

BYLAWS
OF
Pioneer Youth Field Hockey
(A Pennsylvania Nonprofit Corporation)

Approved on July 1, 2024

ARTICLE I.

NAME AND PURPOSE

1.1 Name

The name of the corporation is Pioneer Youth Field Hockey

1.2 Purpose

The Corporation is incorporated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, particularly To help female athletes be successful in life through the sport of field hockey in the Lampeter Strasburg area.

ARTICLE II.

OFFICES AND FISCAL YEAR

2.1 Principal Office

The principal office of the Corporation in the Commonwealth of Pennsylvania shall be at 7 Heatherfield Drive, Willow Street, PA 17584, Pennsylvania, until otherwise established by a vote of a majority of the board of directors, and a statement of such change is filed with the Department of State.

2.2 Other Offices

The Corporation may also have office at such other places within or without the Commonwealth of Pennsylvania as the board of directors may from time to time designate or as the business of the Corporation may require.

2.3 Fiscal Year

The fiscal year of the Corporation shall begin on the first day of February in each year.

ARTICLE III.

BOARD OF DIRECTORS

3.1 Powers

The Corporation having no members, all rights as members as set forth under the Non-Profit Corporation Law of 1988 are assumed by the Board of Directors pursuant to Section 5751 of said law. The board of directors shall be responsible for establishing policy, approving budgets, selecting auditors for annual audits and establishing goals for the Corporation, and shall have full power to conduct, manage, and direct the business and affairs of the Corporation; and all powers of the Corporation are hereby granted to and vested in the board of directors.

3.2 Number and Qualifications

In furtherance of the purposes of the Corporation, the board of directors shall be comprised of individuals who have an interest in the development of Pioneer Youth Field Hockey. The initial directors and their terms are listed on Exhibit A attached hereto (collectively, the "Initial Directors"). Thereafter, each voting director shall be elected by the existing Board of Directors. The number of directors shall be at least three (3) but not more than ten (10), as determined from time to time by the Board.

3.3 Election and Terms

At the expiration of the Initial Directors' terms, Directors shall be elected by the affirmative vote of a majority of the directors in office. The members of the board of directors, as shown on Exhibit A are and shall have a term of two (2) years.

3.4 Re-Election

A director can be re-elected to their current position, or another should one become available they are interested in.

3.5 Resignation, Removal, Death

Any director may resign at any time by giving written notice to the president or the secretary of the Corporation. Such resignation shall take effect on the date of receipt of such notice or at any later date specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Upon two-thirds vote of the board of directors, any director who fails to attend three consecutive board meetings without adequate cause may be removed from the board of directors.

All directors shall act in a manner that promotes the purpose of the Corporation and any director not acting in such a manner may be removed from the board of directors by a two-thirds vote of the board of directors in office.

Any vacancy or vacancies in the board of directors because of death, resignation, or removal may be filled by a majority vote of the remaining members of the board of directors though less than a quorum at any regular or special meeting.

3.6 Place of Meeting

The board of directors may hold its meeting at the principal office of the Corporation, or at such place or places within or without Pennsylvania as the board of directors may from time to time appoint, or as may be designated in the notice calling the meeting.

3.7 Annual Meeting

The annual meeting of the board of directors shall be held in July of each year, on such date and at such time as the board may fix. At said meeting the board shall transact such business as may properly be brought before the meeting.

3.8 Annual Election Meeting

The annual election meeting shall be held at the same time as the annual meeting of the board of directors for the purpose of electing board members and officers and transacting such other business as may be properly brought before the meeting.

3.9 Regular Meeting

Regular meetings of the board of directors shall be held not less frequently than four times each calendar year at such times and places as shall be designated annually by the board. If the date fixed for any such regular meeting is a legal holiday under the laws of the state where such meeting is to be held, then the same shall be held on the next succeeding business day, not a Saturday, or at such other time as may be determined by resolution of the board of directors. At such meetings, the directors shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given.

3.10 Special Meetings

Special meetings of the board of directors shall be held whenever called by the president or by two (2) or more of the directors. Notice of each such meeting shall be given to each director by telephone or in writing at least five (3) days (in the case of notice by telephone, e-mail or facsimile transmission) or forty-eight hours (in the case of notice by courier service or express mail) or three 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. The business to be transacted at any special meeting of the board must be specified in the notice of the meeting.

3.11 Quorum, Manner of Acting, and Adjournment

A majority of directors in office shall be necessary to constitute a quorum for the transaction of business. Except as otherwise specified in the articles or these bylaws or provided by statute, the acts of a majority of the directors present and voting at a meeting at which a quorum is present shall be the acts of the board of directors. In the absence of a quorum, a majority of the directors present may adjourn the meeting from time to time until a quorum is present, and no notice of any adjourned meeting need be given, other than by announcement at the meeting. The directors shall act only as a board and the individual directors shall have no power as such, provided, however, that any action which may be taken at a meeting of the board may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the directors in office is filed with the secretary of the Corporation. Directors may participate in and hold a meeting by means of teleconference or similar

communications equipment by means of which all persons participating in the meeting can hear each other or communicate via text or written word.

3.12 Compensation; Expenses

No Director of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument, unless authorized by the affirmative vote of the majority of the Board of Directors; provided however, directors shall be reimbursed for actual expenditures incurred while acting on behalf of the Corporation upon presentation of receipts of such expenditures to the treasurer.

ARTICLE IV.

NOTICE-WAIVERS-MEETINGS

4.1 Notice, What Constitutes

Whenever written notice is required to be given to any person under the provisions of the articles, these bylaws, or the Nonprofit Corporation Law of 1988, it may be given to such person, either personally or by sending a copy thereof by first class or express mail, postage prepaid or by telegram (with messenger service specified), telex or courier service, charged prepaid, or by facsimile transmission or e-mail to his or her address (or to his or her telex, facsimile number or e-mail address) appearing on the books of the Corporation, or 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 such person, or, in the case of telex, facsimile transmission or e-mail, when dispatched. A notice of a meeting shall specify the place, day and hour of the meeting and such other information as may be required by the articles, these bylaws or the Nonprofit Corporation Law of 1988.

4.2 Waiver of Notice

Whenever any written notice is required to be given under the provisions of the articles, these bylaws, or the Nonprofit Corporation Law of 1988, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, the meeting need be specified in the waiver of notice of such meeting.

Attendance of a person, either in person or by proxy, at any meeting, shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE V.

OFFICERS AND COMMITTEES

5.1 Number, Qualifications and Designation

The officers of the Corporation shall be a president, a vice president, a secretary and a treasurer, and such other officers as may be elected or appointed in accordance with the provisions of this Section and Section 5.4 of this Article. One person may hold more than one office. All officers may but need not be directors of the Corporation. All officers shall be natural persons of full age; except, however, the treasurer, who may be a corporation, but if a natural person, shall be of full age.

5.2 Election and Term of Office

The officers of the Corporation, except those appointed by delegated authority pursuant to Section 5.4 of this Article, shall be elected for a term of two (2) years by the board of directors at the annual election meeting, or until his or her earlier death, resignation, or removal.

5.3 Re-Election

An officer shall be eligible for re-election to the same.

5.4 Other and Subordinate Officers, Committees and Agents

The board of directors may from time to time appoint such other officers, and appoint such committees, employees or other agents as the business of the Corporation may require, including one or more assistant secretaries, and one or more assistant treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws, or as the board of directors may from time to time determine. The board of directors may delegate to any officer or committee the power to appoint subordinate officers and to retain or appoint employees or other agents, or committees thereof, and to prescribe the authority and duties of such subordinate officer, committees, employees or other agents.

5.5 Committees

There shall be an Executive Committee, a Nominating Committee and such other standing or special committees as shall be determined by the board of directors.

5.6 Executive Committee

The Executive Committee shall consist of all of the officers of the Corporation and such other persons as may be appointed by the board of directors; provided, however, the executive committee shall be comprised of no less than three (3) members of the board of directors. The Executive Committee shall manage the affairs of the Corporation and have and exercise the authority of the board during intervals between meetings of the board on matters requiring action by the Corporation (subject to the limitations contained in the Nonprofit Corporation Law of 1988, as amended). All actions taken by the Executive Committee shall be reported to the board at the first meeting following such action.

5.7 Nominating Committee

A Nominating Committee consisting of two (2) directors shall be appointed by the president subject to approval of the board.

The Nominating Committee shall present at the annual election meeting a slate of candidates for directors and officers to be elected. In selecting candidates for directors and officers, the Nominating Committee shall give due consideration to: (i) past efforts of candidates in supporting the Corporation; and (ii) any particular specialty needed on the board.

A report of the Nominating Committee shall be presented to the board at least thirty (30) days prior to the annual election meeting by written notice sent to each director at least thirty (30) days prior to the annual election meeting.

5.8 Fundraising Committee

A Fundraising Committee consisting of two (2) directors shall be appointed by the president subject to approval of the board.

5.9 Resignations

Any officer or agent may resign at any time by giving written notice to the board of directors, or to the president or the secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.10 Removal

Any officer, committee, or other agent of the Corporation may be removed, either with or without cause, by the board of directors or other authority which elected or appointed such officer, committee or other agent. Election or appointment of an officer or employee or other agent shall not of itself create contract rights.

5.11 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the board of directors or by the officer or committee to which the power to fill such office has been delegated pursuant to Section 5.4 of this Article, as the case may be, and if the office is one for which these bylaws prescribe a term, shall be filled for the unexpired portion of the term.

5.12 General Powers

All officers of the Corporation as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided by or pursuant to resolutions or orders of the board of directors, or in the absence of controlling provisions in the resolutions or orders of the board of directors, as may be determined by or pursuant to these bylaws.

5.13 President

The president shall preside at all meetings of the board of directors, shall be the person principally responsible for calling, organizing and preparing an agenda for discussion at such meetings, and shall be the person principally responsible for coordinating the various committees established by the board of directors. The president shall sign, execute and acknowledge, in the name of the Corporation, deeds, mortgages, bonds, contracts, checks or other instruments, authorized by the board of directors, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors, or by these bylaws, to some other officer or agent of the Corporation. The president may be bonded for such terms and amounts as shall be delivered by the board of directors.

5.14 Vice President

The vice president shall in the absence or disability of the president assume all duties, responsibilities and powers of the president and shall perform all other duties as set forth in these bylaws or as directed by the board.

5.15 The Secretary

The secretary shall attend all meetings of the board of directors and shall record all the votes of the directors and the minutes of the meetings of the board of directors and of committees of the board in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the Corporation as required by law; and, in general, shall perform all duties incident to the office of the secretary, and such other duties as may from time to time be assigned by the board of directors or the president.

5.16 The Treasurer

The treasurer shall have or provide for the custody of the funds or other property of the Corporation; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the Corporation; shall deposit all funds in his or her custody as treasurer in such banks or other places of deposit as the board of directors may from time to time designate; shall, whenever so required by the board of directors, render an account showing all transactions as treasurer, and the financial condition of the Corporation; and, in general, shall discharge such other duties as may from time to time be assigned by the board of directors or the president. The treasurer may be bonded for such terms and amounts as shall be determined by the board of directors.

ARTICLE VI.

LIABILITY AND INDEMNIFICATION OF DIRECTORS

6.1 Director's Personal Liability

Any director of the Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless: (1) the director has breached or failed to perform the duties of his office under 15 Pa. C.S.A. §5712 (relating to standard of care and justifiable reliance); and (2) the breach or failure to perform constitutes self-dealing willful misconduct or recklessness.

6.2 Indemnification

Any director, officer, employee or agent of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal or investigative (whether brought by or in the right of the Corporation or by a third party) 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 entity, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, unless it is determined by a court that the act or failure to act giving rise to the claim for indemnification constitutes willful misconduct or recklessness.

ARTICLE VII.

MISCELLANEOUS

7.1 Checks

All checks, notes, and bills of exchange or other orders in writing shall be signed by such person or persons as the board of directors may from time to time designate. Provided, however, any check in excess of \$10,000.00 must be signed by the two (2) officers of the Corporation.

7.2 Contracts

Except as otherwise provided in these bylaws, the board of directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the Corporation, and such authority may be general and confined to specific instances.

7.3 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the board of directors may approve or designate, and all such funds shall be withdrawn only upon checks or assignments electronically, such as Venmo or Paypal, by such one or more officers or employees as the board of directors shall from time to time determine.

7.4 Amendment of Bylaws

These bylaws may be amended or repealed, or new bylaws may be adopted, by vote of two-thirds of the board of directors of the Corporation in office at any regular or special meeting of directors.

7.5 Conflict of Interest

Any director, officer, employee or committee member having a personal or business interest in a contract or other transaction presented to the board of directors or a committee thereof for authorization, approval or ratification shall give prompt and full disclosure of his or her interest to the board or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can be reasonably construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction. Such person may not be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon, and where applicable, the abstention from voting and participation, and whether a quorum is present. Directors, officers, employees and committee members will annually sign a conflict of interest affidavit reaffirming the provisions in this Section.

7.6 Activities, Distribution

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered 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 the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (i) 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 (ii) 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).

Upon the dissolution of this corporation, 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 to a state or local government, for a public purpose. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation, or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).