

BY-LAWS
OF
SOUTHEASTERN PENNSYLVANIA
YOUTH LACROSSE ASSOCIATION
(as amended February 27, 2013)

ARTICLE I
OFFICES

The principal office of the corporation shall be located at Suite 1500, Suburban Station Building, 1617 John F. Kennedy Boulevard, Philadelphia, Pa. 19103. The corporation may have such other offices, either within or without the State of Pennsylvania, as the Members of the corporation may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Pennsylvania a registered office, as required by the Pennsylvania Non Profit Corporation Act. The registered office shall be the same as the principal office. The address of the registered office may be changed from time to time by the Members upon notification to the Pennsylvania Corporation Bureau pursuant to the Pennsylvania Non Profit Corporation Act.

ARTICLE II
MEMBERS

Section 1. . The members of the Corporation shall be the organizations listed below that were original Members at the time of incorporation and the Members duly admitted to Membership since the date of incorporation as of December 31, 2012 and shall include any Members admitted to Membership from time to time thereafter pursuant to Section 6 hereof. Except as provided by the rules and regulations of the Corporation, each Member shall only permit players residing within the boundaries defined by school district or school districts or other means listed below to participate in lacrosse competition in which a Member participates.

1. **Aston AA Lacrosse** – Penn-Delco School District
2. **Boyertown Optimist Lacrosse** – Boyertown School District

3. **Calvary AA Lacrosse** – Schools: Our Lady of Cavalry; St. Martha; Christ the King; St. Charles; St. Anslem; St. Alberts; St. Christopher; Maternity BVM; St. Ephrems; Fitzpatrick (Phila.); Decatur (Phila.); Cornwells (Bensalem); Comly (Phila.); Loesche (Phila.); Samuel (Bensalem); Rush (Bensalem); Hancock (Phila.); La Brum (Phila.); Frank (Phila.); Greenberg(Phila.); Schafer(Bensalem); Belmont Hills (Bensalem); Valley (Bensalem); Struble (Bensalem); Snyder (Bensalem).
4. **Central Bucks AA** – Schools: Holicong; Tohickon; Lenape
5. **Conshocken Bulldogs Youth Lacrosse Association** – Colonial School District
6. **Council Rock Lacrosse Association** – Council Rock School District
7. **Crooked Crosse Lacrosse Club** – Upper Dublin Scholl District
8. **Deep Run Lacrosse Club** – Pennridge School District
9. **Drexel Hill Raiders Lacrosse Club** – Upper Darby School District
10. **Haven Lacrosse Club** – Wallingford-Swarthmore School District
11. **Haverford Blaze Lacrosse** – Haverford School District
12. **Horsham Lacrosse Club** – Hatboro-Horsham School District
13. **Interboro Youth Boys Lacrosse** – Interboro School District and Southeast Delco School District
14. **Lansing Knights Youth Organization** – Schools: St. Matthew; St. Dominic; St. Timothy; St. Jerome; St. Bernard; St. Katherine; Our Lady of Ransome; Our Lady of Consolation; Our Lady of Resurrection; St. Cecilia; Mayfair (Phila.); Meehan (Phila.); Holme (Phila.); Disston (Phila.); Brown (Phila.); Baldi (Phila.).
15. **Lower Bucks Lacrosse**– Pennsbury School District; Neshaminy School District; Bristol School District
16. **Marple Newtown Youth Lacrosse** – Marple Newtown School District
17. **Moorestown Lacrosse Club** – Moorestown School District
18. **Norristown Eagles Lacrosse** – Norristown Area School District
19. **North Penn Youth Lacrosse Club** – North Penn School District
20. **Perkiomen Valley Boys Lacrosse** – Perkiomen Valley School District
21. **Pottsgrove Falcons Youth Lacrosse**– Pottsgrove School District and Pottstown School District
22. **Quakertown Lacrosse Club** – Quakertown School District
23. **Radnor Youth Lacrosse** – Radnor School District
24. **Ridley Youth Lacrosse** – Ridley School District
25. **Rose Tree – Media Optimist Club** – Rose Tree Media School District
26. **Souderton Area Boys Lacrosse Club** – Souderton School District
27. **Spartan Lacrosse Club** – Springfield (Montgomery County) School District
28. **Springfield AA** – Springfield (Delaware County) School District
29. **Spring-Ford Youth Lacrosse** – Spring-Ford School District
30. **St. Joseph’s CYO Youth Lacrosse** – Downingtown School District
31. **Upper Merion Lacrosse Club** – Upper Merion School District
32. **Upper Moreland Lacrosse Club** – Upper Moreland School District
33. **Warrington Warriors Lacrosse** – Schools: Unami; Tammend; Lenape

34. **Wilmington Lacrosse Association** – Brandywine School District; Red Clay School District; Newark School District; Middletown School District
35. **Wissahickon Boys Lacrosse Club** – Wissahickon School District

Section 2. Representatives.

Each Member shall be entitled to be represented at any regular or special meeting of the Members by one or more representatives. However, as set forth in Article III, Section 6, each Member is entitled to only one vote.

Section 3. Fines and Dues.

The annual dues for each Member shall be established by vote of the Members at the regular meeting in December of each year payable on or before the first regular meeting in January of the following year. Any Member which fails to attend a regular or special meeting may be fined \$100.00, payable at the next meeting.

Section 4. Assessments.

The Members, at any regular or special meeting, may levy assessments on all Members for proper expenses of the corporation. The President of the corporation shall have the authority to levy assessments on particular Members for the time and inconvenience caused by adding and dropping teams, moving teams between divisions, changing games after announced deadlines and other actions that , in the sole discretion of the President, disrupt the business of the corporation. At the time the general or specific assessment is levied, the date of payment shall be prescribed.

Section 5. Transfer Charges.

In the event that individuals affiliated with any Member shall transfer his or her affiliation to another Member, the Member accepting such individuals shall be liable for any unpaid dues, assessments, or other sums owing from such individual to his former club. The Members accepting such individuals shall make appropriate arrangements with the affected Member to pay such liabilities. Upon failure to pay such liabilities as agreed, the affected Member shall so notify the Secretary of the corporation.

Section 6 - New Members.

Non-profit organizations promoting and sponsoring youth lacrosse may be admitted as Members upon the vote of a majority of Members present and entitled to vote at any regular or special meeting of the Members.

Section 7. Suspension.

Any Member that fails to pay any dues, assessments, transfer charges or fines imposed under this Article when payable, shall be automatically suspended from Membership and shall be so notified by the Secretary of the corporation. Any Member may be suspended by a majority of Members present and entitled to vote at any regular or special meeting of the Members as a result of conduct or actions contrary to the best interests of the corporation. For purposes of these by-laws, disregard of rules and regulations governing contests between teams sponsored by Members, failure to provide competent supervision and coaching of teams sponsored by the Member, repeated forfeiture of games by teams sponsored by the Member, consistent failure to abide by rules governing acceptance of players from outside the Member's territory or failure to attend three consecutive meetings of the Members shall be conclusively deemed to be conduct contrary to the best interests of the corporation. Written notice of suspension and the reasons therefore shall be sent to the affected Member. Any Member which has been suspended shall not be entitled to vote at any regular or special meeting of the Members or participate in or receive the benefits of any activity of the corporation.

Section 8. Termination.

(a) Failure to pay dues, assessments, or transfer charges. Upon failure to pay within sixty (60) days of notice of suspension any unpaid dues, assessments, transfer of fines, the Membership of the affected Member shall be terminated.

(b) Other. Any Member whose Membership shall have been suspended pursuant to the provisions of Section 8 of this Article other than for failure to pay dues, assessments, transfer charges, or fines, shall have the right at any time within two weeks after receiving notice of his suspension to require the President to call a special meeting of the Members to consider suspension. Failure to so request a special meeting within the time specified shall result in the immediate termination of Membership. In the event a special meeting is requested, the President shall call said meeting and the suspended Member shall have the opportunity to make such statements and present such evidence as necessary to support its position. The Members shall, by majority vote of those present and entitled to vote, and by secret ballot, decide what action to take, including, but not limited to, termination of Membership, continuation of suspension until a date certain, or imposition a fine upon the suspended Member.

Section 9. Transfer of Membership.

Membership in this corporation is not transferable or assignable.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meeting.

The Members shall have an annual meeting to be held between Labor Day and December 31 at such time and on such date established by the President of the corporation.

Section 2. Special Meetings.

Special meetings of the Members may be called by the President of the corporation as he may determine and shall be called upon the request of two (2) Members in good standing.

Section 3. Notice.

Five days written notice of any meeting of the Members, specifying time and place of the meeting, shall be given to Members representative designated by each Member and listed in the Directory of the corporation. Notice of any special meeting of the Members shall specify, in addition, the purpose of the meeting. A written notice shall include notice by e-mail to an e-mail address provided by a Members designated representative.

Section 4. Place.

Regular meetings shall be held at such places as the Members may from time to time designate. Special meetings shall be held at the place designated by the President.

Section 5. Quorum.

One-third of the number of Members shall constitute a quorum for the transaction of business at any meeting of the Members.

Section 6. Voting.

Each Member which is entitled to vote on any matter shall be entitled to one vote, exercisable through its Representative attending the meeting. No proxies shall be recognized. Except as otherwise provided, the act of a majority of the Members at a meeting at which a quorum is present shall be the act of the Members. In the event that a majority cannot be obtained with respect to any question or issue, successive votes shall be taken until a majority is obtained or until a majority of the Members present and entitled to vote direct an adjournment.

Section 7. Conduct of Meetings.

Only the business for which a Special Meeting is called shall be the order of business for such meeting. All motions, questions, and other matters shall be considered in the manner established by these by-laws and Roberts Rules of Order.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Number, Tenure and Qualifications.

The number of Directors of the Corporation shall be seven, consisting of the President, three representatives of Members in the Northern Division and three representatives of Members in the southern Division. Directors shall be elected at the Annual Meeting of the Members to serve a term of two years. For the first election of Directors, the President may designate terms of one year and two years in order to avoid all Directors' terms expiring at the same time.

Section 2. General Powers.

The Board of Directors shall full power to conduct, manage and direct the business and affairs of the corporation including formation of new policies, approval and enforcement and implementation of any rules changes. However any fundamental change in the organization of the corporation's lacrosse league, criteria for players eligibility, length of the season, or other policies that affect the players in the league must be approved by the Members. Any vacancy in the Board of Directors may be filled by a majority of the remaining Directors though less than a quorum at any regular or special meeting and each person so elected shall serve as a Director for the balance of the unexpired term.

Section 3. Directors Meetings.

The Board of Directors shall meet at least quaterly at times and places established by the President of the corporation. A majority of the Directors in office shall be present at each meeting in order to constitute a quorum for the transaction of business. The vote of a majority of the Directors present at the meeting shall be the act of the Board of Directors.

Section 4. Limitation of Liability.

A Director shall not be personally liable as a Director for monetary damages, for any action taken, or any failure to take any action, unless the Director has breached or failed to perform the duties of his office under Section 8363 of Title 42 (Judiciary and Judicial Procedure) of the Pennsylvania Consolidated Statutes, and the breach or failure to perform such duties constitutes self dealing, willful misconduct or recklessness.

ARTICLE V

OFFICERS

Section 1. Officers.

The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer and such Assistant Secretary and Assistant Treasurer as the Members shall elect from time to time. No individual may hold two or more offices of the corporation, unless after his election to office, an individual ceases to be a representative, in which case he shall serve his full term as an officer.

Section 2. Election and Term of Office.

The officers shall be elected bi-annually on even-numbered years by the Members at the regular meeting of Members in December of each year. Only representatives from Members in good standing may be nominated. The candidate for each office receiving the highest number of votes shall be elected for that office. Each officer shall hold office for two years from the regular December meeting of Members and until his successor shall have been duly elected and shall have been qualified.

Section 3. Removal.

Any officer may be removed by the Members whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Members for the unexpired portion of the term at the next regular or special meeting of the Members.

Section 5. President.

The President shall be the principal executive officer of the corporation and shall preside at any meeting of the Members and the Board of Directors. He shall appoint the individuals to serve on all committees unless such individuals are selected by the Members. He shall be an ex-officio Member of all committees. He may sign with any proper officer of the corporation authorized by the Members any deeds, mortgages, bonds, contracts, or other instruments which the Members have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Members or by these bylaws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Members from time to time.

Section 6. Vice President.

The Vice President shall be the Chairman of the Competition Committee and shall perform the duties of the President in the absence of the President and such other duties as may from time to time be assigned to him by the Members or the President.

Section 7. Secretary.

The Secretary shall keep the minutes of the meetings of the Members, including the record attendance in one or more books provided for that purpose; keep an accurate register of the post office address of Members and their representatives; provide such notices as shall be required by these by-laws; notify all Members of their suspension in accordance with Article II, Section 7, of these by-laws; attest to all orders for payment signed by the President; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Members.

Section 8. Treasurer.

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; maintain the records of the corporation's bank accounts; maintain accurate

records of each Members= account with the corporation, including dues, assessments and transfer charges; receive all monies paid to the corporation and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Members; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Members.

ARTICLE VI

COMMITTEES

Section 1. Competition Committee.

The Competition Committee shall consist of five (5) representatives of the Members of the Corporation including the Vice President who shall act as Chairman. The Competition Committee shall be final arbiter of all issues concerning eligibility of players, affiliation of players with Members and exceptions thereto and any other issues relating to players, coaches, officials, scheduling and games.

Section 2. Committees of Members.

The President, or the Members, upon resolution adopted by a majority of Members, may designate and appoint one or more committees each of which shall consist of two or more representatives, which committee, to the extent provided by the President or in the resolution shall have the authority of the Members in the management of the corporation; provided, however, that no such committee shall have the authority of the Members in reference to:

- (a) amending or repealing these bylaws;
- (b) suspending or terminating the Membership of any Members, or
- (c) any other matters committed by statute or these bylaws to action by the Members.

Section 3. Chairman. An individual serving on each committee shall be designated by the President, or by the Members, as the case may be, as Chairman of the committee.

Section 4. Vacancies. Vacancies in any committee may be filled by appointments made in the same manner as provided in the case of the original appointment.

Section 5. Quorum. Unless otherwise provided, a majority of the whole committee shall constitute a quorum and the act of a majority present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VII

INDEMNIFICATION

Section 1. Officers and other persons.

The corporation shall indemnify any person, including officers, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding by reason of the fact that he is or was a representative of the corporation, against expenses (including attorney's fees), judgments, fines, and amounts actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in the best interest of the corporation.

Section 2. By Members.

In the event that the corporation was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by (a) a Member or Members of the corporation or their individual representative or officers, or (b) a third party due to the actions or conduct of a Member or Members of the corporation or their individual representatives or officers which was not authorized by the corporation, that Member or Members shall indemnify the corporation against all expenses (including attorney's fees), judgments, fines and amounts actually and reasonably incurred by the corporation in connection with the action, suit or proceeding.

ARTICLE VIII

AMENDMENTS

The Members of the corporation shall have the power to adopt, amend, and repeal these by laws upon affirmative vote of two thirds (2/3) of the Members present at a regular meeting or special meeting of the Members called for that purpose.

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