

CHESTNUT HILL YOUTH SPORTS CLUB

BY-LAWS
(AS AMENDED ON 5/12/08)

ARTICLE I PURPOSES

THE CORPORATION (FORMERLY KNOWN AS THE “CHESTNUT HILL FATHERS CLUB”) IS ORGANIZED FOR CHARITABLE AND EDUCATIONAL PURPOSES, AND FOR THE ORGANIZATION, DEVELOPMENT AND CONDUCT OF SPORTS PROGRAMS FOR CHILDREN RESIDING IN THE CHESTNUT HILL AREA FOR PURPOSES OF THESE BY-LAWS, THE CHESTNUT HILL AREA INCLUDES OTHER AREAS PROXIMATE TO CHESTNUT HILL AS DEEMED APPROPRIATE BY THE BOARD OF DIRECTORS.

ARTICLE II MEMBERSHIP AND DUES

- A. PERSONS ELIGIBLE FOR MEMBERSHIP SHALL BE
- (1) ANY PARENT, GUARDIAN OR PERSON IN LOCO PARENTIS, OF A CHILD OR CHILDREN RESIDING IN THE CHESTNUT HILL AREA, WHO ENROLLS ONE OR MORE OF HIS OR HER CHILDREN IN ANY PROGRAM OF THE CORPORATION, OR
 - (2) ANY PERSON WHO DEMONSTRATES AN ACTIVE INTEREST, THROUGH ACTUAL PARTICIPATION, IN THE ACTIVITIES OF THE CORPORATION.
- B. ANY ELIGIBLE PERSON WHO HAS PAID THE REQUIRED MEMBERSHIP DUES SHALL BE A MEMBER OF THIS CORPORATION.
- C. A MEMBER OF THE CORPORATION SHALL AUTOMATICALLY BE DEEMED TO BE A VOTING MEMBER.
- D. MEMBERSHIP DUES AND FEES FOR PROGRAMS SHALL BE SET BY THE BOARD OF DIRECTORS.

ARTICLE III BOARD OF DIRECTORS

- A. THE BUSINESS AND AFFAIRS OF THE CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS CONSISTING OF NOT LESS

THAN FIFTEEN (15) NOR MORE THAN TWENTY-SEVEN (27) MEMBERS OF THE CORPORATION.

- B. EACH DIRECTOR SHALL SERVE A TERM OF THREE (3) YEARS, WHICH SHALL BEGIN ON JANUARY 1 OF THE YEAR FOLLOWING HIS OR HER ELECTION, FOR OVERLAPPING TERMS, IN SUCH MANNER THAT THE TERMS OF OFFICE OF AT LEAST FIVE (5) DIRECTORS, BUT NO MORE THAN NINE (9) DIRECTORS, SHALL EXPIRE EACH YEAR. DIRECTORS MAY BE ELECTED TO CONSECUTIVE TERMS.

FOR PURPOSES OF IMPLEMENTING THE CHANGES IN ARTICLE III PERTAINING TO AN INCREASE IN THE TERM OF BOARD SERVICE FROM TWO YEARS TO THREE YEARS, THOSE DIRECTORS WHOSE TERMS EXPIRE IN 2006 SHALL BE ELIGIBLE FOR ELECTION TO A THREE YEAR TERM THAT WILL BEGIN ON JANUARY 1, 2007. THOSE DIRECTORS WHOSE TWO YEAR TERMS EXPIRE IN 2007 SHALL CONTINUE AS DIRECTORS THROUGH 2007, AND SHALL BE ELIGIBLE FOR ELECTION TO A THREE YEAR TERM THAT WILL BEGIN ON JANUARY 1, 2008.

- C. THE DIRECTORS SHALL BE ELECTED AT THE NOVEMBER MEMBERSHIP MEETING BY A VOTE OF A MAJORITY OF THE MEMBERS PRESENT.
- D. THE BOARD OF DIRECTORS AT THE NOVEMBER MEETING OF THE MEMBERS SHALL DETERMINE HOW MANY DIRECTORS SHALL BE ELECTED. NO MORE THAN ONE-THIRD OF THE MAXIMUM NUMBER OF DIRECTORS SHALL BE ELECTED FOR ANY THREE YEAR TERM.
- E. THE BOARD OF DIRECTORS SHALL HAVE THE POWER TO FILL VACANCIES OF THE BOARD OCCURRING DURING A TERM BY A MAJORITY VOTE OF THE REMAINING MEMBERS OF THE BOARD.
- F. ANY MEMBER OF THE CORPORATION MAY NOMINATE A CANDIDATE FOR BOARD MEMBERSHIP.
- G. IN ADDITION TO THE POWER EXPRESSLY CONFERRED UPON THEM BY ARTICLE III(E) PERTAINING TO FILLING VACANCIES IN THE BOARD RESULTING FROM INCAPACITY, DEATH, RESIGNATION OR REMOVAL OF A DIRECTOR, THE BOARD OF DIRECTORS MAY FROM TIME TO TIME, BY A VOTE OF TWO-THIRDS OF THE DIRECTORS IN OFFICE, ELECT DIRECTORS TO FILL BOARD OPENINGS NOT FILLED BY ELECTION TO A THREE YEAR TERM AT EITHER OF THE TWO PREVIOUS NOVEMBER MEMBERSHIP MEETINGS. THE TERM OF ANY DIRECTOR SO ELECTED TO FILL ANY SUCH BOARD OPENING SHALL EXTEND UNTIL THAT POINT IN TIME WHEN THE TERM WOULD HAVE EXPIRED HAD THAT DIRECTOR'S ELECTION TO A THREE YEAR TERM OCCURRED AT THE NOVEMBER

MEMBERSHIP MEETING WHERE THE OPENING RESULTED DUE TO THE POSITION NOT HAVING BEEN FILLED BY ELECTION.

ARTICLE IV OFFICERS

- A. THE EXECUTIVE OFFICERS OF THE CORPORATION SHALL BE CHOSEN BY THE BOARD OF DIRECTORS AFTER THE NOVEMBER MEETING OF THE MEMBERSHIP AND PRIOR TO JANUARY 1 OF THE FOLLOWING YEAR. THE EXECUTIVE OFFICERS SHALL BE A PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER AND SUCH OTHER OFFICERS AND ASSISTANT OFFICERS AS DESIGNATED BY THE BOARD OF DIRECTORS. THEY SHALL HOLD OFFICE FOR A TERM OF ONE YEAR, MAY BE REELECTED TO CONSECUTIVE TERMS, AND SHALL HAVE SUCH AUTHORITY AND SHALL PERFORM SUCH DUTIES AS ARE PROVIDED BY THE BY-LAWS AND AS DETERMINED BY THE BOARD OF DIRECTORS.
- B. ANY OFFICER, DIRECTOR, COACH, OFFICIAL OR AGENT OF THE CORPORATION MAY BE REMOVED OR SUSPENDED BY A MAJORITY VOTE OF THE BOARD OF DIRECTORS WHENEVER, IN ITS JUDGMENT, THE BEST INTERESTS OF THE CORPORATION SHALL BE SERVED THEREBY. ANY PERSON WHO MAY BE THE SUBJECT OF A BOARD VOTE TO REMOVE OR SUSPEND SHALL, PRIOR TO ANY SUCH VOTE, BE PROVIDED THE OPPORTUNITY TO PERSONALLY APPEAR BEFORE THE BOARD AND PRESENT ARGUMENTS AGAINST REMOVAL OR SUSPENSION. NOTHING SET FORTH IN THIS PARAGRAPH SHALL PRECLUDE A LEAGUE COMMISSIONER AND/OR THE PRESIDENT FROM REMOVING, SUSPENDING OR OTHERWISE SANCTIONING OR DISCIPLINING A COACH OR PLAYER PURSUANT TO THE CORPORATION'S RULES FOR THE CONDUCT OF ITS PROGRAM PARTICIPANTS, SUBJECT TO THE REQUIREMENT THAT ANY ACT OF REMOVAL OR SUSPENSION MUST BE PROMPTLY COMMUNICATED TO THE BOARD FOR ITS CONSIDERATION.
- C. THE PRESIDENT SHALL BE THE CHIEF EXECUTIVE OFFICER OF THE CORPORATION. HE OR SHE SHALL PRESIDE AT THE MEETINGS OF THE BOARD OF DIRECTORS AND OF THE MEMBERS. THE PRESIDENT SHALL MANAGE THE BUSINESS OF THE CORPORATION AND SHALL SEE THAT ALL ORDERS AND RESOLUTIONS OF THE BOARD OF DIRECTORS ARE CARRIED OUT, SUBJECT, HOWEVER, TO THE RIGHT OF THE BOARD OF DIRECTORS TO DELEGATE ANY SPECIFIC POWERS TO ANOTHER OFFICER OR OFFICERS OF THE CORPORATION. THE PRESIDENT SHALL EXECUTE CONTRACTS, AGREEMENTS, AND OTHER DOCUMENTS UNDER THE SEAL OF THE CORPORATION AND SHALL BE AN EX OFFICIO MEMBER OF ALL COMMITTEES AND SHALL HAVE THE GENERAL POWERS OF SUPERVISION AND MANAGEMENT USUALLY VESTED IN THE

OFFICE OF THE PRESIDENT, INCLUDING THE AUTHORITY TO APPOINT LEAGUE COMMISSIONERS.

- D. THE VICE-PRESIDENT SHALL ACT AS THE PRESIDENT IN THE LATTER'S ABSENCE OR INCAPACITY, AND SHALL PERFORM SUCH OTHER DUTIES AS HE OR SHE MAY BE REQUIRED TO DO FROM TIME TO TIME.
- E. THE SECRETARY SHALL ATTEND ALL MEETINGS OF THE BOARD AND THE MEMBERSHIP, ACT AS CLERK THEREOF, RECORD ALL VOTES OF THE CORPORATION AND KEEP MINUTES OF ALL ITS DECISIONS AND ACTIONS IN A BOOK TO BE KEPT FOR THAT PURPOSE. THE SECRETARY SHALL GIVE, OR CAUSE TO BE GIVEN, NOTICE OF ALL MEETINGS OF THE BOARD OF DIRECTORS, AND SHALL PERFORM SUCH OTHER DUTIES AS MAY BE PRESCRIBED BY THE BOARD OF DIRECTORS OR PRESIDENT. THE SECRETARY SHALL KEEP IN SAFE CUSTODY THE SEAL OF THE CORPORATION, AND WHEN AUTHORIZED BY THE BOARD, AFFIX THE SEAL TO ANY INSTRUMENT REQUIRING IT.
- F. THE TREASURER SHALL HAVE CUSTODY OF THE CORPORATE FUNDS AND SECURITIES AND SHALL KEEP FULL AND ACCURATE ACCOUNTS OF RECEIPTS AND DISBURSEMENTS IN BOOKS OF THE CORPORATION. THE TREASURER SHALL KEEP THE MONEYS OF THE CORPORATION IN A SEPARATE ACCOUNT OR ACCOUNTS TO THE CREDIT OF THE CORPORATION. THE TREASURER 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, OR WHENEVER THEY MAY REQUIRE IT, AN ACCOUNT OF ALL TRANSACTIONS AS TREASURER AND OF THE FINANCIAL CONDITION OF THE CORPORATION. IN THE EVENT THE BOARD SHALL DECIDE, IN ITS DISCRETION, TO DIRECT THAT AN AUDIT OF THE CORPORATION'S BOOKS BE CONDUCTED, THE TREASURER SHALL REPORT THE RESULTS OF THE AUDIT TO THE BOARD WITHIN THREE (3) MONTHS OF COMPLETION.

ARTICLE V COMMITTEES

A. STANDING COMMITTEES

THE STANDING COMMITTEES OF THE CORPORATION AND THEIR COMPOSITION SHALL BE AS FOLLOWS:

- (1) THE BY-LAWS COMMITTEE, WHICH SHALL CONSIDER AND REPORT UPON SUCH ORGANIZATIONAL MATTERS THAT ARE REFERRED TO IT BY THE DIRECTORS. THE COMMITTEE CHAIR SHALL BE APPOINTED BY THE PRESIDENT.

ONLY BOARD MEMBERS CAN SERVE ON A STANDING COMMITTEE.

B. AD HOC AND SPECIAL COMMITTEES

THE PRESIDENT MAY ESTABLISH SUCH AD HOC AND SPECIAL COMMITTEES, WITH THE APPROVAL OF THE DIRECTORS, AS SHALL BE REQUIRED TO CONDUCT THE CORPORATION'S BUSINESS. THE CHAIR OF EACH SUCH COMMITTEE SHALL BE APPOINTED BY THE PRESIDENT. ANY SUCH COMMITTEE NEED NOT BE COMPOSED ENTIRELY OF BOARD MEMBERS.

THE PRESIDENT MAY APPOINT A MEMBER OF THE CORPORATION TO SERVE AS THE CORPORATION'S REGISTRAR. SUCH APPOINTEE, WHO MAY BE ASSIGNED BY THE PRESIDENT TO PERFORM DUTIES PERTAINING TO THE COLLECTION OF ANNUAL DUES AND FEES AND KEEPING RECORDS OF THE MEMBERSHIP, SHALL BE SUBJECT TO APPROVAL BY THE VOTE OF A MAJORITY OF THE BOARD OF DIRECTORS.

ARTICLE VI MEETINGS OF THE BOARD OF DIRECTORS

- A. THE ANNUAL MEETING OF THE BOARD OF DIRECTORS SHALL BE HELD AFTER THE NOVEMBER MEETING OF THE MEMBERSHIP AND BEFORE JANUARY 1 OF THE FOLLOWING YEAR.
- B. ADDITIONAL MEETINGS OF THE BOARD OF DIRECTORS MAY BE HELD AS DETERMINED BY THE DIRECTORS.
- C. NOTICE OF EVERY MEETING OF THE BOARD OF DIRECTORS SHALL BE GIVEN TO EACH DIRECTOR AT LEAST ONE (1) DAY PRIOR TO THE DATE OF THE MEETING.
- D. A MAJORITY OF THE DIRECTORS IN OFFICE SHALL BE NECESSARY TO CONSTITUTE A QUORUM FOR THE TRANSACTION OF BUSINESS, AND THE ACTS OF A MAJORITY OF THE DIRECTORS PRESENT AT A MEETING AT WHICH A QUORUM IS PRESENT SHALL BE THE ACTS OF THE BOARD OF DIRECTORS. ANY ACTION WHICH MAY BE TAKEN AT A MEETING OF THE DIRECTORS MAY BE TAKEN WITHOUT A MEETING IF THE CONSENT OR CONSENTS IN WRITING SETTING FORTH THE ACTION SO TAKEN SHALL BE SIGNED BY A MAJORITY OF THE DIRECTORS IN OFFICE AND FILED

WITH THE SECRETARY OF THE CORPORATION.

- E. A SPECIAL MEETING OF THE BOARD OF DIRECTORS SHALL BE CALLED BY THE BOARD, WITHIN A REASONABLE PERIOD, AT A TIME AND PLACE TO BE DESIGNATED BY THE EXECUTIVE OFFICERS OF THE CORPORATION, AFTER RECEIPT BY ANY DIRECTOR OF A WRITTEN PETITION SIGNED BY TEN (10) MEMBERS REQUESTING THE SCHEDULING OF A SPECIAL BOARD MEETING AND SETTING FORTH THE ISSUE(S) TO BE THE SUBJECT OF THE SPECIAL MEETING. ANY ISSUE(S) THAT ARE SET FORTH IN THE WRITTEN PETITION SHALL BE INCLUDED ON THE AGENDA OF THE SPECIAL BOARD MEETING.

ARTICLE VII MEETINGS OF MEMBERSHIP

- A. REGULAR MEETINGS OF MEMBERS SHALL BE HELD ON THE SECOND MONDAY OF MAY AND NOVEMBER OF EACH YEAR, OR ON SUCH OTHER DAY DURING THESE MONTHS AS THE BOARD OF DIRECTORS SHALL PROVIDE BY AT LEAST TEN (10) DAYS PRIOR WRITTEN NOTICE. THE MEMBERS PRESENT AT ANY MEMBERSHIP MEETING SHALL CONSTITUTE A QUORUM FOR THE CONDUCT OF BUSINESS. THE ACTS OF A MAJORITY OF THE MEMBERS PRESENT AT A MEETING SHALL BE THE ACTS OF THE MEMBERSHIP.
- B. SPECIAL MEMBERSHIP MEETINGS SHALL BE CALLED BY THE BOARD WITHIN A REASONABLE PERIOD, AT A TIME AND PLACE TO BE DESIGNATED BY THE EXECUTIVE OFFICERS OF THE CORPORATION, AFTER RECEIPT BY THE PRESIDENT OF A WRITTEN PETITION SIGNED BY TEN (10) MEMBERS REQUESTING THE SCHEDULING OF A SPECIAL MEMBERSHIP MEETING AND SETTING FORTH THE ISSUE(S) TO BE THE SUBJECT OF THE SPECIAL MEETING. THE BOARD SHALL PROVIDE AT LEAST TEN (10) DAYS PRIOR WRITTEN NOTICE TO THE MEMBERSHIP OF ANY SPECIAL MEMBERSHIP MEETING. ANY ISSUE(S) THAT ARE SET FORTH IN THE WRITTEN PETITION SHALL BE INCLUDED IN SAID NOTICE.

ARTICLE VIII BOOKS AND RECORDS

- A. THE CORPORATION SHALL KEEP AN ORIGINAL OR DUPLICATE RECORD OF THE PROCEEDINGS OF THE DIRECTORS AND OF THE MEMBERSHIP, and THE ORIGINAL OR A COPY OF ITS BY-LAWS, INCLUDING ALL AMENDMENTS TO DATE, CERTIFIED BY THE SECRETARY OF THE CORPORATION. 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 OR AT ITS PRINCIPAL PLACE OF BUSINESS.

ARTICLE IX TRANSACTION OF BUSINESS

- A. THE CORPORATION SHALL MAKE NO PURCHASE OF REAL PROPERTY NOR SELL, MORTGAGE, LEASE OR OTHERWISE DISPOSE OF REAL PROPERTY, UNLESS AUTHORIZED BY THE VOTE OF A MAJORITY OF THE BOARD OF DIRECTORS.
- B. WHENEVER THE LAWFUL ACTIVITIES OF THE CORPORATION INVOLVE THE CHARGING OF FEES FOR ITS ACTIVITIES, IT SHALL HAVE THE RIGHT TO RECEIVE SUCH INCOME IN SUPPORT OF ITS ACTIVITIES.

ALL INCIDENTAL PROFITS OF THE CORPORATION SHALL BE APPLIED TO THE MAINTENANCE AND OPERATION OF THE LAWFUL ACTIVITIES OF THE CORPORATION.

- C. ALL CHECKS OR DEMANDS FOR MONEY AND NOTES OF THE CORPORATION SHALL BE SIGNED BY SUCH OFFICER OR OFFICERS AS THE BOARD OF DIRECTORS MAY FROM TIME TO TIME DESIGNATE.

ARTICLE X ANNUAL REPORT

- A. THE TREASURER SHALL PRESENT ANNUALLY TO THE BOARD OF DIRECTORS AND TO THE MEMBERS A REPORT SHOWING IN APPROPRIATE DETAIL THE FOLLOWING:
 - (1) THE ASSETS AND LIABILITIES OF THE CORPORATION AS OF THE END OF THE FISCAL YEAR IMMEDIATELY PRECEDING THE DATE OF THE REPORT.
 - (2) THE PRINCIPAL CHANGES IN ASSETS AND LIABILITIES DURING THE YEAR IMMEDIATELY PRECEDING THE DATE OF THE REPORT.
 - (3) THE REVENUE OR RECEIPTS OF THE CORPORATION, BOTH UNRESTRICTED AND RESTRICTED TO PARTICULAR PURPOSES, FOR THE FISCAL YEAR IMMEDIATELY PRECEDING THE DATE OF THE REPORT.
 - (4) THE EXPENSES OR DISBURSEMENTS OF THE CORPORATION, FOR GENERAL AND RESTRICTED PURPOSES, DURING THE FISCAL YEAR IMMEDIATELY PRECEDING THE DATE OF THE REPORT.

THIS REPORT SHALL BE FILED WITH THE MINUTES OF THE MEETING OF THE BOARD.

ARTICLE XI NOTICES

- A. WHENEVER WRITTEN NOTICE IS REQUIRED TO BE GIVEN TO ANY PERSON, IT MAY BE GIVEN TO SUCH PERSON EITHER PERSONALLY, ELECTRONICALLY, OR BY SENDING A COPY THEREOF BY FIRST CLASS MAIL TO HIS/HER ADDRESS APPEARING ON THE BOOKS OF THE CORPORATION, OR, IN THE CASE OF DIRECTORS, SUPPLIED BY HIM/HER TO THE CORPORATION FOR THE PURPOSE OF NOTICE. IF THE NOTICE IS SENT BY MAIL IT SHALL BE DEEMED TO HAVE BEEN GIVEN TO THE PERSON ENTITLED THERETO WHEN DEPOSITED IN THE UNITED STATES MAIL, POSTAGE PREPAID, 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.
- B. WHENEVER ANY WRITTEN NOTICE IS REQUIRED TO BE GIVEN UNDER THE PROVISIONS OF THE STATUTE OR THE ARTICLES OR BY-LAWS OF THIS CORPORATION, A WAIVER THEREOF IN WRITING, SIGNED BY THE PERSON OR PERSONS ENTITLED TO SUCH NOTICE, WHETHER BEFORE OR AFTER THE TIME STATED THEREIN, SHALL BE DEEMED EQUIVALENT TO THE GIVING OF SUCH NOTICE. EXCEPT AS OTHERWISE REQUIRED BY STATUTE, NEITHER THE BUSINESS TO BE TRANSACTED AT NOR THE PURPOSE OF A MEETING NEED BE SPECIFIED IN THE WAIVER OF NOTICE OF SUCH MEETING. 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.
- C. NO WRITTEN NOTICE IS REQUIRED TO BE GIVEN FOR THE REGULAR MAY AND NOVEMBER MEMBERSHIP MEETINGS EXCEPT WHEN AN AMENDMENT TO THE ARTICLES OF INCORPORATION OR BY-LAWS IS TO BE CONSIDERED, IN WHICH EVENT THE BOARD SHALL PROVIDE AT LEAST TEN (10) DAYS PRIOR WRITTEN NOTICE TO THE MEMBERSHIP OF THE MEETING, AND THE MEETING NOTICE MUST SET FORTH THE PROPOSED AMENDMENT(S) OR A SUMMARY THEREOF.

ARTICLE XII MISCELLANEOUS PROVISIONS

- A. THE FISCAL YEAR OF THE CORPORATION SHALL BE THE CALENDAR YEAR FOR TAX PURPOSES AND SHALL BE FROM FEBRUARY 1 TO JANUARY 31 FOR FINANCIAL PLANNING.

ARTICLE XIII AMENDMENTS

- A. THE ARTICLES OF INCORPORATION AND BY-LAWS MAY BE AMENDED BY A VOTE OF TWO-THIRDS OF THE MEMBERS PRESENT AT A MEETING OF THE MEMBERSHIP.

ARTICLE XIV PARLIAMENTARY AUTHORITY

- A. ROBERT'S RULES OF ORDER, REVISED, SHALL DETERMINE THE PROCEDURE OF THIS CORPORATION IN ALL CASES TO WHICH THEY ARE APPLICABLE AND IN WHICH THEY ARE NOT INCONSISTENT WITH THESE BY-LAWS.

ARTICLE XV DISSOLUTION

- A. UPON DISSOLUTION OF THE CORPORATION, THE BOARD OF DIRECTORS SHALL, AFTER PAYING OR MAKING PROVISION FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, DISPOSE OF ALL THE ASSETS OF THE CORPORATION TO ONE OR MORE ORGANIZATIONS, THAT AT THE TIME QUALIFY AS TAX EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1954 (OR CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW), AS THE BOARD OF DIRECTORS SHALL DETERMINE, TO BE USED EXCLUSIVELY FOR CHARITABLE PURPOSES. 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 IS THEN LOCATED TO ONE OR MORE SUCH ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, TO BE USED EXCLUSIVELY FOR CHARITABLE PURPOSES. UNDER NO CIRCUMSTANCES SHALL ANY ASSETS BE DISTRIBUTED TO DIRECTORS, OFFICERS, MEMBERS OR EMPLOYEES OF THE CORPORATION UPON DISSOLUTION OR SALE OF SUBSTANTIALLY ALL ASSETS OF THE CORPORATION.