

FULLERTON MEMORIAL PLAYGROUND AND ATHLETIC  
ASSOCIATION  
BY-LAWS

Articles I Offices

- 1.1 The registered office of the corporation shall be at Jefferson St. and Jordan Blvd, PO Box 66, Whitehall, PA.
- 1.2 The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the corporation may require.

ARTICLE II SEAL

- 2.1 The corporate seal shall have inscribed thereon the name of the corporation, the year of its incorporation and the words "Corporate Seal, Pennsylvania."

ARTICLES III MEMBERS

- 3.1 General membership in the organization shall consist of any person age eighteen (18) or older who is current in the payment of annual dues, subscribes whole heartedly to the stated objects and the principals of the organization and shall pay the amount of any initiation fee.
- 3.2 One parent or guardian of a child participating in or coaching any athletic or recreational program must be a general member of the corporation.
- 3.3 All coaches and assistant coaches must be a general member of the corporation, except for student coaches.
- 3.4 A general member shall have the right to attend any meetings of the Board of Directors and shall have the right to be heard, with the rules of parliamentary procedure, but shall not have the right to vote unless it be a meeting of the general membership.

- 3.5 The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable by the annual members.
- 3.6 The Board of Directors, by affirmative vote of two-thirds (2/3) of all the members of the board present may suspend or expel a member for just cause after an appropriate hearing, and may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of any dues or assessments.
- 3.7 Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds (2/3) of the members of the Board, reinstate such a former member of membership upon such terms as the Board of Directors may deem appropriate.
- 3.8 Membership in this corporation is not transferable or assignable.

#### ARTICLES IV MEETINGS OF MEMBERS

- 4.1 Meetings of the members shall be held at the FMPAA building or at such other place or places either within or without the Commonwealth of Pennsylvania, as may from time to time be fixed by the Board of Directors.
- 4.2 The annual meeting of the members shall be held on the second Wednesday of January in each year, if not a legal holiday and if a legal holiday, then on the next full business day following at 7:30pm unless otherwise specified, when they shall elect officers and directors of recreation and transact such other business may properly be brought before the meeting. If the annual meeting shall not be called and held within one month after the designated time, any member may call such meeting.
  - 4.2a The monthly meeting of the members shall be held on the second Wednesday of every month, if not a legal holiday and if a legal holiday, then on the next full business day. If the monthly meeting shall not be called and held within two months after the designated time, any member may call such meeting.

4.3 The commissioner and board members for each sport will be elected at the general membership meeting two months after the closing of the previous sport assigned. Each of the following divisions shall have a commissioner and two directors, Football, Baseball, Softball, Basketball, Cheering, Concession Stand, and Recreation. The Vice President will serve as the commissioner of Recreation.

4.3a Softball/Baseball nominations September, October, election November.

Football nominations December, January, election February.

Cheering nominations January, February, election March.

Basketball nominations July, August, election September.

Concession stand nominations November, December, election January.

4.4 Written notice of every meeting of the members, stating the time, place and object thereof, shall be given by or at the direction of the secretary to each member of record entitled to vote at the meeting at least ten days prior to the day named for the meeting, unless a greater period of notice is required by the statute in a particular case. If the secretary shall neglect or refuse to give notice of the meeting, the person or persons calling the meeting may do so.

4.5 A meeting of members duly called shall not be organized for the transaction of business, unless a quorum is present. The presence in person of ten (10) members including four (4) directors entitled to vote shall constitute a quorum at all meetings of the members for the transaction of business, except as may be otherwise provided by law. The members present may, except as otherwise provided by statute, 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, those who attend the second of such adjourned meetings, although less than a quorum for the purpose of acting upon such resolution of other matters, is given to each member of record entitled to vote at such second adjourned meeting at least ten (10) days prior to the named for the second adjourned meeting.

4.6 Every member of the corporation shall be entitled to one (1) vote. As long as they are a member in good standing, have paid their

- membership fee, and have attended at least three (3) monthly meetings. No member shall sell his or her vote for money or anything of value. Upon request of a member, the books or records of membership shall be produced at any regular or special meetings of the corporation. The right of a member to vote and his right, title and interest in or to the corporation or its property, shall cease on the termination of his membership.
- 4.7 Voting may be by any reasonable means determined by the Board of Directors. Elections for directors need not be by ballot, except upon demand made by a member at the election and before voting begins.
- 4.8 In advance of any meeting of members, the Board of Directors may appoint judges of election, to act at such meeting or adjournment thereof. If judges of election be not appointed, the presiding officer of any such meeting may, and on the request of any member shall make such appointment at the meeting. The number judges shall be one (1) or three (3). No persons who are a candidate for office shall act as judge.
- 4.9 Special meetings of the Board of Directors shall be held at the call of the president, or upon written request of any members of the Board of Directors or upon written request signed by ten percent (10%) of the members of the FMPAA. It shall be the duty of the secretary to fix the time of the meeting, which shall be held not more than five (5) days after receipt of the request. If the secretary shall neglect or refuse to fix the time of the meeting, the person or persons calling the meeting may do so. Business transacted at all special meeting shall be confined to the objects stated in the call and matters germane thereto.

## ARTICLE V DIRECTORS

- 5.1 The business and affairs of the corporation shall be managed by its Board of Directors with a minimum of ten (10) persons of full age and who shall be members of this corporation. Directors shall be appointed by commissioners and approved by the members at a meeting of members of this corporation and each director shall be elected for the term of one (1) year and shall serve until his or her successor shall be elected and qualify. The Board of Directors has

final authority pertaining to all matters for the good of the corporation with a seventy-five percent (75%) approval vote.

- 5.2 In addition to the powers and authority by these by-laws expressly conferred upon, the Board of Directors may exercise all such powers of the corporation and do all such lawful Incorporation, or by these by-laws directed or required to be exercised or done by the members. Directors may also be an officer of the corporation.
- 5.3 The meetings of the Board of Directors may be held at such times and at such place or places within this Commonwealth, or elsewhere, as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.
- 5.4 Written or personal notice of every meeting of the Board of Directors shall be given to each director at least three (3) days prior to the day named for the meeting.
  - 5.4a Under certain circumstances meetings may be held after phone contact of directors by President. All executive members, commissioners, and directors must be present for emergency meetings.
- 5.5 A minimum of eight (8) 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.
- 5.6 The Board of Directors may, by resolution adopted by a minimum of eight (8) directors in office, establish one (1) or more committees to consist of one (1) or more directors of the corporation. Any such committee, to the extent provided in the resolution of the Board of Directors 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:
  - (a) The submission to members of any action required by statute to be submitted to the members for their approval.
  - (b) The filling of vacancies in the Board of Directors.
  - (c) The adoption, amendment or repeal of the By-Laws.
  - (d) The amendment or repeal of any resolution of the Board.

- (e) Action on matters committed by the By-Laws or resolution of the Board of Directors to another committee of the Board.
- 5.7 The Board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not he or she or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. Each committee of the Board shall serve at the pleasure of the Board.
- 5.8 The entire Board of Directors, or any individual director, may be removed from office with justifiable cause by the vote of members entitled to cast at least a majority of the votes which all members present would be entitled to cast at any annual or other regular election of the directors or of such class of directors. In case the board of such a class of the board of any one or more directors are so removed, new directors may be elected at the same meeting.
- 5.9 The Board of Directors may declare vacant the office of a director if declared of unsound mind by an order of court or is convicted of felony or if within sixty (60) days after notice of his/her selection, he/she does not accept such office either in writing or by attending a meeting of the Board of Directors and fulfill such other requirements of qualification as the by-laws may specify.

## ARTICLE VI OFFICERS

- 6.1 The executive officers of the corporation shall be elected by the general membership and shall consist of President, Vice President, Secretary, and Treasurer. Commissioners and Directors as the needs of the corporation may require. Offices of president, vice president, secretary, and treasurer must be held by separate individuals. All elected officers shall be natural persons of full age.

The treasurer, however, may be a corporation, but if a natural person, shall be of full age. They shall hold their offices for a term of one (1) year and shall have such authority and shall perform such duties as are

provided by the by-laws and as shall from time to time be prescribe by the Board of Directors.

The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise.

Nominations for the office of President, Vice President, Secretary, and Treasurer will be accepted from September 1, up to and including the regular monthly meeting in November. Nominations will be closed after November's meeting. Nominees present will accept or deny at that time. If not present, nominee will be informed by the secretary and the nominee will at that time accept or deny the nomination. Election will be held at the regular monthly meeting in December and the elected officers will take office January 1.

- 6.2 Any officer or agent may be removed by the Board of Directors whenever in it's judgment the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed. See 5.1 for quorum rules.
- 6.3 The president shall be the chief officer of the corporation, he/she shall preside at ALL meetings of the members and directors, he/she shall have general and active management of the affairs of the corporation, shall see that all orders and resolutions of the Board are carried into effect, subject however to the right of the directors to delegate any specific powers, except such as may b by statute exclusively conferred on the president, to any other officer or officers of the corporation. He/She shall execute bonds, mortgages, and other documents requiring a seal, under the seal of the corporation. He/She shall be EX-OFFICIO a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of the president. And must submit an operating budget for FMPAA.
- 6.4 The vice president shall act in all cases for and, as the president in the latter's absence or incapacity and shall perform such other duties as commissioner of recreation. He/she shall be present all monthly meetings.

- 6.5 The secretary shall attend all sessions of the Board and all meetings of the members and act as clerk thereof, and record all the votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. He/She shall give or cause to be given, notice of all meetings to the members and the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or the president, under whose supervision he/she shall be. He/She shall keep in safe custody the corporate seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it. Keep up to date rosters of FMPAA membership and outstanding dues.
- 6.6 The treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep all monies of the corporation. He/She shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meetings of the Board for whenever they may require it, an account of all his/her transactions as treasurer and of the financial condition of the corporation. He/She shall be present at all monthly meetings.
- 6.7 The commissioners of sports, under direction of the President, who has final authority, shall be in charge of the assigned sport. He/She shall show financial and operating expenses and responsibility for such. He/She shall be responsible for coaching assignments and represent the sport at all legal meetings. He/She shall be responsible for the maintenance and control of all equipment. He/She shall nominate directors for approval of the general membership. He/She shall attend all monthly meetings. \*A \$100 fine will be imposed to each sport if there is no representation at a monthly meeting. This money to be put in a special fund used for scholarships, deaths, etc. \*\*The commissioner in his/her absence may appoint someone to attend monthly meetings. \*amended 3/22/03 \*\*amended 4/17/04
- 6.8 General members shall pay dues, attend meetings as often as requested, serve on committees as requested and support the

corporation in all activities and encourage friends to become part of the FMPAA.

- 6.9 Head coaches shall be responsible for collecting and recording all money due from his team members and turning it into the treasurer. Encourage parents to support the FMPAA in all activities. Distribute and collect all uniforms and keep appropriate record to insure the return of all equipment. Maintain self-discipline and team discipline in an effort to represent the corporation in a sportsmanlike manner. Violation of any of the above is grounds for removal or revocation of coach's good standing.
- 6.10 Chairman of committees shall be responsible for collecting and recording all money due any FMPAA even or fundraising. Shall submit a report of each event or finding and submit a proposed budget for any events.

#### ARTICLE VII FINANCIAL AND OPERATING GUIDELINES

- 7.1 The president shall submit to this board for approval a budget covering general fund expenditures and income. The budget shall be presented at the January meeting and include the period from January to December. The budget shall cover all operating expenses of the FMPAA, controlled property and buildings, and any capital improvements. ALL CHECKS BY THE FMPAA shall be signed by two authorized officers.  
Any expenditure in excess of five hundred dollars (\$500) from general fund MUST be approved by the Board of Directors.
- 7.2 The commissioners of each sport shall submit to the board for approval a budget and an income and fundraising program at least two months before the signups for the sport. Each commissioner shall collect all income and approve all bills for the assigned sport.
- 7.3 The vice president should be responsible for the recording usage, rental, and allocations of playground buildings. The vice president shall collect al income and approve all bills for assigned recreation programs. The vice president and commissioners my delegate responsibility for performing duties of his or her sport or recreation to committees or individuals.

- 7.4 Each sport shall raise at least enough money to pay all the costs associated with the sport and contribute ten percent (10%) of its net profit from fundraisers to the general fund of the corporation. Fundraisers include ticket sales for chances, games, etc.; food or product sales; program patrons an advertisement; bowl a thons and softball tournaments; and similar activities. All fundraising must be done during active season with exception of sign-up fundraiser. Softball/Baseball active season March 1<sup>st</sup> to July 31<sup>st</sup>. Football active season August 1<sup>st</sup> to December 31<sup>st</sup>. Cheering active season August 1<sup>st</sup> to December 31<sup>st</sup>. Basketball active season November 1<sup>st</sup> to March 31<sup>st</sup>. All monies must be turned in within fourteen (14) days of end of season.
- 7.5 Recreation shall raise at least enough money to pay for the cost associated with recreation programs and contribute forty percent (40%) of its net profit from playground rental income and ten percent (10%) of fundraisers, video game income, etc. to the general fund of the corporation.
- 7.6 If a sport or recreation program does not raise enough money to cover its expenses, its ten percent (10%) assessment of fundraisers, the deficiency will be borne by the general fund. The deficient sport or recreational program will be required to make up the deficiency during the following season and must include this in its proposed budget an fundraising plan. If a sport or recreation program raises money in excess of its expenses and assessments, it will receive credit for fifty percent (50%) of the excess in its following season and may include this amount in its financial plans.
- 7.7 All expenses should be fairly allocated to the sports and recreation for the expenses by the treasurer on the basis of the estimated percentage of responsibility for each sport or recreation expense. Those expenses associated only with the general operation of the corporation shall be allocated to the general fund. The source of income for the general fund shall be the township allotments, forty percent (40%) of rental income of playground buildings, ten percent (10%) assessment of net income from fundraisers, general fundraisers and membership dues. Each player on an athletic team or recreational program shall have a

- parent or guardian who is a member of the corporation. Members are encouraged to support all the sponsored programs.
- 7.8 The township allotment for grass cutting shall go into the general fund but shall be earmarked for grass cutting expenses, when necessary.
- 7.8a Baseball, Cheering, Football, Recreation, Softball and general fund will be responsible for any excess expenses above the grass cutting allotment or non allotment from the township, also including garbage, and general maintenance expenses.
- 7.9 If the general fund is insufficient to cover general expenses, the uncovered amount at the end of the presidents term will be allocated by the board to each of the sports or recreational program by increasing the ten percent (10%) assessments of net fundraising income for the following year by an amount necessary to eliminate the excess expenses and to cover any anticipated increased general expenses. If there is a surplus in the general fund at the end of the presidents term, all or part of the money will be allocated by the board to the sports by decreasing the ten percent (10%) assessments for the following year and/or retaining part or all of the excess in the general fund.
- 7.10 A banquet or other awards event may be held for all sports, or the each sport. If each sport holds its own program it will be responsible to cover all the expenses of the event. If an All Sports Banquet is held, a banquet committee will be appointed by the president. The committee will be responsible for financing such an event and may require each sport to contribute a fair share of the costs for awards and other expenses.
- 7.11 Money received from other contributors will be credited in the sport in season or to the general fund, banquet, or specific purpose designated by the contributor.
- 7.12 The handling of financial transactions and allocations not covered in the by-laws will be determined by the board.

## ARTICLE VIII VACANCIES

- 8.1 If the office of any agent, one or more, becomes vacant for any reason. A special meeting shall be held for nominations and elections to fill vacancies. They shall hold office for the unexpired term in which such vacancy occurred.
- 8.2 Any officer on the Board of Directors, or the Executive Board who chooses to resign must do so in writing and it will be approved or declined by the remaining officers and board members. Once a resignation is accepted with a two (2) week notice it becomes final. The only way to be reinstated is by the following years election.

#### ARTICLE IX INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

- 9.1 This corporation shall indemnify any director or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to or who is called as a witness in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal administrative or investigative, including an action by or in the right of the corporation, by reason of the fact that he/she is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee or agent 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 by him/her in connection with such action, suit or proceeding unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.
- 9.2 The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VIII shall not be deemed exclusive or any other rights to which those seeking indemnification or advancement of expenses may be entitled under any by-law, agreement, contract, vote of members or disinterested directors or pursuant to the direction, howsoever embodied, of any court of competent jurisdiction or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. It is the policy of this corporation that indemnification of, and advancement of expenses to, directors an officers of this corporation

shall be made to the fullest extent permitted by law. To this end, the provisions of the Article VIII shall be deemed to have been amended for the benefit of directors and officer of this corporation effective immediately upon any modification of the Business Corporation Law of the commonwealth of Pennsylvania (the “BCL”) or the Directors’ Liability act of the Commonwealth of Pennsylvania (the “DLA”) which expands or enlarges the power of obligating of corporations organized under the BCL or subject to the DLA to indemnify, or advance expenses to, directors and officers of this corporation.

- 9.3 This corporation shall pay expenses incurred by an officer or director, and may pay expenses incurred by an employee or agent, in defending a civil or criminal action, suit or proceeding in advance of the final disposition or such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by this corporation.
- 9.4 A contract shall exist between this corporation and its officers and directors with respect to indemnification and advancement of expenses as provided by this Article VIII and as otherwise provided by applicable law.

#### ARTICLES X BOOKS AND RECORDS

- 10.1 The corporation shall keep an original and duplicate record of the proceedings of the members and of the directors, the original or a copy of its by-laws, including all amendments or alterations thereto to date, certified by the secretary of the corporation, and an original or a duplicate membership register, giving the names of the members, their respective addresses and the class and other details of the membership of each. The corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the corporation in this commonwealth or at its principal place of business wherever situated.
- 10.2 Every member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney during usual business hours and for any proper purpose, the membership register, books or records of account, and records of the

proceedings of the members and directors, and make copies or extracts there from. A proper purpose shall mean a purpose reasonably related to the interest of such a person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing, which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the corporation at its registered office in this commonwealth or at its principal place of business. Any expenses incurred by the corporation in meeting this request shall be the responsibility of the person making the request.

## ARTICLE XI TRANSACTION OF BUSINESS

- 11.1 The corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property unless authorized by a vote of two-thirds (2/3) of the members in office of the Board of Directors, except that whenever there are twenty-four (24) directors, the vote of a majority of the members in office shall be sufficient. Unless otherwise restricted in these by-laws, no vote or consent of the members shall be required to make effective such action by the board. If the real property is subject to a trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.
- 11.2 Whenever the lawful activities of the corporation involve, among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the members, directors or officers of the corporation.
- 11.3 All checks or demands for money and notes of the corporation shall be signed by two officers of the Executive Board.

## ARTICLE XII ANNUAL REPORT

12.1 The Board of Directors shall present annually, at November's monthly meeting, to the members a report, verified by the president or treasurer or by a majority of the directors, showing in appropriate detail the following:

- a. The assets and liabilities, including trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
- b. The principal changes in assets and liabilities, including trust, funds, during the year immediately preceding the date report.
- c. The revenue of receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
- d. The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
- e. The number of members of the corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

This report shall be filed with the minutes of the meeting of members.

### ARTICLE XIII NOTICES

13.1 Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by e-mail or fax, to his address appearing on the books of the corporation, or, in the case of directors, supplied by him to the corporation for the purpose of notice. If the notice is sent by mail or by e-mail or fax, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with an internet service 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 statute or these by-

laws. When a special meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

- 13.2 Whenever any written notice is required to be given under the provisions of the statute or under the Articles or by-laws of this corporation, a waiver thereof in writing, signed by person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of members, such waivers of notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

#### ARTICLE XIV MISCELLANEOUS PROVISIONS

- 14.1 The fiscal year of the corporation shall be the calendar year.
- 14.2 One or more persons may participate in a meeting of the board or of the members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this article shall constitute presence in person at such meeting.

#### ARTICLE XV AMENDMENTS

- 15.1 Any amendments, supplements or revisions to these by-laws shall be adopted by a majority vote of those present at a general membership meeting, however, notice of the proposed amendment, supplement or revision must be proposed at a general membership meeting and voted on at the next general membership meeting.

These by-laws were amended 10/2002.

Upon the dissolution of the corporation or the organization, the Board of Directors or governing staff shall, after paying or making provisions for the payment of all of the liabilities of the corporation or organization, dispose of all of the assets of the corporation or organization exclusively for the purposes of the corporation or organization in such a manner or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s). Under section 501 © (3) of the Internal Revenue Code of 1954 (or corresponding) provision of any future United States Internal Revenue Law, as the Board of Directors or governing staff shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation or organization is then located, exclusively for such purposes as said Court shall determine, which are organized and operated exclusively for such purposes.

