

**BYLAWS
OF
EAST PETERSBURG SPORTSMAN'S ASSOCIATION**

PREAMBLE

East Petersburg Sportsman's Association being duly founded and incorporated as a non-profit association, has operated in such capacity according to its Constitution and Bylaws, as amended throughout the years. The last amendments to the Constitution and Bylaws were adopted by the membership on January 17, 2017. The membership now desires to once again amend the Constitution and Bylaws so as to further the purposes and the prosperity of the Association.

THEREFORE, this **18th day of July, 2019**, the Constitution and Bylaws of East Petersburg Sportsman's Association shall consist of the following Articles and provisions. Amendments to these Bylaws shall be effective only as outlined herein.

**Article 1
Name and Offices**

Section 1.1 Name

The name of this Association shall be East Petersburg Sportsman's Association hereinafter, "Association".

Section 1.2 Address

The principal and registered office of the Association is 2897 Graystone Road, East Petersburg, PA 17520, located in Lancaster County in the Commonwealth of Pennsylvania.

Section 1.3 Change of Address of Registered Office

The Board of Directors may, by majority vote, change the registered office from one location to another, by either amending the Articles of Incorporation or filing a statement of change of the registered office with the Pennsylvania Department of State.

Section 1.4 Other Offices

The Association may have other or additional offices at locations in Pennsylvania or otherwise, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

**Article 2
Nonprofit Purposes**

Section 2.1 Purposes

The Association is organized as a non-profit organization pursuant to the laws of the Commonwealth of Pennsylvania and the United States of America in order to fulfill the following purposes:

- A. To organize and conduct an association for the social and recreational benefit of its members and not for the profit of any of the members or others;
- B. To promote the preservation and propagation of game and fish of all kinds in the Commonwealth of Pennsylvania;
- C. To restock fields, woods, and streams with game and fish;
- D. To maintain and purchase property and to maintain streams suitable for the preservation and propagation of game and fish;
- E. To maintain a home for the social enjoyment and recreation of its members;
- F. To conduct and support educational programs and activities to foster these purposes and promote the safe enjoyment of hunting, fishing and shooting sports;
- G. To make young people and the public in general aware of our environment, and to cause a realization that the stewardship of nature is our responsibility;
- H. To provide educational and recreational facilities for its members, their families and the community around East Petersburg;
- I. To foster, promote and protect responsible firearm ownership and use;
- J. To sponsor youth activities such as junior rifle clubs, archery clubs, etc., and to make available facilities for carrying on the activities of such clubs and to make such facilities available to the members of the Association, their families and individuals in the community around East Petersburg; and
- K. To foster and perpetuate a feeling of good-will between sportsmen, farmers and Department of Conservation and Natural Resources authorities, as well as, the surrounding community.

The purposes of the Association are exclusively charitable as set forth in the Articles of Incorporation. In pursuing such purposes, the Association shall not act so as to impair its eligibility for exemption under the applicable portions of the Internal Revenue Code of 1986, as amended.

Section 2.2 Additional Objectives and Purposes

The Association shall also acquire and maintain buildings and equipment for the recreational use and social and educational advancement of its members, including but not limited to firearm safety, firearm proficiency, hunting, fishing and other outdoor activities. In fulfilling its purposes and advancing its objectives, the Association may purchase, lease, convey, mortgage and encumber real estate in the Association's name in accord with these Bylaws, and may charge admission for the use and enjoyment of such property.

Article 3 General Provisions

Section 3.1 Notice

- A. Any notice other than notice to a member subject to removal required by these Bylaws is sufficient if it is deposited in the U.S. Mail not less than twenty (20) days prior to the event of which it gives notice, or:
 - (1) it is conspicuously posted at the Association facilities, at a location designated for the posting of notices; and

- (2) a copy of the notice is delivered by email to the last email address provided by the member to the Membership Secretary; and
 - (3) it is given and posted not less than twenty (20) days prior to the event of which it gives notice; and,
 - (4) in the event the subject of a proceeding required by these Bylaws directly affects a member's membership or office, written notice shall be served by US Mail, addressed to the last address provided by the member to the Membership Secretary.
- B. No notice shall be required with regard to regular meetings of the membership or the Directors.

Section 3.2 Right to Review Association Records

- A. Except as otherwise provided in these Bylaws, any member in good standing shall be entitled to inspect the Membership Book, Minute Book, and financial records of the Association, subject to the following provisions:
- (1) as they pertain to the preceding twelve (12) months for a period of not less than fifteen minutes nor more than one hour following a regular meeting of the membership, or by agreement with the custodian of the records, or by order of the Board of Directors.
 - (2) as they pertain to the preceding five (5) years as agreed to with the custodian of the records, or by order of the Board of Directors, or immediately following the next regular meeting of the membership that is more than twenty (20) days subsequent to the request for the documents.
 - (3) as they pertain to facts or events happening more than five (5) years prior to the request, as agreed to with the custodian of the records, or by order of the Board of Directors, or immediately following the next regular meeting of the membership that is more than fifty (50) days subsequent to the request for the documents.
 - (4) Any one session of record review shall not exceed two (2) hours. If this period is insufficient to meet the member's needs, a second session shall be scheduled at the conclusion of the next regular meeting of the membership or by agreement with the custodian of the records.
 - (5) At no time shall the requested documents leave the Association facilities or the possession of the custodian of the records.
 - (6) In lieu of this procedure, the Association may make its records available to members by Internet access appropriately secured to allow members only to access the records.
- B. In no event, other than by Order of Court, does any member have the right to inspect any legal document. Access to legal documents is limited to members of the Board of Directors and such individuals as the Board of Directors should, by majority vote, determine to have a need to be aware of the contents thereof. As used herein, legal documents shall mean:
- (1) communications between the Association, one or more Directors, and one or more Officers or legal counsel representing the Association, or
 - (2) documents pertaining in any manner to any court proceedings, or
 - (3) communications pertaining to negotiation of contracts before the Board of Directors has approved or rejected the contract, or

- (4) minutes of any executive session entered into by the Board of Directors, or
- (5) any health records in the Association's possession, or
- (6) documents, communications, notes or recordings relating to personnel issues, or
- (7) documents pertaining to any investigation involving the Association until such time as the investigation has concluded.

C. The President may, at his or her sole discretion, require that the member seeking to review any document previously considered a legal document, sign a non-disclosure and confidentiality agreement prior to releasing the document for review. Under no circumstances shall a legal document or duplicate thereof leave the Association facilities.

Section 3.3 List Maintenance

Wherever an Officer or Director is required to maintain lists, documents, or records, they may be maintained in electronic format, either locally with software approved by the Board of Directors, or on the Association website, with access limited to Association members.

Section 3.4 Voting Requirements

In order to be eligible to vote in any election, a member must be present at the meeting at the time of the vote and be in good standing. The member may not be in arrears in his or her dues and must not be subject to expulsion or suspension or any proceedings related thereto.

Section 3.5 Conduct of Election Proceedings

Prior to the election of officers and directors, the President may, in his or her discretion, appoint a Judge of Elections and two (2) tellers who shall be responsible for tabulation of the votes and pronouncement of the winner of each election. The decision on elections by the Judge of Elections shall be considered final.

Section 3.6 Reconsideration of Conflicts of Interest.

Any member, officer or director suspended as a result of an alleged conflict of interest, may petition the Board of Directors for reconsideration of the alleged conflict once every six (6) months.

Article 4 Membership

Section 4.1 Membership Classifications and Requirements

Membership in the Association shall consist of the following classifications. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws, or provisions of law, all individual members of a particular class shall have the same rights, privileges, restrictions, and requirements as other members of the same class.

- A. Regular Membership – All American citizens eighteen (18) years of age or older, having paid the requisite fee and being of good moral character and reputation, shall be eligible for regular membership provided:
 - (1) They have actively participated in club functions and attended at least three (3) meetings during the preceding calendar year, and,
 - (2) There is no conflict of interest, as hereinafter defined, between the prospective member and the Association.

- B. Life Membership - Any active regular member, who, through the years has given outstanding service and dedication to the Association, may be nominated for life membership provided they have been approved by the Board of Directors and the majority of members present at any meeting and pay the requisite fee. Life membership shall mean that such member will enjoy all the privileges of regular membership, but will not be required to pay any annual dues or other general assessments, after payment of the requisite fee.

- C. Honorary Membership - Honorary membership may be conferred upon any qualified person by the favorable vote of at least two-thirds of the members present at a regular members' meeting. Such membership shall be restricted to persons whose activities and public statements are consistent with the purposes of this Association. Honorary members have no voting privileges, shall not hold office, shall not be counted toward a quorum of the club membership, shall not be required to maintain regular attendance, and shall be exempt from all Association dues and general assessments.

- D. Social Membership - Social membership may be conferred upon any individual, twenty-one (21) years of age, or older, by the favorable vote of at least two-thirds of the members present at a regular members' meeting. Social members have no voting privileges, shall not hold office, shall not be counted toward a quorum of the Association membership, shall not be required to maintain regular attendance, and shall be exempt from all Association dues and general assessments. A social member may attend Association functions and take advantage of Association facilities, except the ranges.

Section 4.2 Membership Applications

- A. All applications for membership must bear the signature of one regular or life member in good standing and shall be submitted to the Membership Secretary with the proper application fee. Such application shall be presented by the Membership Secretary for ballot at three (3) regular meetings. At the third presentation, a ballot shall be held on the candidate, and, if the ballot shows no more than two (2) negative votes, the candidate shall be duly elected as a member. If the ballot is unfavorable, the candidate shall be notified.

- B. Between the initial presentation of any application for membership and the second presentation, the Board of Directors shall review and consider each application. If the Board of Directors, by not less than concurring votes, shall determine that a new applicant presents a direct or indirect conflict of interest, they shall report accordingly to the membership before

the second presentation of the subject application. Said report shall indicate the nature of the conflict as determined by the Board, but need not provide details if the issue is involved in litigation, the subject of threatened litigation, or could reasonably be expected to result in litigation. The applicant will be denied membership until such time as the Board of Directors determines that any potential conflicting issue, incident or interest has been resolved, at which time the potential member may resubmit their application for membership.

Section 4.3 Balloting

Balloting for new members may be done by voice vote, raising of hands, or written ballot, at the discretion of the President. A member may abstain from voting on an application for membership and said abstention shall not be considered as a negative or positive vote, but as if the abstaining member was not present.

Section 4.4 Number of Members

The Board of Directors, by majority vote, may recommend to the membership the imposition of a limit on the number of members that the Association may admit to any of its membership classes. Any such recommendation shall be placed before the members for consideration and shall pass by majority vote.

Section 4.5 Membership Book

The Association shall keep a Membership Record, either written or electronic, containing the name, address, email address, membership classification, and status of each member. Termination of the membership of any member shall be recorded in the record, together with the date of termination and explanation of such membership. Such record shall be maintained by the Membership Secretary of the Association or such other officer or member as dictated by the Board of Directors. The Membership Record shall be made available for inspection by any member in accordance with these Bylaws.

Section 4.6 Non-liability of Members

A member of this Association is not, as such, personally liable for the debts, liabilities, or obligations of the Association.

Section 4.7 Non-transferability of Memberships

No member may transfer a membership or any rights arising therefrom. All rights of membership cease upon the member's death.

Section 4.8 Conduct of Members

Members shall follow the Association's Bylaws and house, property, range, and ground rules. Members are expected to report observed violations to the Board. Any willful disregard or violation of such Bylaws or rules will not be tolerated by the Association, and shall constitute a just and sufficient cause to expel or suspend a member from the Association.

Section 4.9 Expulsion of Members and Procedure

- A. Any member may be expelled from the Association for the following:
 - (1) conviction of a violation of the game and fish laws of the Commonwealth of Pennsylvania;
 - (2) dumping trash or other materials on Association property without authorization;
 - (3) violation of the Association's Bylaws, house rules, property rules or ground rules; (4) using improper language or misbehaving during the course of any meeting of the Association, meeting of the Board of Directors, or any Association function; or,
 - (5) participating in conduct unbecoming of a member of this Association or detrimental to the purposes of the Association.

- B. A member may be expelled from membership by vote of the majority of the members present at a regular or special meeting. The member who is subject to expulsion shall be given not less than twenty (20) days written notice of any meeting at which the issue of his or her expulsion will be voted upon. At such meeting, the member subject to expulsion shall be permitted to partake only in that portion of the meeting, which is relevant to his or her expulsion.

- C. An expelled member shall not be entitled to any refund of his or her application or annual dues.

Section 4.10 Suspension of Members and Procedure

- A. Regular Suspension - A member may be suspended from the activities, facilities and premises of the Association for a period of time not to exceed six (6) months, depending on the seriousness of the offense and by vote of the majority of members present at a regular or special meeting. However, the member who is subject to suspension shall be given not less than twenty (20) days written notice of any meeting at which the issue of his or her suspension will be voted upon. At such meeting, the member subject to suspension shall be permitted to partake only in that portion of the meeting, which is relevant to his or her suspension.

- B. Temporary Suspension - The Board of Directors, by a concurring vote of directors, shall have the authority to institute a temporary suspension of a member from the activities, facilities and premises of the Association for a period not to exceed sixty (60) days until such time as the membership convenes for a regular or special meeting. A member who is subject to a temporary suspension shall be given not less than twenty (20) days written notice of the meeting at which the issue of his or her suspension will be voted upon by the membership. At such meeting, the member subject to suspension shall be permitted to partake only in that portion of the meeting, which is relevant to his or her suspension.

- C. Conflict of Interest - Where, because of issue, incident or interest, a member comes in direct or indirect conflict with the purposes or continuation of the Association, the Board of Directors, by concurring vote of directors may suspend a member from the facilities, premises, attendance at any and all meetings or functions of the Association until such time as the issue, incident or interest is resolved. A suspension based on a conflict of interest may be of an

indefinite duration during which time the suspended member shall not be required to pay dues or fees, provided however, no refund shall be due the suspended member for the current year's dues.

Section 4.11 Termination of Membership

All rights of a member in the Association shall terminate upon the occurrence of any of the following events:

- A. a member's voluntary notice of such termination delivered to the President or Membership Secretary of the Association, either personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail as evidenced by postmark;
- B. failure to renew his or her membership including the payment of annual dues by October 31 of the preceding year or failing to pay the current initiation fee and annual dues by December 31 of the preceding year.
- C. after proceedings by the membership to suspend or expel the member as noted above for conduct materially and seriously prejudicial to the interests or purposes of the Association as set forth in these Bylaws;
- D. death of the member; or,
- E. renunciation of American citizenship.

Section 4.12 Rules and Regulations

Members and guests of a member are expected to obey and enforce the rules and regulations of the Association, in addition to the provisions of these Bylaws. The Board of Directors and the President shall have the authority to pass and enforce such rules and regulations as may be appropriate for the maintenance and welfare of the Association.

Article 5 Officers

Section 5.1 Officers, Term and Duties

The Association shall have six (6) officers, consisting of a President, First Vice President, Second Vice President, Recording Secretary, Membership Secretary, and Treasurer. Each officer must be a member in good standing at the time of election and during his or her respective term of office. Each officer shall perform his or her duties in good faith and in a manner reasonably believed to be in the best interests of the Association with such care, skill and diligence, including reasonable inquiry, as a person of ordinary prudence would use under similar circumstances.

- A. President - The President of the Association shall be charged with the following duties:

- (1) to act as presiding officer at all regular, special and annual meetings;
 - (2) to serve as the Chairman of the Board of Directors;
 - (3) to cast the deciding vote on all questions that may come before the meeting on which there is equal division, except in the election of offices of the Association;
 - (4) to appoint all committees and members to serve on all of the regular and special committees, as well as any subcommittees;
 - (5) to serve as an ex-officio member of all committees, to observe discussions and cast a vote to break all ties;
 - (6) to execute all legal and financial documents and attend to all other matter necessary to the function of the Association; and,
 - (7) to perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.
- B. First and Second Vice Presidents - The First Vice President or Second Vice President, in their respective order, shall serve in the capacity of President, observing all rights and responsibilities of the President's office, when such a position is vacated for any reason or the President cannot be present to attend to his or her duties during the regular or special meetings, committee meetings or any other necessary function of the Association. The Vice Presidents, in their respective order, shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.
- C. Recording Secretary - The Recording Secretary shall be charged with the following duties:
- (1) to keep an accurate record of the proceedings of the Association, and the Board of Directors when applicable, including the minutes of each meeting in the Association Meeting Minute Book;
 - (2) to keep an accurate record of the receipts and expenditures reported by the Treasurer and Financial Secretary;
 - (3) to assure the Association's Meeting Minute Book will be on hand for any meeting in which he or she cannot attend;
 - (4) to maintain custody and control of the Association's Minute Book and Seal and all other legal documents pertaining to the Association;
 - (5) to maintain an accurate record of the attendance of officers, directors and members present at each meeting; and,
 - (6) to perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.
- D. Membership Secretary - The Membership Secretary shall be charge with the following duties:
- (1) to maintain a list of all members, current addresses and their respective eligibility to vote in the Association's Membership Book;
 - (2) to maintain custody and control of the Association's Membership Book;

- (3) to assure that all members receive their membership cards upon payment of their dues;
- (4) to provide notification of all Board of Director meetings to appropriate members, notification of special meetings to members and notification to any member's subject to a vote involving expulsion or suspension of the member;
- (5) to timely complete, prepare, authorize, provide, or execute any documentation required by these Bylaws or Association rules regarding the status of a member's dues and other financial obligations to the Association, as well as that member's qualifications to remain a member, serve as an officer, serve as a director, serve on a committee, or receive Life Membership; and
- (6) perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

E. Treasurer - The Treasurer shall be charged with the following duties:

- (1) to prepare and maintain suitable record books as are required for management and accountability of the Association's funds, which are to remain at the Association's principal office;
- (1) to maintain accurate records of all receipts and expenditures of the Association;
- (2) issue payment for the expenditures of the Association;
- (3) to deposit all monies and all Association funds in a suitable banking institution to be designated by the Board of Directors;
- (4) to maintain appropriate records pertaining to all such transactions and provide a detailed account of all such monies at each regular or special meeting, when requested;
- (5) to participate in preparation of a yearly accounting report to be presented to the membership at the January meeting each year;
- (6) to perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors;
- (7) upon retirement from office the Treasurer shall surrender to his successor or to the Board of Directors all funds, books, and papers of the Association in his or her possession. Within sixty (60) days of the receipt of the items aforesaid, the Board of Directors may direct that an audit of the transactions during the retiring Treasurer's tenure be conducted;
- (8) Any or all functions of the office of the Treasurer may be delegated to a qualified person or agency with the sanction of the Association, as given by majority vote of the members at a regular meeting;
- (9) All expenditures exceeding \$500.00, excepting for merchandise for resale and regular operating expenses of the Social Club, shall be made by check signed by the President or Vice President and the Financial Secretary or Treasurer and only after such expenditures are passed at a regular meeting of the Association; and,

(10) The Treasurer may be required to maintain a bond of not less than \$5,000.00 at the discretion of the Board of Directors.

Section 5.2 Qualifications

Each officer shall be at least twenty-three (23) years of age and an active regular or life member in good standing for the entire year preceding the election. No member subject to suspension or expulsion, or proceedings involving suspension or expulsion, may run for, be nominated for, or elected to any office.

Section 5.3 Vacancy of Office

- A. In the event of vacancy of the office of President by death, resignation, removal or otherwise, the office shall immediately be filled by the Vice Presidents, in their respective order.

- B. Vacancies of all other offices shall be filled by majority vote of the Board of Directors. Each member elected to such a position shall serve in the appropriate capacity on a temporary basis during the balance of the year of election. Any member seeking to continue serving in his or her position must be nominated and elected by the membership in accord with the aforementioned sections.

Section 5.4 Removal of Officers

Any officer may be removed from office, with or without cause, by a two-thirds (2/3rds) majority vote of the members present at a regular or special meeting; provided that, written notice of the intent to remove the officer is provided to him or her not less than twenty (20) days prior to the meeting at which the vote is to take place and the officer is given the opportunity to be heard at such meeting prior to the vote for removal.

Section 5.5 Limitation of Terms of Office

Each officer shall serve for the term of one (1) year, but are free to succeed themselves to the office at each election. The President of the Association may be elected to a maximum of three (3) successive terms and may be elected to the same office after a lapse of one (1) year.

Section 5.6 Negligence of Duties

If an officer should be absent without reasonable excuse for three (3) regular meetings during his or her yearly term of office, the President or Vice President shall inquire and report to the membership as to why his or her office shall not be declared vacant. If the members see fit, they may recommend at a regular meeting that such office be declared vacant upon a majority vote of the members present.

Section 5.7 Non-liability of Officers

- A. An officer shall not be personally liable for the debts, liabilities, or other obligations taken while acting as an officer of the Association, unless:

- (1) the officer has breached or failed to perform his or her duties in accord with the standard of conduct contained in 15 Pa. C.S. §5712 of the Pennsylvania Nonprofit Corporation Law of 1988 and any amendments thereto; and
- (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Provided, however, these provisions shall not apply to the liability or responsibility of an officer pursuant to any criminal statute or the liability of an officer for the payment of taxes pursuant to local, state or federal law.

- B. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken by an officer shall be presumed to be in the best interests of the Association.

Section 5.8 Execution of Instruments

Unless authorized by resolution of the Board of Directors or as otherwise provided in these Bylaws, an officer of the Association may not enter into any contract, execute or deliver any instrument in the name of or on behalf of the Association. Any such authority as granted 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 Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 5.9 Conflicts of Interest

Where, because of issue, incident or interest, an officer comes in direct or indirect conflict with the purposes or continuation of the Association, the Board of Directors, by a concurring vote of a majority of the directors, may suspend the membership of such officer, deny him or her access to the facilities and premises, and prevent participation in meetings and functions of the Association until such time as the issue, incident or interest is resolved. A suspension based on a conflict of interest may be of an indefinite duration during which time the suspended officer shall not be required to pay dues or fees. A vacancy of the position will be temporarily filled in accord with the Bylaws.

Article 6 Board of Directors

Section 6.1 Board of Directors' Terms, Meetings, Quorum and Duties

- A. The Association shall have a Board of Directors, comprised of the six (6) elected officers and three (3) other regular members in good standing.
- B. A director shall perform his or her duties in good faith in a manner reasonably believed to be in the best interests of the Association with such care, including reasonable inquiry, skill and diligence as a person of ordinary prudence would use under similar circumstance and shall perform all duties incident to his or her position and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

- C. The Board of Directors shall meet as is deemed necessary. They shall keep a record of the proceedings of each meeting and shall also make a report of each Board of Directors' meeting to the membership at each regular monthly meeting of the Association.
- D. A quorum for the meeting of the Board of Directors shall be five (5) such members.
- E. The Board shall manage and conduct the business of the Association in the interim between meetings as necessary, supervise all officers, agents, and employees of the Association to assure that their duties are performed properly, examine and audit the books and accounts of the Association when necessary, provide ways and means for collecting dues and other funds belonging to the Association, act on all applications for membership, approve the actions by the Treasurer and provide a report of all such interim actions to the membership at the next regular or special meeting.
- F. Subject to the provisions of the laws of the Commonwealth of Pennsylvania and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Association, the activities and affairs of this Association shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.
- G. The Board shall have the right to order expenditures for maintenance and repairs to buildings and equipment not provided for in the budget, not to exceed the amount of five hundred dollars (\$500.00). Any expense in excess of five hundred dollars (\$500.00) must be approved by a majority vote of the members at a regular or special meeting.
- H. They shall not purchase any real estate or sell any real estate belonging to the Association unless;
 - (1) all regular members have been notified of the intent to purchase or sell such property not less than twenty (20) days in advance of the meeting at which the intent to purchase or sell such real estate shall be brought before the membership at a regular monthly meeting, and
 - (2) a majority of the voting members present vote affirmatively in favor of such purchase or sale.
- I. The Board shall not sell or purchase any equipment with a fair market value in excess of five hundred dollars (\$500.00) without a majority vote of the regular members of the Association present at any regular or special meeting.

Section 6.2 Qualifications

Each Director shall be at least twenty-three (23) years of age, and an active regular or life member in good standing for the entire year preceding the election. No member subject to suspension or

expulsion, or proceedings involving suspension or expulsion, may run for or maintain a seat on the Board of Directors.

Section 6.3 Removal of Directors

Any director may be removed from office, with or without cause, by a two-thirds (2/3rds) majority vote of the other officers, directors and members present at a regular or special meeting; provided that, written notice of the intent to remove the director is provided to him or her not less than twenty (20) days prior to the meeting at which the vote is to take place and the director is given the opportunity to be heard at such meeting prior to the vote for removal.

Section 6.4 Limitation of Terms of Office

Each director shall serve for the term of three (3) years, but are free to succeed themselves to the seat at each election.

Section 6.5 Negligence of Duties

If a director should be absent without reasonable excuse for three (3) regular meetings during his or her yearly term of office, the President or Vice President shall inquire and report to the membership as to why his or her position shall not be declared vacant. If the members see fit, they may recommend at a regular meeting that such position be declared vacant upon a majority vote of the members present.

Section 6.6 Vacancy of Director's Seat

In the event of vacancy of director's seat on the Board, such position shall be filled by majority vote of the Board of Directors and approved by the President. Each member elected to such a position shall serve in the appropriate capacity on a temporary basis during the balance of the year of election. The following year, any member seeking to continue serving in his or her position must be elected by the membership in accord with the aforementioned sections.

Section 6.7 Non-liability of Directors

- A. A director shall not be personally liable for the debts, liabilities, or other obligations taken while acting as a director of the Association, unless:
- (1) the director has breached or failed to perform his or her duties in accord with the standard of conduct contained in 15 Pa. C.S. §5712 of the Pennsylvania Nonprofit Corporation Law of 1988 and any amendments thereto; and
 - (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

Provided, however, these provisions shall not apply to the liability or responsibility of a director pursuant to any criminal statute or the liability of a director for the payment of taxes pursuant to local, state or federal law.

- B. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken by a director shall be presumed to be in the best interests of the Association.

Section 6.8 Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, 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 Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 6.9 Conflicts of Interest

Where, because of issue, incident or interest, a director comes in direct or indirect conflict with the purposes or continuation of the Association, the Board of Directors, by a majority of the remaining Board members, and the President or, in his absence or as a result of his conflict, the Vice-President, may suspend such director from the facilities and premises and all meetings and functions of the Association until such time as the issue, incident or interest is resolved. A suspension based on a conflict of interest may be of an indefinite duration during which time the suspended director shall not be required to pay dues or fees. A vacancy of the position will be temporarily filled in accord with the Bylaws.

Article 7 Meetings of the Association

Section 7.1 Conduct of Meetings

Parliamentary procedure at all meetings shall be conducted according to Roberts Rules of Order. The order of business to be conducted at each meeting shall be:

- A. Call of the meeting to order
- B. Roll call of Officers
- C. Reading of the Minutes of previous meetings
- D. Report of Board of Directors
- E. Report of the Membership Secretary
- F. Report of the Treasurer

- G. Report of Standing Committees
- H. Report of Special Committees
- I. Presentation of Bills and Communications
- J. Unfinished Business
- K. New Business
 - (1) Election of New Members
 - (2) Applications of New Members
- L. Contributions for the good of the Association
- M. Adjournment

Section 7.2 Regular Meetings

Regular meetings of the Association shall be held on the third (3rd) Thursday of each month.

A quorum required to transact or conduct any business of the Association at a regular meeting shall consist of not less than ten (10) active members.

Section 7.3 Special Meetings

A special meeting may be called upon the written request of seven (7) regular or life members of the Association in good standing designating their purpose to the Membership Secretary, but no business other than that named in the call shall be transacted. Notice of a special meeting must be advertised in at least one (1) weekly publication covering a majority of the membership at least ten (10) days in advance of the meeting.

Section 7.4 Nominations to Office

- A. The election shall be by anonymous written ballot with the member receiving the most ballots elected to the position. In the event of a tie, a run-off election shall be held by anonymous written ballot with the member receiving the most ballots elected to the position and declared such by the President.
- B. All officers shall be nominated at the regular meetings in October, November, and December and elected at the regular meeting in December. Officers shall assume their offices on the first day of January following their election. They shall serve for one (1) year. If any office shall become vacant for any cause, it shall be filled in accord with these Bylaws and announced at the next regular meeting.
- C. All directors shall be nominated at the regular meetings in October, November, and December and elected at the regular meeting in December. Directors shall assume their positions at the regular meeting in January following their election. They shall serve for three (3) years. If any seat shall become vacant for any cause, it shall be filled in accord with these Bylaws and announced at the next regular meeting.

Section 7.5 Location of Meetings

Meetings shall be held at the principal office of the Association unless otherwise provided by the Board of Directors or at such other place as may be designated from time to time by resolution of the Board of Directors.

Article 8 Dues and Budget

Section 7.6 Notice of Meetings

Notice of any special meetings or issues to be addressed at regular meetings which shall require a majority or better vote of the regular membership shall be transmitted to the membership by posting on the Association's website, electronic transmission, United States Postal mail or by other reasonable means.

Section 8.1 Initial Proposal

The Treasurer shall present a proposed budget (the Treasurer's Report) to the Board of Directors one week prior to their November Meeting. Said proposed budget shall include a proposal for dues for the following year and a proposal for application fees. At the November Board Meeting, the Treasurer shall attend in person, present the proposed budget, and answer questions presented by the Board.

Section 8.2 Consideration by the Board of Directors

The Board of Directors shall initially discuss the Treasurer's Report upon the completion of its presentation. They may schedule special meetings between the November and December Board of Directors' meetings for the sole purpose of considering the Treasurer's Report, at the sole discretion of the Chairman of the Board. The consideration of the Treasurer's Report shall resume at the December meeting of the Board of Directors. At the conclusion of said consideration, the Board of Directors shall prepare their own budget and dues structure, incorporating so much of the Treasurer's Report as they deem appropriate. The December meeting of the Board of Directors shall not adjourn or recess until such time as a proposed budget, dues structure and application fee (Director's Budget) gains the approval of a majority of the Directors.

Section 8.3 Member Access to the Proposed Budget and Treasurer's Report

Upon the approval of a Directors' Budget, copies, together with copies of the Treasurer's Report, shall be supplied to all elected officers of the Association within one week thereafter. Copies of both documents shall also be made available, at the Association facilities, for examination by the general membership within one week of the Directors' December meeting.

Section 8.4 Presentation of the Budget to the General Membership

The Director's Budget shall be presented to the general membership at the December meeting as part of the Treasurer's report. At the conclusion of the Treasurer's report, the President shall entertain discussion of the Directors' Budget from the general membership. The Treasurer shall record proposed changes to the budget. Upon motion made by the general membership, and seconded, the President shall present the amendment to the membership for a vote. The

proposed budget shall be amended in accordance with the results of the vote. When no further motions are made for amendment of the Budget, the President shall present the entire budget to the general membership for a vote. If the budget fails, the President shall entertain further discussion allowing for further amendment. The December meeting of the membership shall not adjourn or recess until such time as a budget has been approved by the general membership.

Section 8.5 Effective Date

The dues structure and budget adopted by the general membership at the December meeting shall be effective for the upcoming year. Any member who has not paid his or her dues by October 31 of the preceding year or payment of the current initiation fee and annual dues by December 31 of the preceding year shall be considered to have relinquished his or her membership, thereby terminating any and all membership involvement with this Association.

Article 9

Indemnification by Association of Directors and Officers

Section 9.1 Indemnification by Association of Directors and Officers

The directors and officers of the Association shall be indemnified by the Association to the fullest extent permissible under the laws of Pennsylvania where, because they are representatives of the Association and acting in such capacity, they may be a party, or threatened to be made a party, to any pending, threatened or completed action, suit or proceeding, whether civil, criminal, administrative or investigative. Indemnification shall apply to expenses, attorneys' fees, judgments, fines, interest, and settlement amounts.

Section 9.2 Insurance for Agents the Association

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association (including a director, officer, employee, or other agent of the Association) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Association would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

Article 10 Committees

Section 10.1 Committees

The Board of Directors may create committees and subcommittees of the Association as may be appropriate and necessary to fulfill and foster the purposes of the Association. The Board of Directors shall appoint committee and subcommittee members for a term of one (1) year.

Committee and sub-committee members may be removed by a majority vote of the Board of Directors at any time.

Section 10.2 Committee Rules and Regulations

All committees and subcommittees shall develop and enforce rules, regulations and procedures for the conduct of business and reporting to the Association, to the extent that such rules, regulations and procedures are not inconsistent with the provisions of these Bylaws. All such rules and regulations shall be submitted to the Board of Directors for approval.

Section 10.3 Meetings, Quorum and Action of Committees

The scheduling of meetings of the committees or subcommittees shall be determined by each committee or subcommittee. Quorum necessary to conduct the business of any committee or subcommittee shall consist of not less than the majority of its members. Each individual committee or subcommittee shall conduct and transact its business in the most efficient manner to achieve its goals. Each committee or subcommittee shall report to the Board of Directors or the general membership as may be required by the Articles of Incorporation, these Bylaws or any other provisions of law

Article 11 Amendment of Bylaws

Section 11.1 General Amendment of the Bylaws

Any amendments to the Bylaws shall be initially proposed at a regular or special meeting. Amendments must be offered in writing and supported by the signatures of at least three (3) members in good standing, one of whom must be an officer.

Notice of the proposed amendment(s) shall be provided to each member at least twenty (20) days before the first of three regular and consecutive meetings at which such amendment(s) must be presented to the general membership for discussion and comment. Following discussion and comment at the third meeting, the amendment(s) shall be proposed for passage. Amendments to the Bylaws shall pass if approved by two-thirds (2/3rds) majority vote of all regular and life members present at the third meeting and who are eligible to vote.

Section 11.2 Emergency Amendment of the Bylaws

In the event of unforeseen circumstances, the Board of Directors should determine that there is immediate need for the amendment of these Bylaws, and that following the normal procedure for approval of amendments would be contrary to the best interests of the Association, the Board of Directors may draft an amendment which shall go into temporary effect, subject to later confirmation by the general membership as would normally be required under these Bylaws. Should the emergency amendment not be approved by the general membership within one hundred twenty (120) days, it shall be null and void as if having been voted down in the normal course.

Article 12
Construction and Terms

Section 12.1 Conflict and Severability

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Association, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. It is the intent of the Association that these Bylaws conform to the applicable provisions of the Pennsylvania Nonprofit Corporation Law of 1988.

Article 13
Dissolution of the Association

Section 13.1 Dissolution

The Association shall not be dissolved except as provided by law, these Bylaws or the Articles of Incorporation. The Association shall continue to exist so long as the active membership in good standing shall total at least ten (10) members. In the event of dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the exempt purposes of the Association in such manner or to such organization or organizations organized and operated exclusively for charitable, literary, scientific, religious and educational purposes which at the time qualify as exempt organizations under Section 501(c)(3) of the Code, as the Board shall determine. All remaining assets shall then be distributed among the remaining active members of the Association. Any provision for the use of surplus funds or assets to benefit any person, including the sale of the assets, or dissolution of the Association for such purpose is expressly prohibited.