

SOUTHERN CHESTER COUNTY CHAMBER OF COMMERCE
BYLAWS

ARTICLE I

Name

Section 1 The name of the organization shall be the Southern Chester County Chamber of Commerce (hereinafter sometimes referred to as "the Chamber.")

ARTICLE II

Mission and Limitation

Section 1 The Chamber is organized for the purpose of advancing the commercial, industrial, and collective civic interests of the southeastern portion of Chester County and its trade areas.

Section 2 The Chamber serves members' collective needs and enhances a vibrant business climate for Southern Chester County.

Section 3 The Chamber shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501 (c)(6) of the Internal Revenue Code.

ARTICLE III

Membership

Section 1 Any sole proprietorship, limited liability company, association, corporation, or partnership that is approved by the Board of Directors ("Board"), in its sole discretion considering factors which include, but are not limited to, business reputation, community standing and ethical standards, shall be eligible for membership in the Southern Chester County Chamber of Commerce.

Section 2 There shall be two classes of membership: active and honorary.

(a) **Active Membership**

Active membership subject to the approval of the Board may be held by individuals and/or representatives from associations, corporations, partnerships, limited liability companies, sole proprietorships, or such other firms or businesses or governmental units or not-for-profit organizations. An active member shall have full voting privileges.

(b) **Honorary Membership**

Honorary membership may be conferred on businesses, individuals, governmental units or not-for-profit

organizations from time to time by the Board. An honorary member shall not have voting privileges.

Section 3 Each member shall pay membership dues as determined from time to time by the Board.

Section 4 The membership of any Member Company may be terminated by a vote of no less than two-thirds of the then constituted Board, at any regular or special Board meeting for conduct unbecoming a member of the Chamber of Commerce or for conduct that is illegal, immoral and would reflect negatively upon the reputation of the Chamber; provided that any membership so terminated will be done so only after affording an opportunity, after 10 days written notice, to the person and/or Company to present their defense thereto.

ARTICLE IV Annual and Special Meetings of the Membership

Section 1 The Board shall convene an annual meeting of the membership at a time and place determined by the Board. At the annual meeting the Chairman shall provide the membership with a report of the activities of the Chamber.

Section 2 A special meeting of the membership shall be convened by the Chairman upon the written request to the Secretary of a majority of the Board, or upon the written request to the Secretary of not less than ten (10) Active Members of the Chamber.

Section 3 Ten (10) Active Members shall constitute a quorum of any annual or special meeting of the membership.

Section 4 Fifteen (15) days' notice in writing shall be given to the membership in advance of any annual or special meeting. Such notice shall include the purpose of the call. Electronic communication including email and facsimile will satisfy the written notice requirement.

ARTICLE V Board of Directors

Section 1 The government of the Chamber and the direction of its work shall be vested in the Board.

Section 2 All members of the Board shall be members of the Southern Chester County Chamber of Commerce. The Board shall consist of not less than twelve (12) elected members and not greater than twenty-four (24) elected members and such other members ex officio as set forth herein. Each director shall hold office until the expiration of the term of which he or she

was selected and until the director's successor has been selected and qualified or until the director's earlier death, resignation, or removal.

Section 3 The Board shall be classified in respect of the time for which the Directors shall severally hold office by dividing the Directors into three (3) classes, which shall be as nearly equal in number as possible. Each member of each class shall be elected for an initial term until the third annual members meeting following the member's taking office and until his or her successor has been selected and qualified or until the member's earlier death, resignation, or removal. The term of office of one class shall expire at the annual meeting of the members of each year. At each annual meeting of members, the successors to the Directors of the class whose terms expire that year shall be selected to hold office. Except as provided below, no Director shall be selected to hold office for two consecutive terms.

At the recommendation of the nominating committee and the election by the membership at the annual meeting, Directors may serve a maximum of two terms. The second term being for periods of one, two, or three years. At any time there will be no more than a total of eight (8) Directors filling a second term of one, two or three years.

Section 4 A Nominating Committee shall be appointed by the Chairman at least thirty (30) days prior to the election, and shall be made up of a Board member from each class and one member-at-large. The Nominating Committee shall be chaired by the Immediate Past Chairman or by a Board member specifically appointed to that duty by the Chairman. The duty of the Nominating Committee shall be to nominate candidates from the general membership of the Chamber to be voted on for membership to the Board, said nominees to be equal in number to the number of vacancies to be filled on the Board. It shall be the further duty of the Nominating Committee to simultaneously nominate candidates from the general membership of the Chamber for the offices of Chairman, Chairman Elect, and Vice Chairman. The Nominating Committee shall file a list of the nominees with the Secretary not later than fifteen (15) days before the election. No person shall be nominated for elections to the Board unless he/she has agreed to serve if elected.

Nominations other than those presented by the Nominating Committee may be made by a member either from the floor or by filing the name of such nominee with the Secretary.

Section 5 Annual election of the members of the Board shall be at a special meeting of the members or by mail ballot as determined by the Board. When elections are by special meeting of the members, nominations for candidates for the Board shall be called for by the officer presiding over

such special meeting, and any number of nominations may be made by members from the floor. When elections are by mail ballot, nominations for candidates for the Board shall be called for by the officer presiding over the regular meeting of the Board at which such mail ballot is authorized, and the names of the candidates so nominated shall be listed on such mail ballot together with the names of any other candidates nominated in writing by any member prior to the regular meeting of the Board at which such mail ballot is authorized.

- Section 6 Vacancies in the Board may be filled by a majority vote of the remaining members of the Board, though not less than a quorum, and each person so selected shall hold office until the next selection of the class for which the Director has been chosen and until his or her successor has been selected and qualified or until his or her earlier death, resignation, or removal.
- Section 7 The Board shall meet not less than quarterly at a time and place determined by the Board.
- Section 8 Fifty percent (50%) of the then constituted Board, plus one (1), shall constitute a quorum for the transaction of business and any regular or special meeting of the Board.
- Section 9 The Board at its first meeting after the annual election of the membership shall elect its officers.
- Section 10 Board Members may be asked to resign if they miss two (2) consecutive monthly Board Meetings or fail to attend nine (9) out of eleven (11) monthly Board Meetings annually, unless excused by the Board.

ARTICLE VI

OFFICERS

- Section 1 The officers of the Chamber shall consist of the President, Chairman, Chairman Elect, Vice Chairman, Secretary, Treasurer, and the Immediate Past Chairman. The Chairman, Chairman Elect, and the Vice Chairman of the Chamber shall be elected by the Board at the annual meeting of the Board and each such officer shall hold office for one (1) year and until his or her successor has been duly elected and qualified or until the officer's earlier death, resignation, or removal. A vacancy in any office occurring in any manner may be filled by the Board and shall be filled for the unexpired portion of the term.
- Section 2 Individuals who shall be eligible for the positions of Chairman, Chairman Elect, and/or Vice Chairman shall hold membership in the Southern Chester County Chamber of Commerce but need not be elected members of the Board, and shall be nominated and elected pursuant to the provisions of Articles IV and V of these Bylaws.

- Section 3 Individuals who shall be eligible for the positions of Treasurer and/or Secretary shall be appointed annually by the Board, and need be neither Directors nor general members. Such appointment shall coincide with the nomination and election of Directors and Officers pursuant to the provisions of Articles IV and V of these Bylaws.
- Section 4 Chairman: The Chairman shall serve as the Chief Elected Officer of the Chamber and shall preside at all meetings of the Chamber, Board, and Executive Committee and perform all duties incident to the office. The Chairman shall, with advice and counsel of the President, assign a Chairman Elect and Vice Chairman to divisional or departmental responsibility, subject to the Board of Director's approval. The Chairman shall, subject to the approval of the Board, appoint all committees and shall be an ex officio member of those committees. The Chairman shall be an ex officio member of the Board, with full voting rights, if not an elected Board member. The Chairman shall not serve more than two (2) consecutive elected annual terms.
- Section 5 Chairman Elect: The Chairman Elect shall exercise the powers and authority and perform the duties of the Chairman in the absence or disability of the Chairman. The Chairman Elect shall be an ex officio member of the Board, with full voting rights, if not an elected Board member.
- Section 6 Vice Chairman: The Vice Chairman shall exercise the powers and authority and perform the duties of the Chairman in the absence or disability of the Chairman and in the event the Chairman Elect cannot function. The Vice Chairman shall also perform other duties as assigned by the Board.
- Section 7 Treasurer: The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. The Treasurer shall receive and disperse the funds of the Chamber according to established policies and procedures. The Treasurer shall also submit an annual report of the financial affairs of the Chamber to the membership. The Treasurer shall be an ex officio member of the Board, with full voting rights, if not an elected Board member.
- Section 8 President: The Board may appoint, to serve at its pleasure, a President who will act as the Chamber's executive officer. The President shall manage the corporate business of the Chamber and perform such functions and duties as assigned by the Board and/or the Chairman. The President shall be the chief administrative and executive officer of the Chamber. The President shall serve as Secretary and assist in the preparation of notices, agendas, and minutes of the board meetings. With assistance of

the Vice Chairman, the President shall be responsible for administration of the business plan in accordance with the policies and regulations established by the Board and shall be responsible for hiring, discharging, directing, and supervising all employees, if any. The President shall also be responsible for all expenditures within approved budget allocations.

Section 9 Secretary: The Secretary shall conduct the official correspondence, preserve and protect all books, documents, and communications, and maintain accurate records of the proceedings of the Chamber and of the Board.

Section 10 The Immediate Past Chairman: The Immediate Past Chairman shall conduct meetings of the Chamber in the absence of the Chairman, Chairman Elect, and Vice Chairman and shall be an ex officio member of the Board, with full voting rights, if not an elected Board member.

ARTICLE VII Director and Officer Liability

Section 1 A director and/or officer of this Chamber shall stand in a fiduciary relation to this Chamber and shall perform his/her duties as director and/or officer, including his/her duties as a member of any committee of the Board upon which he/she may serve, in good faith, in a manner he/she reasonably believes to be in the best interests of this Chamber, with such care, including reasonable inquiry, skill and diligence, as a person or ordinary prudence would use under similar circumstances. In performing his/her duties, a director and/or officer shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) One or more directors, officers or members of this Chamber whom the relying director and/or officer reasonably believes to be reliable and competent in the matters presented, including, but not limited to, any standing committee;
- (b) Counsel, public accountants or other persons as to matters which the director and/or officer reasonably believes to be within the professional or expert competence of such persons; and
- (c) A committee of the Board upon which the relying director and/or officer does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director and/or officer reasonably believes to merit confidence.

A director and/or officer shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.

Section 2 In discharging the duties of their respective positions, the Board, Committees of the Board and individual directors and/or officers may, in considering the best interests of this Chamber, consider the effects of any action upon members, upon suppliers and customers of this Chamber and upon communities in which offices or other establishments of this Chamber are located, and all other pertinent factors. The consideration of these factors shall not constitute a violation of Section 1 of this Article VI.

Section 3 Absent (1) breach of fiduciary duty, (2) lack of good faith, or (3) self-dealing, actions taken as director and/or officer or any failure to take any such actions shall be presumed to be in the best interests of this Chamber.

Section 4 A director and/or officer of this Chamber shall not 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/her office under Sections 1 through 3 of this Article VI; and
- (b) The breach of failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 5 The provisions of Section 4 hereof shall not apply to:

- (a) The responsibility or liability of a director and/or officer pursuant to any criminal statute; or
- (b) The liability of a director and/or officer for the payment of taxes pursuant to local, state or federal law.

Section 6 No amendment to or repeal of this Article VI shall apply to, or have any effect on, the liability or alleged liability of any director and/or officer for, or with respect to, any acts or omissions of such director and/or officer occurring prior to such amendment or repeal.

ARTICLE VIII

Indemnification of Directors and Officers

Section 1 Subject to the limitations contained in Section 6 of this Article VIII, the Chamber shall indemnify any director and/or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to

be made a party to or who is called as a witness in connection with any threatened, pending, or completed action, suit or proceeding, whether investigative, including an action by or in the right of this Chamber, by reason of the fact that he/she is or was a director, officer, employee or agent of this Chamber, or is or was serving at the request of this Chamber as a director, officer, employee or agent of another association, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amount paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section 2 The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any other Bylaw, agreement, contract, vote of shareholders or disinterested directors, or pursuant to the direction, howsoever embodied, of any court of competent jurisdiction or otherwise, both as to action in another capacity while holding such office. It is the policy of this Chamber that indemnification of, and advancement of expenses to, directors and/or officers of this Chamber shall be made to the fullest extent permitted by law, subject to the limitations contained in Section 6 of this Article VIII. Toward this end, the provisions of Article VIII shall be deemed to have been amended for the benefit of directors and officers of this Chamber effective immediately upon any modification of the Business Corporation Law of the Commonwealth of Pennsylvania (the "BCL") or the Directors' Liability Action of the Commonwealth of Pennsylvania (the "DLA") which expands or enlarges the power or obligation of corporations organized under the BCL or subject to the DLA to indemnify, or to advance expenses to, directors and officers of such corporations.

Section 3 Subject to the limitations contained in Section 6 of this Article VIII, this Chamber shall pay expenses incurred by any officer and/or director, and may pay expenses incurred by any other employee or agent, in defending a civil or criminal action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall be ultimately determined that he/she is not entitled to be indemnified by this Chamber.

Section 4 The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VIII shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5 This Chamber shall have the authority, but not the obligation, to create a fund or any nature, which may, but need not be, under the control of a trustee, or to otherwise secure or insure in any manner, its indemnification obligations, whether arising under these Bylaws or otherwise. This authority shall include, subject to the limitations contained in Section 6 of this Article VIII, the authority to:

- (a) deposit funds in trust or in escrow;
- (b) purchase and/or establish any form of insurance or self-insurance;
- (c) secure its indemnity obligation by grant of a security interest, mortgage or other lien on the assets of this Chamber; or
- (d) establish a letter of credit, guaranty or surety arrangement for the benefit of such persons in connection with the anticipated indemnification or advancement of expenses contemplated by this Article VIII.

The provisions of this Article VIII shall not be deemed to preclude the indemnification of, or advancement of expenses to, any person who is not specified in Section I of this Article VIII but whom this Chamber has the power or obligation to indemnify, or to advance expenses for, under the provisions of the BCL or the DLA or otherwise. The authority granted by this Section 5 of Article VIII shall be exercised by the Board of this Chamber.

Section 6 Notwithstanding anything in these Bylaws to the contrary, the indemnification obligation and/or authority granted by this Article VIII shall be limited to the net value of all of the Chamber" assets at the time that the indemnification obligation arises or is voluntarily undertaken by the Board pursuant to this Article VIII; provided, however, that the Board may purchase insurance coverage in any amount not to exceed One Hundred Thousand Dollars (\$100,000.00) in order to secure any indemnification obligation that may arise pursuant to this Article VIII.

ARTICLE IX

Committees

Section 1 The Chairman, with the advice and consent of the Board, shall authorize and define the powers and duties of all committees.

Section 2 The Chairman, upon the advice and consent of the Board, shall appoint chair members of all committees.

Section 3 Executive Committee: The Executive Committee shall act for and on behalf of the Board when the Board is not in session but shall be accountable to the Board for its actions. It shall be composed of the Chairman, Chairman-Elect, Vice Chairman, Treasurer, Executive Secretary, Immediate Past Chairman, and President. Additional appointments may be made by the Chairman, not to exceed three (3) members. The Chairman will serve as Chairperson of the Executive Committee.

ARTICLE X Fiscal Year

The Fiscal year of the Southern Chester County Chamber of Commerce shall end the 31st day in December of each calendar year.

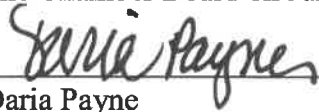
ARTICLE XI Parliamentary Procedure

All questions of parliamentary procedure not specifically identified in the Bylaws of the Chamber shall be determined by the latest edition of Roberts' RULES OF ORDER.

ARTICLE XII Amendments

These Bylaws may be amended by two-thirds vote of those present at any annual or special meeting of the membership.

AMENDED & ADOPTED at the regular meeting of the Chamber Board on June 10, 2015.



Daria Payne
Secretary
Amended: December 9, 2004
November 14, 2007
December 16, 2010
June 14, 2014
May 28, 2015