



**Shenandoah Valley Youth Lacrosse  
By Laws**

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# **CONSTITUTION OF THE SHENANDOAH VALLEY YOUTH LACROSSE**

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## **ARTICLE I - NAME**

The name of this organization is Shenandoah Valley Youth Lacrosse, hereafter referred to as SVYL.

## **ARTICLE II - OBJECT**

The purpose of SVYL is to provide participants with the fundamental skills required to play lacrosse and to promote the spirit and sportsmanship of the game of lacrosse.

The rules of play that will govern games sanctioned by the SVYL will be based upon the most current annual release of the Official US Lacrosse and NCAA rules and guidelines, with club level amendments to meet SVYL's unique requirements. The goal of these rules of play is to structure a framework of game regulations that would ensure a safe environment in which to conduct lacrosse practices and games while, at the same time, offer an opportunity for all participants to enjoy the traditional challenges of the sport of lacrosse. We believe that the current rules governing SVYL games do, in fact, satisfy these goals.

Of equal importance, are the attitudes, purposes and conduct that we adults bring to the sport. Our primary job is not only to create an atmosphere of learning, enjoyment, and good sportsmanship for all of the youths who decide to participate in the SVYL, but to complete our obligation by conducting ourselves in a manner that reinforces the high standards that we expect the players to sustain. We believe that the most effective method to achieve our goals is to remember that the opposing coaches and the officials are actually engaged in a partnership which is dedicated to providing the players with a quality experience. Working together, we can easily attain the goals that we often fall short of if we work individually.

## **ARTICLE III – PARTICIPATION (Non-Voting Members)**

Any organized group who meets the requirements of the SVYL may apply to participate.

Organized groups will be referred to herein as “Programs”. Programs may be formal Youth or Adult programs sponsored through private organizations such as private schools, or other not for profit groups, private youth clubs and/or teams or public parks and recreation organizations. The requirements are:

1. The Program must be sponsored by a recreation program in the county where they are located or chose the sponsorship of SVYL.
2. The Program must be self-organized.
3. Program must have field locations for home games.

**ARTICLE III – PARTICIPATION CON’T**

- 4. Program must NOT adversely affect adjoining programs.
- 5. Programs must conduct open registration without discrimination.
- 6. No application for participation will be accepted after the agreed upon date.
- 7. A two-thirds approval by the Board will be required for acceptance.
- 8. Participants DO NOT HAVE ANY VOTING RIGHTS. They can attend any open meeting and offer suggestions or matters for the BOD to review.

**ARTICLE IV - DUES**

Participation dues are established by the Board and approved by SVYL. Dues represent the projected cost to provide for a quality lacrosse program and experience each year. Dues are prorated across projected player enrollment annually and are to be paid by each participating player. Additionally, while not the responsibility of SVYL to assess and collect, all Coaches are required to maintain their annual US Lacrosse membership as well. Proof of enrollment and dues status is subject to audit. Fees are collected annually during the open enrollment period and must be paid before active participation can be authorized. All players are required to become US Lacrosse members and must complete enrollment form. US Lax membership fee is not included in the SVYL fees and must be paid directly to US Lacrosse. Participants may register on-line at our website. Checks are payable to Shenandoah Valley Youth Lacrosse.

Player registration fees paid to SVYL shall be distributed by SVYL in such a manner that promotes league growth and sustainability.

This formula affords new and established teams alike to predictably forecast inbound funds prior to season start.

<b>Established Teams</b>	<b>Year 2 Teams</b>	<b>New Teams</b>
33% per player registered on team	75% per player registered on team	100% per player registered on team

Example: If player registration fee is \$75: Established Teams are distributed \$25 per player. Year 2 Teams are distributed \$50 per player. New Teams are distributed \$75 per player.

**ARTICLE V - REPRESENTATION**

- 1. Each program shall be permitted one official delegate. The name of each program’s delegate must be filed in writing with SVYL at the Season Opening meeting.

2. A program may be represented by proxy. He/She is the official delegate for the program and their decisions are binding for the program.
3. The programs may be represented by any number of people, but the official delegate will be the only spokesperson in the meeting.
4. Regardless of the aforementioned, a Program will have only one vote for matters requiring APPROVAL FROM THE BOARD OF DIRECTORS.
5. Without prior notice, any program, not represented in two (2) consecutive meetings may be subject to being dropped from SVYL participation. It is the responsibility of each Program to keep SVYL advised of their continuing interest and active participation in SVYL. Should, for whatever reason participation lapse, a Program may be reinstated by a majority vote of the BOD and payment of any outstanding dues or other financial obligations to SVYL.

#### **ARTICLE VI - MEETINGS**

1. SVYL shall maintain a regular and published meeting schedule in order to conduct the business of SVYL. Meetings shall commence in the early Fall with an organizational meeting. This meeting shall be to elect members of the Board and establish the general approach to business conduct for the coming season. The second meeting shall be a pre-season meeting to develop the detailed planning guidance and schedule to ensure all preseason planning is completed prior to open enrollment.
2. Special meetings may be called at any time by the President or the Board of Directors.
3. The President shall call a special meeting SVYL whenever a petition is brought forth in writing.
4. Notice of all open meetings shall be given to all programs at least 7 days before each meeting. A special agenda for the next meeting shall be sent with the notice. It is the responsibility of the members to contact the President with agenda items prior to the meeting.

#### **ARTICLE VII - DUTIES OF OFFICERS**

The following offices shall form the basis of SVYL leadership.

President

Vice President

Treasurer

## Clerk/Secretary

Individual elected to these functions shall perform such duties as are consistent with their office according to procedural rules as defined and agreed upon by SVYL. The Clerk shall perform the administrative duties of the SVYL. A Treasurer shall keep all financial records of the SVYL and distribute an annual budget. The Board of Directors shall appoint other officers as they deem appropriate.

## **ARTICLE VIII - ELECTIONS**

1. A nominating Committee will be appointed by the President to develop a slate of candidates. Nominations will also be accepted from the floor prior to the elections.
2. All elected Board Members shall be voted on no later than the first Fall meeting.

## **ARTICLE IX – COMPOSITION/FUNCTIONS OF THE BOARD OF DIRECTORS**

The SVYL Board of Directors is comprised of a President, Vice President, Treasurer, & Clerk SVYL Officers, Coaches, Team Managers, any Chairperson of each formal Committee and Sub Committee defined herein are formed to assist with the operational task of the SVYL. Members may serve in multiple roles.

1. The Board of Directors of the SVYL shall be entrusted with the duty of carrying on the work of the organization. Two members must be present to constitute a quorum. The Board is empowered to transact such business of SVYL as it may deem wise and imperative. The President shall advise SVYL of the agenda for upcoming meetings.
2. It is the duty of the Board of Directors to act as a court and to render decisions by majority vote, in all issues and controversies arising out of the interpretations of any of the articles of this constitution, or its by-laws; or the interpretation or application of any rules and regulations governing league play, such as may be found in our own rules, or those in NCAA or US Lacrosse Men's and Women's Rules, or committee rulings.
3. The President and or the Board of Directors **may postpone, cancel or forfeit any or all contests in cases where the safety and welfare of people are concerned or in the best interest of SVYL.**
4. The Board of Directors may elect a President from within their own body.
5. The Board of Directors shall select and appoint a Vice President to assist with the administration of SVYL activities. The Vice President shall be a member of the Board of Directors and shall attend all meetings of the Board and serve at their discretion.

6. Any action by the Board of Directors may be taken without a meeting if a written consent is signed by all members of the Executive Committee and filed with the records of the Executive Committee meetings. Such consent shall be treated as a vote of the Executive Committee for all purposes.

7. Electronic Communications such as emails, online meetings and conference calls will be used to conduct business, inform members and for voting purposes to help to expedite imperative matters.

## **ARTICLE X - REMUNERATION**

All members of SVYL, regardless of role or title serve in a voluntary manner. Under no circumstance shall any individual receive remuneration for their time and services rendered.

## **ARTICLE XI - STANDING COMMITTEES**

The Board of Directors, may establish and appoint leadership for the following committees:

**Participation & Recruitment**

**Marketing & Fundraising**

**Website**

**Coaches**

**Officials & Rules**

**Scheduling**

**Equipment**

**Uniform**

Each committee shall consist of a chairperson and at least two other members.

## **ARTICLE XII - DUTIES OF STANDING COMMITTEES**

### **Committees in General**

Each Committee may elect a Vice Chairman. Unless otherwise expressly provided in these By-Laws, a majority of the members of each Committee shall constitute a quorum for the transaction of business. The clerk of each Committee or, in the absence of the clerk a temporary clerk appointed by the Chairman of the Committee, shall keep a true record of all proceedings, and such record shall always be open for the inspection of any Director. A vacancy in any

Committee occasioned by the death, resignation, inability or refusal of a member to serve may be filled by the president. Any member of the Board of Directors shall be entitled to attend any Committee Meeting, and each Committee shall provide to the clerk a schedule of its meetings which shall be made available to any member of the Board of Directors.

- 1. Participation and Recruitment:** develop and implement strategies to attract youth and adults to participate in SVYL. Committee members will assist the Chairperson with recruiting players, members, officials and fundraising. Members will assist with keeping a master database with all players, coaches, members, officials and sponsors information kept up to date.
- 2.** This committee may meet to review player packets – copy emergency info, get player info into US LAX system, update mailing lists, contact list etc. Assist with special events.

## **ARTICLE XII - DUTIES OF STANDING COMMITTEES con't**

**2. Marketing & Fund Raising:** Develop and implement marketing strategies to the SVYL geographical region to create public awareness of SVYL programs to support the Participation and Recruitment committee's plans. Fund Raising and Marketing Goals will be established in this committee as they should complement one another. Committee members will assist the Chairperson with developing and executing marketing and promotions plan. BOD will help to establish fund raising goals based on projected budgets. Members will assist with special events and fund raising efforts.

**3. Website Assets:** Establish and maintain the SVYL website and SVYL social media assets. Committee members will assist the Chairperson with developing a user friendly website. Members will also help monitor website and social sites for problems and assist with updating information, forms etc.. Members will also assist with on-line promotions and fundraising. Assist with special events. Help maintain schedule updates and game stats. Monitor email accounts for inquiries.

**4. Coaches:** Attract, recruit, train and assign to teams, boys and girls coaches. Committee members will assist the Chairperson with recruiting and training coaches. Members may also assist with the developing of coaching contracts to include adherence to maintaining US Lacrosse membership, first aid and CPR training, conducting background checks, code of conduct explained and signed. Positive Coaching Alliance training can also be sought.

**5. Officials & Rules:** Attract, recruit, train and assign to support boys and girls game schedules. Committee members will assist the Chairperson with recruiting and training officials, developing official's agreement/contract with fee structures, developing a master referee schedule and procedures/penalties for no-show, no-call and procedures for determining safe playing field conditions and cancellations. Establish policy for reporting game stats and scores. Coordinate



with host organization a clinic to teach how to properly line fields and determine playable field conditions Committee shall be responsible for reviewing and recommending to the Board of Directors the rules applicable to league play, which shall be based upon the youth lacrosse rules promulgated by US Lacrosse which are included as part of the National Federation of High School Rules governing the sport of lacrosse. Any deviation from the youth rules promulgated by US Lacrosse shall be subject to the approval of the Board of Directors based upon the recommendation of the Rules Committee. The Rules Committee shall also be responsible for the review of equipment related issues, and it shall make recommendations to the Board of Directors as to mandatory equipment for participation in league play.

6. **Scheduling:** Coordinate and drive the development of a master schedule of all SVYL games. Committee members and Coaches will assist the Chairperson with developing and executing a master schedule and getting information out for cancellations, changes and make-up games.

#### **ARTICLE XII - DUTIES OF STANDING COMMITTEES con't**

7. **Equipment:** Develop cost effective programs to assist new and/or returning youth lacrosse players to obtain the equipment required to participation in SVYL events. Committee members will assist with signing out any team equipment and getting info to Chairperson in a timely manner. Members will also assist with collecting any equipment at the end of the year. We should have 1 member per team on this committee. All cost must be approved by the BoD and invoices submitted in a timely manner.

8. **Uniform:** Obtain quotes for prices to include uniform or jersey in all sizes (youth/Adult), screen printing with numbers on front and back, set-up/artwork fees, screen charges, shipping and handling and or delivery fees. Committee members will assist with getting player sizes to Chairperson in a timely manner, **therefore it is required that at least one person per team be assigned to this committee.** Members will also assist with handing out or signing out of any uniforms or equipment. All cost must be approved by the BoD and invoices submitted in a timely manner.

#### **ARTICLE XIII- COMMISSIONERS**

During the regular season, SVYL may be run by two sub-boards, one representing the Girls Program, and one representing the Boys Program. They may function as one Board representing the SVYL. In matters pertinent to only one program (girls or boys) only that Board (girls or boys) shall vote.

Each Sub-Board shall be comprised of five members, **four to be elected** and the referee liaison.

The referee liaisons will serve at the discretion of the Combined Board of Directors. They shall not have voting privileges. The replacement shall be voted on by a majority of the sub-board.

The President along with the SVYL Board has the right to replace a Sub-Board member should they not fulfill their obligation.

The elected Sub Board Members will serve a two-year term.

## **ARTICLE XIV-VOTING**

**.SVYL Officers/Board of Directors shall review and approve or deny actions from the Committees, Chairpersons and/or Commissioners.**

President

Vice President

Treasurer

Clerk

Members of the following Committees will have voting rights inside their committees as it pertains to sending issues before the BOD for review of such requests.

### **SVYL Committee Chairs**

Participation & Recruitment

Marketing & Fundraising

Website

Coaches

Officials & Rules

Scheduling

Equipment

Uniform

### **Sub-Board Leaders**

Girls Commissioner

Boys Commissioner

While some individuals may serve in more than one function above, in such instances, they can only vote once for matters which require same.

Voting shall normally be conducted during regular SVYL business meetings. All votes are final. However, due either to low attendance or the importance of a voting matter before the BoD, email voting may also be used. Time limits shall be imposed on responses for email voting and results shall be final once the time limit has passed. Results shall be reviewed at the next normal business meeting of SVYL and shall become a formal element of that meetings published minutes.

## **ARTICLE XV - ELIGIBILITY RULES**

The purpose of the following eligibility rules is to insure to every person in a program which is a member of the SVYL, the privileges and benefits of participation in lacrosse and to protect that person from unfair competition therein. To be eligible to play on any team representing a program which is a member of SVYL a player must fall within the limits of all the following rules:

1. Meet the age requirements for the league in which the player has registered to play.
2. High School Players: Players who are participating in any high-school level program such as a high school freshman, JV-B, junior varsity, varsity or club team should not be eligible for U15 competition in the same season. This means that a player who is age-eligible for U15 but plays on a high school level team shall not concurrently play on a youth league U15 team.
3. May not have been recruited from another program. Once a player has registered with one Recreation Program within SVYL, they may NOT participate on any other team during that same season. A player may participate in another lacrosse team, provided that the team is not a member of our league. Exception to rule is if teams are merged to play against non-SVYL teams
4. Should a player wish to transfer from one SVYL program to another SVYL program they must obtain a release from the former program and present the release to the new program with a copy to the President. This release must state that the player has not been recruited by any member program. A copy of the release form is distributed.
  - A.) Once a player has signed up for one team in one program, they are prohibited from signing up for another.
  - B) If such an infraction occurs, the BoD has the right to sanction the player in question.
  - C) The release may be approved by the BoD only under limited circumstances such as when a player moves into a new physical location.

## **ARTICLE XVI - LEAGUE STATUS CHANGES**

If a player participated in a scheduled league game of an older age group, they must remain a member of the older league for the remainder of the season. Exceptions to this rule must be formally handled by the BoD and appropriately documented to support any changes. This may occur at the beginning of our organization and happen less frequently as we begin to fill in team rosters at all age divisions. **(Suspending this rule until further notice and expansion of teams)**

## **ARTICLE XVII - FORFEITURE/DEFAULT OF CONTEST**

1. A team may not forfeit a scheduled contest. Violation of this rule will make the team and coach ineligible for any play-off games and also may result in one year's suspension. Repeat violations by the same program will result in expulsion.
2. If a coach or player is ejected from a sanctioned game, they may appoint a representative to replace them. If a representative is not available, the contest may be declared a default and result in a loss for the team. The referee has the power to suspend from a game, or send from the field a player, coach, or fan found guilty of flagrant or repeated misconduct of using abusive language. The player must sit out the next sanctioned game. Any coach that is dismissed from a game must meet with the Board and be cleared before he/she can coach again. (see our Code of Conduct)
3. The President or Board of Directors can declare a default shall they deem necessary due to the rule infractions by an offending team. **The BoD may postpone, cancel or forfeit any or all contests in cases where the safety and welfare of people are concerned or in the best interest of SVYL.**

## **ARTICLE XVIII - OBSERVANCE OF ELIGIBILITY RULES**

1. No program may waive any rule in favor of another, and a mutual violation of any or all of these rules shall result in the contest in question being cast out altogether and replayed subject to the rules as specified.
2. The deliberate or continued violation of SVYL rules shall be sufficient cause for suspension or expulsion.
3. Suspension and/or expulsion shall take place upon a three-fourths vote of the Board members present.
4. The provisions of the eligibility rules shall be complied within all contests between members of the SVYL.

## **ARTICLE XIX - PENALTIES**

The advertent or inadvertent violations of any or all of the eligibility rules or any other rules shall be sufficient cause for the suspension of the player or coaches found guilty for a period of twelve

months from the date such violations were brought to the attention of the chairperson of the rules committee. A second violation by the same player or coach shall be cause for suspension for a period of two years. The forfeiture of all contests participated in by the violator to the opponents of the program guilty of the violation.

A violation must be brought to the attention of SVYL for any infraction of the SVYL Constitution, By-laws, or other regulations, at or before, the next regular meeting following the infraction.

#### **ARTICLE XX - ADMINISTRATION OF ELIGIBILITY RULES**

The interpretation and the applications of these rules rest with the Board of Directors. The decisions of any Executive Officer, or of the Board or Rules Committee may be appealed at a regular meeting to SVYL sitting as Court of Review, and may by majority vote, be approved or reversed. The appeal must be presented in writing to the President prior to the next scheduled Board meeting.

1. Any protest that involves the constitution should be referred to the Board of Directors
2. Any other type of protest should be referred to the Chairperson of committee involved. In cases of disagreement, an appeal may be made to the Board of Directors.

#### **ARTICLE XX - ADMINISTRATION OF ELIGIBILITY RULES con't**

3. Under no circumstance shall a decision rendered by a referee, umpire, or any other official in charge of the playing of a contest be the basis of a protest.

Should the eligibility of a player be in question, the President shall contact the other BoD members, Team Manager and Coaches of the player's team. The initiative in matters of suspension or expulsion of a program rests with the President, but any member may propose such measures to SVYL. The proposal must be in writing.

#### **ARTICLE XXI - MINIMUM PLAY RULE**

All players should participate to the fullest extent possible and must participate at least the equivalent of one quarter ( $\frac{1}{4}$ ) of the game. It is the responsibility of the coach on each team to see that this is carried out. The ONLY exceptions shall be in the event of disciplinary action toward a player or an injury to the player during the game. Note: the disciplined player may wear their uniform and stand with the team, without equipment. The opposing coach MUST be told of this prior to the beginning of game. Failure to comply with this rule results in a forfeit.

## **ARTICLE XXII - CERTIFICATION OF PLAYERS**

The program chairperson of each program is responsible for the eligibility certification of their registered players. Birth Certificates are the standard form of age verification; however SVYL will not retain any copies of Birth Certificates. The BoD will assist in any matters in question.

## **ARTICLE XXIII - RECRUITMENT OF PLAYERS**

It is the intent of SVYL for the individual programs to utilize players from within their own neighborhood recreation council boundaries and not to recruit players residing elsewhere. No player, coach or program representative (parent, or designate) shall request a player to move to another program. Any disbanded program members shall request placement from the President. Failure to comply results in a one-year suspension of the coach upon meeting with the Board.

## **ARTICLE XXIV - FINANCIAL REPORT OF TREASURER**

The Treasurer is responsible to submit to the Board of Directors and the general SVYL organization a financial report of all income and disbursements in the operation of the organization. This financial report (IRS Form 990) is required annually to be presented at the first Fall meeting for the previous year's operation.

## **EXECUTION OF PAPERS**

Except as the Directors may generally or in particular cases authorize the execution thereof in some manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the SVYL shall be signed by the President or by the Treasurer or by the Vice President AND Clerk.

## **ARTICLE XXV- AMENDMENTS**

The Constitutions or By-laws of the organization may be amended by a majority vote of the Board of Directors. Any proposed amendments must be submitted in writing to the President at least three weeks before any scheduled SVYL meeting.

## **ARTICLE XXV -RISK MANAGEMENT**

SVYL will conduct all operations with player, coaches, officials and volunteers safety as priority number one. SVYL will follow best practices that are established within the Lacrosse Industry. SVYL will frequently refer to US Lacrosse for guidelines for new start-up clubs and will adopt those guidelines into its practices. SVYL Risk Management practices will be continual reviewed and updated as needed to keep everyone safe and remain in compliance with the US Lacrosse and SVYL standards. All players and Coaches will be required to have a US Lacrosse membership. Coaches will be encouraged to take US Lacrosse coaching clinics on-line and in person. Coaches will be required to have a background check performed.

Officials, Coaches and Host Organization will determine field safety conditions before practices and games are played. Practices and games will be postponed if playing conditions, inclement weather or other player safety issues warranted such action. Parents and/or Guardians shall keep themselves well informed and have an action plan for their child in case a program is cancelled.

## **ARTICLE XXV -RISK MANAGEMENT con't**

Coaches will have a team information book that will include the following:

- Player information (medical info and signed release form authorization of care)

- Emergency contacts (kept up to date-all changes must be forwarded to BoD )

- Signed Medical Releases for all players (allowing ER treatment, etc.)

- Incident/Accident forms (with how to complete instructions, additional Host forms)

- Practice and Game locations (specific info for 911 purposes)

- Practice and Game schedules

- SVYL and Host contact information

- Code of Conduct for Coaches, Player and Parent (blank copy to serve as a reminder)

- Lightning Guidelines

Coaches will have a Team Manager to assist them and one or both of them will have training in First Aid and CPR. The Coach will keep a first aid kit and game equipment with them and be responsible for transferring in the event they cannot attend a program.

Team Manager will help maintain accurate player records and emergency contact updates. They will forward any changes or updates to Program Administrator and/or Chairperson. Team manager will also check first aid kit and maintain appropriate level of supplies.

## **PERSONAL LIABILITY**

The Directors and Officers, host organizations, coaches, and volunteers of the SVYL shall not be personally liable for any debt, liability or obligation of the SVYL. All persons, Corporations or other entities extending credit to, contracting with, or having any claim against the SVYL may look only to the funds of the SVYL for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the SVYL.

## **INDEMNIFICATION**

SVYL has taken the necessary steps to form as a non-profit youth sports organization. The SVYL shall, to the extent legally permissible and only to the extent that the status of the youth sports organization as an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, is not affected thereby, indemnify each of its Directors, officers, employees and other agents (including persons who serve at its request as Directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a Director, officer, employee or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the SVYL; provided, however, that as to any matter disposed of by a compromise payment by such Director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the SVYL, after notice that it involves such indemnification: (a) by a disinterested majority of the Directors then in office; or (b) by a majority of the disinterested Directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation; or (c) by a majority of the disinterested members entitled to vote, voting as a single class. Expenses including counsel fees, reasonably incurred by any such Director, officer, Director, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the SVYL in advance of the final disposition thereof upon



receipt of an undertaking by such individual to repay the amounts so paid to the SVYL if he shall be adjudicated to be not entitled to indemnification under applicable state law. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "Director", "officer", "employee", and "agent" include their respective heirs, executors and administrators, and an "interested" Director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.