

**Friends of Harriton Crew, Ltd.**

**By-Laws**

**Article I**

**Membership; Meetings of Members**

**Section I-1 Members.** Each person who shall pay his or her dues to the corporation shall be a member of the corporation for the year in which dues are paid.

**Section I-2 Voting and Meetings.** There shall be one meeting of members of the corporation each year, held in conjunction with the annual awards banquet of the organization. Each member shall have one vote at the annual meeting, at which time the members shall elect the directors of the corporation of the following year. All votes shall be taken by voice vote or by the show of hands, as the Commodore of the corporation shall determine.

**Section I-3 Notions.** Nominations for all candidates for the directorship and offices shall be made by a nominating committee which shall be appointed by the Commodore of the corporation prior to the annual meeting. Additional nominations may be made from the floor of the annual meeting by a motion of any member and a second from any other member.

**Section I-4 Place and Time of Meetings.** The annual meeting shall take place in conjunction with an annual awards banquet normally during the month of June of each year. Notice of the annual awards banquet shall be deemed to be appropriate notice of the meeting.

**Section I-5 Initial Board of Directors and Officers.** Notwithstanding the foregoing the initial Board of Directors and slate of officers named by the incorporator in his first meeting shall serve until the first annual meeting of the members.

**Article II**

**Board of Directors**

**Section II-1 Number.** The business and affairs of the corporation shall be managed by a Board of Directors. The number of members of the Board of Directors shall be determined at each annual meeting by the vote of the members, or by majority vote of the Board of Directors. In the latter case, the Board of Directors shall promptly notify the membership of any change to the number of the members of the Board of Directors.

**Section II-2 Term of Office of Directors.** Each director shall serve for a term of one year or until his or her successor is elected.

**Section II-3 Place of Meeting.** Meetings of the Board of Directors may be held at such place within Pennsylvania or elsewhere as a majority of the directors may from time to

time appoint or as may be designated in the notice of the meeting.

**Section II-4 Regular Meetings.** There shall be no regular annual meeting of the Board of Directors, but only the meetings that are held from time to time.

**Section II-5 Quorum.** A majority if 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 Board of Directors. If there be less than a quorum, the majority of those present may adjourn the meeting from time to time and place to place and shall cause notice of each such adjourned meeting to be given to all absent directors.

### **Article III**

#### **Officers**

**Section III-1 Officers and Election.** The corporation shall have a Commodore (who shall act as president), a Vice-Commodore (who shall act as vice president), a Keeper of the Log (who shall act as secretary) and a Treasurer. The members may elect as additional officers one or more assistant officers. Any two or more offices may be held by the same person except the offices of Commodore and Keeper of the Log. Officers and assistant officers need not be directors of the corporation, but they shall be members of the corporation.

**Section III-2 Term.** The Commodore, Vice-Commodore, Keeper of the Log and Treasurer shall each serve a term of one year or until their respective successors are duly elected and qualified, unless removed from office by the Board of Directors during their respective tenures. In the event there is a vacancy in any office because of removal by the Board of Directors, or because of resignation or otherwise, such vacancy shall be filled by the Board of Directors.

**Section III-3 Powers and Duties of the Commodore.** Unless otherwise determined by the Board of Directors, the Commodore shall have the usual duties of an executive officer with general supervision over and direction of the affairs of the corporation. In the exercise of these duties and subject to the limitations of the laws of the Commonwealth of Pennsylvania, these by-laws and the actions of the Board of Directors, he may appoint, suspend, and discharge employees and agents, shall preside at all meetings of the members at which he shall be present, shall preside at all meetings of the Board of Directors and shall be a member of all committees. He shall also do and perform such other duties as from time to time may assigned to him by the Board of Directors.

**Section III-4 Powers and Duties of the Keeper of the Log.** Unless otherwise determined by the Board of Directors, the Keeper of the Log shall keep the minutes of all meetings of the Board of Directors, members and committees, in the books provided for that purpose. The Keeper of the Log shall have charge of the corporate seal, membership books, and other such books and papers as the Board of Directors may direct. The Keeper of the Log shall perform all other duties ordinarily incident to the office of secretary shall have such other powers

and perform such other duties as may be assigned by the Board of Directors.

**Section III-5 Powers and Duties of the Treasurer.** Unless otherwise determined by the Board of Directors, the Treasurer shall have charge of all the funds and securities of the corporation which may come into the Treasurer's hands. When necessary or proper, unless otherwise ordered by the Board of Directors, the Treasurer shall endorse for collection on behalf of the corporation, checks, notes, and other obligations, and shall deposit the same to the credit of the corporation in such banks or depositories as the Board of Directors may designate and shall sign all receipts and vouchers for payments made to the corporation. The Treasurer shall sign all checks made by the corporation, except when the Board of Directors shall otherwise direct. The Treasurer shall regularly, in books of the corporation to be kept by the Treasurer for that purpose, keep full and accurate account of the monies received and paid on account of the corporation. Whenever required by the Board of Directors, the Treasurer shall render a statement of the financial condition of the corporation. The Treasurer shall at all reasonable times exhibit these books and accounts to any director of the corporation, upon application at the office of the corporation during business hours. The Treasurer shall have such other powers and shall perform such other duties as may be assigned to him from time to time by the Board of Directors.

**Section III-6 Powers and Duties of the Vice Commodore and Assistant Officers.** Unless otherwise determined by the Board of Directors, each Vice Commodore and each assistant officer shall have the powers and perform the duties of their respective superior officer. Vice Commodore and assistant officers shall have such rank as shall be designated by the Board of Directors and each, in the order of rank, shall act for such superior officer in that officer's absence or disability or when so directed by such superior officer or by the Board of Directors. The Commodore shall be the superior officer of the Vice Commodore. The Treasurer and the Keeper of the Log shall be the superior officers of the assistant treasurers and assistant keepers of the Log, respectively.

**Section III-7 Delegation of Office.** The Board of Directors may delegate the powers or duties of any officer of the corporation to any other officer or to any director from time to time.

**Section III-8 Vacancies.** The Board of Directors shall have the power to fill any vacancies in any office occurring from whatever reason.

## **Article IV**

### **Indemnification of Directors and Officers and Other Persons**

**Section IV-1** Each director and each officer and each former director or officer and any person who serves or may have served at the corporation's request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, whether or not then in office, and any of those person's heirs, executors and administrators shall be indemnified by the corporation against any costs and expenses, including counsel fees, reasonably incurred in connection with any civil, criminal, administrative or other claim, action,

suit, or proceeding in which that person may be threatened by reason of that person's being or having been a director or officer of the corporation or by reason of serving of having served any corporation in which the corporation owns shares of capital stock or of which it is a creditor, any firm or any other organization as a director, officer employee, trustee, member or otherwise at the request of the corporation, and against any payments in settlement of any such claim, action, suit or proceeding or in satisfaction of any related judgment, fine, or penalty, except costs, expenses or payments in relation to any matter as to which that person shall be finally adjudged derelict in the performance of their duties, or in relation to any matter as to which there has been no adjudication with respect to that person's performance of their duties unless the corporation shall receive an opinion from independent counsel that the director or officer has not so been derelict. In the case of a criminal action, suit or proceeding, a conviction or judgment (whether after trial or based on a plea of guilty or nolo contendere or its equivalent) shall not be deemed an adjudication that the director or officer was derelict in the performance of any duties if the director or officer acted in good faith in what the director or officer considered to be the best interests of the corporation and with no reasonable cause to believe the action was illegal. The foregoing right of indemnification shall not be exclusive of other rights to which directors, officers and others may be entitled as a matter of law or otherwise and in the event of any amendment or repeal of this section, they shall be entitled to its benefits as to any acts or events which occurred during the period during in which it was in effect.

## **Article V**

### **Seal**

**Section V-1 Seal.** The form of the seal of the corporation, called the corporate seal, shall be impressed here.

## **Article VI**

### **Fiscal Year**

**Section VI-1** The fiscal year of the corporation shall begin on January 1 of each calendar year and end on December 31 of the same year.

## **Article VII**

### **Amendments**

**Section VII-1** The Board of Directors shall have the power to alter, amend, or repeal these by-laws by a majority of those voting, at any regular or special meeting, duly convened after notice to the directors. The members of the corporation shall have the power to alter, amend, or repeal these by-laws by a majority of those voting, at any regular or special meeting, duly convened after notice to the members of such purpose.

## **Article VIII**

### **Interpretation of By-Laws**

**Section VIII-1** All words, terms and provisions of these by-laws shall be interpreted and defined by and in accordance with the Nonprofit Corporation Law of the Commonwealth of Pennsylvania, as amended from time to time hereafter.

## **Article IX**

### **Use of Conference Telephone and Similar Equipment**

**Section IX-1** One or more persons may participate in a meeting of the board, or of another body, or of the members, by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Participating in a meeting pursuant to this section shall constitute presence in person at such meeting.