by the Board of Directors and Notice thereof shall be mailed to each member at least ten (10) days before said meeting.

Section 2 ADDITIONAL MEETINGS (General Membership Meetings, Board Meetings and Committee Meetings)

General meetings of the chamber of commerce may be called by the Chairman of the Board at any time, or upon petition in writing of any 5% of the members in good standing. (a) Notice of special meetings shall be mailed to each representative at least (5) five days prior to such meetings; (b) Board meetings may be called by the Chairman of the Board or by the Board of Directors upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least one (1) day prior to said meeting; (c) Committee meetings may be called at any time by the President, Chairman, respective department vice chairman, or by the committee's leader.

Section 3 QUORUMS

At any duly called General Meeting of the chamber 25 members in good standing shall constitute a quorum; a majority of directors present shall constitute a quorum of the Board of Directors, at Committee Meetings, a majority shall constitute a quorum except when a Committee consists of more than nine (9) members, five (5) shall constitute a quorum.

Section 4 BOARD OF DIRECTORS MEETINGS

Written notice of regularly scheduled Board of Director meetings must be given at least (5) five days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all regular meetings. A detailed outline for preparation of both shall be a part of this organization's policy manual.

ARTICLE IV, BOARD OF DIRECTORS

Section 1 COMPOSITION OF THE BOARD

The Board of Directors shall be composed of 21 members, seven of whom shall be elected annually to serve for three (3) years, or until their successors are elected and have qualified. The government and policy making responsibilities of the chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

Section 2 SELECTION AND ELECTION OF DIRECTORS

A. Nominating Committee. At the regular April Board meeting, the Chairman of the Board shall appoint, subject to approval by the Board of Directors, a Nominating Committee of five members of the Chamber. One member of the Nominating Committee shall be a hold over Director of the Chamber; the remaining four (4) members of the

Nominating Committee shall be members of the Chamber in good standing but shall not then be an officer or director. The President shall serve in an ex officio capacity on this Committee. The chairman shall designate the Head of the Committee.

Prior to May 15th, the Nominating Committee shall present to the President, a slate of seven candidates to serve three year terms, to replace the Directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. No Board member who has served two consecutive three year terms, is eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored.

B. Publicity of Nominations. Upon receipt of the report of the Nominating Committee, the President shall immediately notify the membership by mail, of the names of persons nominated as candidates for directors, and the right of petition.

C. Nominations by Petition. Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least 15 qualified representatives of the Chamber. Such petition shall be filed, with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

D. Determination. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of seven candidates shall be declared elected by the Board of Directors at their regular June Board meeting.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for seven candidates only. The President shall mail this ballot to all active representatives at least 10 days before the regular June Board Meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the chamber office within ten days. The Board of Directors shall at their regular June Board meeting, declare the seven candidates with the greatest number of votes, elected.

E. Judges. The Chairman of the Board shall appoint, subject to the approval of the Board of Directors, at least 3, but not more than 5 judges who are not members of the Board of Directors or candidates for election. Such judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the Board of Directors.

Section 3 SEATING OF NEW DIRECTORS

All newly elected Board members shall be seated at the regular August Board meeting and shall be participating members as of the beginning of the next fiscal year. Retiring Directors shall continue to serve until the end of the current fiscal year.

Section 4 VACANCIES

A member of the Board of Directors who shall be absent from two (2) consecutive regular meetings of the Board of Directors shall consult with the Chairman for evaluation of commitment to the Chamber Board, unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof. Vacancies on the Board of Directors, or among the Officers, shall be filled by the Board of Directors by a majority vote.

Section 5 POLICY (Statements of position on issues)

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. They are also responsible for adopting all policies of the organization. These policies shall be maintained in a Policy Manual, to be reviewed annually and revised as necessary.

Section 6 MANAGEMENT

The Board of Directors shall employ a President and shall fix the salary and other considerations of employment.

Section 7 LIMITATION OF DIRECTOR LIABILITY (Annual Mtg. 10/15/87)

To the full extent permitted by the Corporate Directors' Liability Act as enacted in the Commonwealth of Pennsylvania (Act of Nov. 28, 1986, P.L. 1458, No. 145) as the same exists or may here after be amended, a director of this corporation shall not be personally liable for monetary damages for any action taken or any failure to take any action unless such action or inaction constitutes both: (a) a breach of or failure to perform his duties in compliance with the standards of fiduciary care prescribed in the Directors' Liability Act; and (b) self dealing, willful misconduct or recklessness. However, the aforementioned limitation of liability will not apply to: (a) the responsibility or liability of a director pursuant to any criminal statute; or (b) the liability of a director for the payment of taxes pursuant to local, State, or Federal law.

ARTICLE V, OFFICERS

Section 1 OFFICERS NOMINATING COMMITTEE (Annual Meeting - 10/16/97)

A Nominating Committee comprised of the Immediate Past Chairman, Chairman of the Board, the Senior Vice Chairman, the President (ex-officio), two directors who are not officers of the Chamber, and one member at large shall be appointed by the Chairman of the Board at the regular June meeting with the approval of the Board of Directors. The Immediate Past Chairman shall serve as Chairman.

Section 2 DETERMINATION OF OFFICERS

The Board of Directors, at its regular August meeting, shall reorganize for the coming year. The Officers Nominating Committee shall present a slate of officers. At this meeting, the Board shall elect the Chairman and as many Vice Chairmen as is deemed necessary to conduct the activities of the Chamber, and a Secretary/Treasurer. Officers will be elected from members of the new Board. The Chairman of the Board shall serve no more than two consecutive, one-year terms. The Senior Vice Chairman shall be an individual whose term on the Board would allow him/her to assume the duties of the Chairman's position upon the completion of the Chairman's term of office. All officers shall serve for a term of one (1) year or until their successors assume the duties of office, and they shall be voting members of the Board of Directors. Incoming directors will be eligible to vote on the determination of officers.

Section 3 DUTIES OF OFFICERS (Annual Meeting 10/24/89)

A. The Chairman of the Board shall serve as the chief elected officer of the chamber of commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee.

The Chairman of the Board shall, with the advice and counsel of the President, assign Vice Chairmen to responsibility, subject to Board of Directors approval.

The Chairman of the Board shall, with advice and counsel of Vice Chairmen and the President, determine all committees, select all committee leaders, assist in the selection of committee personnel.

B. Senior Vice Chairman. The Senior Vice Chairman shall serve as the "Chairman Elect" exercising the powers and authority to perform the duties of the Chairman of the Board in the absence or disability of the Chairman of the Board. The senior vice chairman shall have under his immediate jurisdiction his divisional duties.

C. Vice Chairmen. The duties of the Vice Chairmen shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the Board Chairman and Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their duties.

D. Secretary/Treasurer. The Secretary/Treasurer shall be responsible for the safeguarding of all funds received by the chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the Secretary/Treasurer and the President, or in the absence of either or both, by any two (2) Officers. The Treasurer shall cause a monthly financial report to be made to the Board.

E. President. The President shall be the chief administrative and executive officer. The President shall serve as a secretary to the Board of Directors, and cause to be prepared notices, agendas, and minutes of meetings of the Board.

The President shall serve as advisor to the Chairman of the Board and Executive Committee on program planning, and shall assemble information and data and cause to be prepared special reports as directed by the Program of the Chamber.

The President shall be a non voting member of the Board of Directors, the Executive Committee and all committees.

With the assistance of the Vice Chairmen, the President shall be responsible for administration of the program of work in accordance with the policies and regulations of the Board of Directors.

The President shall be responsible for hiring, discharging, directing and supervising all employees.

With the cooperation of the Executive Committee, the President shall be responsible for the preparation of an operating budget covering all activities of the chamber, subject to approval of the Board of Directors. The President shall also be responsible for all expenditures with approved budget allocation.

Section 4 EXECUTIVE COMMITTEE (Annual Meeting 10/15/87)

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions. It shall be composed of the Chairman of the Board, Past Chairman of the Board (who shall serve in an ex officio capacity on the Executive Committee whether or not his/her term on the Board of Directors has expired), Senior Vice Chairman, Vice Chairmen, Secretary/Treasurer and the President. The Chairman of the Board will serve as head of the Executive Committee.

Section 5 VACANCIES

In the case of a vacancy in the office of Senior Vice Chairman, Vice Chairmen or Secretary/Treasurer, the Chairman of the Board shall appoint, with Board approval, a director to fill the unexpired term of the officer.

ARTICLE VI, COMMITTEES AND DIVISIONS

Section 1 APPOINTMENT AND AUTHORITY

The Chairman of the Board, with aid and advisement from the President, Vice Chairmen, shall appoint all committees and committee leaders. The Chairman of the Board may appoint such ad hoc committees and their leaders as deemed necessary to carry out the program of the chamber. Committee appointments shall be at the will and pleasure of the Chairman of the Board and shall serve concurrent with the term of the appointing Chairman of the Board.

It shall be the function of committees to make investigations, conduct studies and, hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

Section 2 LIMITATION OF AUTHORITY

No action by any member, committee, employee, director, or officer shall be binding upon, or constitute an expression of, the policy of the chamber until it shall have been approved or ratified by the Board of Directors.

Committees shall be discharged by the Chairman of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

Section 3 TESTIMONY

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee leaders, or in their absence, whom they designate as being familiar enough with the issue to give testimony to, or make presentations before, civic and governmental agencies.

Section 4 DIVISIONS

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the chamber.

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such

divisions, bureaus, departments, councils, or subsidiary corporations, including collection and disbursement of funds.

No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

ARTICLE VII, FINANCES

Section 1 FUNDS

All money paid to the Chamber shall be placed in a general operation fund. Unless designated by the Board for a specific program or fund, revenues unused from the current year's budget will be placed in a reserve account.

Section 2 DISBURSEMENTS

Upon approval of the budget, the President is authorized to initiate disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check.

Section 3 FISCAL YEAR

The fiscal year of the Chamber shall close on August 31st.

Section 4 BUDGET

After the election of the new Board of Directors and Officers, the Budget Committee shall adopt the budget for the coming year and submit it to the Board of Directors for approval by the August Board of Directors Meeting.

Section 5 ANNUAL FINANCIAL REVIEW (Annual Meeting 10/18/84)

The balance sheet and the related statement of income, related earnings, and changes in the financial position of the Chamber of Commerce shall be reviewed annually in accordance with standards established by the American Institute of Certified Public Accountants as of the close of business on August 31st by a public accountant. This financial review shall at all times be available to members of the organization within the offices of the Chamber.

Section 6 BONDING

The President and such other Officers and Staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

ARTICLE VIII, DISSOLUTION

Section 1 PROCEDURE

The chamber shall use its funds only to accomplish the objectives and purposes specified in these by laws, and no part of said funds shall inure, or be distributed, to the members of the chamber. On dissolution of the chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501 (c) (3).

ARTICLE IX

Section 1 PARLIAMENTARY AUTHORITY

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or By laws of the chamber.

ARTICLE X, AMENDMENTS

Section 1

These By Laws may be amended by a majority vote of the members in good standing in attendance at any regular meeting, or at any special meeting called for that purpose, provided that any proposed amendment or amendments shall be plainly stated in the call of the meeting at which the same are to be considered and vote upon.

Section 2

Notice of any meeting, regular or special, at which amendments to these By Laws are to be considered must be given at least ten (10) days prior to the time of the meeting.

ARTICLE XI, INDEMNIFICATION OF OFFICERS, DIRECTORS AND EMPLOYEES

To the full extent permitted by the laws of the Commonwealth of Pennsylvania, as they exist on the date hereof or as they may here after be amended, the corporation shall indemnify any person (an 'Indemnitee') who was or is involved in any manner (including, without limitation, as a party or witness) in any threatened, pending or completed investigation, claim, action, suit or proceeding, (whether civil, criminal, administrative, arbitrative, legislative or investigative) including without limitation, any action, suit or proceeding by or in the right of the corporation to procure a judgement in its favor (a 'Proceeding'), or who is threatened with being so involved, by reason of the fact that he or she is or was a director, officer or employee of the corporation or, while serving as a director, officer or employee of the corporation, is or was at the request of the corporation also serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against all expenses (including attorney's fees), judgements, fines, penalties, excise taxes and amounts paid in settlement actually and reasonably incurred by the Indemnitee in connection with such Proceeding, provided that there shall be no indemnification hereunder with respect to any settlement or other non adjudicated disposition of any threatened or pending Proceeding unless the corporation has given its prior consent to such settlement or disposition. The right of indemnification created by this Article shall be a contract right enforceable by an Indemnitee against the corporation, and it shall not be exclusive of any other rights to which an Indemnitee may otherwise be entitled. The provisions of this Article shall inure to the benefit of the heirs and legal representatives of an Indemnitee and shall be applicable to Proceedings commenced or continuing after the adoption of this Article, whether arising from acts or omissions occurring before or after such adoption. No amendment, alteration, change, addition or repeal of or to these By Laws shall deprive any Indemnitee of any rights under this Article with respect to any act or omission of such Indenture occurring prior to such amendment, alteration, change, addition or repeal.