

THE PROSPECT ATHLETIC ASSOCIATION
a/ka THE PROSPECT BOYS AND GIRLS CLUB
AMENDED AND RESTATED BYLAWS
[effective September 1, 2003]

ARTICLE I
PURPOSE AND AUTHORITY

Section 1.1 Name:

The name of the corporation shall be The Prospect Athletic Association, but shall be known as the governing body of the Prospect Boys and Girls Club (the "Corporation").

Section 1.2 Address:

The registered office of the Corporation is P.O. Box 462, Prospect, PA 16052.

Section 1.3 Purpose:

The purpose of the Corporation is allow boys and girls, ages 4 years through 19 years, with activities as age and sex dictate with no discrimination as to race, sex, creed, or national origin.

Section 1.4 Activities:

The Corporation's activities shall carry out the Corporation's Mission, as defined by its Board of Directors. All activities shall be in support of the Corporation and in compliance with the Corporation's Articles of Incorporation, these Bylaws and Section 501©(3) of the Internal Revenue Code of the United States (the "Code").

Section 1.5 Conduct of Meetings:

All meetings held by this Corporation, of any nature, shall be conducted pursuant to Robert's Rules of Order.

Section 1.6 Business of the Corporation:

The Board of Directors (the "Board") of this Corporation shall be responsible for all day to day operation, and to act on all business of this Corporation as required.

ARTICLE II
BOARD OF DIRECTORS

Section 2.1 Size of Board:

The Board of Directors (the "Board") shall consist of 13 members: being the President, Vice President, Secretary, Treasurer, and 9 elected Board members from the membership at-large, plus two alternates.

Section 2.2 Meetings:

The Board must meet annually for the purpose of organization. The board shall meet at such a time and place as they may from time to time determine. Special meetings of the Board may be called for any purpose by the President, or by any 2 directors, upon at least forty-eight (48) hours actual notice to each member of the board.

Section 2.3 Powers of the Board:

Subject to the limitations of the Articles of Incorporation, and of these By-Laws, as may be amended from time to time, as to the action which shall be authorized or approved by the members, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers:

First: to conduct, manage, and control the affairs and business of the Corporation, and to make such rules and regulations therefore not inconsistent with law, or the Articles of Incorporation, or these By-Laws, or the Code, as they deem best; and,

Second: to act on the business of this Corporation between general membership meetings.

Section 2.4 Finances:

The Board shall adopt and approve an annual budget.

Section 2.5 Terms of Service:

The Board shall serve without compensation. Nor shall they be required to post a bond or surety for the faithful performance of their duties. The Board shall be organized into three (3) classes, each class to have three (3) members. Each class shall serve for a period of three (3) years.

Section 2.6 Quorum:

At all regular and special meetings of the Board, a quorum shall consist of at least 8 directors and business may be conducted by the majority vote of the directors present at any meeting at which a quorum is present. Alternates may vote in absence of a quorum of elected board members.

Section 2.7 Vacancies:

Vacancies existing on the Board for any reason, including an increase in the number of directors, may be filled by a majority of the directors remaining in office, though less than a quorum.

ARTICLE III
OFFICERS

Section 3.1 President:

The President shall have general supervision of the business and affairs of the Corporation, subject to the control of the Board. The president shall act as Chairperson of all meetings. The President shall serve a term of one (1) year. The President may serve a maximum of four (4) consecutive annual terms of office.

Section 3.2 Vice President:

The Vice President shall, in the absence of, or during any disability of the President, perform the duties of the President. The Vice President shall serve a term of one (1) year.

Section 3.3 Secretary:

The Secretary shall keep minutes of all meetings of the Board and the general meetings and shall give all notices of meetings of the Board. The Secretary shall have custody of all records, contracts, and agreements of the Corporation and shall attend to such correspondence of the Corporation as the Board shall direct. The Secretary shall serve a term of one (1) year.

Section 3.4 Treasurer:

The Treasurer shall be the financial office of the Corporation and shall have charge of all receipts and disbursements and shall be the custodian of the funds. The Treasurer shall have full authority to receive and give receipts for all monies due and payable to the Corporation in its name in such depositories as may be designated by the Board. The Treasurer must be bonded. The Treasurer shall serve a term of (1) year.

ARTICLE IV
REMOVAL AND RESIGNATION OF OFFICER OR FROM BOARD

Section 4.1 Resignation:

Any office of member of the Board may resign at any time by giving written notice to the Board or the Secretary for transmittal to the Board.

Section 4.2 Removal:

a. Any officer or member of the Board may be removed by the Board, by majority vote of a quorum of the entire board, upon notification of all board members, whenever in their judgment the best interest of the Corporation will be served.

b. Any officer or member of the Board failing to attend 3 consecutive meetings, or 6 meetings during any one calendar year, will be subject to a vote of the Board for termination of that membership on the Board.

ARTICLE V
BORROWING

No member of the Board, officer, agent, or employee of the Corporation shall have any power or authority to borrow money on behalf of this Corporation, nor to pledge its credit, to mortgage or pledge any real or personal property, except within the scope, and to the extent of, the authority delegated by resolution adopted by a three-fourths majority of the Board present and voting at a regular or special meeting of the Board. Authority granted by the Board for any purpose must be limited to specific instances of borrowing, and not to general authority to borrow.

ARTICLE VI
PAYMENTS OF DEBTS

All debts and obligations of the Corporation shall be paid by check or draft signed by the Treasurer and one designated member of the Board, unless specifically modified by resolution of the Board.

ARTICLE VII
COMMITTEES

Section 7.1 Creation:

The Board may from time to time designate and create such committees as are necessary to accomplish the purpose of the Corporation.

Section 7.2 Membership:

At least one member of the Board shall serve on each committee and/or the Chairperson of each committee shall be a member of the Board.

Section 7.3 Reporting:

The Chairperson of each committee shall report and be responsible to the Board.

ARTICLE VIII
AMENDMENTS

Section 8.1 By-Laws:

The By-Laws may be amended at any regular or special meeting of the Board of Directors at which a quorum is in attendance.

Section 8.2 Article of Incorporation:

The Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors at which a quorum is in attendance by the affirmative vote of two-thirds of the directors present. The notice of any regular or special meeting at which the Articles of Incorporation are to be amended shall state the proposed amendment in full.

ARTICLE IX
MEMBERSHIP

Section 9.1 Eligibility:

Membership in the Corporation shall be open to any individual who is at least 19 years old and who is interested in promoting the purposes of the Corporation.

Section 9.2 Dues:

Annual dues shall be established by the Board. Payment of all dues, sports fees, and fundraiser fees, shall be received in full prior to participation in any activity of the Corporation.

Section 9.3 Meetings:

The meetings of the members of this Corporation shall be held on the first Tuesday of each month, unless otherwise announced.

Section 9.4 Honorary membership:

Honorary memberships may be extended by a quorum vote of the Directors to individuals who have rendered outstanding or extraordinary service in the promotion of the youth in our association area.

ARTICLE X
CONDUCT OF CLUB MEMBERS

Section 10.1 Conduct:

Bad language, drinking of alcoholic beverages, inappropriate talk, unsportsman-like conduct, and/or horseplay that may cause bodily injury or property damage will not be tolerated. Any individual involved in the above named conduct will be removed from the activity. If bad conduct persists, the member can be subject to loss of club privileges.

Section 10.2 Suspension:

Any member's conduct which includes property damage and/or all the behavior set out in Section 10.1 above, shall result in a 3 day suspension from the club, and shall also be subject to dismissal from the club, at the discretion of the Board of Directors.

Section 10.3 Alcohol:

No alcoholic beverages shall be permitted on the property of the Corporation during sports activities.

ARTICLE XI
ELECTIONS

Section 11.1 Nominations:

Nominations for elections of officers and one class of directors shall take place at the October meeting of each year.

Section 11.2 Election:

The sole voting opportunity for Members shall be at the annual election, which shall be held at the November meeting of each year, and any special meetings called by the Board which require approval by members of this Corporation.

Section 11.3 Effective date:

The officers and members of the Board elected shall take office at the January meeting of the succeeding year.

Section 11.4 Eligibility:

Nominees for officers and members of the Board shall be subject to eligibility for only those members who have paid all dues, and attended a minimum of three (3) general membership meetings during the calendar year, and prior to the October nomination meeting.

Section 11.5 Voting:

To be eligible to vote, a member must have paid all dues, and attended a minimum of three (3) general membership meetings during the calendar year, and prior to the November election meeting. Voting shall be conducted by secret ballot.

ARTICLE XII
OPERATION AS AN EXEMPT ORGANIZATION

Section 12.1 Compliance with Requirements of Internal Revenue Code.

The Corporation has been organized and shall be operated exclusively for charitable, educational and scientific purposes; the Corporation shall not enter into any agreement, nor shall its members, Directors or Officers adopt any resolution or Bylaws, take any action or carry on any activity by or on behalf of the Corporation, not permitted to be entered into, taken or carried on by

- a. an organization that is described in Section 501(c)(3) of the Code
- b. an organization contributions to which are deductible under Section 170 of the Code,
- c. an organization subject to Pennsylvania laws regarding the solicitation of charitable funds.

ARTICLE XIII
COMMISSIONERS

Section 13.1 Election:

The President shall submit names of persons to assume duties of Commissioners. Said persons shall be subject to approval by majority vote of the Board.

Section 13.2 Duties:

Softball, Baseball, Football, Soccer, Basketball, and Cheerleading Commissioners shall have the following duties:

- a. Submit annual budget to the Budget Committee
- b. Conduct registration of active players
- c. Select managers and/or coaches
- d. Prepare schedules – except in Football and Soccer
- e. Conduct a draft of teams - except in Football
- f. Purchase equipment – subject to approval of the Board
- g. Take charge of all teams
- h. Schedule umpires – except in Football and Soccer
- i. Insure representation to outside league meetings
- j. Take charge of disbursements and receiving of uniforms and equipment

ARTICLE XIV
STANDING COMMITTEES

Section 14.1 Grounds:

The duties of the Grounds Committee shall be as follows:

- a. Submit annual budget to Budget Committee
- b. Upkeep and maintenance of all fields and grounds
- c. Maintenance and upkeep of equipment – tractors, mowers, etc.
- d. Work on fields coordinated with athletic commissioners.

Section 14.2 Fundraisers:

The duties of the Fundraisers Chairperson shall be as follows:

- a. Keep a record of all income and expenses and present it to the Board for audit at year end.