

LENAPE VALLEY RECREATION COUNCIL, INC., A NON-PROFIT CORPORATION

BY-LAWS

ARTICLE I

INTRODUCTION

1.01 The name of the Corporation shall be Lenape Valley Recreation Council. Inc., a Pennsylvania Non-profit Corporation.

1.02 These Bylaws constitute the code of rules adopted by Lenape Valley Recreation Council for the regulation and management of its affairs.

1.03 This Corporation will have the purposes and power as stated in its Articles of Incorporation, and whatever powers are or may be granted by the Non-profit Corporation Law of 1972 of the Commonwealth of Pennsylvania or any successor legislation.

1.04 The primary purposes of the Corporation shall be:

1) To develop and promote an athletic and recreation program or programs whereby the children of the area can participate.

2) To teach the children participating in the programs the rules and fundamentals of each game or program sponsored by the Council.

3) To develop between Lenape Valley Recreation Council. Inc. and the general public such united efforts as will secure for every child the highest advantage in physical, mental and social education.

1.05 The programs of this Corporation shall be athletic and recreational and shall be developed through conferences, Committees and projects. The Corporation will not deny to any child and youth the opportunity to participate in any program offered by reason of race, creed, physical disability, color, or financial cause.

ARTICLE II

OFFICES AND AGENCY

2.01 The principal place of business of this Corporation in Pennsylvania will be located at Chalfont. Pa. In add the Corporation may maintain other offices either within or without the Commonwealth of Pennsylvania as its business requires.

2.02 The location") of the registered office of this Corporation is stated in the Article of Incorporation. This office will be continuously maintained in the Commonwealth of Pennsylvania for the duration of this Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution amending its Article and filing such statement as may be required with the Commonwealth of Pennsylvania

ARTICLE III

MEMBERSHIP AND DUES

3.01 Any family interested in the objectives of the Corporation, and who is willing to uphold its policies and purposes, and who is willing to subscribe to its Bylaws may become a family Member upon payment of dues as hereafter provided.

3.02 Families, who have registered their child (s) for a sporting activity in a Division of the Corporation, is considered a member of the Corporation. The dues payable to the Division by the Members will be the amounts determined annually by each Division. The Division Commissioners will report annually to the Board of Directors as to the fees that will be charged.

3.03 Meetings of the Membership shall take place at the registered office of the Corporation in the Commonwealth of Pennsylvania, or at such other place as may be designated by appropriate resolution of the Board of Directors.

3.04 The annual meeting of the Members will be held at eight o'clock p.m. (8:00 p.m.) on the first (1st) Thursday in the month of January of each year.

3.05 Special Meetings of the Members may be called by any of the following:

- 1) The Board of Directors
- 2) The President

3.06 Written or printed notices, stating the place, day, and hour of the meeting and, in the case of the special meeting, the purpose or purposes for which such meeting is called, shall be stated in a newspaper of general publication in the community as well as such additional methods as may be determined to be reasonable under the circumstances to advise the membership of such meeting.

3.07 Each member shall be entitled to cast one vote on each matter that may be submitted to a vote of the Members providing they have attended at least two consecutive meetings in the preceding twelve months. All Lenape Valley Sports Commissioners and Officers have voting privileges from the first meeting they attend.

3.08 Membership in this Corporation is nontransferable and non-assignable.

3.09 Membership will terminate in this Corporation on any of the following events, and for no other reason:

- 1) Receipt by the Board of Directors of the written resignation of a Member, executed by such Member.
- 2) The death of a Member.
- 3) For conduct inconsistent with the Articles of Incorporation or Bylaws of the

Corporation after notice of violation, opportunity to heard, and a vote for termination by a majority of the Board of Directors of the Corporation.

However, a member whose Membership status has been terminated for reasons other than (2) above may be reinstated by affirmation vote of a majority of the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

4.01 The Board of Directors is the group of persons vested with the management of the business and affairs of this Corporation.

4.02 The Board of Directors will consist of the Officers of the Corporation as well as the Commissioner for each Division of the Corporation.

4.03 The qualifications for becoming and remaining a Director of the Corporation are as follows:

- 1) The Director must be a resident of the Commonwealth of Pennsylvania.
- 2) The Director must be a Member in good standing of the Corporation.
- 3) The Director must at all times abide by the Articles of Incorporation and Bylaws of the Corporation.

4.04 The Directors who are Commissioners of the Divisions of the Corporation shall be appointed or elected each year in accordance with the provisions of Article VI hereafter. The Directors who are Officers of the Corporation shall be elected in accordance with the provisions of Article V hereafter.

4.05 The Directors shall assume office at the first meeting of the Board of Directors in the month of February of each year, and shall continue to hold office thereafter until a successor has been selected and qualified.

4.06 Any vacancy occurring on the Board of Directors, and any Directorship to be filled by reason of an increase in the number of Directors, will be filled by a majority vote of the remaining Board of Directors at the first meeting of the Board following occurrence of such vacancy: and any such new Director shall fill the vacancy for the un-expired term of the prior Director or until a new Director is appointed to such position in accordance with the provision of these Bylaws.

4.07 Meetings of the Board of Directors, regular or special, will be held at the registered office of the Corporation, or such other place or places as the Board of Directors may designate by duly adopted resolution.

4.08 Regular Meetings of the Board of Directors will be held on the first (1st) Thursday of each month commencing at eight o p.m.(8:00 p.m.).

4.09 Special Meetings of the Board of Directors may be called by either:

- 1) The President.
- 2) A majority of the Board of Directors.

4.10 A majority of the whole Board of Directors will constitute a quorum. Any act by 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 Non-profit Corporation Law of 1972, the Articles of Incorporation of this Corporation, or any provision of these Bylaws.

4.11 When a division has Subdivisions (e.g. CB West Ice Hockey of LVRC and CB South Ice Hockey of LVRC), the Division will still receive only one vote on matters brought before the Board of Directors. If the Subdivisions cannot agree on how the single vote will be cast on a particular issue, they may not vote.

4.12 When the Board of Directors vote to divide common funds equally, typically general donations to the Corporation, Divisions with Subdivisions will receive only a single share of the funds.

ARTICLE V

OFFICERS

5.01 The Officers of the Corporation will consist of the following personnel:

- 1) A President
- 2) One Vice President.
- 3) One Secretary.
- 4) One Treasurer.

5.02 The Officers of the Corporation shall be elected, annually, by majority vote of the Members of the Corporation In attendance at the annual meeting.

5.03 In the event that there is but one nominee of any office, it shall be in order to move that the Secretary note the appointment of such nominee as an Officer, by affirmation.

5.04 Nominations for the Officers positions shall be made at the monthly meeting held on the first (1st) Thursday in the month of December, and additional Nominations may be made at the January meeting immediately preceding the commencement of voting.

5.05 The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors, 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 as prescribed by the Board of Directors.

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

5.07 The Secretary will keep the minutes of all Meetings of Members and Board of Directors, be the custodian of 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 of Directors.

5.08 The Treasurer will have charge and custody of all Membership dues received by the

Corporation and will deposit such funds as required by the Board of Directors, and keep and maintain adequate and correct records of the Corporation's properties and business transactions. The Treasurer shall also prepare and make available for each monthly meeting of the Directors a report showing the financial affairs of the Corporation in such form as may be directed by the Board of Directors. The Treasurer shall also review the financial reports of the Divisions of the corporation, and annually shall participate with an Independent auditor to audit the books and records of the Corporation in accordance with the provisions of Article VII hereafter. The Treasurer shall be bonded for an amount equal to the highest daily checking account balance during the previous year.

5.09 Any Officer elected or appointed to office may be removed by an affirmation vote of the majority of the Board of Directors at any regular or special meeting of the Board of Directors for conduct which is deemed inconsistent with the purpose and goals of the corporation or these Bylaws.

ARTICLE VI

DIVISIONS

6.01 The sporting activities of the Corporation will be administered through separate Divisions which shall consist of a single sport or a group of sports which shall be approved and designated as a Division by majority vote of the Board of Directors of the Corporation in attendance at a regular or special meeting of the Directors called for the purpose of forming such a Division. There will only be one Division of any major sport category (e.g. football, soccer, field hockey, lacrosse). Membership by Divisions or Subdivisions of substantially identical sports competing for participants with identical demographics that are not mutually exclusive (e.g. Little League and Babe Ruth) are specifically prohibited.

6.02 The Members of a Division shall be Members of the Corporation who participate. or have a child, who participates in the sporting activity of the Division.

6.03 Each Division shall establish its own procedures for the appointment or election of, a Commissioner who will be the Chief Officer of such Division, and who shall also be a Director of the Corporation in accordance with the provisions of Article IV.

6.04 Each Division shall have a Treasurer who shall be responsible for the maintenance of the accounts of the Division and the maintenance and submission of such records and accounts as may be required by the Corporation's Treasurer, the Board of Directors of the Corporation, or the independent auditor of the Corporation. Each Division must file a monthly financial statement with the Corporation's Treasurer. The finance committee will audit each treasurer's books.

6.05 Each Division shall have the right to create additional O positions as may be deemed necessary by the Commissioner and Treasurer.

6.06 Each Division must conduct Meetings at least quarterly.

6.07 Each Division shall be authorized to receive dues on behalf of the participating children, as well as such other miscellaneous income such as sponsorship fees, donations, and fund raising activities. The Division shall be responsible for its own expenses, by illustration and not limitation: expenses for uniforms, equipment, officials, and other expenses as may be determined by

the Board of Directors by appropriate resolution.

6.08 Any account established for the business of a Division must provide that transactions with respect to such account can only be conducted with the joint signature authority of the Commissioner and the Treasurer of the Division. The Treasurer of The Division must be bonded in an amount equal to the highest daily checking account balance during the previous year. The Commissioner of the sport shall be responsible for calling and conducting all Meetings of the Division and, in addition, shall be required to attend, either personally or through an appropriately designated representative, all monthly Meetings of the Board of Directors.

6.09 The Commissioner shall have authority to suspend or remove any Coach or Assistant Coach from participation in a sporting activity for conduct inconsistent with these Bylaws. A Coach disciplined as provided herein shall have the right to appeal the decision of the Commissioner by a written request for review submitted at or before the next meeting of the Board of Directors first following the Commissioners decision. The Directors, by majority vote as such meeting, may uphold, reverse, or modify the decision of the Commissioner.

ARTICLE VII

OPERATIONS

7.01 The fiscal year of this Corporation will be the calendar year.

7.02 Except as otherwise provided by law, or these Bylaws, or by resolution of the Board of Directors, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation will be signed by the Treasurer and countersigned by the President. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by the Secretary and countersigned by the President, and will have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution.

7.03 This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Members, and Board of Directors. Each Division shall be responsible to maintain its own books and records of account, as well as the minutes of its Meetings. The Treasurer of the Corporation will retain possession of the Councils financial books and records, and the Secretary of the Corporation will retain possession of the minutes of Meetings and other non-financial records of the Corporation. All records will be made available for review by the members at the annual meeting of the Members, or at such other times and places as may be authorized by resolution of the Board of Directors.

7.04 An audit of the financial records of the Corporation will be conducted, annually, at the close of the calendar year, which includes all sports. The auditor will be appointed by resolution of the Board of Directors at the monthly meeting during the month of November. No Officer or other Director of the Corporation may serve as auditor. The Treasurer will make all financial records of the Corporation available for review by the auditor and the Treasurer and suitor will cooperate to review the records and present a written report at a meeting of the Board of Directors. In the written report, the auditor and Treasurer shall make a recommendation for the amount of the Membership dues/family fees to be charged to the Members of the Corporation for the following calendar year.

7.05 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 members, Directors or Officers.

ARTICLE VIII

DISSOLUTION

8.01 Upon dissolution of LVRC, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or a state or local government, for a public purpose. LVRC is organized exclusively for charitable, religious, educational and scientific purpose, including, for such purposes, the making of distributions to organizations under Section 501 (C) (3) of the Internal Revenue Code (or corresponding section of any future federal tax code). No part of the net earnings of LVRC shall inure to the benefits of or be distributable to its members, trustees, directors, officers or other private persons, except that LVRC shall be authorized and have power to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) (3) purposes. No substantial part of the activities of LVRC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and LVRC shall not participate in or intervene in (including the publishing or distribution of

Notwithstanding any other provision of these articles, LVRC shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170 (c) 2 of the Internal Revenue Code (or corresponding section of any future federal tax code).

ARTICLE IX

AMENDMENTS

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 of Directors. Any amendment to the Bylaws shall require an affirmative vote by a majority of the entire Board of Directors entitled to vote, whether or not all such Directors are present at the meeting at which such vote is taken.