

# BYLAWS OF MIFFLIN AREA GIRLS SOFTBALL ASSOCIATION

## A NONPROFIT CORPORATION

### ARTICLE I - INTRODUCTION

#### Definition of Bylaws

Section 1.01 These Bylaws constitute the code of rules adopted by the Mifflin Area Girls Softball Association for the regulation and management of its affairs.

#### Purposes and Powers

Section 1.02 This Corporation will have the purposes or powers as stated in its Articles of Incorporation, and whatever powers are or may be granted by the Nonprofit Corporation Law of 1972 of the Commonwealth of Pennsylvania, or any successor legislation.

The primary purpose of this Corporation is to (a) promote, sponsor, and advance amateur athletics through the sport of softball for women. (b) instruct, train and educate women in sportsmanship generally; and (c) combat community deterioration or lessen neighborhood tensions by providing women in a defined geographic area an organized means to engage in athletic, social, and recreational activities.

### ARTICLE - II

#### Place of Business

Section 2.01 The location of the registered office of this Corporation is stated in the Articles of Incorporation. *This office will be continuously maintained in the Commonwealth of Pennsylvania for the duration of this corporation. The Board of Directors may change the address.*

Section 2.02 *The principle office of this Corporation shall be located in the Governor Mifflin Area, Berks County, Pennsylvania. P.O. Box 42  
Shillington, PA. 19607*

### ARTICLE - III - MEMBERSHIP

Section 3.01 The members of this Corporation are those persons having membership rights in accordance with the provisions of these bylaws.

Section 3.02 This Corporation will have no Members. All responsibilities normally enjoyed by members are transferred to the Board of Directors.

### ARTICLE - IV - DIRECTORS

#### Board of Directors

Section 4.01 The Board of Directors is that group of persons vested with the

management of the business and affairs of this corporation.

Section 4.02 The Board of Directors of this Corporation will constitute a single class.

Section 4.03 The qualifications for becoming and remaining a director of this corporation are as follow;

- (1) Directors must be residents of the Commonwealth of Pennsylvania.
- (2) Directors must be a natural person 18 yrs. or more of age.

Section 4.04 The numbers of Directors of this Corporation will not be less than 3 at any time.

Section 4.05 The Directors constituting the first Board of Directors as named in the Articles of Incorporation will hold office until the first annual election of Directors. Thereafter, Directors will be elected for a term of 3 years. Each Director will hold office for the term for which elected, and until a successor has been selected and qualified.

Section 4.06 Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, will be filled by an appointment by a majority of the remaining Board of Directors. The new Director appointed to fill the vacancy will serve for the unexpired term of the predecessor in office.

Section 4.07 Meetings of the Board of Directors, regular or special, will be held at such place or places as the Board of Directors designates by resolution duly adopted.

Section 4.08 Regular meetings of the Board of Directors will be held at such time as determined by the Board of Directors by resolution duly adopted. This provision of the bylaws constitutes notice to all Directors of all regular meetings, and not further notice shall be required, although further notice may be given.

Section 4.09 Special Meetings- Written, verbal, or printed notice stating the place, day, and time of any special meeting of the Board of Directors will be delivered to each Director not less than 2 nor more than 5 days before the date of the meeting.

Section 4.10 A special meeting of the Board of Directors may be called by either;

- (1) the president
- (2) a number constituting a quorum of the Board of Directors.

Section 4.11 A majority of the whole Board of Directors will constitute a quorum; provided, that in no event will a quorum consist of less than 1/3 of the whole Board. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Nonprofit Corporation Law of 1972, the Articles of Incorporation, or any provision of these bylaws.

Section 4.12 Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of that meeting except when the Director 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 - V - OFFICERS

Section 5.01 The officers of this corporation will consist of the following personnel;

- (1) President
- (2) Vice-president
- (3) 2nd Vice-president
- (4) Secretary
- (5) Treasurer

Section 5.02 Each of the Officers of this Corporation will be elected and appointed every 3 years at a General Meeting, decided by the Board of Directors. Anyone attending said meeting shall have a vote. Each officer will remain in office until a successor to the office has been selected and qualified.

Section 5.03 President- The president is the Chief Executive Officer of this Corporation and will, subject to the control of the Board, supervise and control the affairs of the corporation. The President will perform all duties incident to the office and any other duties that may be required by these bylaws or prescribed by the Board.

Section 5.04 Vice President- The Vice President will perform all duties and exercise all of the powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform any other duties that may be prescribed by the Board.

Section 5.05 2nd Vice President- The 2nd Vice President will perform and exercise all of the powers of the President and Vice President when both are absent or otherwise unable to act. The 2nd Vice President will perform any other duties that may be prescribed by the Board.

Section 5.06 Secretary- The Secretary will keep minutes of all meetings of Members and of the Board, be the custodian of the corporate records, give all notices as are required by law or by these bylaws, and, generally, perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be assigned by the Board.

Section 5.07 Treasurer- The Treasurer will have charge and custody of all the funds of this Corporation, and will deposit the funds as required by the Board, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, render reports and accountings as required by the Board. The Treasurer will perform in general all duties incident to the office of the Treasurer and any other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be assigned by the Board.

Section 5.08 Removal of Officers- Any Officer elected or appointed to office may be removed by the persons authorized under the bylaws to elect or appoint Officers whenever

in their judgment the best interests of this Corporation will be served.

ARTICLE - VI  
Waiver of Notice

Section 6.01 Whenever any notice whatever is required to be given under the provisions of the Nonprofit Corporation Law of 1972, the Articles of Incorporation, or these Bylaws, a waiver of notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the waiver, will be deemed equivalent to the giving of notice.

Voting by Proxy

Section 6.02 Any action required by law or under the Articles of Incorporation of this Corporation, or these Bylaws, or any action which otherwise may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, or verbal consent to the President and Secretary, setting forth the action taken, is signed by all persons, entitled to vote with respect to the subject matter of the consent, or all Board members in office, and filed with the Secretary.

ARTICLE - VII - COMMITTEES  
Definition

Section 7.01 This Corporation may have certain committees, each of which consist of one or more Directors. Each committee will have and exercise some prescribed authority of the Board in the management of this Corporation. However, no committee will have the authority of the Board in reference to affecting any of the following;

- (1) Filling of vacancies in the Board
- (2) Adoption, amendment, or repeal of Bylaws.
- (3) Amendment or repeal of any resolution of the Board.
- (4) Action on matters committed by Bylaws or resolution of the Board to another Committee of the Board.

Appointment

Section 7.02 The Board, by resolution duly adopted by a majority of the Board in office, may designate and appoint one or more Committees and delegate to these Committees the specific and prescribed authority of the Board to exercise in the management of this Corporation. However, the creation of such Committees will not operate to relieve the Board, or any individual, of any responsibility imposed by law.

ARTICLE - VIII  
Fiscal Year

Section 8.01 The fiscal year of this Corporation will be the calendar year. (December 31).

## Execution of Documents

Section 8.02 Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation will be signed and countersigned by any two of the following officers; President, Vice President, 2nd Vice President, Treasurer, and Secretary. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by the Treasurer any any of the officers above. Copies of resolutions must be given to the Secretary

## Books and Records.

Section 8.03 This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Board and Committees. The Corporation will keep a membership register giving names, addresses, classes, and other details of the membership of each member, and original or a copy of its Bylaws including amendments.

## Nonprofit Operations

Section 8.04 This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Board. However, the Corporation may pay compensation in a reasonable amount to Board members for services rendered.

## Loans

Section 8.05 This Corporation will make no loans to any of management personnel or any other personnel.

## ARTICLE IX Modification of Bylaws

Section 9.01 The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, to the extent allowed by law, is vested in the Board Members only.

## ARTICLE X Liability of Board Members; Indemnification

Section 1 - No personal liability. To the fullest extent permitted by the Directors Liability Act (42 Pa. C.S. Section 8361 et seq.) and the Nonprofit Corporation Law of 1972 of the Commonwealth of Pennsylvania, a Director of the Corporation shall not be personally liable to the Corporation, its members or others for monetary damages for any action taken or any failure to take any action unless the director has breached or failed to perform the duties of his or her office as set forth in the Director's Liability Act and such breach of failure constitutes self-dealing, willful misconduct or recklessness. The provisions of this Article X shall not apply with respect to the responsibility or liability of a member for the payment of taxes pursuant to local, state or federal law.

Section 2 - Indemnification.

(a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding whether civil, criminal, administrative, or investigative by reason of the fact that such person is or was a Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys fees) , amounts paid in settlement, judgments, and fines actually and reasonably incurred by such person connection with such, suit, of proceeding; provided, however, that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification id determined by a court to have constituted willful misconduct or recklessness.

(b) Expenses (including attorney fees) incurred in defending a civil or criminal action, suit , or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Officer, employee, or agent to repay such amount if it shall be ultimately determined that he or she is not entitled to be indemnified by the corporation as authorized in this Article X.

(c) The indemnification and advancement of expenses provided by this Article X shall not be deemed exclusive of any other right to which persons seeking indemnification and advancement of expenses may be entitled under any agreement, vote of disinterested Board Members, or otherwise both as to actions in such persons official capacity and as to their actions in another capacity while holding office, and shall continue as to a person who has ceased to be a officer, employee, or agent and shall insure to the benefit of the heirs, executors, and administrators of such persons.

(d) The Corporation may purchase and maintain insurance on behalf of any person, may enter into contracts of indemnification with any person, may create a fund of any nature (which may, but need not be, under the control of a officer), for the benefit of any person, and may otherwise secure in any manner its obligations with respect to indemnification and advancement of expenses, whether arising under this Article X or otherwise, to or for the benefit of any person, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article X.

(e) Effective Date - The limitation of liability provided in Section 1 of this Article X and the right to indemnification and advancement of expenses provided in Section 2 of this Article X shall apply to any action, or any failure to take action, occurring on or after January 27, 1987.

(f) Amendment - Notwithstanding anything herein contained to the contrary, this Article X may not be amended or repealed, and a provision inconsistent herewith may not be adopted, except by the affirmative vote of 75% of the members of the entire Board, except that, if the Nonprofit Corporation Law of 1972 or the Director's Liability Act is amended or any other statute is enacted so as to decrease the exposure of Board Members

to liability or to increase the indemnification rights available to Board Members, officers, or others, this Article X and any other provision of these Bylaws inconsistent with such decreased exposure of increased indemnification rights shall be amended automatically and without any further action on the part of members or officers to reflect such decreased exposure or to include such increased indemnification rights, unless such legislation expressly otherwise requires. Any repeal or modification of this Article X by the Board shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Board member of the Corporation or any right to indemnification from the Corporation for any action or any failure to take action occurring prior to the time of such repeal or modification.

(g) Severability. If for any reason, any provision of this Article X shall be held invalid, such invalidity shall not affect any other provision not held so invalid, and each such other provision shall, to the full extent consistent with law, continue in full force and effect. If any provision of this Article X shall be held invalid in part, such invalidity shall in no way affect the remainder of such provision, and the remainder of such provision, together with all other provisions of this Article X shall, to the full extent consistent with law, continue in full force and effect.

#### ARTICLE XI

Section 1. *Dissolution* - Upon the dissolution of the Corporation, the Board Members shall, after paying or making provision for the payment of all the liabilities of the Corporation, transfer all of the assets of the exclusively to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes shall at that time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 ( or the corresponding provision of any future U.S. Internal Revenue Law), as the Board shall determine at a special meeting called for such purpose.