

BYLAWS

of

**Haverford Blaze Lacrosse Club, Inc.
A Pennsylvania Nonprofit Corporation
Membership**

Amended as of: October 26, 2015

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ARTICLE 1 – DEFINITIONS

Section 1.1. Definitions.

The following terms used in these Bylaws shall have the meanings set forth below.

- (a) “**Act**” means the Pennsylvania Nonprofit Corporation Law of 1988, as amended.
- (b) “**Advisory Board**” means the Advisory Board permitted pursuant to Article 7 of these Bylaws.
- (c) “**Annual Meeting**” means the annual meeting of the Members.
- (d) “**Board**” means the Board of Directors of the Corporation.
- (e) “**Bylaws**” means these Bylaws of the Corporation, as the same may be amended, modified, restated or superseded from time to time.
- (f) “**Committee**” means any of the Executive Committee, the Standing Committees and any ad hoc committee.
- (g) “**Corporation**” means the Haverford Blaze Lacrosse Club, Inc.
- (h) “**Director**” means an individual serving on the Board.
- (i) “**Executive Committee**” means the Committee created under Section 8.4 of these Bylaws.
- (j) “**Haverford**” means the contiguous geographic boundaries of the Township and/or the School District.
- (k) “**Member**” means a member household who satisfies the applicable requirements for membership set forth in Article 4 of these Bylaws.
- (l) “**Organizational Meeting of the Board**” means the annual regular meeting of the Board immediately following the Annual Meeting.
- (m) “**PAGLA**” means Philadelphia Area Girls Lacrosse Association.
- (n) “**Player**” means an individual who is participating in one of the Corporation’s programs and who is (A) registered with the Corporation for participation in a program, and (B) in good standing with the Corporation.
- (o) “**School District**” means the School District of Haverford Township.

- (p) “*SEPYLA*” means Southeastern Pennsylvania Youth Lacrosse Association.
- (q) “*Standing Committee*” means any one of the Committees created under Section 8.5 of these Bylaws.
- (r) “*Township*” means the Township of Haverford, Delaware County, Pennsylvania.
- (s) “*Treasurer’s Report*” means a report of the Treasurer or an Assistant Treasurer setting forth expenditures made or incurred and changes in net assets since the previous Treasurer’s Report and the account balances current as of the most recent date for which bank account statements are then available.

ARTICLE 2 – PURPOSES

Section 2.1. Purposes.

The purposes of the Corporation are to develop, promote and administer the game of lacrosse among (i) for teams organized and competing under the auspices of either PAGLA or SEPYLA, residents of Haverford, or other youth permitted by PAGLA or SEPYLA, and (ii) for intramural teams not organized and competing under the auspices of PAGLA or SEPYLA, residents of Haverford and other youth permitted by the Program Committee, to educate, regardless of gender, race, faith, sexual orientation and/or ability, such residents in mental and physical fitness, develop pride and community spirit, and teach sportsmanship.

ARTICLE 3 – OFFICES

Section 3.1. Offices.

The registered office of the Corporation shall be located in Pennsylvania. The Corporation may have any number of other offices at such places as the Board may determine from time to time. The address of the registered office may be changed from time to time by the Board upon notification to the Pennsylvania Corporation Bureau pursuant to the Act.

ARTICLE 4 – MEMBERS

Section 4.1. Qualifications of Members.

The regular Members of the Corporation shall be one individual representative of each household with at least one Player participating in one of the Corporation’s programs and who is (A) registered with the Corporation for participation in a program, and (B) in good standing with the Corporation.

Any additional qualifications of Members shall be determined by the Board from time to time after consideration of any recommendations relating to Member qualifications provided to the Board by the Program Committee.

Section 4.2. Honorary Members.

Nothing herein shall preclude the Board from awarding honorary memberships in the Corporation to any person upon such terms and conditions of merit or contribution to the Corporation as the Board may from time to time deem appropriate. Honorary Members shall be entitled to exercise all rights, voting or otherwise, of the regular Members of the Corporation; *provided, however*, that Honorary Members (1) shall serve at the pleasure of the Board, (2) shall be appointed by a vote of the Board and (3) may be removed by a vote of the Board.

Section 4.3. Voting Rights.

Each Member entitled to vote on any matter shall be entitled to one vote regardless of the number of Players in such Member's household. Each Member shall be represented by a parent or legal guardian of a Player and such representative shall be at least 18 years of age.

Except as otherwise provided herein, the act of a majority of the Members at a meeting at which a quorum is present shall be the act of the Members. Voting by Members by proxy is not permitted.

Section 4.4. Dues and Assessments.

The Board may, by resolution, determine (1) the amounts of any fees, dues or assessments payable by the Members, and (2) the time and method of their payment. The Board may impose such fees or dues upon all Members. Failure to pay dues will cost a Member its right to vote at the next Annual Meeting and any special meeting and such Member's qualification to serve on the Board and any Committee until such time as the Board determines such failure to be cured. The Board may suspend any Member, and/or any or all of a Member's rights and privileges, if such Member fails to pay dues when required, which suspension shall remain in effect until such time as the payment has been made in full and no other dues or assessments are then in arrears.

Section 4.5. Nontransferable.

Membership in the Corporation is not transferable.

Section 4.6. Termination.

The Board may by resolution terminate the membership of any Member who (i) has been suspended for failure to pay dues, fees or assessments; (ii) has been determined by the Board to be in violation of the Corporation's rules and regulations, codes of conduct, playing guidelines, or other policies and procedures; or (iii) who otherwise no longer qualifies for membership.

ARTICLE 5 – MEETINGS OF MEMBERS

Section 5.1. Place of Meetings of Members.

Meetings of the Members shall be held at such place(s) within the Township as may be fixed by the Board from time to time.

Section 5.2. Annual Meeting of Members.

The Annual Meeting of the Members, for the election of Directors and the transaction of any other business which may be brought before the meeting, shall be held on a date and time specified by resolution of the Board during the month of October of each year.

The Treasurer or Assistant Treasurer shall deliver a Treasurer's Report at each Annual Meeting covering the period since the previous Annual Meeting. The Secretary shall circulate copies of the minutes of the previous Annual Meeting prior to or at the next Annual Meeting.

Section 5.3. Special Meetings of Members.

Special meetings of the Members may be called at any time by the President, by the Board, or by Members entitled to cast at least twenty-five (25%) of the votes which all Members are entitled to cast at the particular meeting upon submission of a written petition to the Board. Upon the written request of any person entitled to call a special meeting, the Secretary shall (1) fix the date, time and place of the meeting, which shall be held not more than sixty (60) days after receipt of the request, and (2) give notice of such special meeting to the Members within fifteen (15) days after receipt of the written request for the special meeting. If the Secretary neglects or refuses to either fix the meeting date and/or give notice within fifteen (15) days after receipt of the written request for the special meeting, the person or persons calling the special meeting may do so.

Section 5.4. Notice of Meetings of Members.

Written notice of every meeting of the Members shall be given by, or at the direction of, the Secretary to each Member of record entitled to vote at the meeting at least fifteen (15) days prior to the date of the meeting, unless a greater period of notice is required by the Act in a particular case. Notwithstanding the notice requirements set forth in Section 11.1, notice shall be deemed to have been properly given to all Members when posted conspicuously on the Corporation's website at least fifteen (15) days prior to the date of a meeting. In the case of special meetings of the Members, the notice shall specify the general nature of the business to be transacted. Business that has not been specified in the notice of the special meeting may be discussed but shall not be acted upon at the special meeting.

Notice of the Annual Meeting of the Members shall provide (i) the date, time, and place of the Annual Meeting, (ii) the date for determining Members of record who are entitled to vote at the Annual Meeting, (iii) notice of Members' right to nominate a candidate for a Director position in accordance with Section 6.6, and (iv) notice of any Member proposals to amend these Bylaws in accordance with Section 19.1.

Section 5.5. Determination of Members of Record.

The Board may fix a time, not more than sixty (60) days prior to the date of any meeting of the Members or any adjournment thereof, as a record date for the determination of the Members entitled to notice of, or to vote at, such meeting. The Board may similarly fix a record date for the determination of the Members of record for any other purpose.

Section 5.6. Quorum at Member Meetings.

The presence of at least one Member entitled to cast a vote which all Members are entitled to cast on the matters to be acted upon at a meeting of Members shall constitute a quorum. A majority of votes cast shall be necessary for the adoption of any matter.

Section 5.7. Organization of Member Meetings.

At every meeting of the Members, the President or, in his or her absence, the Vice President or, in the absence of the President and the Vice President, a chair chosen by the Members, shall act as chair. The Secretary or, in his or her absence, an Assistant Secretary or, in the absence of the Secretary and any Assistant Secretary, a person appointed by the chair, shall act as secretary.

Robert's Rules of Order shall govern all meetings of the Members.

ARTICLE 6 – BOARD OF DIRECTORS

Section 6.1. Board of Directors.

The business and affairs of the Corporation shall be managed under the direction of the Board. The powers of the Corporation shall be exercised by, or under the authority of, the Board except as otherwise provided by the Act or other applicable law, the Articles of Incorporation, these Bylaws, or a resolution adopted by the Board.

Section 6.2. Qualifications of Directors.

Each Director shall be a natural person at least eighteen (18) years of age who is a Member in good standing and who has no voting rights or board affiliation with any other PAGLA or SEPYLA club or team.

Section 6.3. Number and Election of Directors.

The Board shall consist of up to twelve (12) persons, divided into two (2) classes, each class consisting of up to six (6) individuals. The term of office of one class shall expire in each year. Each class shall be nominated and elected for terms of two (2) years, except in case of a vacancy in any class, in which case the vacancy shall be filled for the balance of the term of such class. However, to achieve the initial classification of the Board, the initial terms of the two classes of the first Board shall be for periods expiring as of the Annual Meeting in 2016 and 2017, respectively.

Election of Directors shall be by a show of hands, unless a secret, written ballot is requested ten (10) days prior to the Annual Meeting of the Members.

In advance of the Annual Meeting of the Members, the Board shall appoint a Judge of Election, who need not be a Member. No person who is a candidate for the Board shall act as a Judge of Election. The Judge of Election shall (1) present a slate of nominees to the Members in attendance, (2) determine the number of Members present, (3) hear and determine all challenges and questions in any way arising in connection with the right to vote, (4) conduct the election of Directors, (5) count and tabulate all votes, (6) determine the results and (7) do such acts as may be proper to conduct the election or vote with fairness to all Members. The Judge of Election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. The election results shall be announced to the membership at the Annual Meeting of the Members.

Section 6.4. Director Emeritus.

Nothing herein shall preclude the Board from awarding an honorary title of Director Emeritus to any person upon such terms and conditions of merit or contribution to the Corporation as the Board may from time to time deem appropriate; *provided, however*, that no Director Emeritus shall be entitled to exercise any of the rights, voting or otherwise, of the Directors or officers of the Corporation. Directors Emeritus (1) shall serve at the pleasure of the Board, (2) shall be appointed by a vote of the Board, and (3) may be removed by a vote of the Board.

Section 6.5. Term of Office.

Each Director (other than a Director Emeritus) shall hold office for two (2) years until (1) the expiration of the term for which he or she was elected and until his or her successor has been elected and qualified, or (2) his or her earlier death, resignation, or removal. A Director may serve an unlimited number of terms as a Director.

Section 6.6. Procedure for Nomination of Candidates for Director.

The chair of the meeting shall announce at the Annual Meeting the number of Directors to be elected at the Annual Meeting. Any Member may nominate a candidate for a Director position by providing written notice to the Secretary at least ten (10) days prior to the Annual Meeting at which such election will be held. Each such nominated candidate must consent to his or her nomination. The Board shall prepare a slate of nominees for presentation by the Judge of Election to the Members in attendance at the Annual Meeting. The Members may thereupon vote, upon motion and second of two Members, to approve the full slate of the nominees. The slate of nominees will be approved if a majority of all Members qualified to vote at the Annual Meeting vote for such nomination. If the proposed slate of nominees is disapproved, any Member may nominate candidates from the floor for a subsequent vote.

Section 6.7. Vacancies.

Vacancies among the Board, including vacancies resulting from (1) an increase in the number of Directors, or (2) the death, resignation, incapacitation or removal of a Director,

may, at the discretion of the Board, be left vacant or filled on an interim basis, by appointment by the President and with the approval of the majority of the remaining Directors though less than a quorum at a meeting of the Board. Each person so appointed and approved shall be a Director to serve for the balance of the unexpired term, subject to the right of the Board to vote to remove an interim Director.

Vacant positions on the Executive Committee shall be filled from the existing Board by a majority vote of the Board.

The President's position shall be filled by the Vice President.

Section 6.8. Removal of Directors.

Any Director may be removed from office at a special meeting of the Board by a majority vote of the Board when, in the judgment of the Board, the best interests of the Corporation would be served by such removal. A Director may only be removed after receiving written notice that a special meeting of the Board shall be held to discuss and vote on his or her removal. The Director being considered for removal may participate in the vote on removal. If any Director is removed, the resulting vacancy may be left vacant or may be filled by the Board at the same or subsequent meeting pursuant to the procedures set forth in Section 6.7.

Removal of a Director shall require a vote by the majority of the entire Board, rather than a vote of the majority of the Directors present at the meeting at which the vote is held.

Section 6.9. Resignations.

Any Director may resign at any time either by oral tender of resignation at any meeting of the Board or by giving written notice to the President. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of resignation. If any Director resigns, the resulting vacancy may be left vacant or may be filled by the Board at the same or subsequent meeting pursuant to the procedures set forth in Section 6.7.

Section 6.10. Compensation of Directors.

Directors shall receive no compensation for their services as Directors or as Committee members; *provided, however*, that Directors may be reimbursed for reasonable expenses paid or incurred on behalf of the Corporation and approved in advance by the Board or the Treasurer. The Corporation may compensate a Director for providing services to the Corporation in any other capacity, including that of salaried officer, employee, or agent of the Corporation. Directors who serve as salaried officers, employees, or agents of the Corporation shall not participate in any vote of the Board with respect to their compensation.

Section 6.11. Voting Rights.

Each Director (other than a Director Emeritus) shall be entitled to one vote.

ARTICLE 7 – ADVISORY BOARD

Section 7.1. Establishment and Powers.

The President may appoint one or more Members to an Advisory Board from time to time. Advisory Board Members may attend all meetings of the Board of Directors. The Advisory Board shall be responsible for providing advice and support to the Board of Directors. Each Advisory Board Member must serve on at least one Committee. The Advisory Board shall not have any power or authority to act on behalf of the Board of Directors.

Section 7.2. Term.

The Advisory Board shall serve at the pleasure of the Board of Directors.

Section 7.3. Organization.

Except as otherwise provided herein, the Advisory Board shall: (1) establish its own operating procedures; (2) keep regular minutes of its proceedings and report the same to the Board of Directors at each regular meeting of the Board of Directors; and (3) determine its dates, times and places of meetings.

Section 7.4. Voting Rights.

Advisory Board Members shall not be entitled to vote on Board of Directors matters.

ARTICLE 8 – COMMITTEES

Section 8.1. Establishment and Powers.

There are hereby established an Executive Committee and the following Standing Committees of the Board: Finance Committee, Fundraising Committee, and Program Committee. The Board may, by resolution adopted by a majority of the Directors, establish one or more ad hoc committees. In the absence of specific requirements herein, the President shall annually appoint all Committee chairs and members and any alternate members of each Committee, subject to approval by the Board. Any Committee, to the extent provided herein or in a resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that a Committee shall not have any power or authority as to the following:

- (a) The creation or filling of vacancies in the Board;
- (b) The adoption, amendment or repeal of these Bylaws;
- (c) The amendment or repeal of any resolution of the Board that by its terms is amendable or repealable only by the Board; or

- (d) Action on matters committed by these Bylaws or a resolution of the Board exclusively to another Committee of the Board.

Section 8.2. Term.

Each Committee of the Board shall serve at the pleasure of the Board.

Section 8.3. Committee Organization.

Except as otherwise provided herein, each Committee shall (1) be chaired by a Director appointed by the President of the Board, (2) consist of such numbers of Directors, Members or other persons as these Bylaws shall require or, in the absence of such requirement herein, as the President of the Board shall designate; and (3) establish its own operating procedures. Each Committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting of the Board. Each Committee shall determine its dates, times and places of meetings.

Section 8.4. Executive Committee.

The Executive Committee shall be chaired by the President and composed exclusively of the officers of the Corporation and the immediate past President of the Board. The Executive Committee shall be authorized to act for the Board between its meetings. Except as otherwise provided by these Bylaws or by resolution of the Board, the Executive Committee shall have and may exercise all of the powers and authority of the Board in the management of the Corporation. Three (3) officers shall constitute a quorum of the Executive Committee.

To hear Player protests and appeals, the Executive Committee may convene the coaches for the protesting Player's relevant gender and age group to conduct such hearing and make a recommendation to the Executive Committee for a ruling on the protest or appeal.

Section 8.5. Standing Committees

A. Finance Committee.

The Finance Committee shall be chaired by the Treasurer and composed of two (2) or more Directors and/or Members, in addition to the Treasurer, appointed by the President. The Finance Committee shall be responsible for: (1) reviewing the Corporation's books at least quarterly, and (2) preparing a summary report of same, presenting a copy of the report at each regular meeting of the Board, and making a copy the most recently presented report available to each Member upon request. The Finance Committee may retain, at its own discretion, a Certified Public Accountant to assist them in fulfilling their responsibilities.

B. Fundraising Committee

The Fundraising Committee shall be chaired by a Director and composed of two (2) or more Members. The Fundraising Committee shall be responsible for conducting at least one fundraising event per year.

C. Program Committee

The Program Committee shall be chaired by a Director or officer of the Corporation appointed by the President and shall be composed of such Members as the President shall appoint from time to time to serve thereon, including one or more League Delegate(s), the Facilities Coordinator, and the Communications Coordinator.

The League Delegate(s) shall represent the Corporation at all PAGLA and SEPYLA meetings, and act as liaison between the Corporation and other lacrosse clubs and organizations. The League Delegate(s) shall attend PAGLA and SEPYLA meetings and report information back to the Program Committee and the Executive Committee promptly after each meeting. Where matters are anticipated to come up for a vote at a PAGLA or SEPYLA meeting, the League Delegate(s) will discuss the matter with the Executive Committee prior to the meeting.

The Facilities Coordinator shall be responsible for field use by the Corporation's teams. The Facilities Coordinator shall work in cooperation with the Township and the School District and obtain all required permits, licenses and other approvals necessary for field use or facility use by the Corporation's teams. The Facilities Coordinator shall make recommendations to the Board on field use and maintenance.

The Communications Coordinator shall be responsible for developing and maintaining the Corporation's website and for managing the Corporation's presence on social media.

The Program Committee shall be responsible for (1) establishing and implementing all programs authorized by the Board to be undertaken by the Corporation; (2) maintaining a membership directory and the Corporation's website and presence on social media; (3) coordinating junior referee training and coaching workshops; (4) making recommendations to the Board regarding membership qualifications, fees, dues and assessments; (5) making recommendations to the Board on establishing policy for the proper registration for all Players, coaches, and teams; (6) approving exceptions to player placement policies and to the assignment of teams to affiliated leagues; (7) making recommendations to the Board on establishing administrative and operational policies and procedures, rules and regulations, codes of conduct, and playing guidelines for the Corporation; and (8) except as set forth in Section 8.4, interpreting and enforcing the Corporation's rules and regulations, codes of conduct, playing guidelines, and policies and procedures as may be adopted by the Board from time to time, copies of which are posted on the Corporation's website.

ARTICLE 9 – MEETINGS OF THE BOARD

Section 9.1. Place of Board Meetings.

The Board may hold its meetings at such places as the Board may appoint or as may be designated in the notice of the meeting.

Section 9.2. Organizational Meeting of the Board.

Unless the Board provides by resolution for a different time, the annual Organizational Meeting of the Board shall take place immediately after the Annual Meeting and shall constitute a regular meeting of the Board. The newly constituted Board shall meet without prior notice at the place where the Annual Meeting was held, or at any other place and time designated in a notice given as provided in Article 10 (Notices), for the purposes of organization, election of officers, and the transaction of other business. At the Organizational Meeting of the Board, the Board shall (1) schedule the next meeting of the Board as well as the date, time and location of the next Annual Meeting, (2) establish the qualifications for all Members for the succeeding fiscal year, and (3) appoint or remove any Directors Emeritus. In addition, at the Organizational Meeting of the Board, the President shall announce his or her appointments of chairpersons and membership of the Committees and the League Delegate(s), Facilities Coordinator, and Communications Coordinator for the succeeding fiscal year.

Section 9.3. Regular Board Meetings.

The Board may hold its regular meetings at such date, time and place as shall be designated on a meeting schedule to be determined by the Board from time to time. The Board shall transact such business as may properly be brought before its regular meetings, including approval of reports presented by the Treasurer and the Committees. Notice of regular meetings need not be given, unless the date, time or place of any such regular meeting has changed from the date, time or place thereof announced at the preceding Organizational Meeting of the Board. Notwithstanding the notice requirements set forth in Section 11.1, notice of any such change shall be sent by electronic mail to all Directors at least one day prior to a re-scheduled regular meeting. The Treasurer or Assistant Treasurer shall deliver a Treasurer's Report at each regular meeting covering the period since the previous regular meeting. The Secretary or Assistant Secretary will circulate copies of the minutes of the previous meeting prior to the next meeting.

Section 9.4. Special Meetings of the Board.

The President or any two Directors may call special meetings of the Board to be held at such date, time and place as shall be designated in the call for the special meeting. Three (3) days' notice of any special meeting shall be given to each Director pursuant to Article 10 (Notices) or by telephone. Such notice shall state the date, time and place of such special meeting but need not state the purpose of the special meeting unless otherwise required by these Bylaws.

Section 9.5. Quorum at Board Meetings.

A majority of Directors shall constitute a quorum for the transaction of business at Board meetings. The acts of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the acts of the Board.

Provided, that removal of a Director pursuant to Section 6.8 shall require a vote by the majority of the entire Board, rather than a vote of the majority of the Directors present at the meeting at which the vote is held.

The Secretary will keep on file the record of who attended the meetings and the voting records of the Directors.

Section 9.6. Participation in Board and Committee Meetings.

One or more Directors may participate in a meeting of the Board or a Committee thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Section 9.7. Organization of Board Meetings.

Every meeting of the Board shall be presided over by the President or, in the absence of the President, the Vice President or, in the absence of the President and the Vice President, a chair chosen by a majority of the Directors present. The Secretary or, in his or her absence, any Assistant Secretary or, in the absence of the Secretary and any Assistant Secretary, a person appointed by the chair, shall act as secretary.

Section 9.8. Voting.

The President may call for a vote on any issue at any time. Any other Director may call for a vote on any issue and that issue will come to a vote if two (2) additional Directors second the motion.

ARTICLE 10 – OFFICERS

Section 10.1. Number.

The officers of the Corporation shall include a President, a Vice President, a Secretary, and a Treasurer. The officers may also include one or more Assistant Secretaries and/or Assistant Treasurers, and such other officers as the Board may determine by resolution. Any number of offices may be held by the same person; *provided, however*, that no person may serve as both the President and the Treasurer at the same time.

The Executive Committee shall be composed of the officers of the Corporation.

Section 10.2. Qualifications of Officers.

The officers shall be natural persons at least 18 years of age who are Directors. No two (2) members of the same Member household may serve as officers at the same time.

Section 10.3. Election and Term of Office.

Except as otherwise provided by resolution of the Board, the officers of the Corporation shall be elected by and from the Board at the Organizational Meeting of the Board. Each officer shall serve for a term of two (2) years and until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or removal. The President and Secretary shall be elected in odd-numbered years. The Vice President and Treasurer shall be elected in even-numbered years. However, to achieve the initial classification of the Officers, the initial terms of the President and Secretary shall be for the period expiring as of the Annual Meeting in 2017, and the initial terms of the Vice President and Treasurer shall be for the period expiring as of the Annual Meeting in 2016.

Section 10.4. Removal of Officers.

Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Corporation will be served. Such removal shall be without prejudice to the contract rights, if any, of any person so removed.

Section 10.5. Resignations.

Any officer may resign at any time by giving written notice to the Corporation. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of resignation.

Section 10.6. Vacancies.

Any vacancy during a fiscal year occurring in an office established hereby resulting from the death, resignation or removal of an officer shall be filled by the vote of a majority of the Board.

Section 10.7. The President.

The President shall be the chief executive officer of the Corporation and shall have general supervision over the business and operations of the Corporation, subject to the control of the Board. The President shall chair all meetings of the Board, the Executive Committee, and the Members. The President shall execute, along with the Secretary or any other officer of the Corporation, in the name of the Corporation, deeds, mortgages, bonds, contracts, and other instruments authorized by the Board, except in cases where the execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation. In general, the President shall perform all duties incident to the office of President and such other duties as may be assigned by the Board.

Section 10.8. The Vice President.

In the absence or disability of the President or when so directed by the President, the Vice President may perform all the duties of the President, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall perform such other duties as may be assigned by the Board or the President. In the event of a tie vote of the Board, the Vice President shall cast the deciding vote.

Section 10.9. The Secretary.

The Secretary shall attend all meetings of the Board and of the Members. The Secretary shall record (1) all votes of the Board and of the Members (except in the case of the election of Directors by Members at the Annual meeting, which shall be recorded by the Judge of Election) and (2) the minutes of the meetings of the Board and of the Members in a book or books to be kept for that purpose. The Secretary shall see that required notices of meetings of the Board and of the Members are given and that all records and reports are properly kept and filed by the Corporation. The Secretary shall circulate to all Directors the minutes for the prior regular Board meeting and Annual Meeting at or prior to the next regular Board meeting or Annual Meeting to the Board. The Secretary shall be the custodian of the seal, if any, of the Corporation and shall see that it is affixed to all documents to be executed on behalf of the Corporation to the extent such seal may be legally required to be so affixed. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board or the President. The Secretary shall also serve as the Registrar and keep a complete record of all teams, coaches, and Players for the purpose of registration.

Section 10.10. Assistant Secretaries.

In the absence or disability of the Secretary or when so directed by the Secretary, any Assistant Secretary may perform all the duties of the Secretary, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Secretary. Each Assistant Secretary shall perform such other duties as may be assigned by the Board, the President, or the Secretary.

Section 10.11. The Treasurer.

The Treasurer shall be responsible for corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer shall have full authority to receive and give receipts for all money due and payable to the Corporation, and to endorse checks, drafts, and warrants in its name and on its behalf and to give full discharge for the same; provided that any check in excess of \$5,000.00 shall also require signature from the President or the Vice-President. The Treasurer shall deposit all funds of the Corporation, except such as may be required for current use, in such banks or other places of deposit as the Board may designate. The Treasurer shall provide a Treasurer's Report to the Finance Committee when required and to the Board at each Board meeting. The Treasurer shall prepare a yearly budget and present it to the Board for approval at a Board meeting no later than a meeting of the Board next preceding the Annual Meeting of the Members. For the February Board meeting, the Treasurer shall prepare and distribute an annual

report that includes a balance sheet and an income-expense financial statement for the fiscal year most recently ended. Copies of the current Treasurer's Report shall be provided to Members upon request. In addition, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board or the President.

Section 10.12. Assistant Treasurers.

In the absence or disability of the Treasurer or when so directed by the Treasurer, any Assistant Treasurer may perform all the duties of the Treasurer, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Treasurer. Each Assistant Treasurer shall perform such other duties as may be assigned by the Board, the President, or the Treasurer.

ARTICLE 11 – NOTICE

Section 11.1. Written Notice.

Except as set forth in Section 9.4 (Special Meetings of the Board), whenever written notice is required to be given to any person, it may be given to the person, either personally or by sending a copy by first class or express mail, postage prepaid, or by courier service, charges prepaid, or by facsimile or electronic mail, to his or her address (or to his or her facsimile number or electronic mail address) appearing on the books of the Corporation or supplied by the Member or Director, as the case may be, to the Corporation for the purpose of receiving notices. If the notice is sent by mail, or courier service, it shall be deemed to have been given when deposited in the United States mail or with a courier service for delivery to that person or, in the case of facsimile or electronic mail, when sent unless the facsimile results in a failed confirmation report received by the sender or the electronic mail is returned as undeliverable. A notice of meeting shall specify the date, time and place of the meeting and any other information required by the Act.

Section 11.2. Waiver of Notice in Writing.

Whenever any written notice is required to be given, a waiver in writing, signed by the person or persons entitled to the notice, whether before or after the time stated, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

Section 11.3. Waiver of Notice by Attendance.

Attendance of a person at any meeting shall constitute a waiver of notice of the 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 12 – CONFLICTS OF INTEREST

Section 12.1. Interested Directors and Officers.

No contract or transaction between the Corporation and one or more of its Directors, or officers or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the Member, Director, or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, if:

- (a) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested Directors are less than a quorum; or
- (b) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the Board.

The interested Director or officer may not participate in a vote on the contract or transaction, however, interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes the contract or transaction.

ARTICLE 13 – STANDARD OF CARE

Section 13.1. Standard of Care; Justifiable Reliance.

A Director shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a Director, including duties as a member of any Committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including, without limitation, financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person; or
- (c) A Committee of the Board upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which Committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

Section 13.2. Presumption.

Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken by the Board, Committees of the Board, or by individual Directors, or any failure to take any action, shall be presumed to be in the best interests of the Corporation.

Section 13.3. Notation of Dissent.

A Director who is present at a meeting of the Board, or of a Committee of the Board, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the Director files a written dissent to the action with the Secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the Secretary immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of the action. Nothing in this Section shall bar a Director from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of the minutes, the Director notifies the Secretary, in writing, of the asserted omission or inaccuracy.

ARTICLE 14 – LIMITATION OF LIABILITY; INSURANCE

Section 14.1. Limitation of Liability of Directors.

A Director shall not be personally liable, as such, for monetary damages for any action taken or any failure to take any action as a Director unless:

- (a) The Director has breached or failed to perform the duties of his or her office under Subchapter B of Chapter 57 of the Act; and
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

This Section shall not apply to (1) the responsibility or liability of a Director pursuant to any criminal statute, or (2) the liability of a Director for the payment of taxes pursuant to federal, state, or local law. Any repeal or amendment of this Section shall be prospective only and shall not increase, but may decrease, a Director's liability with respect to actions or failures to act occurring prior to such change.

Section 14.2. Director and Officer Insurance.

The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Corporation, is appointed as a coach or assistant coach, or is or was otherwise serving at the request of the Corporation as a director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in

any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against that liability under the Act. The Corporation's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Corporation. To the extent that such insurance coverage provides a benefit to the insured person, the Corporation's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under Section 4958 of the Internal Revenue Code of 1986, as amended.

ARTICLE 15 – INDEMNIFICATION

Section 15.1. Representative Defined.

For purposes of this Article, “representative” means any Director or officer of the Corporation, or coach or assistant coach.

Section 15.2. Third-Party Actions.

The Corporation shall indemnify any representative who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action or proceeding. The termination of any action or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Persons who are not Directors, officers or coaches may be similarly entitled to indemnification to the extent the Board at any time denominates such person as entitled to the benefits of this section.

Section 15.3. Derivative and Corporate Actions.

The Corporation shall indemnify any representative who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of the action if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. Indemnification shall not be made under

this Section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

Section 15.4. Procedure for Effecting Indemnification.

Unless ordered by a court, any indemnification under Section 15.2 or Section 15.3 shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the relevant Section(s). The determination shall be made:

- (a) By the Board by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding or
- (b) If such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 15.5. Advancing Expenses; Limitation of Indemnification.

The Corporation shall pay expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in Section 15.2 or Section 15.3 in advance of the final disposition of the action or proceeding upon receipt of any undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article or otherwise.

Section 15.6. Supplementary Coverage.

The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Act, or any bylaw, agreement, vote of the Members or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding that office. Article 11 (relating to conflicts of interest) shall be applicable to any bylaw, contract, or transaction authorized by the Directors under this Section. However, no indemnification may be made by the Corporation under this Article or otherwise to or on behalf of any person to the extent that:

- (a) The act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct, or recklessness; or

- (b) The Board determines that under the circumstances indemnification would constitute an excess benefit transaction under section 4958 of the Internal Revenue Code of 1986, as amended.

Section 15.7. Duration and Extent of Coverage.

The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of that person.

Section 15.8. Reliance and Modification.

Each person who shall act as a representative of the Corporation shall be deemed to be doing so in reliance upon the rights provided by this Article. The duties of the Corporation to indemnify and to advance expenses to a representative provided in this Article shall be in the nature of a contract between the Corporation and the representative. No amendment or repeal of any provision of this Article shall alter, to the detriment of the representative, his or her right to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment or repeal.

ARTICLE 16 – ANNUAL REPORT

Section 16.1. Fiscal Year.

The fiscal year of the Corporation shall begin on October 1 of each year.

Section 16.2. Annual Report.

The Board shall present annually to the Members a report, verified by the President and Treasurer or by a majority of the Board, showing in appropriate detail the following:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.
- (b) The principal changes in assets and liabilities, including the trust funds, during the year immediately preceding the date of the report.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

- (e) The number of Members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report.

The annual report of the Board shall be filed with the minutes of the meetings of the Members.

ARTICLE 17 – TRANSACTION OF BUSINESS

Section 17.1. Real Property; Indebtedness.

The Corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, nor incur any indebtedness (whether secured or not by any real property) unless authorized by the vote of two-thirds (2/3) of the Board. If any real property to be conveyed is subject to a trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance. The foregoing limitations shall not apply to any purchase money security interests granted in connection with the purchase and/or leasing of business or program equipment by the Corporation in the ordinary course of business.

Section 17.2. Negotiable Instruments.

The Board shall designate one or more officers or other persons who shall sign all checks or demands for money and notes of the Corporation, consistent with Section 10.11 of these Bylaws.

Section 17.3. Loans.

No loans shall be made to the Corporation unless authorized by a resolution of the Board. No loans shall be made by the Corporation to its officers, Directors, Members or employees.

ARTICLE 18 – CORPORATE RECORDS

Section 18.1. Corporate Records.

The Corporation shall keep (1) minutes of the proceedings, resolutions and votes of the Members and the Board, (2) a membership register showing the names and addresses of the Members and the class and other details of membership, (3) rosters of all Committee chairs and members, and (4) appropriate, complete, and accurate books or records of account, at its registered office or the principal place of business or any actual business office of the Corporation.

ARTICLE 19 – AMENDMENTS

Section 19.1. Amendments.

Except as otherwise provided by the Act, these Bylaws of the Corporation may be amended, either: (i) by a majority vote of the Board at any meeting of the Board after notice of such purpose has been given, or (ii) by a majority vote of the Members at any meeting of Members so long as such amendment shall garner an affirmative vote by Members entitled to cast at least twenty-five (25) percent of the votes which all Members are entitled to cast at the particular meeting.

Any Member may submit in writing proposed amendments to these Bylaws for consideration at the Annual Meeting of the Members. Such proposals must be submitted to the Board at least thirty (30) days prior to the Annual Meeting. Proposed amendments to these Bylaws that will be presented to the Members at the Annual Meeting shall be provided in writing to all Members at least fifteen (15) days prior to the Annual Meeting. Any and all amendments to these Bylaws shall become effective immediately upon adoption unless otherwise provided in the amendment.