

CONSTITUTION AND BY-LAWS

OF

HARRISBURG INDEPENDENT PRESS, INC.

ARTICLE I

GENERAL

Section 1. Name and Location - The name of this corporation shall be Harrisburg Independent Press, Inc. Its principal office shall be located in Harrisburg, Pennsylvania.

Section 2. Purpose - The purpose of this organization shall be the carrying out of research and dissemination of information with respect to matters relating to civil liberties and poverty which relate to and are of interest to persons in the area of Harrisburg, Pennsylvania. Such research and dissemination shall have as their objective increasing public awareness of problems relating to civil liberties and poverty in the area served and to mobilize public efforts to solve such problems.

Section 3. Political Action - The organization shall not support any political party or candidate for public office and shall take no position on matters of governmental policy other than those relevant to its purposes.

Section 4. Nonprofit Status and Dissolution - The organization shall be a nonprofit corporation which shall make no distinction based on race, color, creed, sex or national origin.



No part of the net earnings, contributions, or other property shall inure to the benefit of any member. Dissolution of the organization may occur only on the vote of three-fourths of the members. In the event of dissolution of the organization, all property of the organization shall be distributed to such organizations which have similar purposes and qualify under Section 501(c) (3) of the Internal Revenue Code of 1954, or such corresponding provision as may then be in effect, as may be determined by the Board of Directors.

## ARTICLE II

### MEMBERSHIP

Section 1. Members - The initial members of the organization shall be Edward Zuckerman, Anita Harris, Sarah Forth, Mary Walsh, Arthur Berger, Myrtle McCall, Marvin Beshore and Kay Pickering. In addition, those persons who are serving as members may from time to time elect additional members, provided, however, that the total number of members shall not, in any event, exceed thirty (30). Any vacancy in the membership may be filled by the then existing members. Any member of the organization may be removed as a member by a majority vote of the membership.

Section 2. Voting - Each member shall have one single vote on any matter to be decided, but no matter shall be decided



unless there is a majority vote in its favor by those members who are members of the staff of the organization.

Section 3. Control - Ultimate control of the organization shall at all times rest in the members. Any action taken by any officer, employee, volunteer or staff member may be changed or overruled at any time by the members. The members may adopt such rules of procedure as they may from time to time determine.

### ARTICLE III

#### DIRECTORS, OFFICERS AND STAFF

Section 1. Directors - The Board of Directors of the organization shall at all times consist of those persons who are members. The Board of Directors shall have all authority which is reasonably necessary or proper to conduct the affairs of the organization.

Section 2. Officers - The officers of the organization shall consist of a president and a secretary, who shall have the duties normally associated with these offices. The Board of Directors may also provide for the selection of a vice president and a treasurer, who shall have the duties normally associated with those offices.

Section 3. Staff - The selection, hiring, assignment of duties, remuneration, and all other aspects of the work of the staff shall be determined by the president, subject to the ultimate control of the membership provided for above. He may delegate the authority given him herein in such manner as he may determine.

#### ARTICLE IV

##### FINANCIAL MATTERS

Section 1. Fiscal Year - The fiscal year of the organization shall be the calendar year.

Section 2. Expenditures - Notwithstanding the authority otherwise given to the president in these by-laws, no expenditure in excess of \$1,000.00 for any single item shall be made other than with the approval of the membership.

Section 3. Disbursement of Funds - Disbursement of funds of the organization shall be on the basis of checks which may be signed by the president or the secretary.

Section 4. Audit - A financial statement of the organization shall be prepared at least annually and distributed to the members.

#### ARTICLE V

##### AMENDMENTS

This constitution and by-laws may be amended by a



vote of two-thirds of the members present and acting at a meeting called specifically for the purpose of considering the amendment. Notice of such meeting and of the content of the amendment shall be given at least ten (10) days prior to the meeting.

With respect to constitution and by-law amendments the provisions of this Article shall supersede any other portion of these by-laws.

Minutes of Initial Meeting of Incorporators

of

Harrisburg Independent Press, Inc.

The initial meeting of the incorporators of Harrisburg Independent Press, Inc. was held at the office of the corporation in Harrisburg, Pennsylvania on September 14, 1971, the following being all of the incorporators were present:

Edward Zuckerman  
Mary Walsh  
Carolyn Dillmann  
William Vernon  
Alfreda Johnson

Edward Zuckerman acted as chairman for the meeting and Mary Walsh acted as secretary for the meeting.

Mr. Zuckerman said that all of the details of incorporation had now been completed, and it was therefore appropriate that an initial Board of Directors be elected to conduct the business of the corporation.

The following were then unanimously elected as members of the Board of Directors:

Edward Zuckerman  
Anita Harris  
Sarah Forth  
Mary Walsh  
Arthur Berger  
Myrtle McCall  
Marvin Beshore  
Kay Pickering

There being no further business, the meeting was  
adjourned.

Mary Walsh  
Mary Walsh



HARRISBURG INDEPENDENT PRESS, INC.

B Y - L A W S

ARTICLE I

OFFICES

Section 1.1. The registered office shall be located at 315 Peffer Street, Harrisburg, Pennsylvania, 17102.

Section 1.2. The corporation may also have offices at such other places as the board of directors may from time to time determine.

ARTICLE II

BOARD OF DIRECTORS

Section 2.1. The business and affairs of the corporation shall be managed by its board of directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not proscribed by statute, by the articles of incorporation or by these by-laws.

Section 2.2. The number of directors which shall constitute the whole board shall be such number not less than six or such greater number as may be designated from time to time by the board of directors. Directors shall be natural persons of full age. A meeting of the board of directors shall be held quarterly at such time and place



as the board of directors may determine for the election of directors and for the transaction of such other business as may properly come before the meeting.

Section 2.3. Vacancies in the board of directors, including vacancies resulting from an increase in the number of directors constituting the whole board, shall be filled by a majority of the remaining members of the board, even though less than a quorum.

#### MEETINGS OF THE BOARD

Section 2.4. The meetings of the board of directors may be held at such place within the Commonwealth of Pennsylvania or elsewhere as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.

Section 2.5. Regular meetings of the board shall be held at such time and places as shall be determined from time to time, by resolution of the board. Notice of each regular meeting of the board shall specify the date, place and hour of the meeting and shall be given each director at least 24 hours before the meeting either personally or by mail or telegram.

Section 2.6. Special meetings of the board may be called by the president on 24 hours notice to each director,

either personally or by mail or by telegram; special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two directors. Notice of each special meeting of the board shall specify the date, place and hour of the meeting. The notice need not state the general nature of the business to be conducted at such special meeting.

Section 2.7. At all meetings of the board no less than six directors, or one-quarter of the directors if that is a greater number, 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, except as may be otherwise specifically provided by statute or by the articles of incorporation or by these by-laws. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting. It shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which such adjournment is taken.



## COMMITTEES OF DIRECTORS

Section 2.8. The board of directors may, by resolution adopted by a majority of the whole board, designate one or more standing committees, each such committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee to the extent provided in such resolution or in the by-laws, shall have and exercise the authority of the board of directors in the management of the business and affairs of the corporation. In addition to the foregoing committees, the president may appoint one or more ad hoc committees and designate the functions and membership thereof, which committees shall not exercise the authority of the board of directors unless, and only to the extent, specifically authorized by resolution of the board of directors. In the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he/she or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member.

## ARTICLE III

### OFFICERS

Section 3.1. The officers of the corporation shall be chosen by the directors and shall be a president, a vice-president, and a secretary. The officers shall be natural persons of full age. Any number of offices may be held by the same person.

Section 3.2. The board of directors shall annually elect a president, a vice-president, and a secretary.

Section 3.3. The board of directors may also choose such other vice-presidents, officers and assistant officers and agents as the needs of the corporation may require who shall hold their offices for such terms and shall have such authority and shall perform such duties as from time to time shall be determined by resolution of the board.

Section 3.4. The officers of the corporation shall hold office for such terms as may be designated by the board of directors and until their successors are chosen and have qualified. Any officer or agent elected or appointed by the board of directors, may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the



person so removed. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the board of directors.

#### THE PRESIDENT

Section 3.6. The president shall be the chief executive officer of the corporation; he or she shall preside at all meetings of the board of directors, shall have general and active management of the business of the corporation, shall see that all orders and resolutions of the board are carried into effect, and may delegate any of his or her powers and responsibilities to any employee of the corporation with the express approval of the board of directors.

Section 3.7. He or she shall execute bonds, mortgages and other contracts on behalf of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation.

#### THE VICE-PRESIDENT

Section 3.8. The vice-president shall, in the absence or disability of the president, perform the duties

and exercise the powers of the president, and shall perform such other duties as the board of directors may prescribe or the president may delegate to him or her.

#### THE SECRETARY

Section 3.9. The secretary shall attend all meetings of the board and record all the votes of the corporation and the minutes of all the transactions in a book to be kept for that purpose, and shall perform like duties for the committees of the board of directors when required. He or she shall give, or cause to be given, notice of all meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he or she shall be.

#### ARTICLE IV

##### GENERAL PROVISIONS

##### CHECKS AND NOTES

Section 4.1. All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the board of directors may from time to time designate.



#### FISCAL YEAR

Section 4.2. The fiscal year of the corporation shall be the calendar year.

#### FINANCIAL MATTERS

Section 4.3. Expenditures - Notwithstanding the authority otherwise given to the president in these by-laws, no expenditure in excess of \$500.00 for any single item shall be made other than with the approval of the board of directors.

Section 4.4. Financial Reports - A financial statement of the corporation shall be prepared at least annually and submitted by the president to the board of directors.

#### NOTICES

Section 4.5. Whenever any written notice is required to be given by statute or by the articles of incorporation or by these by-laws, 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 the equivalent of the giving of such notice. Neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such

meeting. Attendance of any person entitled to notice 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 to the transaction of any business because the meeting was not lawfully called or convened.

#### ARTICLE VI

#### AMENDMENTS

Section 6.1. The by-laws may be altered, amended or repealed by a two-thirds majority vote of a quorum of the board of directors at any regular or special meeting duly convened.