

**THE HERSHEY PARTNERSHIP
BY-LAWS ***

ARTICLE I--NAME

I-1 The name of this organization shall be THE HERSHEY PARTNERSHIP, known hereinafter as the "Partnership". It shall be duly incorporated under the laws of Pennsylvania as "Hershey Partnership". The official Partnership location shall be determined by the Board of Directors.

ARTICLE II – PURPOSE/MISSION STATEMENT

II-1 The Partnership is an independent, nonprofit organization whose mission is to create an environment of business and community cooperation which promotes the Hershey area as a year-round destination.

II-2 The Partnership shall be, at all times, conducted as a wholly and completely nonpartisan and nonsectarian entity. The Partnership shall not at any time or in any way act on behalf of, either directly or indirectly, or in any other way show any partiality to any religious, political, racial, national, ethnic, gender, or disabled group or individuals of such group. Nor shall it in any way or at any time discriminate against any religious, political, racial, national, ethnic, gender, or disabled group or individual of such group.

ARTICLE III – OFFICIAL PARTNERSHIP LOCATION

III-1 The General Office and office mailing address shall be at Hershey Square # 185, P.O. Box 865, Hershey PA 17033. Thereafter, said registered office may be changed upon action of the Board of Directors.

ARTICLE IV -- GEOGRAPHICAL BOUNDRIES

IV-1 There are no geographic boundaries or limits

ARTICLE V -- MEMBERSHIP

V-1 Membership in the Partnership shall consist of commercial entities, firms, societies, organizations, and or individuals who are in the pursuit of goals similar to the mission of the Hershey Partnership.

*This document was reviewed and updated by the By-Laws Committee on September 25, 2003.

V-2 Membership application shall be submitted in writing to the membership committee of the Partnership. This will allow the orderly recording and presentation to the board and membership in a timely manner.

V-3 Membership shall be granted by a two-thirds vote of the Board of Directors, a quorum being present, following written application to the Board of Directors. Quorum is defined as one (1) more than half of the total board.

V-4 Membership shall be terminated for the following reason:

- a) Receipt by the Board of Directors of the written resignation of a member

V-5 Membership shall also be terminated by two-thirds vote of the entire Board of Directors for the following reasons:

- a) Failure of a member to pay their annual dues by the official due date
- b) For cause, inconsistent with the purpose of the Partnership, after notice and hearing by the Board of Directors
- c) Failure of a member to pay advertising fees relevant to partnership publications

V-6 Membership termination will be completely and automatically reinstated if the cause of termination is corrected before formal adoption by the Board of Directors of a resolution acknowledging such termination. Prior to a formal adoption by the Partnership of a resolution to terminate, members have the right of appeal by placing in writing before the board a request for appeal and outlining the basis upon which such an appeal is made. This appeal may be approved by two-thirds vote of the entire Board of Directors.

ARTICLE VI – OFFICERS AND BOARD OF DIRECTORS

VI-1 The Partnership shall be governed by a Board of Directors composed of sixteen (16) members: fourteen (14) elected and two (2) appointed, in good standing of the general membership. The elected officials shall be comprised of a majority membership representation in Category One (1) and confined to no more than two (2) membership representatives in Category Two (2). Category Three (3) membership shall be restricted from acquiring a Board of Directors position. The term of office for said board shall be three years. The officers shall consist of President, Vice-president, Secretary and Treasurer for a one-year term.

VI-2 The Board of Directors shall consist of one (1) member each from Hershey Entertainment and Resorts Company and Hershey's Chocolate World, said members appointed by their representative organizations and affirmed by the Board of Directors, and fourteen (14) members elected by the general membership in annual meeting. Officer/Director-elect takes possession of his/her office/board seat officially on January 1st of the approaching year subsequent to the last general election. Board of Director

representation shall be limited to: one (1) board seat per distinctive individual membership entity and/or one (1) board seat per corporate identity representing diversified entities. The elected members shall represent membership categories with the number of representatives per category as follows:

- a) Attractions/Recreation: 2
- b) Lodging: 3
- c) Restaurants: 2
- d) Retail: 2
- e) Service: 3
- f) At Large: 2
- g) Appointed: 2

VI-3 The Officers of the Board of Directors shall consist of President, Vice-president, Secretary, and Treasurer. Their term of office shall be one year. Officers must have served on the Board of Directors one (1) year before being selected to a position of office. A member, reelected to a second three (3) year term on the Board, may, should he/she choose, run for the same office all five years on the Board, following the first year on the Board.

VI-4 The election of the Board of Directors shall be conducted as follows:

- a) The President shall appoint a Nominating Committee to recommend candidates for the Board. Nominating Committee members must be members in good standing with the Partnership.
- b) The Secretary shall prepare a written ballot with all names of nominees set forth for their respective officers and/or category and shall distribute the ballots to all eligible members present at the members' annual meeting. The judges of election appointed by the President shall tabulate the results and report the final tally at the annual meeting.
- c) Nominations may be made from the floor, at the same meeting; said nominations need not be approved by the membership to be validated. A nominee, either from the Nominating Committee or from the floor, must have given agreement to accept election prior to being nominated and must be a member in good standing with the Partnership.
- d) Officers of the Partnership shall be nominated and selected from the Board of Directors.
- e) An audit of the financial records shall be conducted upon the transfer of these records from the outgoing to the incoming Treasurer.

VI-5 The term of office for all board members shall be three years and said board shall be elected, under the Partnership by-laws, on a schedule of rotation.

VI-6 The rotation of the Board shall be as follows:

	FIRST YR			SECOND YR			THIRD YR			
	<u>Years</u>	<u>1</u>	<u>2</u>	<u>3</u>	<u>1</u>	<u>2</u>	<u>3</u>	<u>1</u>	<u>2</u>	<u>3</u>
Attractions/Recreation	x	2	x	2	x	x		x	x	2
Lodging		1	x	2	x	2	1	2	1	x
Restaurants		1	1	x	1	x	1	x	1	1
Retail		x	1	1	1	1	x	1	x	1
Service		1	x	2	x	2	1	2	1	x
At Large		1	x	1	x	1	1	1	1	x
Appointee		1	1	x	1	x	1	x	1	1

This distribution of representations shall continue throughout subsequent elections of elected Board of Directors.

VI-7 Any member of the Board of Directors may serve only three (3) consecutive terms following which a director must have observed a one (1) year hiatus before being renominated/relected. Serving an unexpired term does not constitute an elected position. Hershey Entertainment and Resorts Company and Hershey's Chocolate World appointees shall observe the same conditions as the elected directors.

VI-8 Filling vacancies of the Board of Directors

- a) **BOARD MEMBER:** in case of a vacancy in the elected Board of Directors, for any cause, the remaining members of the Board of Directors shall elect, from the nominees submitted by the remaining members of the Board of Directors (first priority being given to the category of membership as represented by the departing board member), a member, from the general membership of the Partnership, to fill that vacancy on the Board of Directors, such member to serve the unexpired portion of the term as remains and until he/she is reelected or his/her successor is elected at the next general election.

- b) OFFICER: in the case of a vacancy in any office, for any cause, the remaining members of the Board shall select a member of the Board of Directors to fill that vacancy; such member to serve the unexpired portion of the term of office as it remains and until he/she is reselected or his/her successor is selected at the next general election.

VI-9 Resignation of Board Member

Any member of the Board of Directors may resign his/her position as an officer of, or a member of, the Board of Directors by submitting written notice, including electronic mail, to the President stating the effective date of resignation.

If resigning from a position of office, that member may, should he/she choose, retain his/her seat on the Board for the remainder of the unexpired term, in which case the Board shall fill that office in the prescribed fashion.

Failure to notify: In the event that a member of the Board is no longer “gainfully active in the pursuit or conduct of, or the development of business and community involvement in the Hershey area”, as stated in Article V of the by-laws of the Partnership; no longer represents the category of membership to which that Board member was elected; and/or has moved from the community and abdicates his/her responsibilities as a Board member without written notice of resignation to the Board, the remaining members of the Board of Directors may, at their discretion, declare the appropriate position(s) on the Board to be vacated and may proceed to fill that/those positions as provided for herein.

ARTICLE VII – VOTING

VII-1 Only one vote shall be cast for each dues paying membership based on category one (1) and category two (2) dues structure; and only members in good standing shall be allowed to vote. No absentee ballot shall be allowed to either the board meetings or the meetings of the general membership. Therefore, in all voting, members must cast their vote in person.

ARTICLES VIII – DUTIES OF BOARD

VIII-1 The duties of the Board of Directors shall be to conduct the business of the Partnership in keeping with the purpose and mission statement of the Partnership, expressed but not limited to the following descriptions.

VIII-2 Role of the Board of Directors

The Hershey Partnership is a nonprofit organization governed by a voluntary Board of Directors. Committee reports shall be delivered to the Board of Directors. The Board of Directors' primary function is the overall responsibility for the Partnership and in promoting the success of its mission; the development and implementation of policy; and the development and administration of the budget.

Duties of the Board of Directors:

- a) Conduct the business of the Partnership
- b) Determine and implement proper business procedures
- c) Establish and implement appropriate dues structure
- d) Develop and implement an approved budget
- e) Structure and oversee committees
- f) Delegate powers of the Board of Directors to committees as warranted
- g) Call regular general meetings
- h) Enforce all by-laws of the Partnership
- i) Commission an outside audit of financial records annually
- j) Present an annual projected budget to the general membership
- k) Ensure that all funds are properly deposited
- l) Approve all disbursements prior to disbursements being made
- m) Meet monthly and in special meetings as needed
- n) Conduct meetings according to Roberts Rules of Order, Newly Revised
- o) Maintain attendance at two-thirds of the scheduled Board of Directors meetings in a twelve month time frame, not missing more than two consecutive meetings without being excused by an officer
- p) Cause the signing officers of checks to be bonded
- q) Cause insurance policy to be purchased by the Partnership for the protection of the Board of Directors
- r) Cause necessary tax returns to be filed

VIII-3 Budget

The Board of Directors shall approve and present an annual budget to the general membership, for their approval, at the last general membership meeting of each year which shall be the Annual Meeting of the membership and held in November.

VIII-4 Banking

The Board shall cause all funds of the Partnership to be deposited to the credit of the Partnership, into a savings and checking account at a bank doing business in the Hershey area, and disbursements shall be made only following the approval of the Board of Directors. Said checks, unless otherwise provided by resolution of the Board, shall be signed by an Officer of the Board of Directors.

VIII-5 Disbursements

All disbursements shall be made by check upon the presentation of the original invoice to the treasurer. The Board of Directors shall authorize all transactions regardless of amount.

ARTICLE IX - DUTIES OF OFFICERS AND BOARD OF DIRECTORS

IX-1 PRESIDENT:

- a) Provide vision and leadership in achieving the mission of the Partnership
- b) Preside at Board of Directors meetings, general membership meetings and Hershey Partnership meetings
- c) Share information with the Board of Directors; provide leadership in the discussion of and resolution of issues
- d) Ensure that officers and board members are aware of the responsibilities of their position and are performing same
- e) Act as official spokesperson/representative for the Partnership
- f) Provide a strong link between the Board of Directors and the general membership
- g) Advise action deemed necessary to increase the purpose of the organization
- h) Sign contracts approved by the Board of Directors
- i) Be a signing officer for checks and contracts
- j) When unable to personally fulfill the responsibilities of President (and in the absence of the Vice-president) ensure that another member of the Board of Directors is delegated to assume control
- k) Other duties as required

IX-2 VICE-PRESIDENT:

- a) Attend meetings of the Board of Directors and annual general membership meetings
- b) During the absence of the President, to have the power and duties of the President
- c) Attend committee meetings as deemed necessary
- d) Receive from the President that which is delegated and act upon such accordingly
- e) Assist in maintaining open lines of communication between the Board of Directors and the Membership
- f) Other duties as required

IX-3 SECRETARY:

- a) Attend meetings of the Board of Directors and annual general membership meetings
- b) Record minutes of meetings, and keep files of same
- c) Deliver copies of minutes to the Board in a timely fashion
- d) Deliver copies of minutes to members when directed by the Board of Directors
- e) Other duties as required

IX-4 TREASURER:

- a) Attend meetings of the Board of Directors and annual general membership meetings
- b) Oversee financial records in accordance with acceptable accounting practices, and keep files of same
- c) Be accountable for the deposits of funds into the Partnership's bank accounts in a timely fashion
- d) Disburse all appropriate funds as approved in accordance with procedures established by the Board of Directors
- e) At the regular monthly meetings, present written reports to the Board of Directors showing the receipts and distribution of all funds under his/her control
- f) Be a signing officer for checks
- g) Other duties as required

IX-5 CATEGORY REPRESENTATIVES

- a) Attend meetings of the Board of Directors and annual general membership meetings
- b) Be knowledgeable and able to effectively represent the category on the Board

- c) Receive, review, and present to the board all committee recommendations
- d) Committee liaison Board member shall attend committee meetings to which he/she is assigned and assure that the monthly committee reports are made to the Board of Directors
- e) Other duties as required

ARTICLE X -- COMMITTEES

X-1 Committees shall be appointed, structured, and their assignments given by the President, under the direction of the Board of Directors, as deemed necessary and appropriate.

X-2 The standing committees are:

- a) Ambassador
- b) Breakfast
- c) Destination
- d) Local Link
- e) Membership
- f) Publication
- g) Website

X-3 Committee chairpersons shall select staffing for their committees from the general membership of the Partnership.

X-4 Duties of committees:

- a) Develop a regular schedule of meetings in coordination with the schedule of the Board of Directors.
- b) Chair submits a written report monthly to the Board of Directors to encompass the committee's monthly activities.
- c) Develop programs, activities, fund-raisers, etc. making written recommendations/proposals concerning same to the Board.
- d) Implement, according to their respective responsibilities, all Board approved programs, activities, fundraisers, etc.

ARTICLE XI – MEETINGS

XI-1 The Board of Directors shall meet monthly, the minutes of which shall be available to the general membership upon request, at a time and place determined by the directors, without benefit of special notice. Special meetings, whose minutes also may be available to the general membership upon request, may be called as necessary and notice of such meetings may be by telephone or by written notice, including electronic mail, at the discretion of the President.

XI-2 It is expected that board members shall attend a minimum of two-thirds (2/3) of all regular meetings of the Board of Directors. Failure to attend may cause removal from the Board at the Board of Directors discretion.

XI-3 The general membership shall meet annually at a time and place to be determined by the Board of Directors, with special meetings called as necessary at the discretion of the Board of Directors. All meetings shall be called by written notice, including electronic mail, to said membership no less than ten (10) business days prior to the date of the meeting.

XI-4 All meetings shall be conducted according to Roberts Rule of Order, Newly Revised. These rules shall govern the Partnership in all cases to which they are applicable and where they are consistent with these Partnership by-laws.

ARTICLE XII -- DUES AND FINANCES

XII-1 The annual dues and assessments required for membership in the Partnership shall be determined and may be adjusted from time to time, by two-thirds (2/3) favorable vote of the entire Board of Directors; said dues and assessments to be validated in conjunction with the creation of the annual budget.

XII-2 A quorum for all general membership meetings shall be considered to be ten percent (10%) of the entire membership of record of the Partnership. Action by the general membership, in a meeting not made up of a quorum of the membership of record, shall be considered advisory only and shall not become formal until voted upon by a minimum of a quorum of the general membership of the Partnership.

XII-3 Memberships begin on the date of the dues year and are renewable and payable annually on that date. The dues year shall run from February 1st through January 31st.

XII-4 New members joining within three months prior to the February 1st dues year shall be reflected on the forthcoming years membership roster as paid.

XII-5 Membership drives may be conducted at the discretion of the Board of Directors.

ARTICLE XIII -- SUNDRY ITEMS

XIII-1 Authority for contracts and/or agreements;

No contracts or financial agreements shall be executed or made unless the same shall be expressly approved, authorized, and ordered by the Board of Directors prior to the execution or agreement.

XIII-2 Borrowing and loans;

Under no circumstances may the Partnership enter into agreements for the borrowing or loaning of funds.

XIII-3 Fiscal year;

The fiscal year shall be considered to be February 1st to January 31st with the annual meeting date at the discretion of the Board of Directors.

XIII-4 Bonding;

The signing Officers for checks are to be bonded in an amount to be determined by the Board of Directors. Such fees shall be paid by the Partnership.

XIII-5 Indemnification of Board of Directors and Officers;

An insurance policy shall be purchased by the Partnership to protect the Board of Directors when performing any duties associated with the mission of the Partnership.

XIII-6 Annual tax return;

The Board of Directors shall cause to be prepared and filed annually any federal, state, or municipal tax return required of the Partnership.

XIII-7 Transferability;

Membership in the Partnership is nontransferable and non assignable. Dues and assessments are nonrefundable.

XIII-8 Description of Hershey Partnership members in Good Standing;

A member whose dues and advertising fees relevant to Partnership publications are paid in full and who adheres to the Partnership mission statement.

ARTICLE XIV -- AMENDMENTS

XIV-1 Amendment of by-laws

These by-laws of the Partnership may be amended or altered by a vote of a quorum of the membership at the last regularly scheduled or the last specially called annual general meeting. Any proposed amendments of the by-laws shall be submitted to the Board of Directors in writing at least thirty (30) days in advance of the meeting wherein and upon which it is to be acted. Upon review by the Board of Directors, the said proposed amendment(s) shall be sent to the general membership with:

- a) The Board of Directors' recommendation to accept the amendment
- b) The Board of Directors' recommendation to reject the amendment
- c) No recommendation on the part of the Board of Directors

Any member in good standing may propose changes to the by-laws. As in all other action of the Board of Directors and the general membership, meetings to amend the by-laws shall be called in the manner prescribed herein.

ARTICLE XV -- DISSOLUTION OF PARTNERSHIP

XV-1 The Partnership may be dissolved by a majority vote of the entire general membership of record should it be deemed beneficial or desirable either by the Board of Directors or the general membership at large. If the Partnership is dissolved, the Board of Directors shall cause an audit of Partnership funds to be performed. Any outstanding payables shall be paid prior to any other distributions. Excess monies shall then be distributed to members in good standing. Each member's distribution shall be a percentage of the total assets remaining, said percentage equal to the percentage of the members annual dues to the total membership annual dues represented in the last total annual collection.

ARTICLE XVI -- CONFLICT OF INTEREST

XVI-1 No member of the Board of Directors of the Partnership shall vote on any issue before the Board of Directors, where goods and/or services are being purchased by the Partnership for Partnership business, if said board member's business is a potential/actual vendor and/or supplier of said goods and/or services.

ARTICLE XVII -- CHANNELS OF COMMUNICATION

XVII-1 Communicating is paramount to any good working relationship and is vital to the success of the Hershey Partnership. In the event an occasion would occur where it is impossible to conduct proper and appropriate communication between members of the Partnership, it shall be the responsibility of the individual(s) to discuss same with the President of the Partnership who would then bring the concern to the proper forum to resolve the issue. Should an occasion occur where the individual(s) cannot approach the President, then the grievance or complaint, in writing, shall be forwarded to the Board of Directors for resolution.

ARTICLES XVIII -- REMOVAL OF DIRECTOR (S)

XVIII-1 The Board of Directors may declare vacant the office of a director if he/she is declared of unsound mind by an order of court or if convicted of a felony or a crime of moral turpitude, fraud or dishonesty or any unlawful act deemed inappropriate, by a majority of the Board of Directors, or if within SIXTY (60) days, or such other times as may herein be specified after notice is of his/her selection, he/she does not accept such office either in writing or by attending a meeting of the Board of Directors, and fulfill such other requirements or qualifications as the by-laws may specify.

BY-LAWS APPROVED BY THE GENERAL MEMBERSHIP ON THIS

_____ DAY OF _____ IN THE YEAR OF _____.

RATIFIED BY-LAWS SHALL BECOME EFFECTIVE JANUARY 01, 2004

SIGNED _____

Janet Hill

PRESIDENT

SIGNED _____

Ruth Good

SECRETARY