

# **PHILADELPHIA SQUASH RACQUETS ASSOCIATION**

## **BY-LAWS**

### **ARTICLE I**

#### **OFFICES**

Section 1.1. The registered office shall be located at The Racquet Club, Box 15, 215 South 16th Street, Philadelphia Pennsylvania 19102.

Section 1.2. The Association may also have offices at such other places as the board of directors may from time to time determine or the business of the Association requires.

### **ARTICLE II**

#### **MEMBERS**

Section 2.1. There shall be three classes of members of the Association whose voting rights, if any, and other rights and interests shall be equal within each class. The classes shall be as follows:

A. Organizational: This class shall consist of organizations and clubs already enrolled as members and such other organizations and clubs as may from time to time be entitled, upon application, to representation and membership.

B. Administrative: This class shall consist of the President, Vice President for Men's Affairs, Vice President for Women's Affairs, Secretary, Treasurer, and the United States Squash Racquets Association Representative or Representatives. The immediate Past President of the Association shall be an ex officio administrative member, without vote.

C. Individual: This class shall consist of players and friends of the game of squash racquets upon invitation of organizational members or the board of directors and upon approval of the board of directors. No individual member shall have the right to vote matter.

Section 2.2. Proposals for organizational membership shall be made in writing to the Secretary, signed by the President and Secretary of the organization or club making application for membership, or by another duly authorized representative thereof, and thereupon the Secretary shall submit same to the organizational and administrative members. The vote of seventy-five percent (75%) of the organizational and administrative members entitled to vote at any regular or special meeting of the such members shall be necessary for election to organizational membership.

Section 2.3.

A. Each organizational member shall pay to the Treasurer each playing season annual dues or assessments, or both, in such amounts and payable at such times and by such methods of collection as the board of directors may prescribe, entitling such members to participation in inter-club play with one team, singles or doubles. An additional fee is required for each additional singles or doubles team. All such dues and fees are payable upon receipt of a bill from the Treasurer.

B. An administrative member shall not be required to pay dues if such member is also an individual member.

C. Each individual member shall pay to the Treasurer each playing season annual dues or assessments, or both, in such amounts and payable at such times and by such methods of

collection as the board of directors may prescribe. All such dues and assessments must be fully paid to qualify such members to compete on a team for an organizational member or in tournament play, to be officially ranked and to participate in such other association activities and benefits as may from time to time be provided.

Section 2.4. The board of Directors directors may make rules necessary to enforce the collection of all such dues or assessments, including provision for the termination of membership, upon reasonable notice, for non-payment of such dues or assessments and for reinstatement of membership.

Section 2.5. The right, if any, of a member of the Association to vote, and the right, title and interest of such member in or to the Association shall cease on the termination of membership. No member may transfer membership or any right arising therefrom.

### **ARTICLE III**

#### **MEETINGS OF MEMBERS**

Section 3.1. All meetings of the organizational and administrative members shall be held at the registered office or such other places as the board of directors may from time to time determine.

Section 3.2. The annual meeting of the organizational and administrative members shall be held each fiscal year on the second Tuesday in September or on such other date and at such time and place as the board of directors shall determine. If the annual meeting shall not be called and held within six months of the date specified in this section, any organizational or administrative member may call such meeting at any time thereafter.

Section 3.3. Written notice of the annual meeting of the organizational and administrative members specifying the place, date and hour of such meeting shall be given, at least five days prior to the meeting.

Section 3.4. Special meetings of the organizational and administrative members, for any purpose or purposes, other than those regulated by statute or by the articles of incorporation, may be called at any time by the President, or the board of directors, or ten (10%) percent of such members upon written request delivered to the Secretary of the Association. Upon receipt of any such request, it shall be the duty of the Secretary to fix the time of the meeting, which shall be held not more than sixty days thereafter. If the Secretary shall neglect or refuse to fix the date of the meeting, the person or persons calling the meeting may do so. There shall be at least one special meeting each year which shall be held on the second Tuesday in April or on such other date and at such time and place as the board of directors shall determine.

Section 3.5. Written notice of any special meeting of organizational and administrative members, stating the place, the date and hour and the general nature of the business to be transacted thereat, shall be given to each member of record entitled to vote thereat at such address as appears on the books of the Association, at least five days before such meeting, unless a greater period of notice is required by statute in a particular case.

Section 3.6. Business transacted at all special meetings shall be confined to the business stated in the call.

Section 3.7. A majority of the organizational and administrative members entitled to vote, present in person or represented by proxy, shall be necessary to constitute a quorum at all meetings of such members for the transaction of business, except as otherwise provided by

statute or by the articles of incorporation or by these by-laws. The members entitled to vote, for these purposes, at any annual or special meeting of the organizational and administrative members, shall consist of the following:

- A. One designated representative from each member organization:
- B. The President, Vice President for Men's Affairs, Vice President for Women's Affairs, Secretary and Treasurer of the Association; and
- C. The Representative or Representatives to the United States Squash Racquets Association.

Except as otherwise provided by statute or the articles of incorporation, each such member shall be entitled to one vote and the President shall be empowered to break a tie vote. If, however, any meeting of such members cannot be organized because a quorum has not attended, the members entitled to vote thereat, present in person or by proxy, shall have power, except as otherwise provided by statute, to adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of directors, such meeting may be adjourned only from day to day, or for such longer periods not exceeding fifteen days, each as a majority of the members, present in person or by proxy, shall direct, until such directors shall have been elected. At any adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 3.8. When a quorum is present or represented at any meeting, the vote of a majority of the members having voting powers, present in person or represented by proxy, shall decide any question brought before such meeting, unless the question is one which, by express

provision of statute or of the articles of incorporation or of these by-laws, a different vote is required in which case such express provision shall govern and control the decision of such question.

Section 3.9. Every member entitled to vote at a meeting of organizational and administrative members may authorize a person other than its designated representative to act for it by proxy, either to vote at a meeting or to sign a written consent. Every proxy shall be executed in writing by the member, or by its duly authorized attorney in fact, and filed with the Secretary of the Association. Each and every proxy shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until notice thereof has been given to the Secretary of the Association. No unrevoked proxy shall be valid after eleven months from the date of its execution, unless a longer time is expressly provided therein, but in no event shall a proxy be voted on after three years from the date of its execution. A proxy shall not be revoked by the death or incapacity of the maker unless, before the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the Secretary of the Association.

Section 3.10. The Secretary of the Association shall make, at least five days before each meeting of the organizational and administrative members, a complete list of the organizational members including their designated representatives, entitled to vote at the meeting, which list shall be kept on file at the office of the Secretary and shall be subject to inspection by any member during usual business hours. If at any such meeting the right of an organizational member to vote is challenged, the presiding officer shall require the complete list to be produced as evidence of the right of the person challenged to vote, and all persons who appear on such list as members entitled to vote may vote.

Section 3.11. In advance of any meeting of organizational and administrative members, the board of directors may appoint judges of election, who need not be members, to act at such meeting or any adjournment thereof. If judges of election be not so appointed, the presiding officer of any such meeting may, and on the request of any organizational and administrative member or his proxy shall, make such appointment at the meeting. The number of judges shall be one or three. If appointed at a meeting on the request of one or more organizational or administrative members or proxies, a majority of those members present and entitled to vote shall determine whether one or three judges are to be appointed. No person who is a candidate for office shall act as a judge. The judges of election shall do all acts required by Section 5762 of the Pennsylvania Nonprofit Corporation Law of 1988 (or any successor Act or provisions) and such acts as may be proper to conduct the election or vote with fairness to all members, and shall make a written report of any challenge or questions or matter determined by them and execute a certificate of any fact found by them, if requested by the presiding officer of the meeting or any member or his proxy. Any report or certificate made by them shall be prima facie evidence of the facts stated therein. If there be three judges of election, the decision, act or certificate of a majority shall be effective in all respects as the decision, act or certificate of all.

#### **PARTICIPATION IN MEETING BY TELEPHONE**

Section 3.12. One or more organizational or administrative members may participate in a meeting of the members by means of conference telephone or similar communications equipment which permits all persons participating in the meeting to hear each other. Members so participating shall be deemed present in person at the meeting.

## **INFORMAL ACTION BY MEMBERS**

Section 3.13. Except as otherwise provided in the articles of incorporation, any action required to be taken at a meeting of the organizational and administrative members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by a majority of the members who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the Association.

## **ARTICLE IV**

### **DIRECTORS**

Section 4.1. The number of directors which shall constitute the whole board shall be such number as the board of directors may determine, but not less than five. The President, Vice President of Men's Affairs, Vice President of Women's Affairs, Secretary and Treasurer of the Association shall simultaneously serve as the directors of the Association. Directors shall be natural persons of full age and need not be residents of Pennsylvania or members or the designated representatives of organizational members of the Association. Except as hereinafter provided in the case of vacancies, directors, other than those constituting the first board of directors, shall be elected by a majority of the organizational members, and each director shall be elected to serve until the next annual meeting of the members and until his successor is elected by the organizational members.

Section 4.2. Vacancies in the board of directors, including vacancies resulting from an increase in the number of directors constituting the whole board but excepting vacancies occurring in the position held by the President, Vice President, for Men's Affairs, Vice President for Women's Affairs, Secretary or Treasurer of the Association, shall be filled by a majority of the remaining members of the board though less than a quorum, and each person so elected shall



beta director until his successor is elected by the organizational members, who may make such election at the next annual meeting of such members or at any special meeting duly called for that purpose and held prior thereto.

Section 4.3. The business and affairs of the Association shall be managed by its board of directors which may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the articles of incorporation or by these by-laws directed or required to be exercised and done by the organizational members.

### **MEETINGS OF THE BOARD**

Section 4.4. The meetings of the board of directors may be held at such place within or without the Commonwealth of Pennsylvania as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.

Section 4.5. Except as otherwise provided by statute for the organizational meeting of initial directors named in articles of incorporation, the first meeting of each newly elected board may be held at the same place and immediately after the meeting at which such directors were elected and no notice need be given to the, newly elected directors in order legally to constitute the meeting; or it may convene at such time and place as may be fixed by the consent of a majority of all the directors.

Section 4.6. Regular meetings of the board may be held at such time and places as shall be determined from time to time, by consent of at least a majority of the board. Notice of each regular meeting of the board specifying the date, place and hour of the meeting shall be given each director at least 24 hours three (3) days before the meeting either personally or by telephone, facsimile, telegram., mail or e-mail.

Section 4.7. Special meetings of the board may be called by the President on 24 hours notice to each director, either personally or by telephone, facsimile, telegram or e-mail. Notice of a special meeting of the board may also be mail at least three (3) days before the meeting. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two directors. Notice of each special meeting of the board shall specify the date, place and hour of the meeting and need not state the general nature of the business to be conducted at such special meeting.

Section 4.8. At all meetings of the board 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, except as may be otherwise specifically provided by statute or by the articles of incorporation or by these by-laws. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting. It shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which such adjournment is taken.

### **COMMITTEES AND REPRESENTATIVES**

Section 4.9. The board of directors may, by action of a majority of the whole board, designate one or more committees, each committee to consist of one or more of the individual members of the Association. The board may designate one or more individual members of the Association as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee to the extent provided by the board or in the by-laws, shall have and may exercise all of the powers and authority of the board of directors, except that no such committee shall have any power or authority as to the following:

(i) the submission to the organizational members of any action requiring approval of such members; (ii) the filling of vacancies in the board of directors; (iii) the adoption, amendment or repeal of the by-laws; (iv) the amendment or resale rescission of any actions of the board; (v) action on matters committed by the by-laws or action of the board of directors to another committee of the board. In the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another individual member to act at the meeting in the place of any such absent or disqualified member.

Section 4.10. There shall be the following standing committees and representatives to be named by the board of directors at the time of the annual meeting of the organizational members, or at such other times deemed necessary.

A. **Ranking Committee:** This committee shall consist of at least three persons, one of whom shall be chairman of the committee, the chairman being selected from among the officers of the Association. It shall be the duties of the committee to:

1. At the termination of each playing season to rank no less than ten singles players and four doubles teams in the respective playing leagues, based upon the results of interclub play and tournament play sponsored by the Association or such other recognized squash racquets association, including the U.S.S.R.A.

2. To determine the qualifications of respective players of member organizations to compete on the several interclub leagues of the Association, and league tournaments, and to settle disputes thereon subject to the approval of the organizational members.

The rankings shall be furnished to the Secretary of the Association, who will then notify each organizational member no later than the annual meeting of such members.

**B. Scheduling Committee:** This committee shall consist of a chairman and such other members as he may appoint in order to make up the Inter-Club "Singles" and "Doubles" schedules. This committee shall have the schedules ready for distribution to the member clubs not later than one week prior to the commencement of play in the respective league. This committee shall at the annual meeting of the organizational and administrative members in September, suggest the locations for the various tournaments sponsored by the Association which shall then be subject to the approval of such members.

**C. Publicity Committee:** This committee shall consist of a chairman and such other members as he may appoint, and shall effectuate adequate publicity to all activities of the Association, including the results of the competitive matches of the representative teams or individuals of the Association.

**D. Tournament Committee:** This committee shall consist of a chairman and such other members as he may appoint. It shall be the duty of the committee to make the draw and preparations for all tournaments of the Association. The designated representative of the organization where a tournament is to be hosted automatically becomes a member of the committee and shall assist the chairman or his designates in making the draw and such necessary preparation as deemed advisable for that tournament. This committee shall have authority on matters concerning defaults, scheduling of matches, time of play, and collection of entry fees as shall be determined by the organizational members.

E. **Referees Committee:** This committee shall consist of a chairman and not less than two members selected by the chairman. It shall be their duty to provide referees for all tournaments sanctioned by the Association.

F. **Men's Committee:** This committee shall consist of a chairman and two members. It will be its duty to choose the representative players for the Lockett-Ketcham Cup Matches, national adult men's team matches and any other similar events. The committee shall have the power to request a play-off among individuals for places on teams should they deem it necessary, and shall appoint team captains for each event. The committee may make recommendations to the Scheduling Committee regarding dates and venues for adult men's tournaments. The committee may make recommendations to the Ranking Committee regarding the ranking and qualifications of adult male members. The committee may make recommendations to the board of directors on all matters pertaining to adult men's squash.

G. **Women's Committee:** This committee shall consist of a chairman and two members. It will be its duty to choose the representative players for the Howe Cup, national adult women's team matches and any other similar events. The committee shall have the power to request a play-off among individuals for places on teams should they deem it necessary, and shall appoint team captains for each event. The committee may make recommendations to the Selection Committee regarding dates and venues for adult women's tournaments. The committee may make recommendations to the Ranking Committee regarding the ranking and qualifications of adult women players. The committee may make recommendations to the board of directors on all matters pertaining to adult women's squash.

H. **Junior Committee:** This committee shall consist of a chairman and two members. It will be its duty to choose the representative players for junior national team matches and any similar events. The committee shall have the power to request a play-off among individuals for places on teams should the deem it necessary and shall appoint team captains for each event. The committee may make recommendations to the board of directors on all matters pertaining to junior squash.

I. **Nominating Committee:** This committee shall consist of three (3) individual members of the Association, each of whom shall represent a different organizational member. One of the members shall be designated as chairman of the committee. At least one (1) member of this committee shall be a man and at least one member shall be a woman. It shall be the committee's duty to nominate officers for the coming season. The report of this e committee shall be submitted in writing to the President and Secretary three weeks prior to the special meeting of organizational members in April, at which officers shall be elected each year. Any member of the Association in good standing shall have the privilege of being informed by the President of the contents of this report. Five or more organizational members may propose candidates for any or all of the elective offices other than those nominated by the Nominating Committee. Written notice of the proposal of such additional candidates must be given to the Secretary at least two weeks before the special meeting in April.

J. **Rules Committee:** This committee shall consist of the President of the Association, who will serve as its chairman, and such other members as he may appoint from the Ranking, Scheduling, Tournament and Referees Committees, or otherwise, and it shall, with the advice and consent of the organizational and administrative members at any duly called meeting thereof, promulgate rules for the conduct of inter-club, league and tournament play.

**K. Association Team Captain:** Association Team Captains shall represent the Association in whatever events the Association enters teams and shall have the following duties:

1. Notify the Secretary as to the location of any trophies won by the Association teams;
2. See Ensure that all trophies won are properly engraved and delivered to the location of the tournament the following year;
3. Send a written report to the Secretary giving the results of all tournaments in which Association teams participate, including complete individual scores; and
4. Select the positions on the team where each player is to play.

**L. Representatives to the United States Squash Racquets Association:** The Representative or Representatives to the United States Squash Racquets Association shall attend, on behalf of the Association, meetings of the United States Squash Racquets Association and shall represent the Association on all matters at such meetings. Such Representatives shall be appointed annually at the September meeting by the board of directors with the approval of a majority of the organizational members.

#### **PARTICIPATION IN MEETING BY TELEPHONE**

Section 4.11. One or more directors or other qualified persons may participate in a meeting of the board or of a committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and all persons so participating shall be deemed present at the meeting.

## **INFORMAL ACTION BY DIRECTORS OR COMMITTEES**

Section 4.12. Any action which may be taken at a meeting of the directors or of the members of a committee 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 or the members of the committee, as the case may be, and shall be filed with the Secretary of the Association.

## **ARTICLE V OFFICERS**

Section 5.1. The officers of the Association shall consist of a President, Vice President for Men's Affairs, Vice President for Women's Affairs, Secretary and Treasurer, to be elected by, but not necessarily from, the designated representatives of the organizational membership. The officers shall be natural persons of full age. At least forty percent (40%) of the officers shall be male and at least forty percent (40%) shall be female. They shall be elected by a majority vote of such membership for a term of one year at a special meeting of the organizational and administrative members to be held in April or at such other time as the board may set. No one may hold the same office for longer than three consecutive years.

Section 5.2. The duly elected President, Vice President for Men's Affairs, Vice President for Women's Affairs, Secretary and Treasurer, shall at the time of election be elected as well to the board of directors.

Section 5.3. The board of directors may also choose such other officers and assistant officers and agents as the needs of the Association may require who shall hold their offices for such terms and shall have such authority and shall perform such duties as from time to time shall be determined by action of the board.



Section 5.4. The officers of the Association shall hold office until their successors are chosen. Any officer or agent elected or appointed by the board of directors, may be removed by the board of directors whenever in its judgment the best interests of the Association will be served thereby. If the office of any officer or agent becomes vacant for any reason, the vacancy shall be filled by the board of directors except in the event of the absence or disability of such officer for a prolonged period of time, the organizational membership may in their discretion fill such vacancy during such absence or for the remainder of the term of office.

### **THE PRESIDENT**

Section 5.5. The President shall be the chief executive officer of the Association and shall be chairman of the board of directors; he shall preside at all meetings of the members, officers and directors, shall have general and active management of the business of the Association and shall see that all actions, orders and resolutions of the board and organizational and administrative membership are carried into effect. He shall oversee the performance of the respective duties of the other officers, committees and representatives. The President shall immediately upon his election, designate either the Vice President for Men's Affairs or the Vice President for Women's Affairs to exercise the duties and powers of the President in the event of his absence or disability.

Section 5.6. The President shall with the Secretary and Treasurer approve and thereafter the President shall execute all the written contracts and obligations of the Association, requiring a seal, under the seal of the Association, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the Association.

### **THE VICE PRESIDENT FOR MEN'S AFFAIRS**

Section 5.7. The Vice President for Men's Affairs shall perform such duties as the board of directors the organizational or administrative members may duly prescribe or the President may delegate to him.

### **THE VICE PRESIDENT FOR WOMEN'S AFFAIRS**

Section 5.8. The Vice President for Women's Affairs shall perform such duties as the board of directors or the organizational or administrative members may duly prescribe or the President may delegate to him.

### **THE SECRETARY**

Section 5.9. The Secretary shall conduct the correspondence and keep the records of the Association, shall issue calls for meetings of organizational and administrative members, shall keep a roll of membership, take charge of all papers belonging to the Association furnish all member organizations copies of the articles of incorporation and these by-laws and perform such other duties as may from time to time be required, attend all sessions of the board and all meetings of the members and record all the votes of the Association and the minutes of all the transactions in a book to be kept for that purpose. He shall give, or cause to be given, notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or President, under whose supervision he shall be. He shall keep in safe custody the corporate seal of the Association, and, when authorized by the board, affix the same to any instrument requiring it, and, when so affixed, it shall be attested by his signature or by the signature of the Treasurer or an Assistant Secretary. The Assistant Secretary, if any, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary.

## **THE TREASURER**

Section 5.10. The Treasurer shall have the custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in appropriate depositories as shall be designated by the board of directors. The Treasurer shall collect the dues and other revenue of the Association, pay all bills authorized by another office of the Association, keep the accounts and submit a report of the financial condition of the Association at the annual meeting of the organizational membership and a proposed budget for the ensuing year, and notify organizations of their election to membership in the Association upon certification of election by the Secretary. The Treasurer will also purchase prizes for competitions sponsored by the Association and have them suitably engraved. He shall perform such other duties as the board of directors may from time to time duly require. The Assistant Treasurer, if any, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer.

Section 5.11. If required by the board of directors, the Treasurer shall give the Association a bond in such sum, and with such surety or sureties as may be satisfactory to the board of directors, for the faithful discharge of the duties of his office and for the restoration to the Association, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Association.

## **ARTICLE VI**

### **FIXING RECORD DATE**

Section 6.1. The board of directors may fix a time, not more than seventy (70) days prior to the date of any meeting of organizational and administrative members or any adjournment thereof as a record date for the determination of the members entitled to notice of, and to vote at, any such meeting. In such case only organizational members of record and others entitled to vote on the date so fixed shall be entitled to notice of, and to vote at, such meeting, notwithstanding any increase or other change in membership on the books of the Association after any record date fixed as aforesaid. If no such record date is fixed, the record date for determining members entitled to notice of or vote at a meeting of members shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. The record date for determining members entitled to express consent or dissent to corporate action in writing without a meeting, where no prior action by the board of directors is necessary, shall be the day on which the first written consent or dissent is expressed. The record date for determining members for any other purpose shall be at the close of business on the day on which the board of directors adopts the resolution relating thereto.

**ARTICLE VII**  
**SUBVENTIONS**

Section 7.1. The Association shall be authorized by resolution of the board of directors to accept subventions from members or nonmembers on terms and conditions not inconsistent with statute, and to issue certificates therefor.

**ARTICLE VIII**  
**GENERAL PROVISIONS**  
**FINANCIAL REPORT TO MEMBERS**

Section 8.1. The directors of the Association shall present annually to the organizational members a report, the contents of which are prescribed in Section 5553 of the Pennsylvania Nonprofit Corporation Law of 1988 (or any successor Act or provisions), a copy of which report shall be filed with the minutes of the annual meeting of organizational members.

**CHECKS AND NOTES**

Section 8.2. All checks or demands for money and notes of the Association shall be signed by such officer or officers as the board of directors may from time to time designate.

**FISCAL YEAR**

Section 8.3. The fiscal year of the Association shall begin on the first day of July in each year.

**SEAL**

Section 8.4. The corporate seal shall have inscribed thereon the name of the Association, the year of its organization and the words "Corporate Seal, Pennsylvania". Said

seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

## NOTICES

Section 8.5. Whenever, under the provisions of the statutes or of the articles of incorporation or of these by-laws, notice is required to be given to any person, it may be given to such person either (i) personally, (ii) by sending a copy thereof by first class or express mail, postage prepaid; (iii) by telegram, charges prepaid; (iv) by overnight delivery service; (v) by e-mail; or (vi) by facsimile; in each case to his address (or number) appearing on the books of the Association or, in the case of directors, supplied by him to the Association for the purpose of notice. If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by the Pennsylvania Nonprofit Corporation Law of 1988 (or any successor Act or provisions). It shall be the duty of each member to update their contact information. Whenever any written notice is required to be given by statute or by the articles of incorporation or by these by-laws, 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 the equivalent of the giving of such notice. Except in the case of a special meeting of organizational members, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. 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.

## **RULES OF CONSTRUCTION**

Section 8.6. All references to gender in these by-laws shall include both the masculine and feminine unless the context requires otherwise. Words importing the singular shall be deemed to include the plural and vice versa.

## **INDEMNIFICATION**

Section 8.7. The Association shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (including actions by or in right of the Association to procure a judgment in its favor) by reason of the fact that he is or was a representative of the Association, or is or was serving at the request of the Association as representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees). Judgments, fines, and amounts paid in settlement actually and reasonably incurred, upon a determination in the specific case that such indemnification is proper in the circumstances because he has met the standard of conduct applicable in Section 5741 or Section 5742 of the Pennsylvania Nonprofit Corporation Law of 1988 (or any successor Act or provisions). The Association may purchase and maintain insurance for the purpose of indemnification on behalf of any or all persons to the full extent permitted under Section 5747 of the Pennsylvania Nonprofit Corporation Law of 1988 (or any successor Act or provisions).

## **ARTICLE IX**

### **AMENDMENTS**

Section 9.1. These by-laws may be altered, amended or repealed by the vote of the members entitled to vote thereon at any regular or special meeting duly convened after notice of

that purpose, or a two-thirds vote of all organizational and administrative members entitled to vote at any regular or special meeting duly convened.

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