

**By-laws
Of
Philadelphia Boys' Gymnastics Parents Association, Inc.
a Pennsylvania Nonprofit Corporation
Adopted: November 12, 2003
Revised: September , 2011
As Amended on July 12, 2012 and September 13, 2012**

**BY-LAWS
OF
Philadelphia BOYS' GYMNASTICS PARENTS ASSOCIATION, INC.**

ARTICLE I - OFFICES

SECTION 1.01 **REGISTERED OFFICE.** The Corporation shall have and continuously maintain in the Commonwealth of Pennsylvania a registered office which may, but need not, be the same as its place of business.

SECTION 1.02 **OTHER OFFICES.** The Corporation may also have offices at such other places either within or without the Commonwealth of Pennsylvania as the Executive Board may from time to time determine or as the business of the Corporation may require.

ARTICLE II - PURPOSE

The purpose of this organization is to contribute to the continued successful development of the gymnastic participants and team program of Philadelphia Boys Gymnastics (the "Team") by providing moral support, and by raising funds to defray expenses incurred by gymnast participants in the Team. The Team includes competing and non-competing participants in the USA Gymnastics Junior Olympic Age Group Competition Program. All decisions made by officers and members of this organization should be guided by the priorities set out in this statement of the organization's purpose. This organization will specifically not become involved in the coaching-related details and decisions, which are the responsibility of the coaching staff.

ARTICLE III - MEMBERSHIP/RESPONSIBILITIES

SECTION 3.01

- a. Membership shall consist of the family (parent/guardians) of the participants in the Team.
- b. A member in good standing is a member who has:
 - a. paid the one-time initial fee, the annual membership fee, and any supplemental fees levied according to Section 3.01, and has
 - b. participated in Team functions as specified in Section 3.04 and fundraising as outlined in 3.07
- c. The rights and responsibilities of members are defined by the status of the participants in the Team and by the needs of the competing gymnasts in the Junior Olympic Age Group Competition Program.
- d. Parents/Guardians of non-competing participants in the Team may become members of the Association.
- e. Parents/Guardians of competing gymnasts in the Junior Olympic Age Group Competition Program will incur a one-time initial fee to meet the costs of competing in the Team when a participant first becomes a Junior Olympic competition level gymnast.
- f. The amount of the one-time initial fee is to be determined by the Executive Board.
- g. In determining the amount of the one-time initial fee the Board may take into account any contributions to the Association of the member – including any contribution of the member to Team Home meets/functions.

- h. Parents/Guardians of competing gymnasts in the Junior Olympic Age Group Competition Program must become members of the Association.

The obligations of members who are the parents/guardians of competing gymnasts in the Junior Olympic Age Group Competition Program are set out in Sections 3.04, 3.05, 3.06 and 3.07.

Only the parents/guardians of competing gymnasts in the Junior Olympic Age Group Competition Program who are members of the PBGPA in good standing may become officers or Executive Board members of the organization.

SECTION 3.01 The annual membership fee (non-refundable) shall be set by the Executive Board of the Corporation. The annual membership fee shall cover the period from the 1st of September through the 31st of August of each year. The deadline for paying the annual membership fee shall be set by the Executive Board..

SECTION 3.02 Annual membership fees shall be used for expenses incurred by the Team in the discretion of the Executive Board.

SECTION 3.03 Parents/Guardians of competing gymnasts in the Junior Olympic Age Group Competition Program will be required to participate and/or assist at Team functions, including without limitation:

(a) Providing one adult representative from each family to work each session at Team home meets/functions. Representatives under the age of 18 will be considered for this requirement at the discretion of the Executive Board. Requests must be presented to the Executive Board at least one week in advance of the meet.

(b) Setting up and breaking down equipment, concessions, and merchandise at Team functions, special meets and exhibitions.

(c) Other assistance at Team functions.

SECTION 3.04

Parents/Guardians of competing gymnasts in the Junior Olympic Age Group Competition Program who do not participate and/or assist at Team functions will be assessed a supplemental fee decided upon annually by the Executive Board.

SECTION 3.05 Except as otherwise decided by the Executive Board in extraordinary circumstances, no gymnast shall be rostered or compete in any Team competition unless the parents/guardians of the gymnast participant are members of the Association in good standing, have paid any fees levied according to Section 3.01 and 3.02, and have participated in Team functions as specified in Section 3.04. Gymnasts may not compete in states, regionals, or nationals if their parents/guardians are not members of the Association and if they have not paid the one-time initial fee levied according to Section 3.01 and 3.02.

SECTION 3.06 A fundraising minimum for parents/guardians of Junior Olympic competition level gymnasts may be proposed annually by the Executive Board

ARTICLE IV - NOTICE, WAIVERS AND MEETINGS GENERALLY

SECTION 4.01 **MANNER OF GIVING NOTICE.** Whenever written notice is required to be given to any person under the provisions of the Nonprofit Corporation Law, the Articles of Incorporation, or these Bylaws, it may be given to the person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or electronically, or by telegram (with messenger service specified), telex or TWX (with answerback received) or courier service, charges prepaid, or by facsimile transmission, to the address (or to the telex, TWX, or facsimile number) of the person appearing on the books of the Corporation or, in the case of officers or members of a committee, supplied by him or her to the Corporation for the purpose of notice. If the notice is sent by mail, telegraph or courier service, 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 or courier service for delivery to that person or, in the case of telex or TWX, when dispatched. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by any other provision of the Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws.

SECTION 4.02 **WAIVER OF NOTICE.**

(a) Written waiver. Whenever any written notice is required to be given under the provisions of the Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Except as otherwise required by these By-Laws, neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

(b) Waiver by attendance. Attendance of a person at any meeting shall constitute a waiver of notice of the 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.

SECTION 4.03 **MODIFICATION OF PROPOSAL CONTAINED IN NOTICE.** Whenever the language of a proposed resolution is included in a written notice of a meeting required to be given under the provisions of the Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

SECTION 4.04 **EXCEPTION TO REQUIREMENT OF NOTICE.** Whenever any notice or communication is required to be given to any person under the provisions of the Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws, or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action, and communication with that person is then unlawful, the giving of the notice or communication to such person shall not be required and there shall be no duty to apply for a license or other permission to do so. Any action or meeting that is taken or held without notice or communication to that person shall have the same validity as if the notice or communication had been duly given. If the action taken is such as to require the filing of any document with respect thereto under any provision of law or any agreement or other instrument, it shall be sufficient, if such is the fact and if notice or communication is required, to state therein that notice or

communication was given to all persons entitled to receive notice of communication except persons with whom communication was unlawful.

SECTION 4.05 **USE OF CONFERENCE TELEPHONE AND SIMILAR EQUIPMENT.** One or more persons may participate in a meeting of the Executive Board of the Corporation 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 Section shall constitute presence in person at the meeting.

ARTICLE V - EXECUTIVE BOARD/TEAM REPRESENTATIVES

SECTION 5.01 **EXECUTIVE BOARD.** The Executive Board shall consist of the following: President, Vice-President, Treasurer, Corresponding Secretary, Recording Secretary, and Fundraising Chair. The need for a Fundraising Chair or any other Meet Chair shall be determined by the Executive Board annually. Any officer may, in his/her absence, appoint an alternate with voting power.

SECTION 5.02 **TEAM REPRESENTATIVE.** If needed, Team Representatives, one each to represent Optional and Compulsory levels of the Team, will be elected at the first general meeting. Any Team representative whose child moves to a different level during the year may remain as representative of their group until the following year unless there is a vacancy in the next level and their position can be filled. The need for Team representatives, based upon team membership, will be determined by the Executive Board annually.

SECTION 5.03 **ELECTION OF EXECUTIVE BOARD.** Except as otherwise provided in these Bylaws, the Executive Board shall be elected annually by the General Membership. Only members in good standing may be nominated and elected to the Executive Board. Nominations for elections to the Executive Board must be submitted in writing to the current Executive Board during the period beginning with the regular March Board meeting and continuing until the April Board meeting. A list of all nominees shall be posted and circulated to all members in good standing by the Executive Board within 48 hours after the April Board meeting. Ballots for the election of the Executive Board shall be distributed to the General Membership two (2) weeks prior to the date of the May general meeting. All votes shall be submitted, in sealed form, to the Executive Board. All sealed votes will be tabulated by two team parents selected by the executive board. All elected Executive Board Members shall begin their term of office on the 1st day of June.

SECTION 5.04 **TERM OF OFFICE.** Each Executive Board Member shall hold office for a term of one year or until the his or her successor has been selected and qualified or until his or her earlier death, resignation or removal. Upon approval by majority vote of the Executive Board, any Board member so charged may be relieved of office for conduct considered detrimental to the stated purpose of the organization. Conduct considered detrimental to the stated purpose of the organization includes circumstances where a member of the Executive Board is no longer a member in good standing as defined in Section 3.01(b). Such charges must be submitted in writing to the Board for action.

SECTION 5.05 **RESIGNATION.** Any Executive Board member may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as shall be specified in the notice of resignation.

SECTION 5.06 **VACANCIES ON EXECUTIVE BOARD.** Vacancies on the Executive Board shall be filled by a majority vote of the remaining members of the Executive Board. Each person so selected shall serve for the balance of the unexpired term, or until his or her earlier death, resignation or removal.

SECTION 5.07 **DUTIES OF OFFICERS AND EXECUTIVE BOARD.**

- (a) **President.** The President shall have the power to:
 - (i) Preside over all meetings of the Executive Board and the PBGPA.
 - (ii) Call special meetings as provided by these by-laws.
 - (iii) Appoint the chairperson of committees.
 - (iv) Sign orders for the Treasurer for the payment of bills.
 - (v) Countersign checks.
 - (vi) Perform such duties as are incumbent on this office.

In addition to the foregoing, the President shall serve as an ex-officio member of all committees.

- (b) **Vice President.** The Vice President shall:
 - (i) Perform all duties of the President in his/her absence.
 - (ii) Be vested with the authority of the President in his/her absence.
 - (iii) Assume the duties of the President if the office becomes vacant, until the Executive Board chooses a replacement per Section 5.06 of these by-laws.
 - (iv) Oversee and record the annual audit of the financial records and make a written report which will be presented at the July Board meeting.

- (c) **Treasurer.** The Treasurer shall:

SECTION 5.08 have responsibility for disbursing funds electronically. Where the funds of the Association are disbursed electronically the Treasurer must have an authorization (by email) from the President or Vice President to make any payment. If the amount to be paid is

greater than \$1500 the President and the Vice President must both authorize the payment by email.

- (i) Maintain a true and exact record of all receipts and disbursements of the Corporation.
- (ii) Pay bills authorized by the Executive Board and maintain receipts.
- (iii) Present a complete monthly report at the Board meeting.
- (iv) Maintain an accurate account of all incoming moneys, such as one-time initial fees, annual membership fees, and supplemental fees, and the proceeds from fundraisers.
- (v) Prepare an annual budget.
- (vi) Make sure that all necessary tax forms are filed.

The Treasurer, President, and Vice President will have the authority to sign the organization's checks. All checks issued by the Treasurer shall bear the signature of the Treasurer, the President, or Vice President, unless the amount of the check exceeds \$1500.00, in which case two of the authorized signatures are necessary.

(b) Recording Secretary. The Recording Secretary shall:

- (i) Keep an accurate account of the proceedings of all meetings of the Association the Corporation, and the Executive Board.
- (ii) Be responsible for posting and distributing copies of meeting minutes.
- (iii) Post a tentative agenda prior to the monthly Board meetings and all general meetings.

(c) Corresponding Secretary. The Corresponding Secretary shall:

- (i) Maintain Association and Corporation membership records.
- (ii) Be responsible for rostering all gymnasts for meets.
- (iii) Be responsible for notifying membership of session and location information for meets or identifying where this information can be found.

(iv) Be responsible for making coaches' travel arrangements (hotel, airfare, etc) for away meets.

5.08 Fundraising Chair. The Fundraising Chair shall:

- (i) Develop a fundraising calendar.
- (ii) Distribute fundraising materials.
- (iii) Coordinate disbursement of fundraising products and payments.
- (iv) Serve in a non-voting capacity on the Executive Board
- (v) Serve as a Meet Chair at the discretion of the Executive Board

(d) **5.09 Team Representatives.** The Team Representatives shall:

- (i) Attend Board meetings at the discretion of the Executive Committee in a non-voting capacity and report back to fellow Team parents.
- (ii) Present to the Executive Board opinions, suggestions etc. from fellow Team parents.
- (iii) Welcome, present handbook, and help to acquaint new gymnasts' parents-guardians with the Team and the Corporation.
- (iv) Organize phone squads within his/her group.

(e) **Executive Board.** In addition to the other powers and duties set forth herein, the Executive Board shall:

- (i) Assist in the operation and management of all activities, assets and holdings, to the best interest of the Team and the Corporation.
- (ii) Provide and/or write by-laws and amendments to them before submitting to the membership.
- (iii) Operate the Corporation and vote all necessary expenditures in the best interest of the Corporation.

SECTION 5.09 STANDARD OF CARE. Except as otherwise provided in these Bylaws, an officer shall perform his or her duties as an officer in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. A person who so performs his or her duties shall not be liable by reason of having been an officer of the Corporation.

SECTION 5.10 PERSONAL LIABILITY OF OFFICERS.

(a) General rule. No officer of the Corporation shall be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless:

(i) the officer has breached or failed to perform the duties of his office under this section; and

(ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(b) Exceptions. The provisions of paragraph (a) shall not apply to:

(i) the responsibility or liability of an officer pursuant to any criminal statute; or

(ii) the liability of an officer for the payment of taxes pursuant to Federal, State or local law.

SECTION 5.11 NOTATION OF DISSENT. An officer of the Corporation who is present at a meeting of the Executive Board, or of a committee of the Corporation, at which action on any corporate matter is taken on which the officer is generally competent to act, shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the officer files a written dissent to the action with the secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the Secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to an officer who voted in favor of the action. Nothing in this Section shall bar an officer from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of such minutes, the officer notifies the Secretary, in writing, of the asserted omission or inaccuracy.

ARTICLE VI - MEETINGS OF THE EXECUTIVE BOARD

SECTION 6.01 PLACE OF MEETINGS. Meetings of the Executive Board may be held at such place within or without the Commonwealth of Pennsylvania as the Executive Board may from time to time appoint or as may be designated in the notice of the meeting.

SECTION 6.02 ANNUAL MEETINGS. An annual meeting of the Executive Board shall be held in each calendar year, at such time and place as shall be determined by the Executive Board.

SECTION 6.03 REGULAR MEETINGS. Regular meetings of the Executive Board shall be held at such time and place as shall be designated from time to time by the Executive Board.

SECTION 6.04 SPECIAL MEETINGS. Special meetings of the Executive Board shall be held whenever called by the President or by two or more of the officers.

SECTION 6.05 **NOTICE OF MEETINGS OF EXECUTIVE BOARD.**

(a) Regular meetings. Notice of regular meetings of the Executive Board shall consist of 5 days..

(b) Special meetings. Notice of every special meeting of the Executive Board shall be given to each officer either personally or by telephone, telegram, electronically, or in writing at least 24 hours (in the case of notice by telephone, electronically, telex, TWX or facsimile transmission) or 48 hours (in the case of notice by telegraph, or electronically, or by courier service or overnight mail) or five days (in the case of notice by first class mail) before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Executive Board need be specified in the notice of the meeting.

(c) Notice of action on Bylaws. In the case of a meeting of the Executive Board to take action on the Bylaws, written notice shall be given to each officer that the purpose, or one of its purposes, of the meeting is to consider the adoption, amendment or repeal of the Bylaws. There shall be included in, or enclosed with the notice, a copy of the proposed amendment or a summary of the changes to be effected thereby.

SECTION 6.06 **QUORUM OF AND ACTION BY OFFICERS.** A majority of the officers shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the officers present at a meeting at which a quorum is present shall be the acts of the Executive Board.

SECTION 6.07 **ACTION BY WRITTEN CONSENT OF OFFICERS.** Any action which may be taken at a meeting of the Executive Board 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 officers and shall be filed with the Secretary of the Corporation.

ARTICLE VII - MEMBERSHIP MEETINGS

SECTION 7.01 **NUMBER OF MEETINGS.** There must be at least three general membership meetings held annually. The first meeting is to be held in September, the second prior to the home meet, and one other in May for election of officers. Other meetings may be called at the discretion of the Executive Board. Members must be notified at least one (1) week in advance of any meeting.

SECTION 7.02 **SPECIAL MEETINGS.** Special meetings of the Corporation may be called as follows:

- (a) By the President
- (b) By request of 50% + 1 of the members of the Association.
- (c) By request of 50% + 1 of the members of the Executive Board.

SECTION 7.03 **ORDER OF BUSINESS.** Order of Business (General and Board meetings):

- (a) President – opens meeting at specified time.
- (b) Distribution of minutes of previous meeting.
- (c) Treasurer’s report.
- (d) Bills and communications.
- (e) Committee reports.
- (f) Old business.
- (g) New business.
- (h) Adjournment.

ARTICLE VIII - COMMITTEES

Ad hoc committees may be appointed at the discretion of the Executive Board.

ARTICLE IX - VOTING

SECTION 9.01 Membership shall entitle each family that has paid its membership fee in a timely manner and is otherwise in compliance with the rules of the Association to cast one (1) vote at a general membership meeting.

SECTION 9.02 All Executive Board members shall have a full vote at all and/or any elections or general meetings. The vote of an Executive Board member is deemed to be the vote of that member’s family.

SECTION 9.03 A majority vote of those members attending any meeting of the Corporation shall constitute an official vote. Those members present shall constitute a quorum.

ARTICLE X - FUNDS

SECTION 10.01 Funds shall be raised to further the purpose of the organization. All funds expended by the organization must be included in the annual approved budget. The following must have priority:

- (a) Insurance
- (b) Minimum required balance to conduct home meets

The approved annual budget may include the following:

- (a) Meet registration

- (b) Uniform and training aids
- (c) Coaches wages and travel reimbursement
- (d) United States Gymnastics Association annual membership dues
- (e) Gymnast travel, meals and lodging reimbursement
- (f) Gymnast parents/guardians and/or chaperones travel, meals, and lodging reimbursement
- (g) Equipment
- (h) Tuition/Gymnastics Camp
- (i) Summer tuition reduction

SECTION 10.02

In expending funds of the organization the Executive Board may determine that members who are not in good standing may not receive direct payments in the form of reimbursements or any other indirect payments in the form of, for example, reductions in tuition payments or meet registration fees,

SECTION 10.03 Funds shall be kept in any banking establishment as suggested by the Treasurer upon approval of the Executive Board.

SECTION 10.04 All checks shall be signed by either the Treasurer or the President as set forth in Section 5.07(c).

ARTICLE XI - AMENDMENTS

SECTION 11.01 Any proposed amendment to these Bylaws must be submitted in writing to the Executive Board for review prior to presentation to the general membership.

SECTION 11.02 The members of this Association by affirmative vote of 75% of the total membership, may change or amend these by-laws.

SECTION 11.03 Any change in the Bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change.

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

SECTION 12.01 **THIRD-PARTY ACTIONS.** The Corporation shall indemnify any officer, and may indemnify any other authorized representative, who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, 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 in connection with the action or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption (i) that the person did not act in good faith and in a manner that he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, (ii) with respect to any criminal proceeding, that such person had any reasonable cause to believe that his conduct was unlawful.

SECTION 12.02 **DERIVATIVE AND CORPORATE ACTIONS.** The Corporation shall indemnify any officer, and may indemnify any other authorized representative, who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of the action if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation. Indemnification shall not be made under this Article XIII in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the Court of Common Pleas of the judicial district embracing the County in which the registered office of the Corporation is located or the Court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the Court of Common Pleas or other court shall deem proper.

SECTION 12.03 **MANDATORY INDEMNIFICATION.** To the extent that a representative of the Corporation has been successful on the merits or otherwise in defense of any action or proceeding referred to in Section 13.01 (relating to third-party actions) or Section 13.02 (relating to derivative and corporate actions) or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him in connection therewith.

SECTION 12.04 **PROCEDURE FOR EFFECTING INDEMNIFICATION.** Unless ordered by a court, any indemnification under Section 13.01 (relating to third-party actions) or Section 13.02 (relating to derivative and corporate actions) shall be made by the

Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he has met the applicable standard of conduct set forth in those Sections. The determination shall be made:

(a) by the Executive Board by a majority vote of a quorum consisting of officers who were not parties to the action or proceeding; or

(b) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested officers so directs, by independent legal counsel in a written opinion.

SECTION 12.05 **ADVANCING EXPENSES.** Expenses (including attorney's fees) incurred in defending any action or proceeding referred to in this Article XIII may be paid by the Corporation in advance of the final disposition of the action or proceeding upon receipt of an undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that he is not entitled to be indemnified by the Corporation as authorized in this Article XIII or otherwise.

SECTION 12.06 **SUPPLEMENTARY COVERAGE.**

(a) General rule. The indemnification and advancement of expenses provided by or granted pursuant to the other Sections of this Article XIII shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of disinterested officers or otherwise, both as to action in his official capacity and as to action in another capacity while holding that office. The Corporation may create a fund of any nature, which may, but need not, be under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article XIII or otherwise.

(b) When indemnification is not to be made. Indemnification pursuant to Section 13.06(a) shall not be made in any case where 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.

(c) Grounds. Indemnification pursuant to Section 13.06(a) under any bylaw, agreement, vote of officers or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the Corporation would have the power to indemnify the person under any other provision of law except as provided in this Article XIII and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation.

SECTION 12.07 **POWER TO PURCHASE INSURANCE.** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation

would have the power to indemnify him against that liability under the provisions of this Article XIII.

SECTION 12.08 **DURATION AND EXTENT OF COVERAGE.** The indemnification and advancement of expenses provided by or granted pursuant to this Article XIII shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal

ARTICLE XIII - MISCELLANEOUS

SECTION 13.01 **CONTRACTS.**

(a) **General rule.** Except as otherwise provided in the Nonprofit Corporation Law, in the case of transactions that require action by the Executive Board , the Executive Board may authorize any officer or agent to enter into any contract or to execute or deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

(b) **Statutory form of execution of instruments.** Any note, mortgage, evidence of indebtedness, contract or other document, or any assignment or endorsement thereof, executed or entered into between the Corporation and any other person, when signed by one or more officers or agents having actual or apparent authority to sign it, or by the President or Vice President and Secretary or Assistant Secretary or Treasurer or Assistant Treasurer of the Corporation, shall be held to have been properly executed for and on behalf of the Corporation, without prejudice to the rights of the Corporation against any person who shall have executed the instrument in excess of his or her actual authority.

SECTION 13.02 **CORPORATE RECORDS.** The Corporation shall keep an original or duplicate record of the proceedings of the officers, and of any committee exercising powers or performing duties which under these Bylaws may be exercised or performed by such committee, and the original or a copy of its Bylaws, including all amendments thereto 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 in this Section shall be kept at either the registered office of the Corporation in this Commonwealth or at its principal place of business wherever situated.

SECTION 13.03 **GENDER.** As used in these Bylaws, the masculine gender shall include the feminine and the neuter, and vice versa, and the singular shall include the plural.

ARTICLE XIV - DISSOLUTION

In the event of dissolution of this Corporation, except as otherwise provided in the Nonprofit Corporation Law, the assets should be divided as follows:

(a) All outstanding debts shall be paid.

(b) Remaining assets shall be converted to cash and distributed equally to the membership. Only members in good standing will receive a distribution.