

Milton Hershey School
Alumni Association
Amended and Restated By-Laws



March 10, 2018

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AMENDED AND RESTATED BY-LAWS OF THE MILTON HERSHEY SCHOOL ALUMNI ASSOCIATION

ARTICLE I – Name

The name of the organization shall be the Milton Hershey School Alumni Association. (Sometimes hereafter referred to as the "Association")

ARTICLE II - Place of Business

The Association's principal place of business shall be located in Hershey, Dauphin County, Township of Derry, Pennsylvania. Nothing in this Article shall limit the Association from conducting business, including without limitation the holding of meetings, in other locations in person or via other means of communication, including without limitation telephone, videoconferencing, intranet, and internet and/or in person consistent with these By-Laws.

ARTICLE III – Purpose

The purpose of the Association, as a strong, vigilant and independent organization, shall be to research, understand, preserve, strengthen and promote the philanthropy of Milton and Catherine Hershey among all Milton Hershey School alumni, administrators, students, teachers, house parents, managers, and other members of the Milton Hershey School family in order to enhance the benefits of educational, residential, recreational, and socially conscientious programs for beneficiaries of the Milton Hershey School Trust in furtherance of and consistent with a common commitment to pursuing the original charitable intent of Milton and Catherine Hershey as set forth in the Deed of Trust documents.

ARTICLE IV – Membership

Section One. Membership.

A. General. There are five (5) categories of membership in the Association (Regular Member, Life Member, Honorary Member, Affiliate Member and Special Member, as each is defined in Article IV, Section Two below). Each membership category has different criteria for becoming and remaining as a member of the Association, each category of membership carries with it certain rights as a member and each category of membership is subject to ineligibility at any time pursuant to Article IV, Section One, subparagraph B and other applicable provisions of these Bylaws.

B. Ineligibility Based on Harm/Abuse of a Child. Any member or non-member who has been convicted in any court of competent jurisdiction of any crime involving the abuse and or harm to any child shall be ineligible for membership in the Association. Furthermore, upon notice to the Association that a member has been so convicted (to be confirmed by the membership committee

or Executive Committee}, the Association will immediately take the necessary steps to inform the now ineligible member in writing on the Association's letterhead that s/he: (a) is officially notified of his/her ineligibility to be a member of the Association per these By-Laws and no longer has any of the rights attendant to members in good standing of the Association; (b) may no longer (1) partake of any resources provided by the Association or any chapter of the Association, (2) participate in or be present at any function, event or activity in which one or more MHS students are or could be present, or (3) attend or participate in, in any manner whatsoever, any functions, events, ceremonies, or recreational, fundraising, educational, artistic, musical, social or other activities, or any on-line activities, web apps or other social media functions, events or activities. that are in any way sponsored, organized. conducted, coordinated. run, held, paid for or that are facilitated, participated in or overseen by, the Association or any chapter of the Association, in each case, of any kind or nature whatsoever and regardless of where any of the foregoing may occur, take place or be held or conducted. Including, but not limited to, on any property or interest therein owned, used, shared or leased by, or rented or licensed to, the Association, any chapter of the Association and/or Milton Hershey School, and (c) will have his/her name removed from all registers and all official correspondence to include direct mail, email, and social media.

Section Two. Categories of Membership.

A. Regular Members. A regular member of the Association ("Regular Member") shall be any person who has received a high school diploma or an official certificate of attendance and achievement from Milton Hershey School, including those students who may have left Milton Hershey School early to serve in World War II or who were members of the Association at any time prior to the first date on which the original By-Laws for the Association became effective, and who has paid the annual membership dues for the current membership year if such dues are then required to be paid to the Association. Regular Members shall have all rights of membership during the membership year.

B. Life Members. A life member ("Life Member") is any Regular Member or Affiliate Member who has paid the life membership dues and/or fees then set by the Board of Directors of the Association and otherwise satisfies the requirements of Article IV, Section Six. Life Members shall not be required to pay any additional membership dues consistent with Article IV, Section Four of these By-Laws. Life Members shall have all rights of their respective membership category in the Association during each membership year during and after the year that they have paid their life membership dues in full.

C. Honorary Members. An honorary member ("Honorary Member") shall be any person who has performed some single service for Milton Hershey School and/or the Association and who is elected as an Honorary Member in accordance with the provisions of this Article IV, Section Two, subparagraph C. Honorary Members shall have the following rights: (i) Honorary Members shall be exempt from paying any dues to the Association, (ii) one (1) Honorary Member (to be elected by the honorary chapter) is permitted to serve as a director on the board of directors of the Association as the honorary chapter representative and such Honorary Member shall be entitled to vote on all matters presented for vote by the board of directors of the Association in accordance with these By-Laws, provided, however, no Honorary Member shall be permitted to hold any elected officer position on the board of directors for the Association, and (iii) Honorary Members shall have all other rights of membership not inconsistent with the foregoing provisions.

1. Eligibility for Honorary Membership. Any person who has been employed by Milton Hershey School, who has served on the Milton Hershey School Board of Managers, or was directly employed by the Association for a period of not less than ten (10) years, and is no longer employed by Milton Hershey School or the Association (e.g. retirement or career change), shall be eligible for honorary membership in the Association. Periods of absence for civil or military federal, state and/or local government service shall be included as time employed in the service of the Milton Hershey School. "Milton Hershey School" is defined as the board of managers, the administrative staff, the faculty, the house parents and all other support personnel of the Milton Hershey School. Said service to Milton Hershey School, service on the board of managers of the Hershey Trust, or to the Association for a period of not less than ten (10) years shall be considered a "single service" as that term is used in Article IV, Sections One and Two herein. The term "single service" as used herein shall not mean the mere making of financial donations and/or contributions to the Association.

2. Nominations for Honorary Membership. Every nominee for honorary membership must be sponsored by a life or regular member. All nominations for honorary membership shall be:

- a. Presented to the Association board of directors, through its recording secretary and/or chairperson of the membership committee; and
- b. Shall be in typewritten format and shall contain specific information about the candidate's educational, career, and single service experiences that warrant consideration of the candidate as an honorary member of the Association.

Both the recording secretary and chairperson of the membership committee shall acknowledge the receipt of the nomination and take action on the nomination by duly considering the nomination and making a recommendation to the board of directors at the next regularly scheduled meeting of the board of directors.

3. Election of Honorary Members. All nominations for honorary membership shall be presented from time to time to the board of directors by the chairperson of the membership committee or by his/her designated member of the membership committee, at any regularly scheduled meeting of the board of directors. Upon appropriate written motion made by the chairperson of the membership committee, or by his/her designated member of the membership committee and seconded by another member of the membership committee, the board of directors shall conduct a separate vote for each nomination for honorary membership. A three-fourths vote in favor of each individual honorary membership nomination shall be required for the individual nomination for honorary membership to be approved. Upon confirmation of a three-fourths vote in favor of the nomination, the honorary membership nominee shall be considered an honorary member of the Association effective immediately with all rights attendant thereto as described in these By- Laws.

4. Notification and Records. The President and/or Vice President of the board of directors, or their designee, shall advise the nominees of the vote and action taken on his/her nomination regardless of outcome of the vote. The results of the vote shall be made part of the permanent records of the Association by the recording secretary. Official notification to the membership of those selected for honorary membership during the preceding year shall occur at the annual homecoming meeting of the membership and/or during the related homecoming banquet. Failure to make said notification will not invalidate the honorary member's election

D. Affiliate Members.

1. Who are Affiliate Members. An affiliate member ("Affiliate Member") shall be any person who is:

- (a) a spouse, sibling and/or descendant of a Life Member, a Regular Member or an Honorary Member;
- (b) a retiree from Milton Hershey School;

(e) a former student who was previously enrolled at Milton Hershey School but who has not received a high school diploma or an official certificate of attendance and achievement from Milton Hershey School; or

(c) an executive or retired executive of any of the businesses or other Hershey based non-profit organizations started by Milton and/or Catherine Hershey and who has paid the annual membership dues for the current membership year.

2. Affiliate Member Dues. Affiliate Members shall be required to pay annual dues as such dues are required by the board of directors of the Association. Affiliate Members may also opt to become Life Members by paying the amount prescribed for life membership as provided in Article IV, Sections Four and Section Six.

3. Limitations. Affiliate members shall have all rights of membership in the Association except as follows:

(a) They shall not be entitled to vote in any election or on any matter presented to the Association board of directors for a vote;

(b) They shall not be permitted to serve on the board of directors;

(c) They shall not be permitted to serve as an officer on the board of directors; and

(d) They shall not be entitled to receive any benefit from the Trust otherwise extended by the Trust to those members who have received a high school diploma or an official certificate of attendance and achievement from Milton Hershey School.

E. Inactive Members. An inactive member shall be any member that has not paid his/her annual dues during any membership year in which such dues are required to be paid. Inactive members shall not be entitled to any rights of membership in the Association. An inactive member shall not be entitled to vote for any election or on any issue and shall not be permitted to serve on the board of directors as an officer or in any position whatsoever. An inactive member can reinstate their status as a regular member or an affiliate member by making full payment of the annual dues for the then current membership year.

F. Special Members. Special ("Special Members") shall be those persons and/or entities that do not otherwise qualify for membership but who have contributed \$5,000.00 in a given year to Association programs. Special members shall have a limited membership for the year in which such donation was made. Special members shall have no rights of membership including no right to vote at any election or on any Association business and no right to serve on the board of directors as an officer of the Association or in any such capacities for a chapter or any committee.

Section Three. Induction to Membership.

Upon graduation from Milton Hershey School and upon receipt of a high school diploma from Milton Hershey School, or upon graduation from a different high school or receipt of a "GED" by a person who has received an official certificate of attendance and achievement from Milton Hershey School, each graduate or certificate holder shall be inducted into the Association as a regular member. In conjunction with Milton Hershey School, the Association president, or his/her designee, shall, on the same day as commencement from the Milton Hershey School, officially induct all members of the graduating class into the Association as regular members. Other eligible members will be inducted into membership in the Association upon notice from the Association of its receipt of satisfactory proof of eligibility.

Section Four. Dues.

Annual dues payable to the Association shall be established by the board of directors for the membership year which shall begin on January 1 and end on December 31 of the same year. All rights and privileges of the Association shall be conferred upon life and regular members who have paid dues for such current membership year; each person who has become a life member shall be deemed to have

paid dues for each membership year occurring during such life member's lifetime. Association Members shall remit their dues to the Association treasurer within the time specified by the board of directors when there is a written request from the board of directors for payment of such dues. Nothing herein shall prevent a chapter from requiring a payment of separate reasonable dues to participate in that chapter.

A. Dues. The dues payable to the Association shall be determined by the board of directors from time to time as the board of directors deems appropriate consistent with the following:

1. **Life Membership.** Dues to the Association shall be determined in accordance with Article IV, Section Six of these By-Laws.
2. **Regular Membership.** Dues to the Association shall be determined from time to time by vote of the Association's board of directors. Regular members who have received a high school diploma or an official certificate of attendance and achievement from Milton Hershey School within the five (5) years prior to the current membership year shall not be required to pay any dues until the sixth (6th) anniversary of the date that they received a high school diploma or an official certificate of attendance and achievement from Milton Hershey School.
3. **Honorary Membership.** There shall be no annual dues to the Association for honorary members.
4. **Affiliate Membership.** Dues to the Association shall be determined from time to time by vote of the Association's board of directors.
5. **Special Membership.** There shall be no annual dues for special members.
6. **Chapters.** Dues to the Association from each chapter shall be determined from time to time by vote of the Association's board of directors. Said dues shall be paid to the Association no later than the first regularly scheduled meeting of the board of directors during the membership year. Dues payable to a chapter from its members may be determined by each chapter and nothing herein is intended to limit a chapter's ability to assess dues to its members as the chapter deems necessary and appropriate so long as such dues are not contrary to these By-Laws and are not in violation of any federal and/or state laws in the jurisdiction where the chapter is located; provided, however, that in the interest of ensuring that (a) such fees reflect an appropriate exchange in value between each chapter and such chapter's members, and (b) all members of the Association are treated in a consistent and fair manner by chapters, each chapter's fees for a particular calendar year must be approved in advance by the Association's board of directors for the applicable calendar year.

B. Waiver of Dues. The Association's board of directors may elect to waive dues for a specifically identified period of time for each category of membership, including chapters, except that life member dues shall not be waived for any period of time and Life Members shall not be entitled to reimbursement for any portion of the amount paid for Life Membership based on any waiver or suspension of dues from other categories of membership. Any such waiver of dues must be voted on and approved by a two-thirds vote of the board of directors.

C. Good Standing versus Delinquency of Dues. Dues shall be due and payable as stated in Article IV, Section Four and Section Six of these By-Laws. A member and/or chapter shall be considered in good standing with the Association when his/her and/or its dues are paid in full in a timely manner as required by the board of directors. If a member's dues are not paid on, prior to, or within two months following their respective due date, the delinquent membership shall automatically be considered inactive subject to Article IV, Section Two, subparagraph E of these By-Laws. If a chapter's dues are not timely paid, the board of directors shall give written notice to the chapter to make full payment of the delinquent dues within thirty days of the date of the written notice. If the chapter fails to make full payment within thirty days of the date on the written notice, the chapter's rights to participate and vote in board matters will be automatically suspended until such time as the delinquent dues are paid in full. The board of directors may assess a late fee in accordance with any late fee schedule adopted by the board of directors.

D. Resignation of Membership. Members may resign by sending a letter of resignation to the recording secretary of the Association before dues, if any are required, become due for the year in which the resignation is submitted. If dues are delinquent at the time the resignation letter is received, the member shall not be considered to be in good standing at the time of their resignation. Resigning as a member does not give rise to any obligation on the part of the Association to return any dues or late fees, whether for a Life Member, a Regular Member, an Affiliate Member, a chapter or otherwise.

E. Reinstatement of Good Standing after Resignation or Delinquency of Payment. Any member who has resigned his/her membership or otherwise failed to comply with Article IV, Section Four, subparagraph C of these By Laws, may seek reinstatement of good standing in the Association by submitting to the board of directors a written request for reinstatement of good standing to the Association along with full payment of any dues (and late fees if required by the board of directors from time to time) that were assessed for the year during which the request for reinstatement is submitted together with, if applicable, any amounts delinquent at the time of a member's resignation. The board of directors will consider all such written requests for reinstatement of good standing at the regularly scheduled meeting first occurring after the request has been received by the board of directors or through other electronic means at the discretion of the Executive Committee. So long as such person meets the applicable eligibility requirements and has paid any applicable dues and/or late fees for the current year, the board of directors shall grant such request for reinstatement of good standing.

Section Five. Contest of Eligibility.

The eligibility for membership may be contested by any life member, regular member, or honorary member who is in good standing with the Association. Any contest of eligibility shall be in writing submitted to the recording secretary of the Association. The Association board of directors shall consider the written contest of eligibility at the next regularly scheduled board meeting during a closed session not open to the general membership. The person whose eligibility is being contested shall be invited to the board meeting in which the contest of eligibility is scheduled to be considered and said person shall be given a full and complete opportunity to respond to the contest of eligibility by presenting appropriate documentation and/or testimonial support for his/her membership status during a closed session not open to the general membership. All contests of eligibility shall be decided by a majority vote of the board of directors taken during a closed session not open to the general membership. The person whose membership was contested shall be notified in writing by the recording secretary of the results of the contest of eligibility and said results shall be duly recorded by the recording secretary in the records of the Association, but not in the meeting minutes.

Section Six. Life Membership.

Life membership in the Association may be obtained by any person otherwise eligible to be a regular member or Affiliate Member of this Association upon receipt by the Association of the full payment of life membership dues payable to the Association as determined by the board of directors from time to time and as the board of directors deems appropriate for each category. Life membership dues may be paid in no more than five (5) installments over five (5) years (or such other schedule as is determined from time to time by vote of the Association's board of directors) with minimum payments in the amount of the lesser of (a) the total amount due or (b) One Hundred Dollars (\$100.00) each year (or such other amount as is determined from time to time by vote of the Association's board of directors). Annual simple interest shall accrue at five percent (5%) (or such other amount as is determined from time to time by vote of the Association's board of directors) on any unpaid balance until such balance and interest are paid in full. In the event that a life membership is paid in full in a lump sum payment made at the time that life membership is requested, the Association shall apply a ten percent (10%) (or

such other amount as is determined from time to time by vote of the Association's board of directors) discount to the life membership dues.

ARTICLE V - Board of Directors

Section One. Composition.

As of the date of the board of directors' organizational meeting, as defined in Article VII, Section One, subparagraph B of these By-Laws, the board of directors shall be composed of not less than fifteen (15) directors. At any time not less than fifty percent (50%) of the directors shall have been elected by the life, regular, and/or honorary members of the Association at large at the annual homecoming elections. Each chapter of the Association that is in good standing with the Association shall have the right to elect one (1) representative to serve on the board of directors as a chapter representative director. The chapter representative director must have been elected by the chapter pursuant to an election held by the chapter consistent with and in accordance with Article IX of these By-Laws. Changes in the composition of the board of directors whether resulting from the removal of a director pursuant to Article VI, Section Six of these By-Laws or from the resignation of a director, shall be permitted for a limited period of time until the annual homecoming elections as described in Article V, Section Six, subparagraph B of these By-Laws.

Section Two. Eligibility for Directors.

Any life, regular, and one honorary member of the Association who has not been convicted in any court of competent jurisdiction of any crime involving the abuse and/or harm to any child and who is not currently serving any sentence, probation or otherwise, for a conviction of a felony crime, shall be eligible to serve on the board of directors so long as they have not served in three (3) consecutive terms as set forth in Section Four of this Article V. The only honorary member that shall be eligible to serve on the board of directors shall be the elected chapter representative from the honorary chapter. Chapter representatives shall be exempted from the three (3) consecutive terms portion of this eligibility requirement.

A. Definition of Director. A Director is a member elected to the board of directors by the membership at large and serving his/her term. Directors have full voting rights unless otherwise described in these By-Laws and may serve as officers of the board subject to the qualifications described in Article VI, Section Three, and Subsection C1.

B. Definition of Board Elected Director. A board elected director is a member nominated in a special election who receives a majority vote of the board and is appointed to fulfill a vacated director's seat. Once appointed a board elected director has full voting rights and may serve as an officer of the board. Board elected director's terms will run as described at Article V, Section Five, and Subsection C.

C. Definition of Director Elect. A director elect is a member elected at the most recent regularly scheduled homecoming election. A director elect has limited voting rights until their term officially begins on January 1 of the calendar year which next follows the annual homecoming meeting.

D. Chapter Representative Director. Chapter representative directors are directors elected at the chapter level but are not considered directors elected by the membership at large for purposes of meeting the board composition as described at Article V, Section One.

E. Definition of Director Emeritus. A director Emeritus is an honor bestowed upon a member per these by-laws at Article V, Section Seven. A Director Emeritus has full voting rights unless otherwise described in these by-laws. Since a director Emeritus is an honorary position it is not included in the computation of the board's composition.

Section Three. Responsibilities.

The board of directors shall be responsible for the management and administration of the Association in all respects and for all purposes. The board of directors shall determine the compensation for an executive director, if any, and any other personnel or consultants retained by the organization. The board of directors shall have the power to conduct the business of the Association except that which is retained by the membership as provided in these By-Laws. Only the board of directors has the authority to enter into oral and/or written contracts that bind the Association. The board of directors shall be responsible for adoption of the annual budget. Meetings of the board of directors shall be as provided in Article VII of these By-Laws.

Section Four. Term.

The term of a director elect, elected at the annual homecoming meeting, shall commence on January 1 of the calendar year which next follows the annual homecoming meeting. Elected members of the board of directors shall serve for a term of three (3) years. Directors may serve no more than three (3) consecutive terms. Chapter representative directors shall be exempted from these term limitations. A director whose term is ending in the same year that s/he is serving as the vice president shall be exempted from this term limitation and is eligible to serve as president, and if nominated and approved, he or she shall be eligible in the following year to serve as past president as provided in Article VI Section Two Subparagraph B of these By-laws.

Section Five. Vacancies.

A. Director Vacancies. A director vacancy(ies) shall be filled by the board of directors either in a special election or if the number of directors on the board still meets the requirements described in Section One of this Article, and the board so chooses, at the next scheduled annual homecoming elections.

B. Special Elections. In the event of a special election the board shall provide reasonable notice of the vacancy to the membership via written and/or electronic media and accept nominations from the membership within a reasonable period of time as determined by the board of directors. All nominees must satisfy the eligibility requirements set forth in Article V, Section Two of these By-Laws. Thereafter, the board of directors shall consider all nominations and conduct a vote.

C. Tie Votes. The nominee(s) receiving the most votes shall fill the vacancy(ies) as a board elected director and this process shall be repeated until all vacancies are filled. In the event of a tie for the most votes, there shall be a runoff of only the nominees tied for the most votes until such time as there is no longer a tie vote and a winner can be declared. This procedure shall be repeated until all vacant director positions are filled. Only current board members are entitled to vote.

D. Term of Board Elected Directors. Directors elected by the board to fill a vacated director seat will have a term that shall last only until the end of the term vacated by the departing director.

E. Term of Chapter Representative Directors. A chapter representative director position on the board of directors shall be filled by the chapter whose representative position on the board of directors was vacated, but only with another member of the same chapter who has satisfied all other membership and election requirements for the particular chapter.

Section Six. Nomination and Election of Directors.

The board of directors shall determine the number of directors to be elected to the board of directors by the Members of the Association subject to the composition requirements set forth in Section One of this Article V.

A. Nomination of Candidates.

1. **Nominating Committee.** A nominating committee shall be established consisting of the president of the Association, who shall serve as chairperson, the immediate past president, the vice president(s), and any other member of the board of directors selected by the president.
2. **Notifying the Membership.** The nominating committee, acting through the Association, shall be responsible for notifying all life, regular, and/or honorary members of the Association not later than May 1 of each year of the number of individuals to be elected to the board of directors and call for nominations of potential candidates. Each life, regular, and/or honorary member of the Association shall have the right to nominate as many persons as shall be elected in the ensuing election.
3. **Who May Nominate.** Any life, regular, and/or honorary member of the Association may nominate individuals for the board of directors providing that:
 - (a) Such nomination shall be in the hands of the chairperson of the nominating committee at least ninety (90) days prior to the annual homecoming meeting; and
 - (b) Such nomination must be accompanied by a written statement from the nominee indicating their willingness to serve on the board of directors if elected. Any life and/or regular member may nominate himself or herself to serve on the board of directors subject to the provisions of this Article V, Section Six of these By-Laws.
4. **Communications with Nominees.** The nominating committee shall thereafter be responsible for contacting all nominated individuals to confirm that they are willing and able to serve on the board of directors if elected.
5. **Communications with the Membership.** The nominating committee shall mail to all Life, Regular, and/or Honorary members of the Association at least forty (40) days prior to the annual homecoming meeting of the Association, the names of all individuals who were nominated and who are eligible, willing and able to serve on the board of directors if elected.
6. **Ballots.** The nominating committee shall be responsible to assure that printed ballots are prepared and turned over to the recording secretary not later than forty-five (45) days prior to the annual homecoming meeting. Association members may vote by mail as part of the Homecoming registration or may vote during designated times during the homecoming weekend.

B. Election of Directors.

1. **Election Committee Composition.** An elections committee consisting of a minimum of six (6) active members of the Association, none of whom shall be a candidate on the current year's ballot, shall be appointed by the chairperson of the nominating committee with the approval of the majority of the nominating committee. The chairperson of the nominating committee shall designate a member of the committee to be chairperson of the elections committee.
2. **Ballots.** The election committee shall present a ballot to each active member eligible to vote in a manner prescribed by the nominating committee and these By-Laws.
3. **Who May Vote** Any life, regular, and/or honorary member shall be eligible to vote for directors.
4. **Voting Deadline.** Voting shall be by written ballot and on an approved ballot as provided by the nominating committee. All ballots must be delivered to the elections committee (ballot box) by twelve o'clock noon (12:00 EST) on the Saturday of homecoming weekend.
5. **Voting by Mail.** Members may vote by mail on a ballot provided in the Homecoming registration material or in person during the weekend of the annual homecoming meeting. Any mail-in ballot must be received prior to five o'clock p.m. (5:00 p.m. EST) on the Friday of homecoming weekend. Any mail-in ballot not received prior to five o'clock (5:00 p.m. EST) on the Friday of homecoming weekend shall not be counted.
6. **Recording Mail-in Vote.** The recording secretary shall establish a list of all eligible members who voted by mail to ensure individuals do not vote twice.

7. **Tallying the Votes.** Those individuals who receive the highest number of votes cast shall be declared directors elect. (Coin Toss): In the event of a tie vote for a vacant director's seat the tie will be broken with a coin toss with the elder candidate calling heads or tails. The coin shall be provided and tossed by the chair of the elections committee.

8. **Announcing the Results.** The elections committee shall be responsible for tabulating the ballots and the chairperson thereof shall report the final results of the voting to the president of the board of directors who shall announce the election results at a time prescribed by the nominating committee.

Section Seven. Emeritus Directors.

The board of directors, with a two-thirds vote, may render honor to and elect any member who is in good standing to serve a term of three years as an emeritus director of the Association. An emeritus director may serve consecutive terms without limitation but will have to be appointed by the board of directors in accordance with this provision at the expiration of each three-year term. Subject to the voting limitation set forth below, the emeritus directors shall have full voting privileges as a director. Where there are more than two emeritus directors on the board of directors during a given term, only the two most senior emeritus directors, as determined by the earliest date of consecutive terms of appointment to the board of directors as an emeritus Director, shall have full voting privileges as a director. Any other Emeritus Director who is not one of the two most senior Emeritus Directors shall have no voting privileges. Emeritus Directors are subject to all other conditions and requirements of all other directors as set forth in these By-Laws.

ARTICLE VI- Officers

Section One. Officers.

The elected officers of the Association shall be a president, a vice president, a vice president/legal counsel, a vice president of communications, a treasurer, a recording secretary and a past president; provided, however, that once the term of a president ends in the normal course, such president shall immediately become the past president without the need for a vote regarding such past president's office. Two additional officers may be appointed by the board of directors to assist the elected officers in their duties. If there are appointed officers, they shall be known as assistant recording secretary and assistant treasurer. Additional non-board member officers may be appointed to the board upon recommendation from the executive committee and approval of the majority of the board of directors. The appointed officers shall not have a vote on any Association business unless otherwise entitled to a vote in some other capacity (such as being an elected member of the board of directors).

With the exception of vice president/legal counsel, only members of the board of directors shall be elected as officers. The vice president/legal counsel may be elected by the board of directors to serve as an officer of the board of directors even if s/he was not elected as a director by the membership or a chapter. All officers (other than appointed officers) shall be considered to be on the board of directors and shall have full voting rights. In addition to meeting the eligibility requirements set forth herein for membership, no director who has been convicted in any court of competent jurisdiction of any financial crime or any crime involving theft, misuse, misappropriation, conversion or mishandling of money shall be permitted to serve as an officer on the board of directors.

Section Two. Duties of Officers.

A. Duties of the President. The president shall chair the executive committee and shall preside at all meetings of the Association and the board of directors and perform all duties incident to this office. S/he shall, subject to the approval of the board of directors, appoint all Committee chairpersons and s/he shall be a member of all committees. S/he shall, at the annual meeting of the Association, and at such other time as s/he may deem proper, recommend to the membership or to the board of directors such matters and make such suggestions as may tend to promote the prosperity and increase the usefulness of the Association. The president, and or his/her designee, shall be the sole person(s) to speak officially in any public forum for and on behalf of the Association for all Association business. The president shall, with the vice president/legal counsel, oversee all litigation matters involving the Association. At the expiration of his/her term of office s/he shall deliver to the Association all books, papers, electronic data, digital data and any other property of the Association, including but not limited to computer related disks and records.

B. Duties of the Vice President. The vice president shall assume the duties of president in the absence of the president, and shall serve to assist the president in his/her duties for the good of the Association. The vice president shall chair meetings of the board of directors in the absence of the president, and shall assume the office of president in the event of resignation, disability or death of the president for the balance of the president's term. The vice president shall be considered for election by the board of directors at the organizational meeting to serve as president during the next term; provided, however, that such election as president of the Association must be confirmed by the new board of directors at their organizational meeting for such next term. A director whose term is ending in the same year that she or he is serving as the vice president shall be eligible to serve as president, and if nominated and approved, he or she shall be eligible in the following year to serve as past president as provided in Article VI, Section Two, Subparagraph B of these By-laws. At the expiration of his/her term of office s/he shall deliver to the Association all books, papers, electronic data, digital data and any other property of the Association, including but not limited to computer related disks and records.

C. Duties of the Vice President/Legal Counsel. The vice president/legal counsel shall be responsible for ensuring that all corporate legal filings of the Association and its chapters are filed with the appropriate authorities in a timely manner. The vice president/legal counsel shall work with the treasurer to ensure that all annual federal and state tax filings and payments, if any, are presented to the appropriate authorities in a timely manner, and shall be responsible for providing legal counsel and advice to the Association board of directors as legal issues may arise. The vice president/legal counsel shall assist the president in supervising and overseeing any and all litigation, lawsuits and/or claims involving the Association and/or its board of directors, or any other legal matter arising out of the Association's business in furtherance of and consistent with its purpose as stated in these By-Laws. In the event that it becomes necessary for the Association to retain outside legal counsel, the vice president/legal counsel shall make recommendations to the Association board of directors for the appointment of outside counsel after due diligence consideration of qualifications, experience, fees, and pro bono policy factors. The vice president/legal counsel shall further assist the president in legal matters as the president or the board of directors deems appropriate for the benefit or good of the Association, and its board of directors, officers, and members. At the expiration of his/her term of office s/he shall deliver to the Association all books, papers, electronic data, digital data and any other property of the Association, including but not limited to computer related disks and records.

D. Duties of the Vice President of Communications. The vice president of communications shall assist the Association as requested by the president in officially speaking on behalf of the Association about Association business. The vice president of communications shall work with the president and the chairperson of the communications committee regarding all communications to the members of the

Association about Association business via the Association's website, newsletters, magazines, and all other communication media. The vice president of communications shall further assist the Association with communication matters as the president deems appropriate for the benefit and good of the Association, and its board of directors, officers, and members. At the expiration of his/her term of office s/he shall deliver to the Association all books, papers, electronic data, digital data and any other property of the Association, including but not limited to computer related disks and records.

E. Duties of the Treasurer. The treasurer shall be responsible for the collection of dues and for receipt and deposit of financial contributions and income into accounts in the name of the Association at such banks and financial institutions as the board of directors shall direct. The treasurer shall keep accurate records of monies received and expended and shall submit written financial reports to the Association at board meetings. In carrying out his/her duties, the treasurer shall be responsible for accurately accounting for all Association funds maintained in accounts of the Association including funds held in trust for the Association by chapters, by the Heritage Foundation and all other entities affiliated with the Association. At the end of each fiscal year, the treasurer shall be responsible for securing the services of an independent certified public accountant to conduct a review or a compilation or an audit of the Association's financial records including the financial accounts of each chapter, of the Heritage Foundation and all other entities affiliated with the Association as the board of directors may authorize. The treasurer shall be a member of the finance committee, and shall prepare and submit a yearly budget for adoption by the board of directors at such time as the board of directors shall direct. The treasurer shall further assist the Association with other matters as the president deems appropriate for the benefit and good of the Association, and its board of directors, officers, and members. At the expiration of his/her term of office s/he shall deliver to the Association all books, papers, electronic data, digital data and any other property of the Association, including but not limited to computer related disks and records.

F. Duties of the Recording Secretary. The recording secretary shall be responsible for keeping accurate minutes of meetings of the executive committee, the board of directors and the members. The recording secretary shall be responsible for keeping an accurate account of all resolutions and/or motions approved and/or adopted by the board of directors or the members. The recording secretary shall have custody of the corporate seal if there shall be one. The recording secretary shall be responsible for sending notices of meetings and letters of appointment to committees. The recording secretary shall notify persons who have applied for membership of their acceptance or denial as stated in Article IV hereof. The recording secretary shall have other duties to further assist the Association with other matters as the president deems appropriate for the benefit and good of the Association, and its board of directors, officers, and members. At the expiration of his/her term of office s/he shall deliver to the Association all books, papers, electronic data, digital data and any other property of the Association, including but not limited to computer related disks and records.

G. Duties of the Past President. The past president shall be a member of the executive committee and shall serve to assist the president in his/her efforts as the president deems necessary and appropriate for the benefit and good of the Association, its board of directors, officers and members. At the expiration of his/her term of office s/he shall deliver to the Association all books, papers, electronic data, digital data and any other property of the Association, including but not limited to computer related disks and records.

H. Duties of the Appointed Assistant Recording Secretary. If an assistant recording secretary is appointed in accordance with this Article VI, Section One of these By-Laws, the assistant recording secretary shall assist the recording secretary with the recording secretaries' duties. The assistant recording secretary shall further assist the Association with matters as the president deems appropriate for the benefit and good of the Association, and its board of directors, officers and members. The assistant recording secretary shall not be entitled to vote on any Association business unless otherwise entitled to a vote in

some other capacity on the board of directors. At the expiration of his/her term of office s/he shall deliver to the Association all books, papers, electronic data, digital data and other property of the Association, including but not limited to computer related disks and records.

I. **Duties of the Appointed Assistant Treasurer.** If an assistant treasurer is appointed in accordance with this Article VI, Section One of these By- Laws, the assistant treasurer shall assist the treasurer with the treasurer's duties. The assistant treasurer shall further assist the Association with matters as the president deems appropriate for the benefit and good of the Association, and its board of directors, officers and members. The assistant treasurer shall not be entitled to vote on any Association business unless otherwise entitled to a vote in some other capacity on the board of directors. At the expiration of his/her term of office s/he shall deliver to the Association all books, papers, electronic data, digital data and any other property of the Association, including but not limited to computer related disks and records.

J. **Duties of Other Appointed Officers.** Any other appointed officer shall assist the Association with matters as the president deems appropriate for the benefit and good of the Association, and its board of directors, officers and members. The other appointed officers shall not be entitled to vote on any Association business unless otherwise entitled to a vote in some other capacity on the board of directors. At the expiration of his/her term of office s/he shall deliver to the Association all books, papers, electronic data, digital data and any other property of the Association, including but not limited to computer related disks and records.

Section Three. Election of Officers.

A. **The Office of Past President.** The president of the Association who served in the immediately preceding year shall, without election, automatically serve as an officer of the Association as past president in the year immediately following his/her final term as president of the Association. There shall be no other person eligible to serve as past president. In the event that the past president is not available to serve as an officer of the Association during a given year, that officer position shall remain vacant for that year. In the event that a president serves two consecutive terms as president of the Association, the immediately preceding president shall serve as the past president during the second year of the president's term in the office of president.

B. **The Office of President.**

1. **Eligibility to Serve as President.** The vice president is eligible to serve as the president of the Association regardless of when his or her term expires pursuant to Article V Section Four and Article VI Section Two Subparagraph B. In the absence of a duly elected president from the position of vice president, any other member of the board of directors who is eligible to serve as an officer of the board of directors and who has served on the board of directors during the immediately preceding term shall be eligible to serve as the president.

2. **Nomination of the President.** The vice-president may be nominated to serve as president by any other member of the board of directors during the organizational meeting as described in Article VII, Section One, subparagraph B of these By-Laws. The nomination shall be seconded by one other member of the board of directors who will serve as a director as of January 1 following the organizational meeting. If the nomination is accepted by the vice president, then the board of directors shall conduct a vote with no other nominations for the position of president. Upon majority vote in favor of the candidate, the vice president shall be elected to the office of president. If there is not a majority vote in favor of the candidate, then additional nominations for the office of president, subject to the eligibility requirements set forth in this Section, shall be received from the other members of the board of directors during such organizational meeting. Any director whose term is expiring in the current year, and who will not serve on the board of directors in the following

year, shall not be permitted to vote for the office of president for the following year. Directors Elect who were elected to the board of directors at the Association's annual homecoming general elections and whose term commences on January 1 of the following year shall be permitted to vote for the office of president. Proxies cannot be used to vote for the office of president.

3. **Election of the President.** If the vice president was elected to serve as president by a majority of the board of directors eligible to vote, then s/he shall be recognized as the duly elected president of the Association for the next term. If the vice president was not elected to the position of president, then all nominees accepted in accordance with this Section, shall be candidates for the position of president. After all candidates for the office of president are identified, the board of directors shall conduct a vote for the office of president. The candidate receiving the most votes, more than any of the other candidates, shall be recognized as the duly elected president of the Association for the next term. In the event of a tie for the most votes, there shall be a runoff vote of only the candidates with the tie votes until such time as there is no longer a tie vote. Any director whose term is expiring in the current year, and who will not serve on the board of directors in the following year, shall not be permitted to vote for the office of president for the following year. Directors Elect who were elected to the board of directors at the Association's annual homecoming general elections and whose term commences on January 1 of the following year shall be permitted to vote for the office of president. Proxies cannot be used to vote for the office of president.

C. All Other Officer Positions Except President and Past President.

1. **Eligibility to Serve as an Officer.** Subject to this Article VI of these By-Laws, any member of the board of directors, except the honorary chapter representative, shall be eligible to serve in any officer position and with the exception of the position of vice president/legal counsel. No person who has been convicted in any court of competent jurisdiction of any financial crime or any crime involving theft, misuse, misappropriation, conversion or mishandling of money shall be permitted to serve as an officer of the board of directors.

2. **Vice President/Legal Counsel.** Members of the board of directors who have current valid license to practice law issued by an appropriate officially recognized authority from any state and/or territory in the contiguous United States of America shall be eligible to serve in the office of vice president/legal counsel. If during any given year, there is no member of the board of directors who has a valid license to practice law as described above, then any other member of the Association who holds a current valid license to practice law as described above shall be eligible to be elected in a special election by the board of directors to serve in the office of vice president/legal counsel with all rights attendant to being on the board of directors. Upon affirmative majority vote of the board of directors, said member shall be a board elected director and serve as vice president/ legal counsel and shall have the same voting rights as directors elected by the membership at large.

3. **Voting For Officers.** Any director whose term is expiring in the current year, and who will not serve on the board of directors in the following year, shall not be permitted to vote for the office of vice president/legal counsel for the following year. Directors elect who were elected to the board of directors at the Association's annual homecoming general elections and whose term commences on January 1 of the following year shall be permitted to vote for the office of vice president/legal counsel. Proxies cannot be used to vote for the office of vice president/legal counsel.

4. **Nominations of Other Officers except Past President.**

(a) **Nominations from the President.** After the duly elected president is recognized, the president may nominate one eligible director to serve for each remaining officer position on the board of directors. Each of the president's nominations must be seconded by one other member of the board of directors who is eligible to vote for officer positions. The president's nominee must accept the nomination in person and not by proxy in order to be considered for the nominated position. Upon the nomination being properly seconded, the nominee shall state

whether s/he accepts the nomination. Upon acceptance of the president's nomination, that person shall be considered a candidate for the officer position for which s/he was nominated by the president. If the nominee accepts the nomination, there shall be no other nominations from the floor for that officer position and the board of directors shall conduct a vote pursuant to Subparagraph C 5(a) of this Section as set forth below. If the nominee does not accept the nomination or if the candidate is not voted into office, additional nominations shall be accepted from the floor and such nomination procedures shall be conducted as set forth below.

(b) **Nominations from the Floor.** Any member of the board of directors may nominate any other member of the board of directors to serve in an officer position subject to the eligibility requirements set forth above. Each nomination from the floor must be seconded by one other member of the board of directors who is eligible to vote for officer positions. Upon the nomination being properly seconded, the nominee shall state whether s/he accepts the nomination. If the nominee accepts the nomination, that person shall be considered a candidate for the officer position for which s/he was nominated. If the nominee does not accept the nomination, additional nominations shall be accepted from the floor. There is no limit to the number of nominations to be submitted for an officer position but all nominations must be accepted in person and not by proxy. After all nominations are presented and there is at least one accepted nomination, the board of directors shall conduct a vote pursuant to Subparagraph C 4 of this Section as set forth below.

5. Election of the Officers.

(a) **The President's Nominees.** Once the president's nomination for an officer position is accepted in person and not by proxy, that person shall be considered the candidate for that officer position and the board of directors shall conduct a vote with no other nominations from the floor for that officer position. Upon majority vote in favor of the candidate, the candidate will be elected to the officer position. Proxies cannot be used to vote for officers. If there is not a majority vote in favor of the candidate, then additional nominations from the floor for that officer position, subject to the eligibility requirements set forth in this Section, shall be received from the other members of the board of directors during such organizational meeting in accordance with Subparagraph C 3(b) of this Section.

(b) **Other Nominees.** After all candidates for a particular officer position are identified, the board of directors shall conduct a vote. The candidate receiving the most votes, more than any of the other candidates for that officer position, shall be recognized as the duly elected officer of the Association for the next term. In the event of a tie for the most votes, there shall be a runoff vote of only the candidates tied for the most votes until such time as there is no longer a tie vote. This procedure shall be repeated until the officer positions in question are filled. Any director whose term is expiring in the current year, and who will not serve on the board of directors in the following year, shall not be permitted to vote for any officer position for the following year. Directors elect who were elected to the board of directors at the Association's annual homecoming general elections and whose term commences on January 1 of the following year shall be permitted to vote for the officer positions. Proxies cannot be used to vote for officers.

Section Four. Terms of Office.

The officers of the Association shall be elected annually by the board of directors as provided in these By-Laws for the term of one year, or until their successors shall have been elected; subject however, to the other provisions of these By-Laws. Any officer's term may be extended for an additional one-year term if the board of directors deems it to be in the best interest of the Association and for the benefit

and good of the Association, and its board of directors, officers and members subject to the term limits set forth in Article V, Section Four of these By-Laws. Any extension of an officer's term for an additional one year must be approved by a vote of two-thirds of the board of directors. The term of office of past president, the president, and the vice president shall be limited to only one extension. All other officer positions may be extended for more than one-year subject to Article V, Section Four of these By-Laws. A director whose term is ending in the same year that s/he is serving as the vice president shall be eligible to serve as president, and if nominated and approved, he or she shall be eligible in the following year to serve as past president as provided in Article V Section Four of these By-laws.

Section Five. Vacancies in Officer Positions.

Except for the office of president, vacancies in officer positions shall be filled by the board of directors for the remainder of the year in the respective terms as described in Article IV, Section Five. Such vacancies shall be filled in accordance with the procedures set forth in Article VI, Section Three of these By-Laws.

Section Six. Removal from Office.

Any officer may be removed from office for any conduct that is deemed to be contrary to the best interests of the Association, and its board of directors, officers and members. Any action for the potential removal of an officer can be initiated by a unanimous written proposal from the executive committee, not including the officer that is the subject of the removal action, or a written proposal received from two-thirds majority of the board of directors. The written proposal shall state with detail and specificity the actions of the officer that warrant the board of directors' consideration for removal. The officer who is the subject of the removal action shall be notified in writing by the recording secretary, with proof of delivery, of the potential for removal and the specific reasons therefore. Thereafter, the officer shall be afforded the opportunity to provide the board of directors with a written submission in opposition to the removal action. At the next regularly scheduled board of directors meeting during a session open only to members of the board, the president shall submit to the board of directors all written proposals for removal and written responses. The officer who is the subject of the removal action shall be afforded the opportunity to address the board of directors for a reasonable period of time as determined by the president. After full discussion from the board of directors, the board of directors shall conduct a vote on the removal of the officer. If three - fourths of the board of director's votes in favor of removal of the officer, said officer shall be removed from his/her position as an officer and from that point on said director will no longer be recognized as an officer of the Association.

Section Seven. Removal of Directors.

Any director may be removed from the board of directors for reason of the failure of such director to attend, in person and/or by phone, two consecutive meetings of the board of directors or for any conduct that is deemed to be contrary to the best interests of the Association, and its board of directors, officers and members.

A. Reasons For Removing A Director. Reasons for removing a director include but are not limited to:

1. A breach of any fiduciary duty;
2. The refusal and/or failure to perform his or her duties as a director;
3. Engaging in any conduct that is illegal;
4. Engaging in any conduct that is contrary to any prior board determination involving the subject matter of said conduct;

5. Failure to disclose an actual or potential conflict of interest; and
6. Engaging in any other conduct that is detrimental to the Association.

B. Written Submissions For Removing A Director. Any action for the potential removal of a director can be initiated by any other director and must be in writing and must be seconded in writing by at least two other directors. The written proposal for removal shall state with detail and specificity the actions of the director that warrant the board of directors' consideration for removal. The director who is the subject of the removal action shall be notified in writing by the recording secretary, with proof of delivery, of the potential for removal and the specific reasons therefore. Thereafter, the director shall be afforded the opportunity to provide the board of directors with a written submission in opposition to the removal action.

C. Arguments and Rebuttals. At the next regularly scheduled board of directors meeting during a session open only to directors, the president shall submit to the board of directors all written proposals for removal and written responses. The director who is the subject of the removal action shall be afforded the opportunity to address the board of directors for a reasonable period of time as determined by the president.

D. Voting To Remove A Director. After full discussion from the board of directors, the board of directors shall conduct a vote on the removal of the director. If two-thirds of the board of directors votes in favor of removal of the director, said director shall be removed from his/her position as a director and from that point on said person will no longer be recognized as a director of the Association. Vacancies on the board of directors created by the removal of a director shall be filled in accordance with Article V, Section Five of these By-Laws.

ARTICLE VII – Meetings

Section One. Meetings of the Board of Directors.

A. Regular Meetings of the Board of Directors. Regular meetings of the board of directors shall be held at least, and not less than, four times in any calendar year. Subject to approval of the board of directors, the president shall determine the number of and schedule for all regular meetings. Notice of the regular meeting schedule shall be given to the board of directors within thirty (30) days after the commencement of the president's term for that year or as soon as is practicable thereafter. The purpose of the regular meetings shall be to discuss and transact the business of the Association. The order of business at each regular meeting shall be determined by the president in coordination with, and with the approval of, the executive committee. Regular meetings of the board of directors shall include, but not be limited to, the following:

1. Opening prayer;
2. Roll call by recording secretary;
3. Confirmation by recording secretary of a quorum for meeting;
4. Collection by recording secretary of written proxies;
5. Approval of prior meeting minutes including the reading of the minutes from the prior meeting if necessary;
6. President's report;
7. Vice-presidents' reports;
8. Treasurer's report;
9. Committee reports;
10. Chapter representative reports;
11. Unfinished business; and

12. New business. Regular meetings of the board of directors shall take place in Township of Derry, PA, and such other places as are approved by the board of directors for one or more particular meetings. Attendance by directors at regular meetings of the board of directors may be in person or via proxy, and participation can be via physical presence, telephone, intranet, Internet (including without limitation, email, Internet based meetings, instant messaging, and etc.), or by other electronic and/or video means. Regular meetings of the board of directors (other than closed sessions) shall be open to members of the Association to appear in person. Nonmembers may be invited by the executive committee of the board of directors to appear for purposes of reports and receipt of other information, but shall not be entitled to remain in the meeting during the conduct of business unless otherwise permitted by the board of directors. Proxies may be used at regular meetings of the board of directors.

B. Organizational Meeting of the Board of Directors. The first regular meeting of the board of directors after the Milton Hershey School Homecoming in that year shall be known as the organizational meeting.

1. **Date of Meeting.** The organizational meeting of the board of directors shall be held no later than the end of the first full week in December in the calendar year unless the scheduling of the organizational meeting is affected by an act of god, an act of war or by reason of force majeure in such case the organizational meeting shall be scheduled as soon as is practicable thereafter. The order of business at the organizational meeting shall be determined by the president in coordination with, and with the approval of, the executive committee consistent with this Article VII.

2. **Purpose of Meeting.** The purpose of the organizational meeting shall be to: a) verify the appropriate composition of the board of directors consistent with Article V, Section One of these By-Laws; b) confirm those members who were elected to the board of directors by the membership at the annual homecoming general elections; c) to elect officers of the board of directors (including the president for the coming calendar year) consistent with Article V of these By-Laws; and d) to conduct any other business of the Association which shall properly come before the meeting. Newly elected directors elect whose terms do not commence until January of the next year, shall not participate in any Association business conducted at the organizational meeting except that they may participate in the elections of officers consistent with Article V of these By-laws and vote on business of the Association which concerns primarily the Association's business or operation in the coming year. Directors whose terms on the board expire as of January 1 of the following year may not participate in the elections of officers at the organizational meeting but shall participate in all other Association business conducted at the organizational meeting and vote on business of the Association which concerns primarily the Association's business or operation prior to the coming year.

3. **Location/Mean of Meeting.** The organizational meeting shall take place in Township of Derry, PA, and such other places as are approved by the board of directors for one or more particular meetings. Attendance at the organizational meeting of the board of directors may be in person or by telephone, intranet, Internet (including without limitation, email, Internet based meetings, instant messaging, and etc.), or by other electronic and/or video means. The organizational meeting of the board of directors shall be closed to members and to the press. Members and nonmembers may be invited by the executive committee of the board of directors to appear for purposes of reports and receipt of other information, but shall not be entitled to remain in the meeting during the conduct of business. Proxies shall not be used to vote for officers during the organizational meeting but proxies may be used for other business conducted during the organizational meeting.

C. Special Meetings of the Board of Directors. Special meetings of the board of directors may be called.

1. **By the President.** The president in coordination with, and with the approval of, the executive committee;

2. **The Board.** The board of directors may call a special meeting of the board if a majority of the board of directors sign a written petition calling for a special meeting of the board of directors; and

3. **The Membership.** A special meeting of the board of directors may be called if by the membership provided that at least five percent (5%) of the Life, Regular, and/or honorary members who are in good standing have signed a written petition in support of such a special meeting of the board of directors, provided that written notice of the such special meeting shall be provided to the board of directors via U.S. mail, facsimile and/or electronic mail, with proof of delivery to each director, at least seven (7) days prior to the date of the special meeting. Notice shall include the specific business to be conducted at the special meeting. Attendance at special meetings of the board of directors may be in person or via proxy, and participation can be via physical presence, telephone, intranet, Internet (including without limitation, email, Internet based meetings, instant messaging, and etc.), or by other electronic and/or video means. Special meetings of the board of directors may be closed to members and/or to the press upon vote of a majority of the board of directors unless called by the membership as provided herein. For special meetings called per 1 and 2 above, members and nonmembers may be invited by the executive committee of the board of directors to appear for purposes of reports and receipt of other information, but shall not be entitled to remain in the meeting during the conduct of business. Proxies may be used at any special meeting of the board of directors.

Section Two. Meetings of the Membership.

A. **General Meetings of the Membership.** Every year at the time of the Milton Hershey School Homecoming Weekend, the membership shall meet in Township of Derry, PA at a place and time to be determined by the president in coordination with, and with the approval of, the executive committee. This meeting of the membership of the Association shall be known as the annual homecoming business meeting of the Association. Notice of the annual homecoming business meeting shall be provided to the membership by the recording secretary via U.S. mail, facsimile and/or electronic mail at least thirty (30) days prior to the date of the annual homecoming business meeting. The recording secretary shall attest and certify under oath with penalty of perjury that notice was properly delivered as required herein. In the event the recording secretary refuses to give the required notice, any other director may provide the required notice and s/he shall attest and certify under oath with penalty of perjury that notice was properly delivered as required herein. Notice shall generally include the business to be conducted at the meeting and shall include the order of business as follows:

1. Opening prayer;
2. Approval of the minutes from the prior year's annual homecoming business meeting and any special meetings of the membership;
3. President's report;
4. Vice president's report;
5. Treasurer's report;
6. Chapter representative reports;
7. Committee reports;
8. Unfinished business; and
9. New business. Attendance at the annual homecoming meeting shall be in person. General meetings of the membership shall be open to all members and to the general public. Proxies shall not be used at any general membership meeting.

B. **Special Meetings of the Membership.** Special meetings of the membership may be called:

1. By the board of directors, provided there is a two-thirds vote in favor of calling a special meeting of the membership; or

2. By the membership provided that at least five percent (5%) of the Life, Regular, and/or honorary members who are in good standing have signed a written petition in support of such a special meeting of the membership.
3. Notice of special meetings of the membership called for by the board of directors shall be provided to the membership via U.S. mail, facsimile and/or electronic mail at least fifteen (15) days prior to the date of the special meeting of the membership.
4. The recording secretary shall attest and certify under oath with penalty of perjury that notice was properly delivered as required herein. In the event the recording secretary refuses to give the required notice, any other Life, Regular, and/or honorary member may provide the required notice and s/he shall attest and certify under oath with penalty of perjury that notice was properly delivered as required herein.
5. Notice shall include the specific business to be conducted at the special meeting of the membership. Special meetings of the membership shall take place in Township of Derry, PA at a time and place determined by the president in coordination with, and with the approval of, the executive committee or if by petition then as set forth in the petition. Attendance at a special meeting of the membership shall be in person. Special meetings of the membership shall be open to all members and to the general public. Proxies shall not be used at any special meeting of the membership.

Section Three. Quorum.

A. Board of Director Meetings. The quorum for regular meetings, the organizational meeting and any special meetings of the board of directors shall be both a majority of the directors then in office and present at the meeting in person, by telephone or by other electronic or video means and that 50% of the directors present are directors elected by the membership at large. Proxies shall not count toward a quorum.

B. Membership Meetings. The quorum for the annual homecoming meeting and special meetings of the membership shall be Forty-five (45) Life, Regular, and/or honorary members who are in good standing and who are present in person at the meeting. Proxies shall not count toward a quorum.

Section Four. Proxies.

A. Board of Director Meetings. Proxies shall be in writing and in reasonable form, and if the board of directors adopts and publishes an approved form, such form shall be deemed reasonable. All proxies shall be presented to the recording secretary prior to the meeting for which the proxy is being submitted. In the event that a director is present at a meeting but must leave early, said director can tender a proxy to the recording secretary, which may be orally stated during the meeting and prior to his/her departure from the meeting. The recording secretary shall attach all proxies to the minutes of the meeting for which the proxy was tendered by a director, or note any oral proxies in the minutes. Proxies may be used for all Association business conducted at a regular or special board of director meeting. Proxies shall not be used for the election of officers at the organizational meeting but may be used for all other Association business conducted at the organizational meeting. Proxies may be used for any Association business conducted at a special meeting of the board of directors. Proxies shall not count toward a quorum at any meeting of the board of directors.

B. Membership Meetings. Proxies shall not be used at any membership meeting. Proxies shall not count toward a quorum at any membership meeting.

Section Five: Parliamentary Authority at Meetings.

A. Board of Director Meetings. All meetings of the board of directors shall be governed by these By-Laws, Association rules and regulations and by the rules contained in the then current edition of Robert's Rules of Order Newly Revised (which are hereby incorporated herein and made a part hereof) in all circumstances to which they are applicable and in which they are not inconsistent with the express provisions of these By-Laws or any special rules or regulations the Association may adopt from time to time.

B. Membership Meetings. All meetings of the membership shall be governed by these By-Laws and any rules and regulations of the Association and by the rules contained in the then current edition of Robert's Rules of Order Newly Revised (which are hereby incorporated herein and made a part hereof) in all circumstances to which they are applicable and in which they are not inconsistent with the express provisions of these By - Laws or any special rules or regulations the Association may adopt from time to time.

ARTICLE VIII – Committees

Section One. Standing Committees.

There shall be the following standing committees: Executive Committee; By-Laws/Parliamentarian Committee; Finance Committee; Membership Committee; Programs/Events Committee; Awards Committee; Communications Committee; Community Relations Committee; and a Nominating/Elections Committee. The president shall accept volunteer directors to serve on each standing committee and when necessary, the president shall appoint directors to serve as committee chairs. Committee chairs will have the latitude to choose committee members but final committee makeup will be confirmed by the full board. Members of the Association, in good standing, may serve on standing committees as appointed by the board of directors.

Section Two. Duties of Standing Committees.

The duties of standing committees shall be:

A. Executive Committee. The executive committee shall meet pursuant to call of the president, and, in any event prior to each regular meeting of the board of directors. It shall be composed of the officers of the board. The president shall chair the executive committee. The president in coordination with the approval by the executive committee shall determine the order of business for each ensuing regular meeting of the board of directors. In the interim between meetings of the board, the executive committee shall have charge of the routine business of the Association. The executive committee may refer matters brought before it to a proper committee or subcommittee.

B. By-Laws/Parliamentarian Committee. The By-Laws/parliamentarian committee shall be responsible for reviewing and understanding the By-Laws, rules and regulations and all other parliamentary documents and for submitting proposed amendments to said By-Laws, rules and regulations to the board of directors. The By-Laws/parliamentarian committee shall designate a committee member to serve as parliamentarian of the board. The By-Laws/parliamentarian committee shall be responsible for investigating all board questions regarding the application of the By-Laws, rules and regulations and all other parliamentary documents to board actions and reporting their conclusions to the board. The chairperson of the By-Laws/parliamentarian committee may establish subcommittees to assist with committee responsibilities as necessary.

C. Finance Committee. The scope of the finance committee's authority shall include personnel matters, fundraising matters and all financial matters that affect the Association. It is intended that the finance committee will:

1. Provide oversight to, and serve as a resource for, the treasurer, with a goal of maintaining a sound fiscal foundation for the Association;
2. Develop coordinated fundraising plans and work with all fundraising affiliates of the Association to maximize both the funding received by the Association and the number of contributors to the Association;
3. Provide transparency to members, directors and officers in appropriate Association financial matters with increased reporting to the membership at large;
4. Review and provide guidance to the board on matters relating to chapter finances;
5. Anticipate and/or respond to all matters relating to Association personnel including performance, compensation and benefits;
6. Anticipate and/or respond to all matters relating to Association facilities and office equipment; and
7. Consider and propose recommendations to the board for any other matter affecting Association finances, or as directed by the Association president. The chairperson of the finance committee may establish subcommittees to assist with committee responsibilities as necessary.

D. Membership Committee. The membership committee's scope of authority shall include promoting a sense of family among all alumni and a commitment to the well-being of Milton Hershey School, its students and alumni. In doing so, the membership committee's responsibilities shall encompass the following:

1. Assist the Milton Hershey School in recruiting new students throughout the country;
2. Providing requested transitional support to students and young graduates;
3. Developing and maintaining a support network for young graduates;
4. Developing and implementing "services" for graduates in health and life issues;
5. Assist the Milton Hershey School with the existing mentoring, transitioning and job shadowing programs; and develop and implement programs to expanding the honorary membership by recognizing exemplary service by employees in the Milton Hershey School family. The membership committee will utilize Association chapters and Association class agents as key groups to help recruit alumni and help implement membership driven programs across the country.
6. The membership committee will encourage the creation of additional chapters or other groups of alumni and will provide support and information to all alumni groups.
7. With the overall objective of increasing the effectiveness of the Association, the membership committee shall regularly review the structure of the Association, its chapters, the class agents, and other attributes and make recommendations to the board of directors for appropriate improvements.
8. The chairperson of the membership committee may establish subcommittees to assist with committee responsibilities as necessary.

E. Programs/Events Committee. The programs/events committee's scope of work shall include oversight responsibility for the various MHSAA programs including but not limited to alumni senior dinner, MHSAA golf outings, homecoming programs, and any other program identified by the board of directors. The programs/events committee will encourage the creation of additional programs/events in support of the Association. The chairperson of the programs/events committee may establish subcommittees to assist with committee responsibilities as necessary.

F. Awards Committee. The awards committee's scope of authority shall include the designation of various Association awards, the identification of potential award recipients, the identification of specific awards to be given, and the coordination of joint Association and Milton Hershey School award ceremonies with the alumni relations office at Milton Hershey School. The awards committee shall be responsible for overseeing all association awards including but not limited to the alumni service award, all Milton Hershey School student awards that MHSAA is involved with, and all awards proposed by any

chapter of the Association. The awards committee as requested by the president shall also propose to the executive committee of the board of directors the names of certain candidates for nomination to the board of managers of the Hershey Trust as well as candidates for consideration for the position of president of the Milton Hershey School. The chairperson of the awards committee may establish subcommittees to assist with committee responsibilities as necessary.

G. Communications Committee. The communication committee's scope of authority shall be to maintain a record of (as well as strive to ensure compliance with) the Association's policies, procedures and other acts regarding any communication by or on behalf of the Association to, with or among its members, directors, officers, and third parties and to advise the board of directors and its executive committee accordingly. Subject to the approval of the board of directors or the executive committee, or the appropriate officer of the Association, the communications committee shall also identify, envision, establish the appropriate protocol or procedures, and implement (a) each of the routine communications generated by the Association, including without limitation (i) newsletters, (ii) an Internet based presence and community, and (iii) other forms of communication such as the means (and the associated equipment) through which directors, members and other interested third parties can participate in meetings, presentations and other exchanges via telecommunication and the Internet, to ensure quality participation, and (b) any other communication the board of directors or the executive committee may identify from time to time. The chairperson of the communications committee may establish subcommittees to assist with committee responsibilities as necessary.

H. Community Alliance Committee. The scope of the community alliance committee shall include strengthening and enhancing the relationship between the Association and Milton Hershey School and the Hershey community at large. Within this scope of authority is the goal of facilitating and fostering a healthy, professional, mutually beneficial working relationship with board of managers of the Hershey Trust, Milton Hershey School and the Hershey community in areas of common interest. This committee is responsible for identifying various community and Milton Hershey School initiative in which the Association can actively participate in to enhance the role of the Association in the community. The chairperson of the community alliance committee may establish subcommittees to assist with committee responsibilities as necessary.

I. Nominating Committee. The scope of the nominating committee's authority shall include the vetting/nomination of candidates from the membership to serve on the board of directors for the Association and the vetting and recommendation to the board, of candidates to be considered for honorary membership. The nominating committee shall consist of at least five (5) members consisting of the president of the Association, who shall serve as chairperson, the vice president(s), and any other member of the board of directors selected by the president.

J. Cancer Care Committee. The scope of the Cancer Care Committee is to accept and approve or deny applicants for Cancer Care Funds. The Cancer Care Committee shall consist of no less than seven (7) members. Any graduate of Milton Hershey School, the spouse of a graduate of Milton Hershey School, or the minor child of a graduate of Milton Hershey School residing at home, and diagnosed with cancer or a cancer related illness and demonstrating a financial need may be eligible for Cancer Care Funds. The Cancer Care Committee is governed by its' own Bylaws, which are subordinate to these Bylaws.

Section Three. Special Committees.

Special committees may be established by the board of directors as necessary.

Section Four. Appointment of Chairpersons.

Except as provided elsewhere in these By-Laws, the president shall appoint the chairperson and members of standing and special committees with the approval of the board of directors.

ARTICLE IX – Chapters

Section One. Authority of Association to Organize Chapters.

The board of directors may authorize and approve the formation of affiliated chapters to be located in various geographic locations where there is a certain population of members of the Association in accordance with these By-Laws and so long as the Association's legal and tax status is not negated by the formation of any such chapter. No chapter shall be authorized and/or recognized by the board of directors until such time as all formation requirements as set forth in these By-Laws have been complied with and a chapter charter has been duly issued by the board of directors.

Section Two. Purpose of Chapters.

The purpose of each chapter shall be to: (a) support the mission of the Association consistent with these By-Laws and all governing rules and regulations; (b) to assist the Association in promoting programs under the direction of the Association; (c) to promote the fellowship and welfare of the Association, students, parents of students, and other friends of Milton Hershey School residing in the chapter area by providing information and services to them; and (d) to recruit volunteer assistance for the various programs of the Association and Milton Hershey School.

Section Three. Corporate Status of Chapters.

No chapter shall have any authority from the board of directors to apply for individual corporate status, not-for-profit or otherwise, in any jurisdiction within the United States of America or any such related territory. No chapter shall be recognized as a separate legal entity and no chapter shall be authorized to legally bind the Association to any contractual or other legally binding obligation without express written consent of the board of directors of the Association. Each chapter shall be considered to be an unincorporated affiliated chapter of the Association and each chapter shall be entitled to benefit from the not-for-profit status of the Association consistent with these By-Laws and all governing laws in the jurisdiction where the chapter is located.

Section Four. Qualifications to Organize a Chapter.

Any chapter may be formed in any state or territory of the United States of America so long as there are at least fifteen (15) alumni living in that state and/or territory who are life, regular, and/or honorary members of the association. Only one chapter shall be recognized for that specific geographic region with the exception of the honorary and homestead chapters which shall have no geographic limits. The Association reserves the right to reallocate geographic areas as it determines to be in the best interest of the Association.

Section Five. Procedure for Petitioning for Chapter Charter.

Any proposed chapter that is eligible for chapter formation based on these By-laws shall submit to the board of directors a petition for a charter.

A. **Petition Requirements.** Said petition for a charter shall include:

1. The name and mailing address of the proposed chapter;
2. The names, graduation class, and current home addresses of all initial members of the proposed chapter;
3. A proposed resolution that the proposed chapter adopts these By-Laws by which the chapter will be governed in all respects; and

4. A written statement from the chapter that: (a) the elections of chapter officers will be completed within sixty (60) days of issuance of the charter and; (b) that until such officers are duly elected and evidence of such proper elections is provided to the board of directors that the chapter will not be recognized by the board of directors and the chapter will have no right to participate on the board of directors.

B. Petition Submissions. The petition for chapter charter shall be submitted to the board of directors through the office of the recording secretary at least thirty (30) days prior to the next scheduled board of directors meeting at which the petition for chapter charter is intended to be presented to the board of directors.

Section Six. Procedure for Consideration of a Petition for Chapter Charter.

Upon receipt of the written petition for chapter charter, the recording secretary of the board of directors shall notify the executive committee of the petition and the petition shall be placed on the agenda of the next board of directors meeting that is scheduled at least thirty (30) days after receipt of the petition. At the board of directors meeting when the petition is presented, the representatives of the proposed chapter shall be present and shall be permitted to address the board of directors and offer statements in support of the petition for chapter charter. Thereafter, upon a proper motion, properly seconded, to authorize the issuance of a charter for the proposed chapter, the board of directors shall conduct a vote. The motion shall carry only if there is a two-thirds vote in favor of the motion. Proxies may be accepted for voting. No petition for chapter charter shall be presented to the board of directors if a representative of the proposed chapter is not present in person (or any other form of participation approved by the president in advance) at the board of directors meeting at which the petition for chapter charter is on the agenda.

Section Seven. Issuance of Chapter Charter.

Upon approval by the board of directors for the issuance of a chapter charter, the recording secretary shall prepare the charter on which s/he shall identify the name of the chapter, the geographic region of the chapter and the individual charter members of the chapter along with their graduation class year. The charter shall then be signed by the recording secretary and the president of the board of directors and shall bear the seal of the Association. At the next regularly scheduled board of directors meeting, the president shall present the charter to a representative of the chapter. Upon confirmation from the chapter that duly authorized officer elections have been completed, the chapter representative will be recognized as a member of the board of directors and the chapter shall have all rights associated with the board of directors.

Section Eight. Chapter Membership.

Each chapter shall be governed in accordance with these By-Laws and shall establish chapter membership based on geographic location and payment of chapter dues, and otherwise preserve all requirements and membership set forth in these By-Laws.

A. Ineligibility to Join A Chapter. No person that is not qualified to be a member of the Association in accordance with Article IV of these By-Laws shall be permitted to be a member of any chapter.

B. Eligibility to Join A Chapter. Any person that is qualified to be a member of the Association pursuant to Article IV of these By-Laws and who:

1. Has paid all required Association dues;
2. Has paid all required chapter dues; and

3. Has attended at least two chapter meetings during the year of his/her application for chapter membership (unless exempted by a majority vote of chapter members) may become a member of only that chapter.

C. Joining Multiple Chapters. Although Association members may participate in the activities of more than one chapter, there can be membership in only one chapter subject to the above enumerated qualification criteria.

D. Chapter Rules In Addition To These By-Laws. To the extent that a chapter is required to deviate from the Association By-Laws, rules and/or regulations, the chapter shall establish specific rules and regulations that are not contrary to these By-Laws or the Association rules and regulations and that do not in any way attempt to contravene these By-Laws or the Association rules and regulations; all such specific rules and regulations must be approved by the board of director prior to their adoption by the chapter. Said rules and regulations shall be submitted to the board of directors of the Association for approval by the board of directors.

Section Nine. Chapter Officers.

Every chapter of the Association shall elect officers in the positions of: chapter president; chapter vice - president; chapter recording secretary; chapter treasurer; and chapter representative to the board of directors.

A. Chapter Officers. A chapter may elect additional officers as it deems necessary. Each chapter shall conduct formal elections of officers annually, with the exception of the chapter representative who shall be elected every three years for a three-year term, and the results of said elections shall be presented to the board of directors by the chapter representative no later than the organizational meeting of the board of directors prior to the new term commencing on January 1 of the following year.

B. Election of Chapter Officers. The election of such officers shall be conducted in a manner consistent with the procedures set forth in Article V of these By-Laws. The election of chapter officers shall take place at least (30) days prior to the organizational meeting of the Association. The duties of such officers for the chapter shall be consistent with the duties as described in Article V of these By-Laws.

C. Chapter Representatives. In the year in which a chapter is to elect a representative to the board of directors, such election shall take place at least (30) days prior to the organizational meeting of the Association. The duties of the chapter representative shall include (i) serving as a director on the board of directors, (ii) reporting to the board of directors about chapter activities and, (iii) reporting to the chapter about Association activities, and (iv) delivering or causing the chapter secretary, treasurer or other chapter officer to deliver (which delivery may be by any means which is appropriate under the circumstances and timely, including, but not limited to, hand delivery, overnight mail, regular US mail, email and facsimile) to the board of directors on or prior to the date of each regularly scheduled meeting of the board of directors copies (which copies may be physical/hard copies or electronic copies) of the chapter's meeting minutes and financial reports for each chapter meeting that occurred since the last regularly scheduled meeting of the board of directors, together with all other meeting minutes and/or financial reports not delivered previously in the past twelve (12) months.

D. Joining and Serving In A Chapter. No person who is not a member of a chapter shall be eligible to serve as an officer of a chapter, and no person shall be a member in more than one chapter. Chapter membership can only be changed if requested by an individual chapter member and approved by the chapter in which membership is sought.

E. Chapter Rules Versus These By-Laws. To the extent that a chapter is required to deviate from the Association By-Laws, the chapter shall establish specific rules and regulations that are not contrary to these By-Laws and that do not in any way attempt to contravene these By-Laws; all such specific rules

and regulations and/or amendments thereto must be approved by the board of directors prior to their adoption by the chapter.

Section Ten. Chapter Meetings.

Every chapter of the Association shall conduct at least four (4) meetings annually with at least one (1) meeting being conducted in each quarter of the calendar year.

A. Meetings. A chapter may conduct more meetings as it deems necessary. Meetings of chapters shall be conducted in a manner consistent with Article VII of these By-Laws in terms of:

1. Proper notice being given to all chapter members of scheduled meetings;
2. Proper notice of meeting agendas;
3. A quorum consisting of seven chapter members of which two members shall be chapter officers present in person at the meeting; and
4. Voting.

B. Agendas. Chapter meetings shall include, but not be limited to, the following:

1. Collection of written proxies;
2. Report of the recording secretary including the adoption of the minutes from the prior meeting;
3. Treasurer's report;
4. President's report;
5. Chapter representative report;
6. Unfinished business; and
7. New Business

C. Minutes. Minutes of each meeting shall be recorded and provided to the board of directors of the Association at the next regularly scheduled meeting of the board of directors.

D. Chapter Minutes. Minutes of each chapter meeting shall be recorded and copies of the meeting minutes together with financial reports shall be provided to the board of directors in accordance with Article IX, Section Nine, Subparagraph C.

E. Chapter Reports. Every chapter shall submit a written report to the board of directors at each regular meeting of the board of directors. If the chapter representative determines that there is nothing to report which is not already contained in the chapter's meeting minutes, the chapter's written report may consist entirely of the chapter's meeting minutes.

F. Robert's Rules of Order Newly Revised. One two three All meetings of a chapter shall be governed by the Association By-Laws, rules and regulations, and the chapter rules and regulations. In addition, the rules contained in the then current edition of Robert's Rules of Order Newly Revised (which are hereby incorporated herein and made a part hereof) shall govern in all circumstances to which they are applicable and in which they are not inconsistent with the express provisions of these By-Laws or any special rules or regulations the Association may adopt from time to time.

Section Eleven. Chapter Voting.

Only chapter members in good standing with the chapter and the Association may vote on any chapter business including the election of officers and the election of a chapter representative. Although members may participate in the activities of more than one chapter, a member shall have voting rights in only the chapter in which they are a member pursuant to Article IX, Section Eight of these By-Laws. Chapter requirements for voting shall be consistent with Article VI of these By-Laws.

Section Twelve. Chapter Committees.

The executive committee of a chapter shall be comprised of the officers of that chapter. Each chapter shall be authorized to establish committees as it deems appropriate so long as such committee work is consistent with, and not contrary to, these By-Laws. Chapter committees shall be established in a manner consistent with Article VIII of these By-Laws. To the extent that a chapter is required to deviate from the Association By-Laws or rules and regulations, the chapter shall establish specific rules and regulations that are not contrary to the Association By-Laws or rules and regulations and that do not in any way attempt to contravene the Association By-Laws and/or rules and regulations. Said chapter rules and regulations shall be submitted to the board of directors for approval.

Section Thirteen. Chapter Dues.

A chapter shall be permitted to establish its own requirements for chapter dues so long as those requirements are consistent with the Association By-Laws, rule and regulations and so long as such dues requirements do not adversely affect the not-for-profit status of the Association.

Section Fourteen. Financial Accounting for Chapters.

Each duly chartered chapter shall be authorized to maintain financial accounts comprised of chapter dues, fundraising proceeds, and/or contributions.

A. Chapter Funds. All chapter funds are considered to be held in trust for the Association consistent with all applicable Internal Revenue Service requirements, and all account documents shall reflect that the funds held in such account are held in trust for the benefit of the Association.

B. Financial Statements. Each chapter, prior to the annual homecoming meeting of the Association and prior to the fiscal year end, shall submit financial statements consisting of a balance sheet and income statement for all financial accounts of said chapter to the board of directors. Said financial statements shall be accompanied by written representations from the chapter president and/or the chapter treasurer and/or the chapter representative that such financial statements reflect a true and accurate accounting of all chapter financial accounts.

C. Audits and Board Requests. Each chapter shall, within thirty (30) days of a written request, make available to the president and treasurer of the board of directors, through its designated representative, all membership records, financial books and any other records for inspection in order to assist the board of directors in accurately accounting for Association finances and assets. All chapter records submitted to the president and treasurer of the board of directors shall remain confidential.

Section Fifteen. Chapter Rules and Regulations.

To the extent that a chapter is required to deviate from the Association By-Laws, rules and/or regulations, the chapter shall establish specific rules and regulations that are not contrary to the Association By-Laws, rules and/or regulations and that do not in any way attempt to contravene the Association By-Laws, rules and/or regulations. Said rules and regulations shall be submitted to the board of directors of the Association for approval.

Section Sixteen. Parliamentary Governance of Chapters.

Each chapter shall be governed by the Association By-Laws, Association rules and regulations, and the chapter rules and regulations. In addition, the rules contained in the then current edition of Robert's Rules of Order Newly Revised (which are hereby incorporated herein and made a part hereof) shall govern in all circumstances to which they are applicable and in which they are not inconsistent with the

express provisions of these By-Laws or any special rules or regulations the Association may adopt from time to time.

Section Seventeen. Revocation of Charter.

The charter of any chapter may be revoked by a two-thirds vote of the board of directors of the Association provided that the last known officers of the chapter shall be given written notice from the Board of such proposed action. The written notice shall be dated at least thirty (30) days in advance of the meeting of the Board when the proposed revocation will be on the meeting agenda. The Board shall consider the question of revocation of a chapter charter in a session open only to the board of directors. If no meeting of the chapter is held during any period of ninety (90) days in any fiscal year, the board of directors may at its discretion, revoke the charter of the chapter. If a chapter fails to comply with the Association's By-Laws, rules and regulations or if the chapter acts in a manner that is contrary to the best interests of the Association, the board of directors may revoke the chapter's charter subject to the provisions of Article IX, Section Seventeen of these By-Laws. Upon revocation of a chapter charter, the chapter shall not be recognized by the Association and the chapter representative shall not be recognized as a director on the board of directors. Upon revocation of a chapter charter, the treasurer of the chapter shall immediately take all actions necessary to turn over to the board of directors all association funds held in trust by the chapter along with all other chapter records and documents.

Section Eighteen. Reinstatement of Chapter Charter.

Any chapter whose charter has been revoked may apply for reinstatement by submitting a written request to the board of directors demonstrating compliance with the original requirements under this Article. The board of directors may prescribe what additional information is required to be included in the written request for reinstatement of a chapter charter.

Section Nineteen. Chapter Fundraising.

Fundraising of all chapters shall not be in conflict with the Association's fundraising efforts. Any use of the Association's membership list and/or membership database by a chapter without the written authorization of the Association's board of directors may not be in the best interest of the Association and is expressly prohibited. The Association's board of directors shall be informed of all fundraising activities of chapters with prior notice to the board of directors as soon as is reasonably practicable to the Association prior to the commencement of any such fundraising activities.

ARTICLE X - Conflicts of Interest

Any director, officer, employee, the executive director and/or assistant executive director shall immediately disclose to the board of directors any relationship, personal and/or professional, which such person may have with any person, corporation, or other entity with whom or with which the Association proposes to enter into transaction or contract which will, or may, result in his or her financial gain or personal advantage. Such persons shall not be present at meetings at which such proposed contracts or other transactions are discussed and further, shall abstain from voting upon such proposed contracts or transactions. In addition, any director, officer, the executive director and/or assistant executive director shall immediately disclose to the board of directors any facts, circumstances, occurrences or events that may result in any adverse action involving any entity with whom or with which the Association, through its board of directors, has any relationship. If any such person shall fail to make the appropriate disclosure, the executive committee of the board of directors, by a two-thirds

vote, may remove such person from the office or position held on the board of directors of the association.

ARTICLE XI – Indemnification

Section One. Limitation of Director's Liability.

No member of the board of directors, officer, executive director and assistant executive director shall be personally liable for monetary damages as such 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 Section 8363 of the Pennsylvania Directors' Liability Act (relating to standard of care and justifiable reliance), and b) The breach or failure to perform constitutes self - dealing, willful misconduct or recklessness; provided, however, that the provisions of this paragraph shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant to local, state or federal law.

Section Two. Indemnification and Insurance.

A. Indemnification of Directors and Officers.

1. **Indemnification.** Each Indemnitee (as defined below) shall be indemnified and held harmless by the Association for all actions taken by him or her and for all failures to take action (regardless of the date of any such action or failure to take action) to the fullest extent permitted by Pennsylvania law against all expense, liability, and loss (including without limitation attorneys' fees, judgments, fines, taxes, penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by the Indemnitee in connection with any Proceeding (as defined below). No indemnification pursuant to this paragraph shall be made, however, 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.
2. **Rights to Indemnification.** The right to indemnification provided in this paragraph shall include the right to have the expenses incurred by the Indemnitee in defending any Proceeding paid by the Association in advance of the final disposition of the Proceeding to the fullest extent permitted by Pennsylvania law; provided that, if Pennsylvania law continues so to require, the payment of such expenses incurred by the Indemnitee in advance of the final disposition of a Proceeding shall be made only upon delivery to the Association of an undertaking, by or on behalf of the Indemnitee, to repay all amounts so advanced without interest if it shall ultimately be determined that the Indemnitee is not entitled to be Indemnified under this paragraph or otherwise.
3. **Inclusion.** Indemnification pursuant to this paragraph shall continue as to an Indemnitee who has ceased to be a Director or Officer and shall inure to the benefit of his or her heirs, executors, and administrators.
4. **Definitions.** For purposes of this Article, (a) "Indemnitee" shall mean each Director or Officer of the Association who was or is a party to, or is threatened to be made a party to, or is otherwise involved in, any Proceeding by reason of the fact that he or she is or was a Director or Officer of the Association or is or was serving in any capacity at the request or for the benefit of the Association as a Director, officer, employee, agent, partner, or fiduciary of, or in any other capacity for, another corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise; and (b) "Proceeding" shall mean any threatened, pending or completed action, suit, or proceeding (including without limitation an action, suit, or proceeding by or in the right of the Association), whether civil, criminal, administrative, or investigative.

B. Indemnification of Employees and Other Persons. The Association may, by action of the executive committee and to the extent provided in such action, indemnify employees and other persons as though they were Indemnities. To the extent that an employee or agent of the Association has been successful on the merits or otherwise in defense of any Proceeding or in defense of any claim, issue or matter therein, the Association shall indemnify such person against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

C. Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses provided in this Article shall not be exclusive of any other rights that any person may have or hereafter acquire under any statute, provision of the Association's Articles of Incorporation or By-Laws, agreement, vote of members or directors or otherwise.

D. Insurance. The Association may purchase and maintain insurance, at its expense, for the benefit of any person on behalf of whom insurance is permitted to be purchased by Pennsylvania law against any expense, liability or loss, whether or not the Association would have the power to indemnify such person under Pennsylvania or other law. The Association may also purchase and maintain insurance to insure its indemnification obligations whether arising hereunder or otherwise.

E. Fund for Payment of Expenses. The Association may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise may secure in any manner its indemnification obligations, whether arising hereunder, under Articles of Incorporation, by agreement, vote of Members or Directors, or otherwise.

ARTICLE XII - Parliamentary Authority

The rules contained in the then current edition of Robert's Rules of Order Newly Revised (which are hereby incorporated herein and made a part hereof) shall govern in all circumstances to which they are applicable and in which they are not inconsistent with the express provisions of these By-Laws or any special rules or regulations the Association may adopt from time to time.

ARTICLE XIII - Prior By-Laws

The By-Laws of the Association set forth herein as of the date set forth below (as further amended, modified, substituted, restated or replaced from time to time in accordance with the terms and provisions herewith, the "By-Laws") shall amend, modify, restate, replace and supersede all previous By-Laws of the Association. In connection with the foregoing, any and all actions or inactions of the Association, Executive Committee, any Director or any Officer that were inconsistent with and/or not in compliance with any previous By-Laws of the Association but which are consistent with and/or in compliance with the current By-Laws are hereby ratified, confirmed and approved for all purposes without the need for any further action.

ARTICLE XIV – Amendments

Section One. Amendments.

These By-Laws may be amended by a two-thirds vote of the entire board of directors at any regular or special meeting of the board, provided written notice of the proposed change shall have been mailed to each member of the board at least fourteen (14) days prior to such meeting. No proxies shall be permitted for this vote, although directors may participate and vote by telephone and/or video conferencing.

Section Two. Effective Date of Amendments.

Amendments to these By-Laws shall take effect at the adjournment of the meeting at which they are adopted by the board of directors unless otherwise provided by the board of directors.

Adopted by the Board of Directors on August 6, 2017

Recorded By: Ken P. Kerr, Esq.

Vice President/Legal Counsel 2017 MHSAA Board of Directors