

## PROPOSED BYLAWS OF THE ERIE HALL OF FAME

October 18, 2007

### ARTICLE I - THE ERIE HALL OF FAME OFFICES

1. Registered Office: The registered office of The Erie Hall of Fame is temporally c/o WQLN 8425 Peach Street, Erie, Pennsylvania 16509.
2. Other Offices: The Erie Hall of Fame may also have offices at such other places as the Board of Directors (hereinafter the "Board") may from time to time designate, or the activities of The Erie Hall of Fame may require.

### ARTICLE II - THE ERIE HALL OF FAME BOARD OF DIRECTORS

1. Number: The business and affairs of The Erie Hall of Fame shall be managed by the Board, the size of which will be determined by the Board
2. Qualification: Directors shall be an autonomist group of Erie County citizens who are actively engaged in the community, and of full age. There shall be no other qualifications with respect to directors, except such qualifications as may be imposed by law.
3. Election and Term of Directors: Directors will be elected at the annual meeting of the Board by a majority vote of the Board for a term of three years. The terms of the directors shall be staggered so that approximately one-third of the terms of the directors then in office shall expire annually.
4. Vacancies: Any vacancy, which occurs on the Board by reason of death, resignation, removal from office, or otherwise may be filled by a majority vote of the Board. The new director so elected will serve as a director for the remaining term of such directors' predecessor in office.
5. Powers: In addition to the powers and authorities expressly conferred upon the Board by law, and these Bylaws, the Board may exercise all such powers of The Erie Hall of Fame and do all such lawful acts and things as are by law directed or required to be exercised or done by members.
6. Meetings.
  - a. Annual Meeting: The annual meeting of the Board shall be held during the month of September. In all other respects, the annual meeting shall be treated as a regular meeting of the Board.
  - b. Regular Meetings: Regular meetings of the Board shall be held from time to time at such places and at such times as may be fixed by resolution of the Board at the Annual Meeting. Unless otherwise provided by these Bylaws or by a resolution of the Board, the Chairperson of the Board may postpone or re-schedule the time and place of a regular meeting of the Board for any proper purpose, including, but not limited to, the following purposes: (1) to assure attendance of a quorum; (2) to assure that the agenda (or other matters which are likely to come before the Board) for the meeting in question is of sufficient magnitude to warrant convening of the Board; and (3) to assure the timely and

expeditious consideration of matters which are to be brought before the Board.

- c. Special Meetings: The Chairperson may call a special meeting of the Board whenever the Chairperson deems such meeting appropriate.
  - d. Notice: Written or personal notice of the time and place of every meeting (including postponed, rescheduled or recessed meetings) of the Board shall be given to each director at least five (5) days prior to the day named for the meeting.
  - e. Quorum: A majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business.
  - f. Matters to be Acted Upon: Except as is otherwise provided, the Board may consider and act upon any matter which is placed before the Board at any annual, regular, or special meeting at which a quorum is present.
7. Removal or Declaration of Vacancy: A director may be removed from office, with or without cause, by the affirmative vote of the majority of the Board at a meeting of the Board. The Board of Directors may also declare vacant the office of a director if he/she is declared of unsound mind by an order of court or is convicted of a felony, or if within sixty (60) days after notice of his/her selection, he/she does not accept such office either in writing or by attending a meeting of the Board, and fulfill such other requirements of qualification as the Bylaws may specify. If a director is to be removed, or if a vacancy in the office of a director is to be declared, written notice of the proposed removal or declaration of vacancy must be given to all directors no less than ten days prior to the meeting at which such action is to be proposed and taken.

### **ARTICLE III - THE ERIE HALL OF FAME BOARD OFFICERS**

1. Officers: The executive officers of The Erie Hall of Fame shall be chosen by the directors and shall be a Secretary/Treasurer, Chairperson of the Board, Vice-Chairperson of the Board, and such other officers and assistant officers as the needs of The Erie Hall of Fame may require. All officers shall be natural persons of full age. They shall be elected at the Annual Meeting of the Board and shall hold their offices for a term of one year or until their successors are elected by the Board. They shall have such authority and shall perform such duties as are provided by the Bylaws and as shall from time to time be prescribed by the Board. The Chairperson, Vice-Chairperson, Secretary/Treasurer shall be directors. Any number of offices may be held by the same person. The Board may secure the fidelity of any or all such officers by bond or otherwise.
2. Removal: Any officer or agent may be removed by the Board whenever in its judgment the best interests of The Erie Hall of Fame will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.
3. Secretary/Treasurer: The Secretary/Treasurer shall attend all sessions of the Board and act as clerk thereof, and record all the votes of The Erie Hall of Fame and the minutes of all its transactions in a book to be kept for that purpose. The Secretary/Treasurer shall perform like duties for all committees of the Board when required. The Secretary/Treasurer shall give, or cause to be given, notice of all meetings of the Board, and shall perform such other duties as may be prescribed by the Board.

4. Chairperson of the Board: The Chairperson shall preside at all meetings of the Board and the Executive Committee of the Board. The Chairperson shall exercise such other powers as are conferred upon the Chairperson by these Bylaws and as may from time to time be delegated to the Chairperson of the Board.
5. Vice-Chairperson of the Board: The Vice-Chairperson shall act in all cases for and as the Chairperson in the latter's absence or incapacity. The Vice-Chairperson shall exercise such other powers as are conferred upon the Vice-Chairperson by these Bylaws and as may from time to time be delegated to the Vice-Chairperson by the Board.
6. Other Officers and Assistant Officers: All other officers and assistant officers shall have such duties, and exercise such powers, as are conferred upon them by these Bylaws and as may from time to time be delegated to them by the Board and/or the President.
7. Vacancies: If the office of any officer becomes vacant for any reason, the Board may choose a successor or successors, who shall hold office for the unexpired term of that office.

#### **ARTICLE IV - TRANSACTION OF THE ERIE HALL OF FAME BUSINESS**

1. Incidental Profits: Whenever the lawful activities of The Erie Hall of Fame involve among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income, and in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of The Erie Hall of Fame, and in no case shall be divided or distributed in any manner whatsoever among the directors, members or officers of The Erie Hall of Fame.
2. Checks, etc.: All checks or demands for money and notes of The Erie Hall of Fame shall be signed by such officer or officers as the Board may from time to time designate.
3. Fiscal Year: The fiscal year of The Erie Hall of Fame shall end on July 31 of each year.

#### **ARTICLE V - THE ERIE HALL OF FAME CANDIDATES, INDUCTEES, AND MEMBERS**

1. Candidates: People nominated to The Erie Hall of Fame.
2. Inductees: People elected to The Erie Hall of Fame and not yet ceremonially honored as a member of The Erie Hall of Fame.
3. Members: People enshrined in The Erie Hall of Fame.

#### **ARTICLE VI - THE ERIE HALL OF FAME MEMBER ELECTION**

Eligible Candidates: Eligible Candidates to The Erie Hall of Fame are:

1. Nominated: Eligible candidates are nominated by the community through an approved process and must meet specific requirements as outlined by the Board. The Erie Hall of Fame does not discriminate because of age, race, creed, color, national origin, sex, disability, handicap or marital status.
2. Approved Nominating Process: Eligible candidates are nominated by the

community through the following process:

- a. Nomination forms are available at the following locations: WQLN, any Erie County Library, the Maritime Museum, the Erie County Historical Society and the Erie Art Museum.
  - b. An electronic nomination form is available online at [ww.eriehalloffame.org](http://ww.eriehalloffame.org)
  - c. Citizens of Erie County may nominate qualified candidates by completing a nomination form including an essay of at least 200 words and not exceeding 1,000 words in length.
  - d. Nomination essays become the property of The Erie Hall of Fame.
  - e. Nomination essays may be reproduced without notification of the contributor.
  - f. The Erie Hall of Fame Governing Board will select up to five inductees every year for the first five years of the affiliation of the Erie Hall of Fame.
  - g. The Erie Hall of Fame Governing Board will select inductees from essays submitted by the community.
  - h. The decisions of the Erie Hall of Fame Governing Board are final.
3. Requirements: Requirements to become a member of The Erie Hall of Fame are as follows:
- a. Eligible candidates must be nominated by the community through the approved process.
  - b. Eligible candidates must be people no longer living at the beginning of the nomination year. [A nomination year begins in January and ends in December.]
  - c. Eligible candidates must be people from the Greater Erie Area.
    - i. "From" refers to a person who has been deemed by the Erie Hall of Fame Board as to have lived in the Greater Erie Area long enough to be characterized as a person from the area.
  - d. Eligible candidates must be people who have made significant contributions to enhance the human experience.
    - i. The significance of a contribution is determined by the Erie Hall of Fame Board.
4. Timetable:
- a. The duly authorized representatives of the Erie Hall of Fame shall prepare and distribute nomination forms by the first business day of the nomination year.
  - b. The duly authorized representatives of the Erie Hall of Fame shall keep the Erie Hall of Fame web site in good working order.

- c. The duly authorized representatives of the Erie Hall of Fame shall manage publicity of the nomination process.

#### **ARTICLE VII - THE ERIE HALL OF FAME NOTICES**

1. Written Notices: Whenever written notice is required to be given to any person, it may be given to such person by delivering a copy thereof to the individual: (1) personally; (2) by first class or express mail, postage prepaid; (3) by facsimile transmission; or (4) by electronic transmission. If delivered by mail, facsimile transmission, or electronic transmission, such notice shall be sent to the address, facsimile number, or e-mail or similar electronic address appearing on the books of The Erie Hall of Fame, or supplied by such person to The Erie Hall of Fame for the purpose of notice. If notice is sent by mail, by facsimile or electronic transmission, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or transmitted to such person. Such notice shall specify the place, day and hour of any meeting and any other information required by law or these Bylaws.
2. Waiver of Notice: Whenever any written notice is required to be given to any person, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by law, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

#### **ARTICLE XIII - AMENDMENTS**

1. Except to the extent otherwise restricted by law, The Erie Hall of Fame Bylaws may be amended by the majority vote of directors at any duly convened annual, regular or special meeting: Provided, however, that written notice of the scope and nature of the proposed amendment shall have been given to each director no less than seven days prior to the meeting at which such amendment is to be considered and acted upon by the Board. The foregoing notice requirement shall not be construed as preventing the Board from considering and acting upon modifications to the proposed amendment, so long as the nature of such modifications are within the scope and nature of the proposed amendment as described in the notice.