

CONSTITUTION & BYLAWS
HANOVER AREA MANAGEMENT ASSOCIATION, INC
Revised July 1, 2010

ARTICLE I—NAME

The Association is a non-profit corporation under Section 501 (c) (3) of the Internal Revenue Service and shall be known as the Hanover Area Management Association, Inc. The registered office of the Corporation in the Commonwealth of Pennsylvania shall be in Littlestown, Pennsylvania 17340 until otherwise established by a vote of a majority of the Executive Board Members, or until changed by an appropriate amendment of the articles of corporation. The first day of the fiscal year of the corporation shall be July 1.

ARTICLE II—PURPOSE

The purpose of this corporation shall be to foster growth and development of the leaders in member organizations by:

1. Providing opportunities through which leaders at every career level can enhance their abilities and become more effective in performing their responsibilities.
2. Providing the members with opportunities to meet and exchange constructive ideas and information with other leaders in the field.
3. Recognizing the resources of the member organizations.

ARTICLE III—MEMBERSHIP

1. There shall be four classes of membership: Active Membership, Associate Membership, Retired Membership, and Honorary Membership.
2. Active members shall be leaders of organizations, such as Executives, Managers, Staff, Supervisors, or leaders in training.
3. Associate members are previous active members who are not currently in a leadership position but aspire to continue their leadership educational opportunities. ???
4. Retired members, who have been members of the corporation for a period of three (3) or more years, do not pay dues but are entitled to vote and hold office.
5. Honorary members are those individuals that the corporation may wish to single out for distinctive service to the corporation or to the business community to confer Honorary Membership. Honorary members will not be entitled to vote or to hold an elective office.
6. Prospective members must complete an application for membership and be approved by a majority vote of the Executive Board Members.
7. Memberships will be terminated automatically for nonpayment of annual dues after three (3) months of delinquency.
8. Membership in this corporation is for individuals and not transferable or assignable without the consent of the Executive Board Members. Corporations may establish a key person to facilitate administrative details. Invoices for membership will be sent

to corporations or individuals as established. Special events or programs may be open to corporations that employ members of the Hanover Area Management Association.

ARTICLE IV—MEETINGS/EVENTS

1. Regular Meetings/Events: The regular membership meetings/events will be set by the Board of Directors for the association year beginning July 1 and ending the following June 30.
2. Annual Meeting: This meeting will normally be the first fall meeting. Incoming Executive Officers will be installed at that meeting, past presidents will be recognized, and the annual audit will be announced. If the annual meeting shall not be called and held within six months after the designated time, any member may call such a meeting.
3. Board Meetings: The Board of Directors will generally meet a minimum of five times from August through June at a time and place designated by the President/Executive Director. Written or personal notice of every meeting of the Board of Directors shall be given to each director at least (5) days prior to the day named for the meeting or a majority vote of the officers.
4. Special Meetings: The President with the approval of the Executive Board will call special meetings to facilitate the functions of the corporation.
5. Committee Meetings: For the purpose of carrying out the functions of programs, projects, or objectives of the corporation, committees, may meet at any time, place and date deemed necessary by the President/Executive Director and the Chairperson of such committee.
6. Guest members: Meetings are not open to the general public unless approved by the Executive Board Members. Members may obtain reservations for guests by request to the Treasurer. The Executive Board Members will approve meetings open to guest members.
7. All general membership meeting dates, times, and places will be decided by the Executive Board Members. The membership will be given advance written/electronic notice of a minimum of 5-days prior to scheduled meetings.

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ARTICLE V—ANNUAL DUES & FEES

1. Annual Dues shall become payable on July 1 of each year. The amount of dues shall be determined prior to the due date year by the Executive Board Members. Invoices will be sent to the key person of member companies or to individual members.
2. Memberships will be terminated automatically for nonpayment of annual dues after three (3) months of delinquency.
3. Dues will be prorated for new members that join between January and July of each year.
4. The Executive Board Members will determine fees for events such as meetings, picnic, seminars, education classes, etc.
5. Attending Events: When members/keypersons make reservations to attend events of the corporation, they will be responsible for the fee, whether they attend the event or not unless a time frame for cancellation is stated in the program.

ARTICLE VI—EXECUTIVE BOARD & OFFICERS

1. The Executive Board shall consist of the President, Vice President, Secretary, Members at Large, Immediate Past President, Treasurer, and Executive Director. The Board will determine the number of Member(s)-at-Large positions prior to the nomination of officers for the following association year.
2. The Executive Board shall have the responsibility for transaction of all business of the corporation. Four members of the Executive Board shall constitute a quorum. Communications and voting may be by conference telephone or other electronic communications equipment by which all members may have access to the same information. Voting members so participating shall be deemed present at any such meeting.
3. The Executive Officers, which consist of the President, Vice President, Secretary, Member(s) at Large, and Immediate Past President, shall select the Treasurer and the Executive Director.
4. Interpretation of these by-laws shall be vested in the Executive Board.
5. The Executive Director and President shall be responsible for all filings of the corporation including but not limited to Annual Statement-Nonprofit Corporation and Income Tax filings. The Executive Director and President shall be responsible for retaining a copy of the Corporation By-Laws, including all amendments thereto to date; board minutes, treasurer reports, accurate books and records of account, and records of operations of the corporation.
6. Resignations—Any Executive Board Member or Executive Officer of the corporation may resign at any time by giving written notice to the President or the Secretary and the resignation will take place at the specified time, the acceptance of such resignation shall not be necessary to make it effective.
7. A board member and/or officer shall not be personally liable for monetary damages as Executive Board Member and/or Executive Officer for any action taken, or any failure to take any action unless: (a) The individual has breached or failed to perform their duties in accordance with accepted standards of conduct; and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
8. Vacancies—The Executive Board may declare vacant the office of a board member or officer if he/she is declared of unsound mind by an order of the court, or convicted of a felony, absent from a majority of Board Meetings or events, or not fulfilling the duties of the office as deemed by the remaining Executive Board Members. Any director may be removed from office by an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted board of Director's meeting. Any vacancy or vacancies in the Executive Board because of death, resignation, removal in any manner, disqualification, an increase in the number of directors, or any other cause may be filled by a majority of the remaining members of the Executive Board though less than a quorum, at any regular Board Meeting or special meeting; and each person so elected shall be a director to serve for the balance of the unexpired term.

ARTICLE VII—ELECTION AND BALLOTING

1. The election of the President, Vice President, Member(s) at Large, and Secretary shall take place annually at an announced April/May meeting with the general membership. Election of Officers may take place electronically if notice is given to the membership

one month prior to the election. The services of Treasurer and Executive Director are retained by the Executive Officers.

2. The Immediate Past President shall chair a Nominating Committee. The committee shall consist of not less than five active, associate, or retired members and no more than one from any company. This committee may conference by telephone or other electronic communications equipment by which all members may have access to the same information. Voting members who are participating shall be deemed present at any such meeting.
3. The Chairperson of the Nominating Committee shall present to the Executive Director a slate of candidates for the office of President, Vice President, Member (s) at Large, and Secretary. All active, associate, and retired members can be considered for all offices.
4. Upon receipt of the report of the Nominating Committee, the Executive Director shall notify the membership of the names of persons nominated as candidate for office. If no other names are placed before the Executive Board Members before March 15, the slate shall be offered to the membership for voting at the April or May meeting. A vote shall pass with the majority of the members present voting for the slate of officers.
5. The officers elected shall assume their offices on July 1.
6. In the event of a vacancy in office, the Executive Board Members shall appoint a member to fill the position and the officer so appointed shall serve until the next annual election as detailed in Article VI.

ARTICLE VIII— OFFICERS

1. **Composition:** The Board of Directors shall consist of Immediate Past President, President, Vice President, Secretary, Treasurer, Members-at-Large, and Executive Director. The elected Executive Officers of the corporation shall be the Immediate Past President, President, Vice President, and Secretary. The Executive Officers will retain the Treasurer and Executive Director yearly to assume duties as of July 1 with a vote at the June Board of Directors
2. **Qualification:** All candidates for office must be qualified, Active, Associate, or Retired member of the corporation in good standing at the time of nomination or appointment.
3. **Election term of Office:** All elected officers are appointed for a term of one year in accordance with the following term limits and succession plans.
4. **Term Limits:**
 - a. **President:** Generally, this office will be filled by the immediate past vice president upon election by the membership.
 - b. **Vice-President:** Elected yearly. This office should assume a three-year commitment to the Corporation advancing to the office of President in the second year and as Past President the third year.
 - c. **Member(s) at Large:** Elected yearly with a two-year term limit unless otherwise agreed upon by a majority vote by the Board of Directors.
 - d. **Secretary:** Elected yearly. Five-year term limit unless otherwise agreed upon by a majority vote by the Board of Directors.
5. The President shall preside at Board Meetings and events of the corporation. The President shall be a member of all committees. The President will appoint the Chairperson of all committees with the approval of the members of the Executive Board.

The President shall review job descriptions with the Executive Director and update as needed.

6. In the absence or incapacity of the President or vacancy of the office, the Vice President/Past President shall perform the duties of the President.
7. The Vice President and Member(s) at Large shall perform duties as assigned by the President.
8. The Secretary shall record the Minutes of the Board of Directors Meetings and distribute them within 30 days after the meeting. The Secretary shall perform duties as assigned by the President.
9. The Executive Officers shall select the Treasurer. The Treasurer shall be responsible for the financial affairs of the Corporation. This responsibility shall include financial reports to the Executive Board, balancing the checkbook, accounts receivable, accounts payable, maintaining the budget, arranging for the annual examination and audit of the account, and the performance of such other duties as the President may determine. The Treasurer shall receive and deposit monies of the corporation in a suitable banking institution in the name of the Hanover Area Management Association, Inc. The Treasurer shall disperse all funds of the corporation subject to the direction of the Executive Board. The Executive Director will assume these duties in the absence of the Treasurer. These disbursements will be subject to the joint signatures of the Treasurer and Executive Director with the President, Vice President, Secretary and Immediate Past President as alternate signers.
10. The Executive Officers shall select the Executive Director. The Executive Director of the corporation shall perform the general management of the corporation within any policies outlined by the Executive Board. The Executive Director shall present a budget for approval by the board and may commit HAMA expenditures according to the budget approved by the Board of Directors. The Executive Director will maintain records of all events. The President may request other duties.
11. The Executive Officers are responsible for maintaining the fiscal performance of the corporation in conjunction with the Executive Director and the Treasurer.

ARTICLE IX—AMENDMENTS OF BY-LAWS

1. The bylaws may be adopted, amended, or repealed at any regular event/meeting by a majority vote of the members present, provided notice of the intended change shall have been made available in writing or electronically to all members and announced at a previous regular event/meeting.
2. All proposed amendments must be signed by at least five members and presented to the Executive Board Members, who must submit changes to the membership in the manner specified above.

ARTICLE X—DISSOLUTION

1. A vote to dissolve the corporation may be conducted at any regular dinner meeting by a two-thirds vote of the members present provided advance written notice of a minimum of 60 days of the intended vote shall have been available in writing to all members.
2. In the event of dissolution of the Hanover Area Management Association, Inc. the Executive Board Members will distribute any net assets to a non-profit organization, Section 501 (c) (3) of the Internal Revenue Service, preferably with a similar purpose.