

**BY-LAWS
OF
VISIT HERSHEY & HARRISBURG, INC.**

ARTICLE I – NAME

- 1.1 This Corporation shall be known as Visit Hershey & Harrisburg, Inc.

ARTICLE II – MISSION

- 2.1 The mission of this Corporation is to develop and promote travel and tourism for Dauphin and Perry County.

ARTICLE III – OFFICE

- 3.1 The registered office of the Corporation shall be at 3211 N. Front St, Suite 301, Harrisburg, PA. The registered office may be changed upon action of the Board of Directors.

ARTICLE IV – MEMBERS

- 4.1 Members shall meet the following qualifications: A proposed member may be an individual, partner, corporation, or a government entity who has an interest in tourism, or who is actively engaged in the travel and/or tourism business in Dauphin or Perry County. Tourism businesses from surrounding counties may apply for membership with limited benefits.
- 4.2 The Board of Directors may determine from time to time the cost of annual dues payable by the members.
- 4.3 The Board of Directors, by affirmative vote of a majority of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or expel any member who shall be in default in the payment of any dues or assessments. The Board of Directors may, by rule, prescribe procedures for extending the time for payment of dues and continuation of membership privileges for good cause shown.

ARTICLE V – MEETING OF MEMBERS

- 5.1 Meetings of the members shall be held at a location in Central Pennsylvania as determined by the Board of Directors, or at such place or places, either within or without the Commonwealth of Pennsylvania, as may from time to time be fixed by the Board of Directors.
- 5.2 The annual meeting of the members shall be held once during each fiscal year at a convenient time and place so designated by the Board of Directors, when the members shall transact business that may properly be brought before the meeting.
- 5.3 Special meetings of the members may be called at any time by the Chair, or the Board of Directors, or members entitled to cast at least ten percent (10%) of the votes which all members are entitled to cast at the particular meeting. At any time, upon written request of the aforesaid group of members that has requested a special meeting; it shall be the duty of the Chair to fix the time of the meeting, which shall be held not more than thirty (30) days after the receipt of the request. If the Chair shall neglect, or refuse to fix the time of the meeting, the person or persons calling the meeting may do so. Business transacted at all special meetings shall be confined to the subjects stated in the call and matters germane thereto.
- 5.4 Written notice of every meeting of the members, stating the time, place, and object thereof, shall be given by, or at the direction of, the Chair to each member of record entitled to vote at the meeting, at least ten (10) business days prior to the day named for the meeting, unless a greater period of notice is required by

statute in a particular case. If the Chair shall neglect or refuse to give notice of the meeting, the person or persons calling the meeting may do so. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted.

- 5.5 A meeting of members duly called shall not be organized for the transaction of business unless a quorum is present. The presence in person of ten percent (10%) of the members entitled to vote shall constitute a quorum at all meetings of the members for the transaction of business except as may be otherwise provided by the law or by the Articles of Incorporation. The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.
- 5.6 Every member of the corporation shall be entitled to one (1) vote. Voting may be by any reasonable means, unless a demand is made by a member before the voting begins, and such vote may be taken by secret ballot.

ARTICLE VI – BOARD OF DIRECTORS

- 6.1 The business and affairs of the corporation shall be managed by its Board of Directors, initially numbering eleven (11) and, with the prior consent of the counties designating this corporation as their respective tourism promotion agent, thirteen (13). Each Director shall be an individual who is a member of the Corporation or employed by a member business or organization of the Corporation. To the extent necessary for the corporation to remain eligible to receive matching funds grants from the Commonwealth of Pennsylvania, a majority of the Board of Directions in office shall be persons employed as tourism promotion professionals by non-governmental organizations
- 6.1.1 The composition of the Board of Directors shall include three (3) Directors appointed by the County Commissioners of the County of Dauphin, one of which may be employed by a governmental organization. The candidates for the foregoing Director positions shall be nominated by the Nominating Committee, and the County Commissioners of the County of Dauphin may recommend three (3) Directors from the Nominating Committee's pool of candidates; however, if the Commissioners do not make a recommendation from the pool of candidates, the Nominating Committee may appoint such directors in its sole discretion. Notwithstanding the foregoing, if the County of Dauphin shall decertify the corporation as its respective tourism promotion agency, then the Directors in office that were so appointed shall be deemed to have resigned their office and the vacancy thereby created shall be filed as hereinafter provided.
- 6.1.2 In addition, the composition of the Board of Directors shall include at least one (1) director from a City of Harrisburg business member; at least one (1) Director from the Harrisburg Regional Chamber; and at least one (1) Director from a Dauphin County Lodging business member. All of the foregoing Directors shall be appointed by the Nominating Committee. The Nominating Committee may accept recommendations of the Mayor of the City of Harrisburg in determining the director from the City of Harrisburg business member.
- 6.1.3 The remaining number of Directors shall include the immediate past President of the Board of Directors with the balance to be selected at large from persons employed by Dauphin County member businesses or organizations.
- 6.1.4 Other than Directors appointed pursuant to Sections 6.1.1 and 6.1.2 and the immediate past Chairperson of the Corporation, Directors shall be elected annually by a vote of the Board of Directors.
- 6.1.5 Each Director shall be appointed or selected for a three (3) year term from the date of expiration of the preceding term and shall be eligible for re-appointment or re-election for a second consecutive term, but after serving three (3) consecutive terms shall not be eligible for re-appointment or re-election until after a lapse of one (1) year or until their successor shall be elected and shall qualify.

- 6.2 In addition to the powers and authorities conferred upon them by these By-Laws, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not statue, or by the Articles, or by these By-Laws directed, or required to be exercised, or done by the members.
- 6.3 The meetings of the Board of Directors shall be held at least one (1) per fiscal year quarter, at such place or places, within this Commonwealth, or elsewhere, as a majority of the Directors may from time to time determine, or as may be designated, in the notice calling the meeting.
- 6.4 Written, including electronic mail, or personal notice of every meeting of the Board of Directors shall be given to each Director at least five (5) days prior to the day named for the meeting.
- 6.5 A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present, shall be the acts of the entire Board of Directors. One or more persons may participate in a meeting of the Board of Directors or of the members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting. Any action which may be taken at a meeting of the Directors may be taken without a meeting, if consent or consents in writing setting forth the action so taken shall be signed by a majority of the Directors in office and shall be filed with the President of the Corporation.
- 6.6 The Board of Directors may declare vacant the office of a Director, should that Director become incompetent or convicted of a crime, or is absent from two or more consecutive meetings of the Board without just cause, or without reasonable excuse, as determined solely by the Board of Directors.
- 6.7 A Director of the Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take action unless:
- 6.7 (a) The Director has breached or failed to perform the duties of office under this section; and
- 6.9 (b) The breach of failure to perform constitutes self-dealing, willful misconduct or recklessness.
- 6.8 The provisions of Section 6.7 shall not apply to:
- 6.8 (a) The responsibility or liability of a Director pursuant to any criminal statue; or
- 6.8 (b) The liability of a Director for the payment of taxes pursuant to local, state, or federal law.
- 6.9 Directors as such, shall not receive any stated salary for their services, but by resolution of the Board, a fixed sum for expenses may be allowed for attendance at each regular or special meeting of the Board. However, pending Board approval, nothing contained herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE VII – OFFICERS

- 7.1 The Executive Officers of the Corporation shall be chosen by the Board of Directors. Members of the Executive Committee shall be limited to Board Members whose membership address lies within one of the counties that have designated the Corporation as its official tourist promotion agency. They shall hold their office for a term of two (2) year, or until their successors are elected, and qualified, and shall have the authority and shall perform such duties as are provided by the By-Laws and, as from time to time, are prescribed by the said Board. The officers shall be selected from the membership of the Board of Directors and shall receive no compensation. If a member of the Executive Committee reaches the three-term tenure limit before their respective offices two-year term is concluded, the member shall remain on the board until the end of said term as an officer. The member may not remain on the board following the conclusion of said term and cannot be reappointed to the board or an officer ship until the mandatory one-year lapse has expired. A member in their final year of board eligibility may not be nominated or elected to the Executive

Committee, although they may be so nominated or elected if they are in their next to last year of board eligibility.

- 7.2 Any officer, or agent, may be removed by a majority vote of the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby.
- 7.3 The Chair shall preside at all meetings of the membership and Directors. The Chair shall be eligible to serve not more than one (1) two (2) year term or until a successor is elected, and qualified. The Chair shall sign and execute all authorized bonds, contracts, notes, evidences of indebtedness, or other obligations in the name of the Corporation. The Chair shall make such reports, from time to time, of the affairs of the Corporation as the Board may require. The Chair shall do and perform such other duties as, from time to time, may be assigned by the Board. The Chair shall be an ex-officio member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of Chair. The immediate past Chair may, with the approval of the Board of Directors, continue as an ex-officio voting member of the Board for the duration of the term of the succeeding Chair.
- 7.4 The Vice Chair shall act in all cases for, and as the Chair, in the latter's absence or incapacity, and shall perform such other duties as may be required to do from time to time.
- 7.5 The Treasurer shall in all cases for, and as the Chair, in the Vice Chair's absence or incapacity, and shall perform such other duties as may be required to do from time to time.
- 7.6 The Secretary shall attend all sessions of the Board, and all meetings of the members, and may procure, by assignment, the taking of the minutes of the Board's activities, as well as the minutes of the annual meeting of members, or any special meeting of the members, all of which will be recorded in a book, or other permanent form, kept for those purposes; and shall perform like duties for all committees of the Board of Directors, when required. The Secretary shall perform such other duties as may be prescribed by the Board of Directors or Chair and shall attest to all legal documents requiring the seal of the Corporation.
- 7.7 The Treasurer shall oversee the financial activity of the Corporation and review or cause to be reviewed its books and ledgers at least annually. All disbursements of funds of the Corporation shall be by check signed by any two (2) of the following Officers and Directors of the Corporation: The Chair, the Treasurer, the President, Past Chair or other Executive Committee members as may be desired.
- 7.8 The President shall be selected by the Board of Directors under terms and conditions as they shall determine to be in the best interest of the Corporation. The Board of Directors shall also fix the salary on an annual basis of this position. The President shall be the Chief Executive Officer of the Corporation and shall have general and active management of the affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Directors to delegate any specific powers, except such as may be statute exclusively conferred on the Chair, or to any other officer or officers of the Corporation. The President shall give notice of all meetings of the Board of Directors and also of the members of this Corporation and shall generally attend all of the said meetings and assist in any manner as determined by the Board of Directors or Chair.
- 7.9 Officers, and the staff members they may designate, shall be bonded.

ARTICLE VIII – VACANCIES

- 8.1 If the office of any officer becomes vacant for any reason, the Board of Directors may choose a successor, or successors, who shall hold office for the unexpired term in respect of which any vacancy occurred.
- 8.2 Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of Directors, shall be filled by a majority of the remaining members of the Board, and each person so elected shall be a Director until the next scheduled election, when a successor shall be elected by the Board of Directors for the balance of the unexpired term of office of the director declared to be vacant.

ARTICLE IX – COMMITTEES

- 9.1 Standing or special committees may be constituted and named from time to time by the Board of Directors. All committees are chaired by a Director of the Board appointed by the Chair.
- 9.2 The Chair shall appoint a Nominating Committee consisting of at least three (3) members to select nominees to be elected by the Board of Directors.

ARTICLE X – FISCAL YEAR

- 10.1 The fiscal year of the Corporation shall run from July 1 to June 30.

ARTICLE XI – ANNUAL REPORT

- 11.1 The President of the Corporation shall present, annually to the members, a report showing, in appropriate detail, the following:
- 11.1 (a) The assets and liabilities of the Corporation as of the end of the last fiscal year immediately preceding the date of the report and continuing into the current fiscal year until the date of the meeting;
- 11.1 (b) The revenue of the Corporation, during the same time frame as stated above;
- 11.1 (c) The expenses of the Corporation during the same time as stated hereinbefore;
- 11.1 (d) The number of members of the Corporation as of the date of the report; and
- 11.1 (e) A report of primary programs.

ARTICLE XII – INDEMNIFICATION

- 12.1 The Corporation shall indemnify each of its Directors, officers and employees whether or not then in service as such (and their executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred by them in connection with the defense of any litigation to which the individual may have been a party because they are or were a Director, officer, or employee of the Corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which they have been adjudged liable to the Corporation for negligence or misconduct in performance of their duties or was derelict in the performance of their duty as Director, officer, or employee by reason of willful misconduct, bad faith, gross negligence, or reckless disregard of the duties of their office or employment. The right to indemnify for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.
- 12.2 The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such Director, officer, or employee may be entitled.

ARTICLE XIII – ADOPTION AND AMENDMENT OF BY-LAWS

- 13.1 Except as may be provided otherwise by the Pennsylvania Nonprofit Corporation Law of 1988, as amended, these Bylaws may be amended or replaced at any regular or special meeting of the Board of Directors by an affirmative vote of two-thirds (2/3) of the Board of Directors.
- 13.2 These By-Laws herein above set shall be in full force and effect immediately after such approval as provided in Section 1 of this Article by the Board of Directors.