

Lehigh Valley Youth Field Hockey League Inc.

Bylaws

Last Amended July 18, 2023

Article 1 – Name

The name of this corporation is the Lehigh Valley Youth Field Hockey League Inc. (the League).

Article 2 – Purposes

The Purpose of the League is as follows:

- a. To promote and encourage the growth and development of youth field hockey in the Lehigh Valley.
- b. To hold or arrange tournaments, clinics, educational sessions, coaching clinics and other similar activities to promote the growth of youth field hockey.
- c. The League's Mission Statement is developed by the League's Board of Directors and may be changed by its Board of Directors only with a contemporaneous change to these bylaws.
- d. To do all of the lawful acts and activities permitted by the Business Corporation Law of Pennsylvania.

Article 3 – Offices

The League's initial mailing address shall be 8898 Colebrook Road, Breinigsville, Pennsylvania 18031. The League may also have offices at such other places as the Board of Directors may from time to time designate or the activities of the League may require.

Article 4 – Membership and Dues

- a. Members of the League are qualified organizations engaging in organizing youth field hockey leagues and tournaments, who wish to be engaged with the League for greater organizational and supervision of year-round

- field hockey activities.
- b. A membership dues rate shall be set for each qualified organization at the first meeting of the Board of Directors, and may be changed from time to time, subject to the discretion of the voting members of the Board of Directors.
 - c. Organizations must pay dues and be in good standing with all local, municipal, state and sport governing bodies in order to be members of the League.
 - d. League membership shall be subject to approval of a simple majority of the then existed Directors at the first meeting following any application for membership, or at any other date as agreed upon by the Board of Directors and the applying organization.

Article 5 –Board of Directors

- a. The League’s business and affairs shall be managed by the Board of Directors (collectively the “Board,” individually the “Directors”).
- b. The initial Board of Directors shall consist of three members: Lisa Brunnabend, Kelly Cornwell and Rebecca Brown (“Initial Directors”). The Initial Directors shall serve the Board of Directors until
 - i. they resign,
 - ii. a vote is taken by the existing Board of Directors for their removal,
 - iii. or they assume the role of a member of the Board of Directors in any capacity other than as an Initial Director. In such a circumstance, the Initial Director shall become a Member Director subject to the terms of each such Member Director.
- c. Any qualified organization that has been a member of the League in good standing in accordance with the terms of Article 4 for at least one (1) year may apply for membership to the Board of Directors. If such an application is approved by a simple majority of the then Directors, a Member Director position shall be created for such qualified organization.
 - i. The term of each Member Director shall be

for an initial term of one year, renewable only if the qualified organization remains a member of the League in good standing pursuant to Article 4 herein.

- ii. All Member Directors shall have the same voting rights as any Initial Director once admitted.
 - iii. A qualified organization may change its representative to the Board of Directors at its discretion so long as written notice of such change is provided to the President of the Board of Directors in advance of any meeting.
- d. The Board of Directors shall elect Officers from the members of the Board of Directors.
- e. All Board members have full voting rights and are included in the calculation of a quorum.
- f. The Board may, by resolution of the Directors, establish one or more committees. No committee shall have any power or authority as to the following:
- i. The filling of vacancies in the Board of Directors.
 - ii. The adoption, amendment, or repeal of the bylaws.
 - iii. The amendment or repeal of any resolution of the Board.
 - iv. Action on matters committed by the bylaws or resolution of the Board to another committee of the Board.
 - v. Execution of contracts binding upon the League.
 - vi. Action on any matter required by statute or by these bylaws to be submitted to the entire Board.
- g. Powers of the Board:
- i. The Board has the power and authority to conduct the League's affairs to best accomplish the League's objective and Mission.

Article 7 – Officers

- a. The League's Officers are a President, Secretary, and Treasurer. The League Officers shall make up the Executive Committee of the Board of Directors.
 - i. The Executive Committee, upon a unanimous vote, may create new Officer positions for the Board of Directors, each of which shall be a member of the Executive Committee.
- b. The initial officers shall be elected by the Board at its initial meeting and shall serve a term of one year. Thereafter, officers shall be elected at the first meeting of the year for the League.
- c. All Board Members in Good Standing at the annual meeting may vote for Officers of the Board of Directors.
- d. Terms:
 - i. The initial term for the President shall be two years. Thereafter, each term for President shall be two years.
 - ii. The initial term for the Secretary shall be one year. Thereafter, each term for Secretary shall be two years.
 - iii. The initial term for the Treasurer shall be one year. Thereafter, each term for Treasurer shall be two years.
- e. Duties of the President: The President shall preside at all Board meetings and all meetings of the Executive Committee.
- f. Duties of the Secretary: The Secretary shall take minutes of Board meetings or appoint another Board member to take minutes and shall assume any other responsibilities so designated to them by the President and with approval of the Executive Committee.
- g. Duties of the Treasurer: The Treasurer shall provide oversight for all of the League's financial transactions, audits, and all collections and accounts receivable. The Treasurer shall present the League's annual budget to the

Board. The Treasurer shall present financial statements to the Board at least quarterly and shall authorize financial statements as required by law.

Article 8 – Meetings, Voting, and Action Outside of Meetings

- a. The Board shall convene an annual membership meeting in February of each year. All members of the League shall receive notice of the annual membership meeting at least fifteen (15) days before the annual membership meeting is scheduled to take place.
- b. Special Membership Meetings may be convened by the President with at least fifteen (15) days written notice to all members of the League. No business shall be transacted at a special meeting except as so noted in the written notice announcing the meeting.
- c. Regular Board Meetings. The Board shall hold at least three (3) meetings per year, held on days and times determined by the President or by resolution of the Board. A quorum (more than 50% of voting members) must be present to conduct business at a regular meeting. A majority action of the members in attendance shall constitute an action of the Board.
- d. Special Board Meetings. Special meetings of the Board may only be called by the President or Executive Committee. At least seven (7) days' notice must be provided to all Directors for a Special Meeting. No business shall be transacted at the special meeting except for the purposes stated on the notice. A quorum (50% of voting members) is required for conducting business at a special meeting.
- e. Participation in Meetings. All individuals entitled to vote in any meeting may participate in the meeting in person or by virtual presence, if such technology is available at the time of the meeting. Members participating remotely shall be counted towards any necessary quorum.
- f. Voting Outside of Meetings. Any procedural motion raised during a Board Meeting may be put to a vote by mail or electronic means after the meeting is adjourned regardless

of a quorum at a meeting. The President must send notice to all Board members of any vote outside of a meeting. That notice must specify the means by which Board members may cast a vote and must specify a date and time by which votes must be cast.

Article 9 – Vacancies

- a. If a Director's position becomes vacant, the qualified member organization that appointed the Director shall appoint a new director to serve the remainder of the Director's term.
- b. If an Officer's position becomes vacant, the League's Board shall elect one of the League's Directors to fill the vacant positions. Such election may occur at an annual, regular, or special meeting, or by action outside of meetings.

Article 10 – Books and Records

- a. The League shall keep all books and records as required by law.
- b. The League shall maintain checking accounts in such banks as it may deem feasible.
- c. All drafts upon such banks shall be in accordance with League policies.

Article 11 – Transaction of Business

- a. The League shall not transact in any business except those permitted to Pennsylvania nonprofit corporations.
- b. The Board and the League shall take any action required by law that is necessary for the League to continue operation as a Pennsylvania non-profit corporation.

Article 12 – Limitation of Directors' Liability and Indemnification of Directors and Other Persons

- a. To the fullest extent permitted by Pennsylvania law, the

League shall indemnify each Director and hold each Director harmless for any act done in the Director's capacity as a Director.

- b. This section does not apply to acts of willful misconduct, misfeasance, and gross negligence.
- c. This section does not apply the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for the payment of taxes pursuant to any law.
- d. Indemnification includes, without limitation, all expense, liability, and loss including but not limited to attorneys' fees, judgments, fines, penalties, and amounts paid or to be paid in settlement reasonably incurred or suffered by the Director in connection with any Proceeding (as defined below). This includes advancement or prepayment of the same.
- e. "Proceeding" shall mean any threatened, pending or completed action, suit or proceeding (including, without limitation, an action, suit or proceeding by or in the right of the Fund), whether civil, criminal, administrative, or investigative.
- f. The League may, by resolution of the Board, indemnify other persons as if they were Directors.
- g. The League may, by resolution of the Board, purchase and maintain insurance for any purpose, including fulfillment of the obligations of this section.

Article 13 – Amendments

- a. Non-substantive edits to these bylaws, such as the correction of typographical errors, may be made by resolution of the Board.
- b. Substantive edits to these bylaws may be amended by resolution of the Board. However, for substantive edits:
 - i. A resolution to amend the bylaws shall pass only with the affirmative vote of at least three

- (3) Directors, and/or no less than seventy-five (75%) majority vote of the existing Directors.
- ii. The President, or the President's designee, shall notify the Board in writing of the text of the proposed amendment at least ten (10) days before the meeting when the vote will occur.
 - iii. A vote on a resolution to amend the bylaws may occur only during an annual, regular, or special board meeting. Such a vote **may not** occur by action outside of a meeting.

CORPORATE RESOLUTION

BE IT HEREBY RESOLVED that on July __, 2023 the Initial Directors of the Lehigh Valley Youth Field Hockey League, Inc. ("the League") met at its initial meeting to enact By-Laws, elect officers and initiate the business of the League.

BE IT HEREBY RESOLVED during the course of the initial meeting, the Initial Directors voted to adopt the By-Laws, as last amended on July 18, 2023.

BE IT HEREBY RESOLVED that the Initial Directors elected Lisa Brunnabend as President of the Board of Directors; Kelly Cornwell as Secretary of the Board of Directors; and Rebecca Brown as Treasurer of the Board of Directors.

I, Kelly Cornwell, Secretary of Lehigh Valley Youth Field Hockey League, Inc., certify that the foregoing is a true copy of a RESOLUTION as it appears in the records of the Corporation, and as was duly and legally adopted pursuant to and in accordance with the By-Laws thereof, that it has not been modified, amended or rescinded, and is in full force and effect as of the date hereof.

DATED:

Kelly Cornwell
Rebecca Brown
Lisa Brunnabend

7-30-23

7-30-23

7/30/23

