

BYLAWS

of the

CHELTENHAM LITTLE LEAGUE, INC.

ARTICLE I - OFFICES

Section 1.01.Offices. The registered office of the Corporation shall be P.O. 91, Cheltenham, Pennsylvania 19012. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint, or the activities of the Corporation may require.

ARTICLE II - PURPOSES

Section 2.01.Internal Revenue Code. The Corporation is organized exclusively for the purposes defined in Section 501(C)(3) of the Internal Revenue Code of 1954, as follows:

- a) Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- b) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3)of the Internal Revenue Code,or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code,or corresponding section of any future tax code.
- c) Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 2.02.Corporation Objective. The primary objective of the Corporation is to serve as an educator of children through their participation in youth sports, and to teach them the value and ideals of good sportsmanship, fair play, teamwork, dependability, accountability, loyalty, honesty and respect. To help achieve this objective, the Corporation will provide a supervised program of competitive baseball/softball games under the rules and regulations of Little League Baseball, Inc., the rules and regulations of all other leagues the members participate in, and the rules and regulations adopted from time-to-time by the

Corporation. While the Corporation recognizes that the development of baseball skills and the winning of games are important, both are secondary to the primary objective of the Corporation.

ARTICLE III - MEMBERS

Section 3.01.Members. Membership shall be open to all parents or guardians of any child duly registered to participate in the activities of the Corporation, who has paid the current annual registration fee or has been granted a waiver of the requirement to pay all or a portion of the registration fee by a duly authorized Officer of the Corporation. Any person 18 years of age or older that does not have at least one child registered to participate in the activities of the Corporation may become a member by vote of a majority of the members of the Board of Directors or who has paid one-half the annual registration fee for the current year. Membership in the Corporation is not transferable or assignable.

Section 3.02.Termination of Membership. A member will automatically terminate their membership in the Corporation by removing their child/children from the activities of the Corporation or by failing to pay the annual registration fee when due (unless granted a waiver of the requirement to pay said fee). In addition a member may have their membership suspended or terminated by a vote of a majority of the members of the Board of Directors present at any regularly constituted meeting of the Board. Removal under this clause shall not require cause, only a finding of the Board that the removal serves in the best interests of the Corporation.

Section 3.03.Fees. Fees for membership shall be established each year by the Board of Directors via approval of the Corporation's annual budget.

Section 3.04.Annual Membership Meeting. The annual membership meeting shall be held in November each year. The primary purpose of the annual membership meeting is to elect the members of the Board of Directors for the following calendar year, and to transact any other business of interest to the membership. Unless otherwise designated, the annual membership meeting shall be held on the second Tuesday in the month of November at the regularly scheduled meeting of the Board of Directors at 7PM at the Corporation's clubhouse located at 650 Woodland Avenue, Cheltenham, Pa 19012. The annual meeting of the members shall not be organized for the transaction of business unless a quorum is present. For the purpose of the annual membership meeting, the presence in person of a simple majority of the current members of the Board of Directors or a minimum total of ten (10) members of the Corporation entitled to vote shall constitute a quorum. If the annual membership meeting is adjourned for failure to meet the minimum quorum requirement, a special meeting shall be called for by the President of the Corporation, in accordance with the provisions stipulated under the calling of a special meeting.

Section 3.05.Special Membership Meetings. Special meetings of the general membership may be called for at any time by the President of the Corporation, a majority of the members of the Board of Directors, or upon receipt by the President of a written request from at least 10% of the general members of the Corporation entitled to vote. A special meeting called for by the President of the Corporation, or by the Board of Directors, may convene within five (5) days from the date of a proper notification to the membership of the Corporation. A notification is deemed proper if it has been communicated to the general membership in writing by mail, e-mail, telex, courier service or by a phone call to the member using the address or phone number appearing on the records of the Corporation. In the case of a written request received from the general members of the Corporation, the purpose of the special meeting shall be provided to all members of the Corporation by the Secretary no later than thirty(30) days from the date of the receipt of said request. Such written notification must be provided to all members of the Corporation at least five(5) days prior to the

date named for the special meeting to take place, including the time and location of the meeting. A special meeting of the members duly called shall not be organized for the transaction of business unless a quorum is present. The presence in person of 5 members entitled to vote shall constitute a quorum at such meeting. If a special meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting to such date, time and place as they determine appropriate. Those who attend the second of such meetings, even if less than a qualified quorum, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting, if a proper notice of such second meeting, stating that those members who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each member of record entitled to vote at such second adjourned meeting at least ten days prior to the day named for the second adjourned meeting. Business transacted at all special meetings shall be confined to the objectives stated in the request and matters germane thereto.

Section 3.06.Membership Voting. Every member in good standing shall be entitled to have one vote at any meeting of the general membership of the Corporation. Upon the request of any member, the books or records of membership shall be produced at any annual or special meeting of the members of the Corporation. If at any such meeting the right of a person to vote is challenged the presiding officer shall require the books or records to be produced as evidence of the right of the person challenged to vote and all persons who appear by such books or records to be members entitled to vote may vote. The right of a member to vote, and their right, title and interest in or to the Corporation or its property, shall cease on the termination of their membership. Voting may be by ballot, mail or any reasonable means as determined by the Board of Directors. Elections for directors need not be by ballot, except upon demand made by a member at the election, and supported by a quorum of those present and entitled to vote at such meeting, and before the voting begins. There are no proxy votes.

ARTICLE IV - DIRECTORS

Section 4.01.Authority of Directors. The Board of Directors is the policy-making body of the Corporation and is entitled to exercise all of the powers and authority granted to the Corporation by law to conduct the business and operation of the Corporation.

Section 4.02.Number, Selection, and Tenure. The board shall consist of not less than seven (7) directors, who shall be members of this Corporation entitled to vote under Article III, Section 3.01 herein. Directors shall be elected by the members at the November annual meeting by the members of the Corporation. Each director shall hold office for a term of one (1) year. All terms of office shall commence on the date of the first regular Board of Directors meeting held following the election. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of the remaining term of office shall be filled by members of the Corporation nominated by and receiving a majority vote of the remaining directors. No director shall receive any compensation for their services as such.

Section 4.03.Resignation. Resignations are effective upon receipt of a written notification thereof by the Secretary of the Corporation.

Section 4.04.Removal of Directors. The entire Board of Directors or an individual director may be removed from office without assigning any cause by a two-thirds vote of the members of the Corporation entitled to elect directors. The Board of Directors by majority vote may declare vacant the office of a director who has been judicially declared of unsound mind or who has been convicted of an offense punishable by imprisonment, or if within sixty (60) days of being elected to office does not attend a meeting of the Board of Directors. Any Director having

missing four or more meetings during the term of their office may be removed from office by a majority vote of the Board of Directors.

Section 4.05.Regular Meetings. The Board of Directors shall meet monthly throughout the year at such dates, times and places as the Board shall determine

Section 4.06.Special Meetings. Meetings shall be at such dates, times and places as the Board shall determine.

Section 4.07.Notice. Written or personal notice of every meeting of the Board of Directors shall be given to each director at least two (2) days prior to the day named for the meeting. An announcement of the date, time and place of the next meeting made at any Board of Directors meeting shall constitute personal notice to all duly elected Board members.

Section 4.08.Quorum. A quorum shall consist of a majority of the Board attending in person. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting no Board policy decisions can be made nor can any actions be sanctioned, approved or implemented. The majority of directors present at a meeting that does not have a quorum may elect to adjourn the meeting.

Section 4.09.Action without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all the members of the Board consent in writing to taking the action without a meeting and to approving the specific action. Such written consents must be filed with the Secretary of the Corporation and shall have the same force and effect as a unanimous vote of the Board.

Section 4.10.Responsibility of Directors. A director serves the Corporation in a fiduciary capacity and shall perform all duties of the office 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 the duties of the office, a director shall be entitled to rely in good faith on the information, opinions, reports or statements (including financial reports & statements) as prepared and presented to the Board by officers of the Corporation, legal counsel, other members of the Board, committee members, or any other individual servicing in a professional capacity in which the director has reason to believe merits confidence and trust.

Section 4.11.Personal Liability of Directors. A director shall not be personally liable for monetary damages for any action taken or any failure to take any action, notwithstanding Federal or State law, unless the director has breached or failed to perform the duties of office under this section, and that the breach or failure to perform was a result of self-dealing, willful misconduct or recklessness.

Section 4.12.Committees. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board comprised of at least two (2) persons which, except for the Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, functions and/or activities of the Corporation. Any committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all of the powers and authority of the Board of Directors except for those powers and authorities that are directly assigned as responsibilities of the Board of Directors as outlined in any subsection of Article IV of these Bylaws. Each

committee of the Board shall serve at the pleasure of the Board for such term as deemed appropriate to fulfill the goals and objectives of said committee. The President may, from time-to-time, appoint committees to work on special projects. These committees have no authority other than to make recommendations to the Board relating to the reason for their creation.

ARTICLE V - AUTHORITY AND DUTIES OF OFFICERS

Section 5.01.Officers. The officers of the Corporation shall be a President, Vice President(s), Secretary and Treasurer. Officers must be Directors of the Corporation.

Section 5.02.Appointment of Officers. The executive officers of the Corporation shall be chosen by vote of a majority of the Board of Directors at the December board meeting, or in the case of vacancies in any executive position, as soon thereafter as convenient.

Section 5.03.Term of Office. All officers shall hold their office for a term of one year, but can be re-elected, and shall have such authority and shall perform such duties as are provided by the By-Laws and as shall from time to time be prescribed by the Board of Directors. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise.

Section 5.04.Removal. Any officer may be removed from office by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby after a vote of 2/3rds of the other directors entitled to vote.

Section 5.05.President. The President shall be the chief executive officer of the Corporation and will preside at all meetings of the members and directors; shall have general and active management authority over the affairs of the Corporation; shall see that all orders and resolutions of the board are carried into effect, subject, however, to the right of the directors to delegate any specific powers to any other officer or officers of the Corporation. The President shall execute bonds, deeds, mortgages and other such documents required of the Corporation in the conduct of its business; and, in general, shall perform all duties incident to the office of the president and such duties as from time to time may be assigned by the Board of Directors. The President shall be ex-officio a member of all committees.

Section 5.06.Vice President. The Vice President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as may be required of the office from time to time as requested and assigned by the President, subject to the control of the Board of Directors. The Vice President shall be Ex-Officio a member of all committees. By a vote of the majority of the Board of Directors, the Corporation may have more than one Vice President.

Section 5.07.Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors in the books proper for that purpose; shall attend the board meetings of the members and record all the votes of the Corporation and the minutes of all its transactions. Additionally, the Secretary is responsible to providing advance notice of all meetings of the members and of the Board of Directors, and shall handle the correspondence of the Corporation and maintain a newsletter on the current affairs of the Corporation as deemed appropriate from time to time by the President and/or the Board of Directors.

Section 5.08.Treasurer. The Treasurer shall have or provide for the custody of the funds, securities and all other property of the Corporation; shall keep full

and accurate accounts of all receipts and disbursements in books belonging to the Corporation; shall deposit all funds of the Corporation in such bank(s) or other places of deposit as the Board of Directors may from time to time designate; shall, at each regular meeting of the Board of Directors, render an account showing all transactions completed in the conduct of the business of the Corporation as Treasurer and the financial condition of the Corporation; and, in general, shall discharge such other duties as may from time to time be assigned by the Board of Directors. In the absence of a working/functioning Finance Committee, the Treasurer shall be responsible to prepare the Corporation's yearly budget; maintain all records of change/variance to the yearly budget; prepare and file the Corporations yearly tax return; and review and make recommendations on the financial feasibility of any and all capital improvement projects before they are voted on by the Board of Directors. If a finance committee is in place, the Treasurer will chair all meetings of the finance committee, assign the duties of the members of the finance committee, and will oversee and be responsible for all actions and activities of the finance committee, with the exception of the financial review of the Treasurer's records. The Treasurer will be ex-officio a member of all Corporate committees that have financial accountability, and will in general see to it that the Corporation remains in sound and proper financial condition. The Corporation will require that the Treasurer be bonded as a means to ensure that the Corporations' funds are protected in the event of any fraudulent actions or activities conducted by the Treasurer which result in a financial loss to the Corporation.

ARTICLE VI - BOOKS AND RECORDS

Section 6.01. Corporate Record Keeping. The Corporation shall keep an original and duplicate records of the proceedings of the members and the directors, the original and copies of its Bylaws, including all amendments thereto to date, certified by the Recording Secretary of the Corporation, and an original and duplicate copies of the membership register, giving the names of the members, and showing their respective addresses and the class and other details of the membership of each. The Corporation shall also keep appropriate, complete and accurate books and records of the financial account(s). The records provided for herein shall be kept at the registered office of the Corporation, or in the principal place of business wherever situated, or by the executive officer assigned the duties associated with the aforementioned records.

Section 6.02 Corporate Record Examination - Every member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, by appointment for business for any proper purpose, the membership register, the books and records of financial account, and the records of the proceedings of the members and directors, and to make copies or extracts there from. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member of the Corporation. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the Corporation at its registered office in this Commonwealth, or at its principal place of business wherever situated.

ARTICLE VII - FINANCIAL ADMINISTRATION

Section 7.01. Fiscal Year. The fiscal year of the Corporation shall be January 1 - December 31, but may be changed by resolution of the Board of Directors and with the approval of the Internal Revenue Service.

Section 7.02. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and

insurance certificates shall be signed and endorsed by the Treasurer, and/or by such officer or officers of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

ARTICLE VIII - INDEMNIFICATION

Section 8.01.Indemnification. Every member of the Board of Directors and Officers of the Corporation may be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board of Directors and/or Officer in connection with any threatened, pending, or completed action, suit or proceeding to which the member or officer may become involved by reason of therein being or having been a member or officer of the Corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of their duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board of Directors and/or Officer is entitled.

ARTICLE IX - AMENDMENT OF BYLAWS

Section 9.01.Amendment of Bylaws. Bylaws may be adopted, amended or repealed by the vote of the members of the Board of Directors entitled to cast at least a majority of the votes which all members present are entitled to cast thereon at any regular or special meeting duly convened after notice to the board members of that purpose. Bylaw changes will be reviewed and discussed but not voted on at the meeting when first presented. After all discussion on the proposed Bylaw changes have been concluded the decision to adopt, amend or repeal said changes will be tabled until the next regular or special meeting of the Board of Directors. In this fashion, each member of the Board of Directors will have time to reflect on the importance and need of the proposed Bylaw changes before voting.