

CHELTENHAM JAYVEES

BY-LAWS

ARTICLE I - OFFICES

1. The registered office of the Corporation shall be at P.O. Box 211, Cheltenham, Pennsylvania 19012.
2. 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

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. 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 propaganda, 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. 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.

b) Promote sports activities in the community of Cheltenham Township.

ARTICLE III - SEAL

1. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Pennsylvania".

ARTICLE IV - MEMBERS

1. Membership shall be open to all persons 18 or over who wish to support the activities of the Corporation.
2. In general, membership shall be limited to parents and sponsors paying the membership fee assessed to the all participants in the sports programs of the Corporation.
3. All coaches, approved by the Board of Directors, are considered members of the club for the year in which they coach.
4. The Board of Directors may determine from time to time the amount of membership fee and other such charges that may be assessed to the members.
5. The Board of Directors, by affirmative vote of two-thirds of all members of the Board, may, suspend or expel any member who shall be in default in the payment of any dues or assessments.
6. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.
7. Membership in this Corporation is not transferable or assignable.

ARTICLE V - MEETINGS OF THE MEMBERS

1. Meetings of the members shall be held at Rowland Community Center, Myrtle Avenue, Cheltenham, Pennsylvania, 19012, or at such other place or places, either within or without the Commonwealth of Pennsylvania, as may from time to time be fixed by the Board of Directors.
2. The annual meeting of the members shall be held on the 1st Thursday of November at 8:00 PM in each year, if not a legal holiday, and if a legal holiday, then as set by the Board. At the annual meeting, the voting members shall elect a Board of Directors and transact such other business as may properly be brought before the meeting. 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 meeting the presence in person of fifteen (15) of the members entitled to vote shall constitute a quorum. If the annual meeting shall not be called and held within six months after the designated time, any member may call such meeting, in accordance with the provisions stipulated under the calling of a special meeting.
3. Special meetings of the general membership may be called at any time by the President, a majority of the members of the Board of Directors, or upon receipt by the President of a written request from any twelve general members of the Corporation. The purpose of the special meeting shall be provided in writing to all members of the Corporation by the Recording Secretary no later than sixty 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 day named for the special meeting, including the time and location of the meeting, unless a greater period of notice is required by statute in a particular case. If the Recording Secretary shall neglect or refuse to fix the time and location of the special meeting, the person or persons calling the meeting may do so on

their own, provided a proper notification of the purpose, time and location of the meeting is provided to all general members of the Corporation.

4. The person or persons authorized or required to give notification of a special meeting of the members may, in lieu of any written notice of a special meeting, give notice of such special meeting by causing notice of such meeting to be officially published in newspapers which have circulation within the township.

5. 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, except as may be otherwise provided by law or by the Articles of Incorporation of the Cheltenham Jayvees. The members present at a duly organized special meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave not less than a quorum. If a special meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, those who attend the second of such adjourned meetings, although less than a 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 written notice of such second adjourned 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.

6. Business transacted at all special meetings shall be confined to the objectives stated in the request and matters germane thereto.

7. Every member in good standing, regardless of the number of members in a family, shall be entitled to have one vote at any meeting of the general membership of the Corporation. No member shall have the right to sell their vote for money or anything of value. 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.

8. 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.

9. In advance of any annual or special meeting of the members, the Board of Directors may appoint judges of election, who need not be members, to act at such meeting or any adjournment thereof, as required to complete the order of business. If judges of election are not so appointed, the presiding officer of any such meeting may, and on the request of any member shall, make such appointment at the meeting. The number of judges shall be one or three. No person who is a candidate for a position as a member of the Board of Directors shall act as a judge.

ARTICLE VI - DIRECTORS

1. The business and affairs of this Corporation shall be managed by its Board of Directors, not less than 11 in number or more than 29, who shall be natural persons and who need not be residents of this Commonwealth, but who shall be members of this Corporation entitled to vote under Article IV herein. They shall be elected by the members at the November annual meeting by the members of the Corporation, and each director shall be elected for the term of one year. All terms of office shall commence on the date of the first regular Board of Directors meeting held more than thirty-one days following the election.

2. In addition to the powers and authorities expressly conferred upon the Board of Directors by these By-Laws, the Board of Directors may exercise all powers of the corporation which are not by statute or by the Articles or by these By-Laws directed or required to be exercised or done by the general membership.

3. Regular meetings of the Board of Directors will be held on the 1st Thursday of each month throughout the year. Such meetings to be held at the Rowland Community Center at 8:00 PM, unless otherwise set by the President. Any change in a regularly scheduled monthly meeting will be communicated to the members of the Board of Directors by means of a written notification from the Recording Secretary of the Corporation.

4. 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 and place of the next meeting made at any Board of Directors meeting shall constitute personal notice to all duly elected Board members.

5. The President shall have the right to set additional monthly meetings of the Executive Officers of the Board of Directors, sports program Coordinators and Coaches (both Intramural and Travel). Such meetings to be for the purpose of conducting such corporation business as is deemed essential for the continued viable operation of the sports programs and operation of the Corporation.

6. A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Any action which 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 Recording Secretary of the Corporation.

7. In addition to the following standing committees, the Board of Directors may, by resolution adopted by a majority of the directors in office, establish one or more additional standing and special committees to consist of one or more directors, such members all of whom are appointed to serve on the committee by the President. The standing committees shall be appointed at the January Board of Directors meeting. The Standing Committees are outlined as follows:

Financial - The Financial Committee shall inspect the Treasurer's books in November of each year; suggest and devise means to improve the financial operations of the Corporation, prepare and present an overall budget on all phases of the Corporation in line with the expected income for the year. The budget shall be presented to the Board at the December meeting for approval by a majority vote of the members of the Board. Additionally, the Financial Committee shall initiate

methods to raise funds for club projects and programs, and supervise all fund raising activities and membership registration financial related functions of the Corporation. The Treasurer will automatically serve as chairperson of this committee, but cannot take part in the Financial Committee inspection of the Treasurer's books.

Membership - This committee shall approve all memberships requested in the corporation; request the Board of Directors to revoke the membership of any member not in good standing in the corporation under Article IV of the By-Laws of the Corporation; find new members, seek new board members and nominate officers from the membership of the Board of Directors. The Membership Committee is required to submit their list of recommended candidates for board officer positions at the November general membership meeting prior to the closing of director nominations, and before the actual election of board members takes place. This will help to ensure that candidates, who are capable and willing to serve in executive officer capacities of the Corporation, are elected as board members at the November meeting, as only current members of the board can be nominated and elected as officers of the Corporation at the December board meeting.

Legal - The Legal Committee shall complete the legal work required from time to time involving the Corporation, review the required insurance policies of the corporation, review all releases and applications; and review and amend the By-Laws of the Corporation as needed.

Grievance Committee - The Grievance Committee shall have the power to arbitrate disputes that stem directly from violations of the By-Laws of the Corporation; to request the Board of Directors to revoke the membership of any member it feels is not suitable for membership in the Corporation; to review and arbitrate all written complaints received from any member in good standing as related to a coach or any member of the Corporation, and/or to arbitrate disputes and grievances that may arise from time to time with respect to the functional aspects of the sports programs or any other activity of the Corporation. The Grievance Committee shall have the right to request all parties involved in the grievance to attend a hearing to present their position with respect to the matter under dispute. The Grievance Committee shall have the authority to impose sanctions that result from direct violations of the Corporation's By-Laws or that are deemed appropriate after hearing the grievance against any coach or member of the Corporation. The Grievance Committee shall consist of the President, Vice President(s), Athletic Director, and where applicable, the Coordinator(s) of the sports program related to the dispute. The President shall have the right to add a member at large to the Grievance Committee in order to create an odd number of participating members. No regular member of the Grievance Committee may arbitrate at a grievance meeting if they are in any way named as a participant or have any part in the dispute or grievance.

a) Notification - Notification of the decision reached by the Grievance Committee is required to be sent in writing to all parties involved in the dispute no later than 72 hours after the decision is made.

b) Appeals - Any person dissatisfied with the decision of the Grievance Committee shall have an automatic right of appeal, provided that a written appeal is submitted to the Executive Officers of the Board of Directors, in care of the Recording Secretary, within 48 hours of the date of receipt of the decision.

c) The Executive Officers of the Board of Directors shall have the power to hear appeals of the decision(s) of the Grievance Committee, and to finalize the outcome of the dispute after hearing and reviewing all pertinent information and facts, by a majority vote of the members of the executive officers in attendance at the appeals hearing. There shall be no appeal process above and beyond that of the executive officers of the Board of Directors.

Kidsafe Committee – The members of the Kidsafe Committee will be responsible to administrate all aspects of the Corporation's Kidsafe Program. This will include, but is not limited to, keeping the Kidsafe Program training guidelines and brochures up to date; providing yearly training of all coaches, staff and administrative personnel in the requirements of the Kidsafe Program; distribute, collect and review all volunteer disclosure forms; complete and submit on a timely basis all EPYSA required Kidsafe forms; initiate background checks on volunteers in accordance with the yearly policy directive of the Executive Board of Directors; work with legal counsel on any volunteer disclosure related problems; maintain all Kidsafe forms and documents in a confidential and secure manner.

Athletic Committee - The Athletic Committee shall consist of the Athletic Director, Travel and Intramural Commissioners and the Coordinators for each sports program operated by the Corporation. The Travel and Intramural Commissioners will be elected by the Board of Directors at the January Board meeting, with their term of office beginning on February 1st of the same year. Each Commissioner shall serve for a term of one year, but can be elected for additional one year terms of office. Each Commissioner is responsible to prepare an overall budget of their sports program, which is to be submitted on a timely basis (as related to the sports program starting date) for Board approval. The Commissioners can be elected from the general membership of the Corporation, and do not need to be members of the Board of Directors. The Commissioners are responsible to obtain program Coordinators for each sports age group; assist the Coordinators in obtaining coaches for each team; obtain referee's for all games; see that all needed equipment and uniforms are obtained; take player registrations; set up the game schedules for each age group; make decisions regarding playing conditions and game cancellations; handle all player and coach disputes; see that field permits are obtained; work with the Membership Committee and Recording Secretary in obtaining players and communicating program activities and dates to the members; be on-hand at all program functions; attend league meetings (ICSL & UJSL); work with the other committee's as they relate to the program functions and make all other decisions as required.

Age Division Coordinator - The Age Division Coordinator is responsible for assigning players to intramural teams; making sure that there are sufficient coaches for each team; obtaining referee's for games; informing team coaches of game cancellations; handling parent and coach disputes; and working with the Athletic Commissioners & Athletic Director to ensure the success of the age division program. Any Director not working as a chairperson on any standing committee must serve as an Age Division Coordinator if no general member of the Corporation volunteers for this service. The Age Division Coordinator is directly accountable to their respective Athletic Commissioner.

Travel Team Coach - The Travel Team Coach is responsible for all aspects of running a travel team. They are permitted to make all rules and decisions regarding how their team operates (i.e. who serves as their assistant coach(es), when practices are held, how much game time each player gets, establish team code of conduct procedures, etc.). The soccer Travel Team Coaches, as a group, are responsible to see that the Corporation remains in good standing with the ICSL

and UJSL, and conforms to all EPYSA rules and regulations. Travel Team Coaches are accountable to the President, Athletic Director, and the soccer travel Athletic Commission.

Editorial Committee - The Editorial Committee shall be responsible to report the results of all travel team games to the local newspapers, with a written description of each game, the outstanding players and any other information of reader interest. Information related to the intramural sports program is also to be submitted for publication on a periodic basis, as allowed for by the local newspapers.

Uniform Committee - The Uniform Committee shall be responsible to research into the best prices for uniforms for the soccer, basketball and roller hockey programs; submit a written report of their findings to the Board of Directors on a timely basis, along with recommendations for uniform colors and styles; purchase uniforms for the soccer, basketball and roller hockey programs in accordance with the specified number of players in each age group and team, as directed by the program Commissioners; distribute uniforms to both intramural and travel teams.

Field Maintenance/Equipment Committee - The Field Maintenance and Equipment Committee shall be responsible for the maintenance of all fields and equipment for the soccer, basketball and roller hockey programs. As required, the intramural and travel fields are to be lined with chalk or field paint in preparation for soccer games. The small pvc intramural goals used at the C.A.A. complex are to be set up and put away each Saturday and kept in proper repair. The semi permanent goals used at all other locations are to be set up at the beginning and taken down at the conclusion of the season. Budgets for soccer, basketball and roller hockey supplies are to be prepared and submitted to the Commissioner of each sports program prior to the season. Soccer balls, basketballs, roller hockey pucks, cones, ball bags and other such items are to be distributed to both travel and intramural teams at the beginning of the season, and then collected and stored at the end of the season, with a report submitted to the appropriate Commissioner of any team failing to return equipment.

Snack Stand Committee - The Snack Stand Committee shall be responsible for running of all snack stands throughout the entire soccer season, making sure that there is sufficient help each Saturday to keep the snack stands open for business throughout the entire day; make sure that the snack stands are kept clean; see that the snack stand permits are obtained from the township each year; prepare a yearly budget for snack stand income to be submitted to the Finance Committee for approval, prepare a monthly report on the income results during the season; order supplies as required; see that the Treasurer is given the profits generated from the sale of food and merchandise for deposit.

Sponsor Committee - The Sponsor Committee is responsible to raise revenue for the Corporation by obtaining sponsors for all of the intramural teams in the various sports programs. The fund raising work is to be accomplished in conjunction with any other fund raising initiatives of the Corporation. The committee is required to report the results of their fund raising efforts to the Board of Directors; see that the Treasurer receives all sponsor checks for deposit to the Corporation's bank account; make sure that the appropriate thank you letters and recognition awards are distributed to each contributor; and provide the Uniform Committee with the sponsor name and phone number information that is to be printed on the intramural uniforms.

Award Committee - The Award Committee is responsible to research into the type of awards that can be given to all players at the end of each sports program; make suggestions to the Board

of Directors on what awards should be given to intramural and travel team players; and prepare a budget based on the costs of the awards, number of players and availability of funds for Finance Committee approval. The Award Committee is also responsible for making all arrangements for any sports banquets and/or awards ceremonies.

Soccer/Basketball/Roller Hockey Education Committee – The Soccer/Basketball/Roller Hockey Education Committee is responsible for the training of all coaches and referee's, to ensure that the Corporation is providing quality sports programs to the youth of the community. This will be accomplished through the purchase of training VCR tapes, books, clinics, etc., as recommended to the Board of Directors by the committee. All training sessions and schedule arrangements with coaches and referee's will be handled by the committee.

Merchandising Committee - The Merchandising Committee is responsible for coming up with ideas for merchandising (i.e. Jayvee shirts, jackets, hats, sweat suits, etc.) that can be sold at a profit during the sports program season. The committee will need to present a budget to the Board of Directors for approval; prepare and distribute order forms; place orders with the merchandise manufacturer, establish procedures for the distribution of merchandise to the purchasers; and report to the Board on a periodic basis as to the profits obtained from the sale of the merchandise.

8. Except where otherwise specified, the standing committees shall consist of at least three members, of which at least two of whom shall be members of the Board of Directors.

9. No director, officer or member of a standing committee shall receive any compensation for their services as such.

10. Any Director may be removed from office with or without assigning any cause by the vote of the directors entitled to cast at least 2/3rds of the votes. The director must be given 5 days written notice of the Board of Directors intention to consider removal from office.

11. The Board of Directors may declare vacant the office of a director, if he is declared of unsound mind by an order of court or is convicted of a felony, or if within sixty days after notice of his selection he does not accept such office either in writing or by attending the minimum number of meetings set by the Board of Directors, or he fails to fulfilling such other requirements of qualification as the By-Laws may specify. The minimum number of meetings a Board member must attend in a year to remain in good standing will be set at eight (8) unless otherwise changed by a majority vote of the Board of Directors.

ARTICLE VII - OFFICERS

1. The executive officers of the Corporation shall be chosen by the directors at the December Board of Directors meeting, and shall be a President, Vice President(s), Recording Secretary, Treasurer, Athletic Director, and such other officers as the needs of the Corporation may require (e.g. Executive Advisor). The officers shall be elected from the current members of the Board of Directors, and shall be permitted to hold any number of offices. They shall hold their office(s) for a term of one year, but can be reelected, 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.

2. 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.

3. The President shall be the chief executive officer of the Corporation; he shall preside at all meetings of the members and directors; he 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, except as may be by statute exclusively conferred on the President, to any other officer or officers of the Corporation. He shall execute bonds, mortgages and other documents requiring a seal, under the seal of the Corporation. He shall be Ex-Officio a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President. The President shall have the authority to appoint any and all Managing Directors from the Directors at Large as deemed necessary to manage the operational affairs of the Corporation.

4. The Vice President(s) 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. The Vice President(s) shall be Ex-Officio a member of all committees.

5. The Recording Secretary 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 Recording 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 Board of Directors.

6. The Treasurer shall have custody of the corporate funds and securities; shall keep full and accurate accounts of all receipts and disbursements in books belonging to the Corporation; and shall keep the monies of the Corporation in a separate account to the credit of the Corporation. He shall disburse the funds of the Corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the President and Board of Directors, at the regular meetings of the board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation. He shall preside over all functions of the Finance Committee, with the exception of the financial inspection of the Treasurer's books.

7. The Athletic Director is responsible to make recommendations to the President on the appointment of the Athletic Commissioners for each sports program; see that the duties of each commissioner are properly performed; oversee the operation of all sports programs; organize training clinics; prepare all field practice schedules; attend or assign members to attend all League meetings (ICSL, UJSL, etc.); see that the Corporation and travel coaches remain in good standing with each sports League; and serve as a member of any standing committee with functions directly related to the sports programs.

8. The Executive Advisor is responsible to assist and advise the President and all other Executive Officers in the administration of the Corporation. By definition, this position is outlined to serve in an advisory capacity, and accordingly, it does not have any pre-assigned functional executive responsibilities. However, the President shall have the authority to grant any number of executive level responsibilities to the Executive Advisor, as may be required to maintain the sound and

efficient operation of the Corporation. The Executive Advisor position can only be assigned to a current Director who has previously served as an Executive Officer of the Corporation.

ARTICLE VIII - COACHES

1. The Board of Directors shall approve all coaches, by a majority vote, for each traveling team representing the Corporation at the April Board of Directors meeting each year. If a request is made to add a travel team after this date, said decision shall be rendered by a majority vote of the Board of Directors at the earliest board meeting following the receipt of said request. The decision to add a traveling team(s) shall take into consideration the ability of the Corporation to financially support the team(s), the availability of sufficient playing fields within the township to accommodate additional travel teams, the number of potential candidates for the team, and the availability of a head coach(es) to manage the team(s). The Coordinator of each sports program shall have the right to appoint assistant coaches, intramural coaches and other personnel.

2. Any coach may be removed 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 directors entitled to vote, provided the decision to remove said coach is not as a result of a grievance dispute or complaint. The right to remove a coach as a result of a grievance complaint or dispute will be handled in accordance with the provisions of the grievance procedures as outlined under Article VI.

ARTICLE IX - VACANCIES

1. If the office of any officer, one or more, becomes vacant for any reason, the Board of Directors may chose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

2. Vacancies in the Board of Directors, including vacancies from an increase in the number of directors, shall be filled by a majority of the remaining members of the board, though less than a quorum, and each person so elected shall be a director until his successor is elected by the members, who may make such election at the next annual meeting of the members, or at any special meeting duly called for that purpose and held prior thereto.

ARTICLE X - BOOKS AND RECORDS

1. The Corporation shall keep an original and duplicate records of the proceedings of the members and the directors, the original and copies of its By-Laws, 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 in this Commonwealth, the principal place of business wherever situated, or by the executive officer assigned the duties associated with the aforementioned records.

2. 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 therefrom. 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 XI - MEMBERSHIP CERTIFICATES

1. Membership in this Corporation shall be evidenced by a printed list and/or a computer recording listing the name & address of the member.

ARTICLE XII - TRANSACTION OF BUSINESS

1. The Corporation shall make no purchase of real property, nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of a majority of the members of the Board of Directors. Unless otherwise restricted in these By-Laws, no note or consent of the members shall be required to make effective such action by the Board. If the real property is subject to a trust, the conveyance away shall be free of the Trust's ability to impinge upon the proceeds of such conveyance beyond the amount of the Corporation's obligation to the Trust.

2. Whenever the lawful activities of the Corporation involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Corporation, and in no case shall be divided or distributed in any manner whatsoever among the members, directors or officers of the Corporation.

3. All checks and/or demands for money and notes of the Corporation shall be jointly signed by the President and Treasurer, or such other officer(s) as the Board of Directors may from time to time designate.

ARTICLE XIII - ANNUAL REPORT

1. The President and Treasurer shall present each January to the members of the Board of Directors a report showing in appropriate detail the following:

a) The assets and liabilities, including any trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.

b) The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.

c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

e) The number of members of the Corporation as of the date of the report, together with a statement of the increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

2. The reports shall be filed with the minutes of the board meetings maintained by the Recording Secretary of the Corporation.

ARTICLE XIV - NOTICES

1. Whenever notice is required to be given to any person, it may be given to such person in one of the following ways as selected by the Board of Directors:

a) Personally or by sending a copy thereof by first class mail, postage paid. b) By telegram, charges prepaid, to the members address as appears on the books of the Corporation.

c) By fax, to the number provided to the Corporation by the member.

d) By e-mail to the address provided to the Corporation by the member.

e) In the case of directors, supplied by the director to the Corporation, for the purpose of receiving such notice.

f) Notice in a newspaper serving the community, which is available to the membership within the community.

g) Posting to a Community Bulletin Board, and on the snack stands used by the Corporation.

2. If the notice is sent by mail, fax, e-mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, faxed or e-mailed via a phone line, or deposited with a telegraph office for transmission to such person. A notice of the meeting shall specify the place, day and hour of the meeting and any other information required by statute or these By-Laws. When a special meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting reconvening date, time and location, other than by an announcement at the adjourned meeting of said reconvening data.

3. Whenever any notice is required to be given under the provisions of the statute or Articles or By-Laws of this Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of members such waiver of notice shall specify the general nature of the business to be transacted. 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, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XV - MISCELLANEOUS PROVISIONS

1. One or more persons may participate in a meeting of the members of the board by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other.

2. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE XVI - AMENDMENTS

1. By-laws 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. By-Law changes will be reviewed and discussed but not voted on at the meeting when first presented. After all discussion on the proposed By-law 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 proposed By-Law changes before voting.