

**AMENDED AND RESTATED BYLAWS
LOWER SWATARA TOWNSHIP ATHLETIC ASSOCIATION**

ARTICLE I - NAME

This organization shall be known as the Lower Swatara Township Athletic Association (herein the “Association”)

ARTICLE II- OBJECTIVE

The objective of the Association is for educational purposes to develop, promote, regulate and advance the sports of baseball and softball to youths within Lower Swatara Township, to promote sportsmanlike competition, and to serve as means of combatting juvenile delinquency, by educating and developing the youth of the community into responsible and productive citizens.

The Association is fully committed to equal opportunity and abides by all applicable Federal, state and local laws pertaining to nondiscrimination and fair practices.

ARTICLE III – MEMBERSHIP

Section 1: Any child residing in Lower Swatara Township having an interest in playing baseball or softball, and any adult in having an interest in furthering the objective of the Association may become a Member.

Section 2: There shall be four (4) classes of Members of the Association:

- (a) Player Members are youths who participate in play of baseball or softball and shall have no other rights in the Association.
- (b) Voting Members consist of the Officers, Managers and Committee Chairpersons who shall hold voting rights in accordance with the provisions set forth in this **Article VIII**.
- (c) Associate Members consist of assistant coaches, volunteers, parents/guardians and other individuals interested in furthering the objective of the Association who hold no voting rights in the Association.
- (d) Non-Voting Members consist of Members who have lost their voting rights as set forth in Section 3.

Section 3: A Voting Member's continued eligibility to vote on matters of Association Business shall be determined by the Voting Member's attendance at the regular meetings of the Association. Voting Member voting eligibility is governed by the following:

- (a) A Voting Member who is absent from three (3) consecutive Association meetings without (1) an excuse authorized by the Board of Directors or (2) the appointment of a representative as set forth in (e) herein shall automatically become a Non-Voting Member.
- (b) For Voting Member status to be restored, the Non-Voting Member must have attended two (2) consecutive Association meetings, in person, after which the Non-Voting Member shall become a Voting Member.

Section 4: The Board of Directors, by a majority vote of those Directors present at a duly called meeting thereof, shall have the authority to discipline, suspend or terminate a Member, including Player Members, when, in the sole discretion of the Board of Directors, the conduct of such person(s) is considered to be detrimental to the Association. The Member involved shall be notified of such a meeting by the President, or by the Secretary in the absence of the President, informed of the general nature of the charges against the Member, and advised that the Member will be given an opportunity to appear at the meeting and respond to such charges. If a Player Member is charged, the parent(s) or legal guardian of the Player Member shall appear at the meeting with the Player Member. Disciplinary measures imposed by the Board of Directors may include, but are not limited to, suspension or termination of membership in the Association.

Section 5: Dues

- (a) Membership in the Association shall not require payment of dues.
- (b) Each year, the Board of Directors shall determine registration and other fees to be assessed to each Player.

Section 6: All adult Members and other volunteers of the Association who shall have contact with Player Members, including, but not limited to Managers, coaches, assistant coaches, etc., shall have submitted to a background check conducted in accordance with procedures adopted by the Board of Directors. The Board of Directors shall have the exclusive

right to exclude any person as a Member, volunteer or participant in the Association in the event that the results of a background check indicates any felony conviction or any criminal violation involving minors or any violation of a sexual nature, or any other violation that could have a negative impact on the Association or its Members.

ARTICLE IV – OFFICERS

Section 1: Officers. The Association shall have five (5) Officers who shall consist of a President, Vice-President of Baseball, Vice-President of Softball, Secretary, and Treasurer.

Section 2: Term of Office. Officers shall assume their duties on December 1 following an election. Officers shall serve for a term of one (1) year or until the successor of the officer is elected.

Section 3: Duties of Officers. The duties of the Officers of the Association are as follows:

President-- It shall be the duty of the President to preside at all meetings; to appoint the chairpersons of the various committees; to serve as the head of the Association and to exercise direction and control over all of its activities; to receive the reports of the committees; to enforce these Amended and Restated Bylaws; and to perform all the other duties ordinary and customary to a chief executive officer.

Vice-Presidents -- It shall be the duty of the Vice Presidents to serve as liaison officers and carry out the assignments of the President; to assume the duties of President; and to be ex-officio members of all committees.

Secretary -- It shall be the duty of the Secretary to provide notice to the Members of all meetings; to attend and keep a record of all meetings; to keep a register of Members by name, residence, and date of election; to conduct all correspondence of the Association as directed by President; to call special meetings of the Board of Directors, other than those called by the President; and to perform such other duties as may be required by the Association.

Treasurer -- It shall be the duty of the Treasurer to have charge of all monies, securities, and valuable papers of the Association; to collect all amounts due and deposit such amounts in the accounts held by the bank or other financial institution named by the Association; to make

disbursements of Association funds by check, countersigned by one of the following: President, Vice-President or Secretary; keep suitable books of account to record all cash receipts and disbursements, with books to be closed annually as of the first meeting of the calendar year.

Section 4: Election of Officers

- (a) A nominating committee will be appointed by the President in August of each year which will provide nominations for candidates for President, Vice-President of Baseball, Vice President of Softball, Secretary and Treasurer. Additional candidates for each office may be nominated from the floor during an Association meeting and the names of those nominees placed on the ballot.
- (b) Election of Officers shall be by secret ballot at each regular November meeting of the Association. The candidates with the highest number of votes of the Voting Members will be elected.
- (c) Newly elected officers will be seated at the regular monthly meeting in December.

Section 5: Vacancy in Office. A vacancy in any office, except the office of President, shall be filled by the Board of Directors. Such officer shall serve for the remaining term of the office that was vacated. In the case of a vacancy in the office of President, the vacancy shall be filled by a majority vote of the Voting Members present at a meeting duly called for such purpose.

ARTICLE V – BOARD OF DIRECTORS

Section 1: Board of Directors. The Association shall have a Board of Directors, which shall consist of the Officers of the Association then in office.

Section 2: Duties. The Board of Directors shall be subject to the orders of the Members and none of its acts shall conflict with action taken by the Association. The Board of Directors shall:

- a. have general supervision of the affairs of the Association between meetings;
- b. fix the hour and place of meetings;
- c. make recommendations to the Association; and

- d. perform such other duties as are specified in these Amended and Restated Bylaws.

Section 3: Board of Directors Meetings. The Board of Directors may hold regular or special meetings. The Board of Directors may permit any of the Directors to participate in the regular or a special meeting by, or conduct the meeting through, use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. The Secretary shall notify each Director by mail, electronic mail, or such other method of written communication which maybe practical or convenient in advance of each regular or special meeting of the Board of Directors. The President, as chairman presiding at meetings, is empowered to vote only in the case of a tie.

Section 4: Action Without Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if the action is taken by all of the members of the Board of Directors. The action must be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies an earlier or later effective date. The consent signed under this section has the effect of a meeting vote and may be described as such in any document.

ARTICLE VI – COMMITTEES

Section 1: All committees will have a chairperson appointed by the President, and the chairperson shall appoint all other members of the committee.

Section 2: The chairperson of each committee will report any and all progress of the respective committee to the Association at each meeting.

Section 3: The standing committees of the Association shall be as follows, which shall be appointed by the President:

- (a) **Audit Committee** -- The Audit Committee shall be responsible for a yearly internal audit of the Association’s funds to be conducted in accordance with the procedure adopted by the Board of Directors.
- (b) **Equipment Committee** – The Equipment Committee shall be chaired by the “Equipment Manager,” who shall have full control of issuing, inventory, and disposing of all equipment of

the Association. All purchases of equipment must be approved in accordance with **Article VII**. At the completion of each baseball and softball season, the Equipment Manager will inspect all equipment and uniforms of the Association, and a report of the condition of Association equipment and uniforms shall be presented to the Association no later than the December meeting.

- (c) **Fields Committee** -- The Fields Committee shall be responsible for the maintenance of all baseball and softball fields used by the Association and for the provision of necessary equipment and supplies required for operation. All purchases of equipment and supplies must be approved in accordance with **Article VII**. Field coordinators may be appointed by the President who shall be responsible for individual baseball or softball fields used by the Association.
- (d) **Registration Committee** -- The Registration Committee shall be chaired by the “Registration Coordinator.” The Registration Committee shall coordinate registration procedures and ensure adequate Association personnel to conduct the annual Player Member registration on the dates set by the Board of Directors. The Registration Committee shall also provide notice regarding procedures, dates, times, and location of annual Player Member registration by notifying schools, news media, and the like.
- (e) **Sponsorship and Advertising Committee** -- The Sponsorship and Advertising Committee shall be responsible for contacting local businesses and the public for the purpose of obtaining funds and other aid for the Association. The Sponsorship and Advertising Committee shall handle all advertisements and notices, and will prepare press releases to promote Association activities. The Sponsorship and Advertising Committee shall coordinate expressions of gratitude to all sponsors and donors through personal letters and advertisements.
- (f) **Officiating Committee** -- The Officiating Committee shall be chaired by the “Umpire-In-Chief.” The Umpire-In-Chief shall be an active member of an umpiring association which provides officiating for Association baseball and softball games, and shall recruit umpires, set umpiring schedules, and present to the Board of Directors a list of umpire names and requests for equipment needs. The Umpire-In-Chief shall communicate to all

umpires and umpiring associations the Association's requirements of sportsmanship, professional attire, actions and conduct on the playing field. The Umpire-In-Chief will make any recommendations to the Board for any disciplinary action of an umpire, player, manager, or coach.

- (g) **Fundraising Committee** -- The Fundraising Committee is responsible for assisting the Board of Directors in establishing and conducting fundraising events for the Association.
- (h) **Concessions Committee**-- The Concessions Committee is responsible for conducting the operation of the concession stands. This includes preparing concession stands for the baseball and softball playing seasons, stocking and checking on the condition of the concession inventory and facilities during the playing seasons, and closing the concession stands at the conclusion of the playing seasons.
- (i) **Uniforms Committee** – The Uniforms Committee shall be responsible for coordinating the style, appropriate vendor, and ordering of all Player Member uniforms, which shall be subject to the approval of the Association.
- (j) **Background Verification Committee** – The Background Verification Committee shall be responsible for coordinating and confirming background checks on all Members who are required to comply with the Pennsylvania Child Protective Services Law, as may be amended or superseded from time to time.

Section 4: **Miscellaneous Committees** -- The President may appoint various ad hoc committees from time to time as may be necessary or convenient to assist in conducting the business of the Association. Such ad hoc committees may include, but shall not be limited to, an Opening Day Committee, Bylaws and Rules Committee, Website Committee, etc.

ARTICLE VII - FINANCIAL POLICY

Section 1: The Board of Directors shall act as the finance committee for the Association and shall establish a yearly financial budget. The Board of Directors shall determine the administration of the annual financial budget and all financial policies of the Association.

Section 2: All income of the Association shall be placed in a common treasury directing the expenditures of same in such a manner as will give no

individual team any advantage over others as to equipment, uniforms, and so forth.

Section 3: Expenditures of Association funds shall be approved as follows:

- (a) Expenditures of up to five hundred (\$500.00) dollars shall be approved by the President.
- (b) Expenditures of more than five hundred (\$500.00) dollars but less than two thousand (\$2,000.00) dollars shall be approved by a majority vote of the Board of Directors.
- (c) Expenditures of more than two thousand (\$2,000.00) dollars shall be approved by a majority vote of the Voting Members.
- (d) Approval of all expenditures shall include a designation of the Member who is authorized to make the authorized expenditure on behalf of the Association.

Section 4: All checks shall be signed by the Treasurer and countersigned by any one of the Officers of the Association. A Treasurer's report shall be presented and approved by the Voting Members at each monthly meeting of the Association.

Section 5: If it is deemed to be necessary and/or advisable, at the direction of the Board of Directors, the Audit Committee shall coordinate an external audit of the Association's funds to be performed by a Certified Public Accountant or a firm thereof.

Section 6: The President shall cause through action of the Board of Directors and the Fundraising Committee such fundraising campaigns as may be necessary to carry on the activities of the Association. All fundraising campaigns shall be confirmed for compliance with all federal, state, and local laws.

ARTICLE VIII – ASSOCIATION MEETINGS

Section 1: The business year for the Association shall run from January 1 to December 31 of each calendar year (the "Membership Year"). The regular meetings of the Association shall be held during the months of January, February, March, April, May, June, July, August, November, and December.

- Section 2:** The Secretary shall maintain a contact list of all Members, and shall notify each Member by mail, electronic mail, or such other method of written communication which maybe practical or convenient in advance of each monthly meeting.
- Section 3:** The President and the Secretary may call Special meetings of the Association from time to time. Upon written request of three (3) Voting Members and majority approval of the Board of Directors, the President shall call a special meeting on the specific subject. No other business but subject for which the special meeting was called may be discussed at the special meeting.
- Section 4:** The presence of ten (10) Voting Members, including the Board of Directors, shall constitute a quorum for all meetings of the Association.
- Section 5:** A Voting Member may be represented at a meeting by another individual. In order for the Voting Member to be deemed present at a meeting, the appointed representative must answer on behalf of the Voting Member during the Secretary's roll call and announce that he/she is representing the Voting Member.
- Section 6:** Roberts Rules of Order shall govern, as nearly as practicable, the proceedings of all meetings of the Association except where such Rules conflict with the Articles of Incorporation of the Association or these Amended and Restated Bylaws.
- Section 7:** The President, as chairman presiding at meetings, is empowered to vote only in the case of a tie except in the selection of Managers.
- Section 8:** The order of business for all monthly meetings will be as follows, which may be changed from time to time by majority vote of the Voting Members present at a meeting:
- (a) Roll Call
 - (b) Reading of minutes of previous meeting as necessary and approval of minutes
 - (c) Reports of officers - Treasurers report
 - (d) Reports from committees
 - (e) Business/Communications
 - (f) Old Business
 - (g) New Business
 - (h) Election and installation of officers, when required

Section 9: Following roll call at each meeting of the Association, the Secretary shall read the names of all Voting Members whose membership status has changed to Non-Voting Member.

ARTICLE IX– AFFILIATION

The Association may affiliate with any area, state, or nationwide amateur baseball/softball program or league that is approved by majority of the Voting Members.

ARTICLE X - MANAGERS AND COACHES

Section 1: The Board of Directors will annually nominate candidates at least eighteen (18) years of age who have expressed interest in serving as a Manager of an Association baseball or softball team. The Board of Directors reserves the right to decline to nominate anyone who the Board of Directors, in its sole discretion, deems to be unsuitable to be a Manager. The Board of Directors shall consider prior coaching and managing experience, baseball/softball knowledge, and other factors when making nominations. However, there shall be no tenure in Manager positions in the Association.

Section 2: Election of Managers.

- (a) Following nomination of candidates by the Board of Directors, Managers shall be elected by the Voting Members at a regular Association meeting.
- (b) If there is more than one (1) Manager candidate for an individual baseball or softball team, prior to a vote, each candidate will be permitted five (5) minutes to address their qualifications before the Association if the Manager candidate so requests.
- (c) If there is a tie vote for Manager candidates for an individual baseball or softball team, the candidate who was Manager of the team during the previous season shall be appointed as the Manager. If there is no candidate who managed the team during the previous season, one of the tied candidates shall be appointed by the Board of Directors. For purposes of this Subsection (c), the term “team” shall mean six (6) or more Player Members who played together on the same baseball or softball team that was managed by the Manager candidate during the

season immediately preceding the playing season for which the Manager candidate is currently being considered.

Section 3: The Manager may appoint one or more assistant coaches and a scorekeeper. Assistant coaches and scorekeepers may be younger than age eighteen (18), but in no event shall such persons be permitted to attend any team function unless the Manager, assistant coach, or other Association Member over the age of eighteen (18) is present.

Section 4: Managers are expected to attend all regular meetings of the Association. Managers who are absent from two (2) consecutive Association meetings without an excuse authorized by the Board of Directors or the appointment of a representative shall become a Non-Voting Member in accordance with the terms of **Article III**, and may have his or her status as Manager reviewed by the Board of Directors, which may result in termination.

Section 5: Managers shall comply with the following guidelines:

- (a) The Manager shall be aware that he or she has a tremendous influence on the Player Member, and shall never place the value of winning above the value of instilling the highest ideals of character and sportsmanship.
- (b) The Manager shall uphold the values of the Association, and shall strive to set an example of the highest ethical and moral conduct to the Player Members.
- (c) The Manager shall avoid the use of alcohol and tobacco products when in contact with Player Members.
- (d) The Manager shall become familiar with the rules of baseball or softball, and shall teach them to his or her Player Members.
- (e) The Manager shall not seek an advantage by circumvention of the spirit or letter of the rules of baseball or softball.
- (f) The Manager shall respect and support umpires and other officials, and shall not indulge in conduct which would incite Player Members or spectators to criticize umpires and other officials.
- (g) The Manager shall establish and maintain a professional and sportsmanlike tone with opposing teams and coaches.

- (h) In addition to the foregoing, the Manager shall comply with the Manager's Code of Conduct/Duties & Responsibilities as may be adopted by the Association from time to time.

ARTICLE XI - UMPIRES

Section 1: If the league(s) with which the Association may be affiliated does not provide umpires, they will be furnished by the Association through the Hershey Area Umpire Association, or a similar umpiring association that provides qualified baseball and/or softball umpires.

Section 2: Umpires may be paid a fee as set by the Association or the league with which the Association may be affiliated.

Section 3: All umpires officiating Association baseball and softball games shall comply with the following guidelines:

- (a) Umpires shall be free of obligation to any interest other than the impartial and fair judging of baseball and softball competitions.
- (b) Umpires shall hold and maintain the basic tenets of officiating, which shall include integrity, neutrality, respect, sensitivity, professionalism, discretion and tactfulness.
- (c) Umpires shall have a mastery of both rules of the game and the mechanics necessary to enforce the rules, and shall exercise authority in an impartial, firm and controlled manner.
- (d) Umpires shall uphold a professional and courteous demeanor in all interactions with Player Members, Managers, coaches and the public.
- (e) Umpires shall dress appropriately during baseball and softball games, which shall include wearing appropriate protective equipment.
- (f) Umpires shall not smoke or use any form of tobacco on or in the vicinity of the playing area, nor drink any alcoholic beverages or use any non-prescribed drugs on the day of the baseball or softball game.
- (g) Umpires shall abide by all rules and regulations that may be promulgated by the Association, by the leagues with which the

Association may be associated, and by the umpiring association with which the umpire is affiliated.

Section 4: The Association reserves the right to exclude any umpire or umpire association from officiating Association baseball and/or softball games if deemed by the Board of Directors to be not in compliance with Section 3 or otherwise not reflecting the values or objectives of the Association.

ARTICLE XII - EQUIPMENT

Section 1: The Association will furnish equipment that is necessary for baseball and softball play as may be needed by Player Members at no charge.

Section 2: The Equipment Manager shall be charged with maintenance of all Association equipment in accordance with an equipment policy to be created by the Equipment Manager and approved by the Board of Directors.

ARTICLE XIII - ELIGIBILITY & REGISTRATION

Section 1: If the Association is not affiliated with any baseball or softball league having rules governing player eligibility, the Association shall establish eligibility rules for Player Members.

Section 2: If the Association is affiliated with any baseball or softball league having rules governing player eligibility, the Association shall adopt such league eligibility rules, which shall apply to Player Members.

Section 3: All Player Members shall be required to provide proof of age at player registration.

Section 4: Failure to register by the deadline for player registration will result in ineligibility for play in the immediate upcoming baseball/softball season.

Section 5: Player Members shall not be eligible to participate in baseball or softball activities unless all registration fees and other monies owed to the Association are paid in full. In circumstances of bona fide financial hardship, the Board of Directors shall have the right to waive or reduce registration fees, or establish a payment plan, or any combination thereof.

ARTICLE XIV- TEAMS AND PLAYER SELECTION

Section 1: Annually, by the end of each February, the Association shall establish the number of baseball and softball teams that will exist in each age group level of play for the following baseball and softball season, and shall assign a maximum number of players that may be registered in each age level.

Section 2: By the end of February of each year, the Vice President of Baseball, or the Vice President of Softball, as applicable, shall approve and supervise the procedure for assignment of Player Members to each baseball and softball team established by the Association for the upcoming baseball and softball seasons. Any conflicts regarding player assignments that cannot be resolved by the respective Vice President shall be decided by the Board of Directors, whose decision shall be final.

ARTICLE XV - GENERAL RULES OF PARTICIPATION

Section 1: All Player Members must read and sign the current “Players Code of Conduct” adopted by the Association in order to be eligible to participate and represent the Association in the current baseball or softball season. No Player Member shall be permitted to participate in any Association activity without having signed a current Players Code of Conduct.

Section 2: All parents and/or legal guardians of Player Members must read and sign a current “Parent Code of Conduct” agreement as adopted by the Association in order for the Player Member to be eligible to participate and represent the Association in the current baseball or softball season. No Player Member shall be permitted to participate in any Association activity without the Player Member’s parent and/or legal guardian having signed a current Parent Code of Conduct.

Section 3: Consequences for violation of the Player Code of Conduct and the Parent Code of Conduct rules shall be determined by the Board of Directors in accordance with the provisions of **Article III, Section 4**, and such consequences shall include, but shall not be limited to, reprimand, suspension, and termination of Membership.

Section 4: If the Association is affiliated with a baseball or softball league, the applicable league rules regarding participation shall apply with the following exceptions:

- (a) All players shall play no less than two (2) defensive innings of each baseball or softball game and shall bat no less than one (1) inning per game.
- (b) The rules set forth in (a) may be suspended at the discretion of the manager for disciplinary reasons; however, the manager must notify the manager of the opposing team and the umpire before the game.
- (c) During playoffs and “all star” tournaments, the rules set forth in (a) and (b) herein may be waived.

Section 5: If the Association is not affiliated with any baseball or softball league, baseball and softball teams shall operate under the current Official Regulations, Playing Rules, and Policies of Little League Baseball and the current ASA/USA Official Rules of Softball except for the following changes:

- (a) All players shall play no less than two (2) defensive innings of each baseball or softball game and shall bat no less than one (1) inning per game
- (b) The rules set forth in (a) may be suspended at the discretion of the manager for disciplinary reasons; however, the manager must notify the manager of the opposing team and the umpire before the game.
- (c) If an Association team roster contains fourteen (14) or more Player Members, the manager shall be able to exclude no more than three (3) players in a single game. Excluded players shall be subject to subsections (a) and (b) for the following game.
- (d) During playoffs and “all star” tournaments, the rules set forth in (a) through (c) herein may be waived.

Section 6: The Vice President of Baseball, or the Vice President of Softball, as the case may be, in consultation with the Managers, shall develop a list of Player Members for each age group level as potential substitute players when regular rostered Player Members are not available for play (“Call Up Players.”) In the event of temporary vacancies of Player Members from team rosters, Call Up Players may be utilized by managers to fill such roster vacancies. Call Up Players shall not supplant Player Members who are the regular rostered players on the team and present for game play.

The Board of Directors, in compliance with the rules and regulations of any applicable league with which the Association is affiliated, reserves the right to make final decisions with regard to filling roster vacancies by Player Members in younger age group levels.

Section 7: Playing Seasons, game schedules, playoffs, and tournament/“all-star” play shall be governed by the rules of the applicable league(s) with which the Association is affiliated, or shall be determined by the Association if there is no league affiliation.

ARTICLE XVI - INDEMNIFICATION

Section 1: Third Party Actions. The Association shall indemnify any director, officer and/or employee, or any former director, officer and/or employee, 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 (other than an action by or in the right of the corporation) by reason of the fact that such person is or was such representative of the Association, or is or was serving at the request of the Association 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 or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2: Derivative Actions. The Association shall indemnify any director, officer and/or employee, 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 or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that such person is or was a director, officer and/or employee of the Association, or is or was serving at the request of the Association as a

director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against amounts paid in settlement and expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of, or serving as a witness in, such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association.

Indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Association, 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 Association 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, the person is fairly and reasonably entitled to indemnity for the expenses that the court of common pleas or other court deems proper.

Section 3: Presumption. Except as may be otherwise ordered by a court, there shall be a presumption that any director, officer and/or employee is entitled to indemnification as provided in this Bylaw unless either a majority of the Board of Directors who are not involved in such proceedings ("disinterested directors"), or, if there are less than three disinterested directors, then one-third of Voting Members of the Association determine that the person is not entitled to such presumption by certifying such determination in writing to the Secretary of the Association. In such event the disinterested Director(s) or, in the event of certification by the Voting Members, the Secretary of the Association shall request of independent counsel, who may be the outside general counsel of the Association, a written opinion as to whether or not the parties involved are entitled to indemnification under this Bylaw.

Section 4: Mandatory Indemnification. To the extent that an authorized representative of the Association has been successful on the merits or otherwise in defense of any action or proceeding or in defense of any claim, issue or matter for which indemnification is available under those bylaws or the Business Corporation Law, such person shall be indemnified against expenses (including attorneys' fees and disbursements) actually and reasonably incurred by such person in connection therewith.

Section 5: Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an

undertaking by or on behalf of the director, officer and/or employee to repay such amount unless it shall ultimately be determined that such individual is entitled to be indemnified by the Association as authorized in this Bylaw.

Section 6: Non-Exclusivity. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, vote of Voting Members, or disinterested directors, or otherwise, both as to action in such individual's official capacity while serving as a director, officer, and/or employee, or as to any action in another capacity while holding such office. The Board of Directors, may, by resolution, provide for additional indemnification or advancement of expenses to or for any director, officer, and/or employee of the Association provided said indemnification is not inconsistent with the provisions of these Bylaws, the Articles, the Business Corporation Law, or other applicable provisions of law. The indemnification provided by this Article shall continue as to a person who has ceased to be a director, officer and/or employee and shall inure to the benefit of the heirs and personal representatives of such person.

Section 7: Securing Obligation to Indemnify. The Association may, by act of the Board of Directors, create a fund to secure or insure its indemnification obligations under these Bylaws, the Articles, any resolution of Board of Directors or agreement or vote of Voting Members as authorized in by this Bylaw, and applicable provisions of the Business Corporation Law.

ARTICLE XVII – DISSOLUTION

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association in such manner, or to such organizations(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(c)(3) of the Internal Revenue Code, as it may be amended from time to time, as the Board of Directors shall determine. Any such assets not so disposed shall be disposed by the Court of Common Pleas of Dauphin County, Pennsylvania exclusively for the charitable, educational, religious or scientific purposes as the said court shall determine.

ARTICLE XVII – AMENDMENTS

These Bylaws may be amended or repealed, or new Bylaws may be adopted by vote of the Voting Members at a duly organized meeting of the Association upon thirty (30) days' notice of such meeting. Notice may be sent via first class U.S. Mail, electronic mail, or such other means of electronic communication that may be customary at the time. Any change in these Bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change.