

LOWER MERION LITTLE LEAGUE, INC.

A Pennsylvania Nonprofit Corporation

(Membership)

AMENDED AND RESTATED BYLAWS

TABLE OF CONTENTS

Article I - NAME 1

Article II - OFFICES 1

Article III - OBJECTIVE..... 1

 Section 1 - Purpose 1

 Section 2 - Activities..... 1

Article IV - MEMBERSHIP..... 2

 Section 1 - Classes 2

 Section 2 - Qualifications of Members 2

 Section 3 - Voting Rights of Members 2

 Section 4 - Nontransferable 2

 Section 5 - Suspension or Termination..... 2

Article V - ELIGIBLE PLAYERS 3

 Section 1 - Player Eligibility And Selection 3

 Section 2 - Notice To Eligible Players – Sign-Up 3

Article VI - DUES 3

 Section 1 - Registration Fee For Eligible Players..... 3

Article VII - MEETINGS OF MEMBERS..... 4

 Section 1 - Place of Meetings 4

 Section 2 - Annual Meeting 4

 Section 3 - Special Meetings..... 4

 Section 4 - Notice of Meeting..... 4

 Section 5 - Determination of Members of Record..... 5

 Section 6 - Quorum..... 5

 Section 7 - Adjournment..... 5

 Section 8 - Organization 5

 Section 9 - Consent of Members in Lieu of Meeting..... 6

Article VIII - BOARD OF DIRECTORS 6

 Section 1 - Management of The League 6

 Section 2 - Qualifications of Directors 6

 Section 3 - Number of Directors and Term 6

 Section 4 - Nomination of Candidates and Election of Directors..... 6

 Section 5 - Voting Rights..... 7

 Section 6 - Removal of Directors..... 7

Article IX - MEETINGS OF DIRECTORS 7

 Section 1 - Place of Meetings. 7

 Section 2 - Annual Meeting 7

 Section 3 - Regular Directors Meetings..... 7

 Section 4 - Special Meetings of the Board..... 8

 Section 5 - Quorum..... 8

 Section 6 - Organization. 8

 Section 7 - Teleconference and E-Mail for Directors Meetings 8

 Section 8 - Unanimous Consent of Directors In Lieu of Meeting 8

 Section 9 - Interpretation of Bylaws 8

Article X - Notice.....	9
Article XI - POWERS OF THE BOARD OF DIRECTORS	9
Section 1 - Powers	9
Section 2 - Duties.....	9
Article XII - OFFICERS.....	10
Section 1 - Types	10
Section 2 - Term.....	10
Section 3 - Duties.....	10
Article XIII - Executive Director	13
Section 2 - Removal of Officers	13
Article XIV - COMMITTEES	13
Section 1 - Limitation of Power.....	13
Article XV - RESIGNATIONS AND VACANCIES.....	14
Section 1 - Resignations.....	14
Section 2 - Filling Vacancies	14
Article XVI - LIABILITY AND INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS.....	14
Section 1 - Indemnification.....	14
Section 2 - Procedure for Effecting Indemnification.....	15
Section 3 - Advancement Of Expenses.....	15
Section 4 - Continuing Right To Indemnification	15
Section 5 - Other Rights.....	16
Section 6 - Insurance.....	16
Article XVII - FINANCES	16
Section 1 - Statement	16
Section 2 - Financial Review	16
Section 3 - Compensation	17
Article XVIII - -- EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS.....	17
Article XIX - CONFLICTS OF INTEREST	17
Section 1 - Conflict of Interest Policy.....	17
Article XX - RULES.....	17
Article XXI - AMENDMENTS.....	18
Article XXII - MISCELLANEOUS	19
Section 1 - Fiscal Year/League Year	19
Section 2 - Real Property	19
Section 3 - Headings	19
Section 4 - Dissolution.....	19
Section 5 - Entire Understanding	19
Section 6 - Waiver	19
Section 7 - Illegality And Severability.....	19
Section 8 - Governing Law	20
Section 9 - Time.....	20

LOWER MERION LITTLE LEAGUE, INC.

A Pennsylvania Nonprofit Corporation

(Membership)

AMENDED AND RESTATED BYLAWS

ARTICLE I - NAME

This corporation shall be known as the LOWER MERION LITTLE LEAGUE (hereafter referred to as the “League” or the “Corporation”).

ARTICLE II - OFFICES

(a) The office of the League shall be at the home of the then-serving President of the League or such other location as the Board of Directors (also referred to herein as the “Directors” or the “Board”) may from time to time determine.

(b) The registered office of the League shall be as set forth in the Articles of Incorporation as amended thereafter.

ARTICLE III - OBJECTIVE

Section 1 - Purpose

The objective of the League shall be to implant firmly in the children of the community the ideals of good sportsmanship, honesty, loyalty, courage and respect for authority, so that they may be well adjusted, stronger and happier children and will grow to be good, decent, healthy and trustworthy citizens.

Section 2 - Activities

To achieve this objective the League will provide a supervised program under the rules and regulations of Little League Baseball, Incorporated (“LLBI”). All Directors, Officers and Members shall bear in mind that the attainment of exceptional athletic skill or winning of games is secondary, and the molding of future citizens is of prime importance. In accordance with Section 501(c)(3) of the United States Internal Revenue Code, the League shall operate exclusively as a nonprofit educational organization providing a supervised program of competitive tee ball, softball and baseball games. More specifically, the League is organized for

the exclusive purpose of maintaining a program for the development and promotion of children who live in Lower Merion Township and the Borough of Narberth, both in Montgomery County, Pennsylvania.

ARTICLE IV - MEMBERSHIP

Section 1 - Classes

The League shall have one class of members.

Section 2 - Qualifications of Members

Any parent or guardian whose child has played on, or has duly registered to play on, any Lower Merion Little League team within twelve (12) months prior to the Annual Meeting (defined hereafter) shall be considered a member (the "Members").

Section 3 - Voting Rights of Members

Each Member shall be entitled to one vote, however, only one vote per family may be cast by a Member in such family. A family shall include and consist of all eligible players who are siblings or half-siblings, and their parents, step-parents, or guardians. In the event of a disagreement or dispute by or among the parents, step-parents, or guardians, the family's vote may be split and each parent, step-parent, or guardian of an eligible player shall have one-half ($\frac{1}{2}$) vote if there are two (2) parents, step-parents, or guardians, one-third ($\frac{1}{3}$) vote if there are three (3), and one-fourth ($\frac{1}{4}$) vote if there are four (4).

Section 4 - Nontransferable

Membership in the Corporation is not transferable.

Section 5 - Suspension or Termination

(a) Membership shall terminate immediately if (i) the Member voluntarily withdraws, (ii) if a Member has not paid the required Registration Fee (defined hereafter) within sixty days of the date on which the Registration Fee was due or by such time as is set by the Board of Directors unless alternative payment arrangements have been made under Article XVII, or (iii) if the Member no longer meets the qualifications of Membership.

(b) Membership may be suspended or terminated by the Board of Directors if the Board of Directors, by a two-thirds ($\frac{2}{3}$) vote of those present at any duly convened meeting, votes to discipline, suspend or terminate the participation of any Member when the conduct of such person or their child, is considered detrimental to the best interests of the League or as a

result of violation(s) of the rules and regulations of the League. The Member and his or her child shall be notified of such meeting, informed of the general nature of such charges and given an opportunity to appear at the meeting to answer such charges.

ARTICLE V - ELIGIBLE PLAYERS

Section 1 - Player Eligibility And Selection

Any child whose parent or guardian resides in Lower Merion Township or the Borough of Narberth is eligible to participate in the League.

Section 2 - Notice To Eligible Players – Sign-Up

(a) **Notice.** Notice of tryouts (“Tryouts”) and a sign-up meeting (“Sign-Up Meeting”) (if a Sign-Up Meeting is held) will be provided each year, at least one (1) week before the date for Tryouts, for a place, date, and time as determined year to year by the President.

(b) **Publication of Notice.** Notice of the Tryouts and a Sign-Up Meeting will be published in at least one (1) newspaper of general circulation in Lower Merion Township, sent to the Principal or Athletic Director of each Lower Merion Township public school, and otherwise publicized as determined by the President of the League from year to year.

ARTICLE VI - DUES

Section 1 - Registration Fee For Eligible Players

(a) A fee to register as an eligible player (the “Registration Fee”) shall be established each year by the Board of Directors.

(b) The Registration Fee shall be the sum of money required for each player to participate at each level each year. The Registration Fee shall be based upon the number of anticipated players for each Level and the anticipated costs and expenses for each Level. Accordingly, the Registration Fee for each Level may be different depending upon the number of players, the cost of League umpires, and any other expenses anticipated by the Board of Directors.

ARTICLE VII - MEETINGS OF MEMBERS

Section 1 - Place of Meetings

Meetings of the Members shall be held at such place as may be fixed by the Board. If no place is fixed by the Board of Directors, meetings of the Members shall be held at the registered office of the Corporation.

Section 2 - Annual Meeting

The annual meeting of the Members of the League (the "Annual Meeting") shall be held every calendar year at a time and a place to be determined by the Board of Directors, but in no event later than three (3) months after the beginning of the fiscal year at a location in Lower Merion Township or the Borough of Narberth chosen by the President of the League for the purpose of electing a Board of Directors, receiving reports and for the transaction of such business as may properly come before the meeting. After the Board is elected, the Board shall meet to elect the Officers.

Section 3 - Special Meetings

Special meetings of the Members may be called by the President of the league ("Special Meeting of the Members"), a majority of the Directors, or by the written request of one-fifth (1/5) or more of the votes of the Members then entitled to vote. Such request shall be submitted to the President of the League who shall call a Special Meeting of the Members within five (5) business days of the receipt of such request. Notices of any Special Meeting of the Members shall be mailed, e-mailed or otherwise delivered to each Member at the last known address at least five (5) days in advance thereof setting forth the place and time and must contain a statement of the purpose for which such Special Meeting is called and no other business may be transacted at that meeting. The notice for any meeting of the Members at which a merger, acquisition, or dissolution is to be decided must be sent by mail or personally delivered.

Section 4 - Notice of Meeting

Notice of the Annual Meeting shall be mailed, e-mailed or otherwise delivered to each of the Members of Record, at the last known address at least ten (10) days in advance thereof setting forth the place and time of the meeting; or in lieu thereof, notice may be given in such form as may be authorized by the Members, from time to time, at a regularly convened meeting.

The notice for any meeting of the Members at which a merger, acquisition, or dissolution is to be decided must be sent by mail or personally delivered.

Section 5 - Determination of Members of Record

The Board may fix a time, not more than seventy (70) 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. When a determination of the Members of record has been made for purposes of a meeting, the determination shall apply to any adjournment thereof unless the Board fixes a new record date for the adjourned meeting. If no record date is fixed, the record date shall be determined in accordance with the Act.

Section 6 - Quorum

The presence in person of at least twenty (20) Members entitled to cast votes shall constitute a quorum. The Members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided in the Act, adjourn the meeting to such time and place as they may determine. In the case of any meeting called for the election of Directors, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing Directors.

Section 7 - Adjournment

Adjournments of any meeting of the Members may be taken. Any meeting at which Directors are to be elected shall be adjourned only from day to day, or for such longer periods not exceeding fifteen days each as the Members present and entitled to vote shall direct, until such Directors have been elected.

Section 8 - Organization

At every meeting of the Members, the President, or in his or her absence, a person chosen by the Board of Directors, shall act the Chair of the meeting. The Secretary, or in his or her absence, a person appointed by the Chair, shall act as secretary.

Section 9 - Consent of Members in Lieu of Meeting

Any action which may be taken at a meeting of the Members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the Members who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the Corporation.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1 - Management of The League

The business and affairs of the League shall be managed by the Board of Directors except as otherwise provided by statute, the Articles of Incorporation, these Bylaws or a resolution duly adopted by the Directors.

Section 2 - Qualifications of Directors

Each Director shall be a natural person who has attained the age of majority. A Director does not have to be a Member of the League.

Section 3 - Number of Directors and Term

(a) The Board of Directors shall consist of not less than seven (7) persons and not more than fifteen (15) persons. At each Annual Meeting, the Members shall determine the number of directors to be elected for the ensuing year and shall elect such number of Directors with or without reliance on the Nominating Committee's recommendations. The number so fixed may, within the limits prescribed in this Section 3(a), be increased at any Annual Meeting or Special Meeting of the Members, and if the number is increased, the additional Directors may be elected at the Annual Meeting or Special Meeting at which the increase is voted, or at any subsequent meeting.

(b) Each Director after election, or appointment if appointed, shall serve as a Director until the next Annual Meeting of the Members at which Directors are elected.

(c) Directors may be elected for consecutive terms.

Section 4 - Nomination of Candidates and Election of Directors

The Board shall have a Nominating Committee which shall recommend the number of Directors and the individuals to be elected Director at the Annual Meeting. The Chair of the meeting shall announce the Nominating Committee's recommendations at the Annual Meeting

of the Members and shall declare that the any additional nominations of candidates for election as Director are open and shall call for nominations from the floor. Nominations may be presented by the Nominating Committee or any Member entitled to elect Directors and who is present at the meeting in person. Nominations need not be seconded. After nominations have been made, the Chair of the meeting shall, on motion, declare the nominations closed, and thereafter no further nominations may be made. After the nominations have been closed, the Members entitled to elect Directors shall cast their votes first as to the number of Directors and then as to the identity of the Directors.

Section 5 - Voting Rights

Every Director shall be entitled to one vote, and the total number or votes shall be the same as the total number of Directors.

Section 6 - Removal of Directors

Any Director may be suspended or removed, with or without cause, by an affirmative vote of two-thirds (2/3) of all of the Directors constituting the entire Board of Directors.

ARTICLE IX - MEETINGS OF DIRECTORS

Section 1 - Place of 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 2 - Annual Meeting

Unless the Board provides by resolution for a different time, the annual meeting of the Board shall take place immediately after the Annual Meeting of the Members. The newly constituted Board shall meet without prior notice at the place where the meeting of the Members was held, or at any other place and time designated in a notice given as provided in Article X for the purposes of organization, election of officers, and the transaction of other business.

Section 3 - Regular Directors Meetings

(a) The Directors shall meet at least quarterly at a date, time, and place selected by resolution of the Board of Directors. The Board shall transact such business as may properly be brought before its meetings. Notice of regular meetings need not be given.

(b) Members may only attend meetings of the Board of Directors by making a request and receiving the Board's consent.

Section 4 - Special Meetings of the Board

The President or any two Directors may call special meetings of the Board ("Special Meeting of the Board"), which shall be held at such time and place as shall be designated in the call for the meeting. Five days notice of any Special Meeting of the Board shall be given to each Director. Such notice shall state the time and place of such Special Meeting of the Board but need not state the purpose of the special meeting.

Section 5 - Quorum

A majority of all of the current number of elected or appointed Directors shall constitute a quorum.

Section 6 - Organization.

At every meeting of the Board of Directors, the Chair, or in his or her absence, a person chosen by the Board of Directors, shall act as Chair. The Secretary, or in his or her absence, a person appointed by the Chair, shall act as secretary.

Section 7 - Teleconference and E-Mail for Directors Meetings

One or more Directors may participate in a meeting of the Directors or any Committee thereof by means of a conference telephone, e-mail, or other communications equipment by which all Directors participating in a meeting can hear or read the communications of each other.

Section 8 - Unanimous Consent of Directors In Lieu of Meeting

Any action that may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the League.

Section 9 - Interpretation of Bylaws

The Directors shall have the authority to generally do everything permitted for nonprofit corporations by law, statute and these Bylaws, and to determine the interpretation or construction of the Bylaws, or any parts thereof, which may be in conflict or of doubtful meaning, and their decision shall be final and conclusive.

ARTICLE X - NOTICE

Whenever written notice is required to be given to any person, it may be given to such person either personally, by United States postage prepaid mail, by telecopy, by e-mail, or by reputable overnight courier. Whenever written notice is required to be given to any Director, it may be given either personally, by United States postage prepaid mail, by telecopy, by e-mail or by reputable overnight courier. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. The notice for any meeting of the Board at which a fundamental change is to be decided must be sent by mail or personally delivered.

ARTICLE XI - POWERS OF THE BOARD OF DIRECTORS

Section 1 - Powers

The Directors shall exercise all powers of the League and do all acts and things necessary to carry out the purposes of the League.

Section 2 - Duties

The Directors shall:

- (a) By majority vote, elect the officers of the Corporation (the "Officers"), including commissioners for each division (Tee Ball, Rookie, A, AA, AAA, Majors Open, Majors Select, Juniors, Seniors, Softball, and Challenger). The Directors may change the divisions from League Year to League Year;
- (b) Dismiss, by a two-thirds (2/3) vote of all Directors then in office, any Officers of the League;
- (c) Form Committees and assign/dismiss Members to and from each Committee;
- (d) Appoint and dismiss managers and coaches for each team in each division;
- (e) Adopt, alter, amend or repeal the Rules governing the conduct of the players and Members;

- (f) Determine the amount of Dues, Registration Fees, other charges to Members, expenditures, and prepare an operating budget;
- (g) Have the power to expend funds to the extent of the amount in the League's treasury or owing to the League and to make and enter into contracts on behalf of the League;
- (h) Amend the Bylaws, when a vote by the Members is not required by law;
- (i) All such other acts and things as are permitted by the laws of the Commonwealth of Pennsylvania with respect to nonprofit corporations, as those laws now exist or as they may hereafter provide.

ARTICLE XII - OFFICERS

Section 1 - Types

The officers of the Corporation (the “Officers”) shall include a Chair and the following senior officers (who may or may not be Directors): President, Vice-President, Secretary, Treasurer, Player Agent, Information Officer, Safety Officer, and Equipment Manager serving the League, a Commissioner of each division, and any other officers deemed appropriate by the Directors. The Board of Directors will oversee the hiring of any senior management employees, who may serve as Officers of the Corporation, and will authorize the hiring of such other employees by senior management as deemed necessary through a resolution of the Board. The Board may appoint any officer or agent on a volunteer or compensated basis.

Section 2 - Term

- (a) Officers shall serve for one (1) year after their election unless otherwise determined by resolution of the Board of Directors and until their successors are elected by the Board.
- (b) Officers may be elected for consecutive terms.

Section 3 - Duties

- (a) The Chair. The Chair shall preside at all meetings of the Board of Directors. The Chair shall:
 - (i) appoint the Chair of each committee;
 - (ii) be a member ex officio of all committees;

- (iii) upon the recommendation of the President, appoint such officers of the Corporation as corresponding Directors, but without the right to vote, to such Committee or Committees to which they are assigned as staff support by the President;
- (iv) preside at all meetings of Directors; the Chair shall determine the agenda for each meeting, announce at the meeting when the polls close for each matter voted upon and ensure that the meetings operate in an efficient manner. The Chair has the authority to establish rules for the conduct of the meeting; and
- (v) perform such other duties as required by the Board.

(b) The President. The President is the chief administrative officer of the League. In the event the League employs an Executive Director, the Executive Director shall serve as the President and shall have general and administrative management of the business of the League and oversight of the management of the League. In the event the Board does not employ an Executive Director, the President shall carry out the duties of the Executive Director set forth in Article VIII. The President shall also:

- (i) report to the Board of Directors at each regular meeting of the Board and to the Standing Committees of the Board whenever and in such form as requested;
- (ii) report to the Chair any concerns that may arise between regularly scheduled meetings of the Board;
- (iii) serve as a corresponding member of committees of the Board of Directors as requested by the Board of Directors, but without the right to vote unless the President has been elected by the Members as a voting member of the Board of Directors;
- (iv) act as Chair of the Member meeting;
- (v) ensure that all rules, regulations, trusts and provisions applicable to all of the funds of the League and their administration and all of the policies adopted by the Board, are complied with at all times; and
- (vi) perform such other duties as the Board of Directors may designate from time to time.

- (c) The Secretary. The Secretary shall have the following duties:
- (i) keep minutes of the meetings of the Board of Directors and of the Members, Annual Meetings and Special Meetings;
 - (ii) record all votes;
 - (iii) give written notice to the Members of Record of the Annual Meetings, and any Special Meetings, and to the Directors of all meetings of the Directors except for those meetings which have been set by the Directors to take place on a specific day of each month, when no notice is required; and
 - (iv) perform such other duties as the Board of Directors may designate from time to time.
- (d) The Treasurer. The Treasurer shall have the following duties:
- (i) keep full and accurate accounts of receipts and disbursements of the League;
 - (ii) co-execute any Financial Instruments with the Executive Director as defined in and in accordance with Article XVIII,
 - (iii) collect all funds due the League and disburse funds of the League as required to meet the obligations of the League;
 - (iv) keep the funds of the League in a separate account to the credit of the League;
 - (v) render to the President and the Directors at each meeting of the Board of Directors the accountings of all transactions and of the financial condition of the League; and
 - (vi) perform such other duties as the Board of Directors may designate from time to time.
- (e) All other Officers shall have duties as designated by the Board of Directors from time to time.
- (f) The Officers shall be covered by employee theft insurance in an amount determined by the Directors from year to year but in any event for a sum not less than Fifty Thousand Dollars (\$50,000.00).

ARTICLE XIII - EXECUTIVE DIRECTOR

The Board of Directors may employ an Executive Director who shall not be a member of, but shall report directly to, the Board of Directors. No voting privilege is given to the Executive Director. The Executive Director shall have the following duties:

(a) The Executive Director shall be responsible for the day to day general and administrative management of the League, including responsibility for issuing the Notice of Tryouts and Sign-Up Meeting and the publication of same. The Executive Director shall implement the Board's policies and advise the Board on issues affecting the Corporation.

(b) Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the Executive Director shall, in the name of the Corporation execute such contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors and shall be executed in accordance with Article XVIII of these Bylaws.

(c) The Executive Director shall supervise all financial transactions of the organization and work with the Corporation's Treasurer to ensure that a record is maintained of such transactions and of those members who have paid dues.

Section 2 - Removal of Officers

Any officer or agent may be removed by the Board by a 2/3 vote of all of the Directors then in office, 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.

ARTICLE XIV - COMMITTEES

Section 1 - Limitation of Power

(a) The Directors may, by adoption of a resolution by an affirmative vote of a majority of the Directors present at any duly convened meeting of the Directors where a quorum exists, establish one or more Committees to consist of one or more Directors or Members of the League. Any such Committee, to the extent provided in the resolution of the Directors, shall have and may exercise all of the powers and authority of the Directors, except that no Committee shall have any power or authority as to the following:

(i) To elect, appoint, or remove any Director, or Officer;

- (ii) To adopt, amend or repeal these Bylaws;
- (iii) To amend or repeal any resolution previously adopted by the Directors;
- (iv) To take action on matters committed by the Bylaws or by resolution of the Directors to another Committee of the Directors.

(b) The Board of Directors may establish a Nominating Committee, consisting of at least three (3) Directors, who shall recruit and nominate candidates for election to the Board of Directors for presentation to the Members and perform such other duties in connection therewith as the Board of Directors may designate from time to time.

ARTICLE XV - RESIGNATIONS AND VACANCIES

Section 1 - Resignations

Any Director, Committee Member, or Officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Secretary, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Directors shall not be required to make it effective.

Section 2 - Filling Vacancies

(a) If the position of any Director becomes vacant, by reason of death, resignation, termination with or without cause, disqualification or otherwise, then all of the remaining Directors, by vote of Directors at any duly convened meeting of the Directors, may elect a substitute Director for the remaining term of the Director.

(b) If the position of any Officer becomes vacant, by reason of death, resignation, termination with or without cause, disqualification or otherwise, the Directors, by vote of Directors at any duly convened meeting of the Directors, may elect a substitute Officer for the remaining term of the Director.

ARTICLE XVI - LIABILITY AND INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 1 - Indemnification

(a) The League shall indemnify and hold harmless from any claims, damages, judgments, fines, amounts paid in settlement, reasonable attorney fees, costs, and expenses

(collectively, “Claims”) all Officers, Directors, Executive Directors, employees, and agents of the League (collectively, the “Indemnified Parties”) who was, or is, a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than a proceeding by, or in the right of, the League, by reason of the fact that such person is or was a representative of the League; provided, however, that no person shall be entitled to indemnification pursuant to this Article, unless:

- (i) the Indemnified Parties acted in good faith and in the best interests of the League; or
- (ii) with respect to any criminal proceeding, the Indemnified Parties had no reasonable cause to believe the conduct was unlawful and the Indemnified Parties are not found guilty of criminal conduct; or
- (iii) such action or inaction is not a violation of the fiduciary obligations of the indemnified parties to the League.

Section 2 - Procedure for Effecting Indemnification

(a) Unless ordered by a court, any indemnification under this Article XVI 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 those Sections. The determination shall be made by the Board by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding.

Section 3 - Advancement Of Expenses

Expenses incurred by a person in defending a civil or criminal action, suit or proceeding may be paid by the League in advance of the final disposition of such action, suit or proceeding *if* authorized by at least two-thirds of the Directors, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced unless it shall ultimately be determined that such person is entitled to be indemnified as provided by this Article.

Section 4 - Continuing Right To Indemnification

The indemnification and advancement of expenses provided pursuant to this Article XVI shall continue as to any person who has ceased to be an Indemnified Party and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 5 - Other Rights

This Article shall not be exclusive of any other obligation which the League may have to indemnify any person as a matter of law.

Section 6 - Insurance

The League shall purchase and maintain insurance for the protection of each of the Indemnified Parties in such amounts as the Directors shall determine from time to time.

ARTICLE XVII - FINANCES

Section 1 - Statement

(a) An itemized Statement of any Dues, Participation Fees, assessments, and other charges shall be mailed or otherwise delivered to each Member and any Member failing to pay such Member's indebtedness to the League within thirty (30) days from the date of such Statement shall be subject to such action as is determined appropriate by the Directors including, without limitation, the disqualification of a player from a team until the Statement is paid in full or other arrangements are made for payment that are satisfactory to the Directors.

(b) Notwithstanding the foregoing, the Directors may make payment arrangements, grant waivers, and grant scholarships to players and Members for personal financial reasons or in the case of personal or financial hardship. Determination of need shall be made by the Directors on a case by case basis. Such financial information received by the Directors, in each such case, shall be maintained as confidential.

Section 2 - Financial Review

(a) The books, bank statements, and financial records of the League shall be examined each year either by a finance or audit Committee appointed by the Directors or an independently engaged certified public accountant.

(b) The Treasurer or accountant for the League will do a compilation annually and provide the compilation to the Board along with a copy of the annual tax return. In performing the compilation, the Treasurer or accountant will be given all of the bank statements and cancelled checks for the League, do an annual bank reconciliation, and provide any other financial information required by the Directors to verify the accuracy of the books of the League.

Section 3 - Compensation

No Director shall receive a salary or any other compensation whatsoever, but shall be entitled to reimbursement for all expenses reasonably incurred in performing any duties pursuant to these Bylaws. Compensation for Officers, if any, shall be determined by resolution of the Board of Directors.

ARTICLE XVIII - EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation (collectively, "Financial Instruments") shall be co-signed by the Executive Director and the Treasurer. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

ARTICLE XIX - CONFLICTS OF INTEREST

Section 1 - Conflict of Interest Policy

(a) The Board of Directors shall adopt a policy establishing a process for identifying and avoiding potential conflicts of interest among the elected Directors, former Directors, officers, executive directors, senior management employees and certain committee members and the business of the Corporation.

(b) The Secretary shall ask each Director, Officer, the Executive Director, and committee members to certify in writing annually his or her acknowledgement of the Conflict of Interest Policy and to disclose any potential conflicts.

ARTICLE XX - RULES

The Directors shall adopt such Rules regarding League policies and procedures including, without limitation, the behavior, actions and conduct of the players, coaches, Members, and Indemnified Parties, which Rules may include disciplinary action, suspension, and expulsion when determined to be appropriate from time to time by the Directors.

ARTICLE XXI - AMENDMENTS

The Bylaws may be altered, amended, or repealed or new Bylaws may be adopted by:

- (a) a two-thirds (2/3) vote of the Directors, except in the following provisions:
 - (i) relating to the amendment of voting provisions;
 - (ii) relating to the personal liability of directors;
 - (iii) relating to the board of directors;
 - (iv) relating to the selection of directors;
 - (v) relating to removal of directors by the members;
 - (vi) relating to voting rights of directors;
 - (vii) relating to classes and qualifications of membership;
 - (viii) relating to regular meetings;
 - (ix) relating to quorum;
 - (x) relating to action by members;
 - (xi) relating to voting rights of members;
 - (xii) relating to voting and other action by proxy;
 - (xiii) relating to voting in nonprofit corporation matters;
 - (xiv) relating to termination and transfer of membership; and
 - (xv) relating to winding up and distribution.

- (b) or by a majority of the Members entitled to vote at any duly convened meeting.

Any proposed amendment, alteration, repeal, or new bylaw must be set forth in a written notice of a meeting to Directors or Members with the purpose specifically stated that such meeting will be to vote upon Bylaw changes.

ARTICLE XXII - MISCELLANEOUS

Section 1 - Fiscal Year/League Year

The fiscal year of the League shall begin on the first day of November and end on the last day of October each year. The fiscal year shall also be known as the League Year.

Section 2 - Real Property

The Corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by the vote of two-thirds (2/3) of the Board.

Section 3 - Headings

In interpreting these Bylaws, the headings of articles shall not be controlling.

Section 4 - Dissolution

The Directors may dissolve the League by an affirmative vote of two-thirds (2/3) of the Directors or a majority of the Members. Upon dissolution, the income and assets of the League remaining, after paying or making provision for the payment of all liabilities of the League shall be disposed of in the manner adopted in good faith by the Directors.

Section 5 - Entire Understanding

These Bylaws may be supplemented by additional, duly promulgated amendments, but these Bylaws may not be amended orally, but only by an amendment in writing signed by the authorized Directors.

Section 6 - Waiver

The waiver by any person or entity subject to these Bylaws of a breach of any provision of these Bylaws shall not bar or be construed as a waiver of any subsequent breach.

Section 7 - Illegality And Severability

If any provision of these Bylaws is found to be unenforceable or illegal, such findings shall not impair the remaining provisions of these Bylaws and the remainder of these Bylaws shall be enforceable as if such illegal or invalid provision had not been stated.

Section 8 - Governing Law

These Bylaws shall be governed by the laws of the Commonwealth of Pennsylvania.

Section 9 - Time

Time is of the essence for all dates and time periods.