

***The By-Laws Of
Lower Macungie Youth Association, Inc.
(Revisions Adopted January 14, 2010)***

Article I - Offices

1. The registered office of the corporation shall be P.O. Box 3022 Wescosville, PA 18106.
2. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the corporation may require.
3. The corporation shall be known as Lower Macungie Youth Association, Inc. and may be referred to herein as either "corporation" or "LMYA".

Article II – Seal

1. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania".

Article III – Members

1. All members of this corporation shall either participate through their children or as a volunteer for the organization.
2. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of any dues or assessments.
3. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of a quorum of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.
4. Membership in this corporation is not transferable or assignable.
5. All Members of the corporation, except members serving on the Board of Directors, are non-voting members.

Article IV – Directors

1. The business and affairs of this corporation shall be managed by its Board of Directors, shall not be less than twenty-three (23) nor more than fifty (50) in number, the number to be determined from time to time by the Board of Directors. The members of the Board of Directors shall be natural persons of full age and who need not be residents of this Commonwealth but who shall be members of this corporation. They shall be nominated by the nominating committee of the Board of Directors and elected by the current members of the Board of Directors, and each director shall be elected for the term of two years and until his successor shall be elected and shall qualify
2. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles or by these By-Laws directed or required to be exercised or done by the members.
3. The meetings of the Board of Directors will be held on the second Thursday of every month at 8:30 o'clock p.m., at the Wescosville Recreation Center, Route 222, Wescosville, Pennsylvania, or at such place or places within this Commonwealth or elsewhere, as the majority of the Board of Directors may from time to time appoint, or as may be designated by notice calling the meeting.
4. Written or personal notice of regularly scheduled quarterly meetings, as set forth in paragraph 3 hereof, is not required. For all other meetings of the Board of Directors, written or personal notice shall be given to each director at least five days prior to the date named for the meeting.
5. Nine (9) of the directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Any action which may be taken at a meeting of the directors may be taken without a meeting if consents in writing setting forth the action so taken shall be signed by all of the directors in office and shall be filed with the Secretary of the corporation.
6. The Board of Directors may, by Resolution adopted by a quorum of the directors in office, establish one or more committees to consist of one or more directors of the corporation. No Committee shall be a permanent committee. Any such committee, to the extent provided in the Resolution of the Board of Directors or in the By-Laws, shall have and may exercise all of the powers and authority of the Board of Directors, except that no such committee shall have any power or authority as to the following:

- (a) The submission to members of any action required by statute to be submitted to the members for their approval.
 - (b) The filling of vacancies in the Board of Directors.
 - (c) The adoption, amendment or repeal of the By-Laws.
 - (d) The amendment or repeal of any Resolution of the Board.
 - (e) Action on matters committed by the By-Laws or resolution of the Board of Directors to another committee of the Board.
7. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. Each committee of the Board shall serve at the pleasure of the Board.
8. The Board of Directors shall have the authority to fix the compensation of directors for their services as such. A director may not be a salaried officer of the Corporation.
9. The entire Board of Directors, or a class of the Board, where the Board is classified with respect to the power to select directors, or any individual director, may be removed from office for just cause.
10. The Board of Directors may declare vacant the office of a director if he is declared of unsound mind by an order of court or is convicted of felony, or if within sixty days after notice of his selection, he does not accept such office either in writing or by attending a meeting of the Board of Directors, and fulfill such other requirements of disqualification as the By-Laws may specify. Further, any director who fails to attend three successive regular monthly meetings of the directors, without notifying any one officer, prior to said meeting, may be removed by the Board at any regular meeting and the Board of Directors shall declare vacant the office of such director. The remaining members of the Board of Directors may elect a member of the corporation as a director to serve for the balance of the unexpired term created by reason of the vacancy.

Article V – Officers

1. The executive officers of the corporation shall be chosen by the Board of Directors, and shall be a President, Vice-President, Secretary, Treasurer and such other officers and assistant officers as the needs of the corporation may require. The President and Secretary shall be natural persons of full age; the Treasurer, however, may be a corporation, but if a natural person, shall be of full age. They shall hold their offices for a term of one year unless otherwise designated by the Board of Directors and shall have such authority and shall perform such duties as are provided by the By-Laws and as shall from time to time be prescribed by the Board of Directors. It shall not be necessary for the officers to be directors and any number of offices may be held by the same person.
2. The natural persons serving as executive officers, along with the immediate past president, shall comprise the executive board. The executive board shall meet as necessary to discuss issues for the benefit of the corporation. If the immediate past president is unavailable or unwilling to serve in this capacity, the executive officers may recommend another individual to the Board of Directors for approval as a substitute. The executive board shall be considered a permanent committee of the corporation.
3. Any officer or agent may be removed by the Board of Directors whenever in its judgement the best interests of the corporation will be served thereby.
4. The President shall be the chief executive officer of the corporation; he shall preside at all meetings of the members and directors; he shall have general and active management of the affairs of the corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the corporation. He shall be Ex-Officio a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.
5. The Vice-President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as he may be required to do from time to time.
6. The Secretary shall attend all sessions of the Board and all meetings of the members and act as clerk thereof, and record all the votes of the corporation and the minutes of all its transactions in a collection to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required.
7. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep the monies of the corporation in a

separate account or accounts to the credit of the corporation. He shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation.

Article VI – Vacancies

1. If the office of President becomes vacant for any reason, the Vice-President automatically becomes President and the Board of Directors shall choose a new Vice-President, who shall hold this office for the unexpired term of the Vice-President. If other vacancies, whether of officers or members-at-large, occur other than set forth above, the Board of Directors may choose a successor or successors who shall hold office for the unexpired term in respect of which such vacancy occurred.

Article VII - Committees

1. Special Committees - Special committees may be appointed from time to time by the President or the Board of Directors who shall prescribe their duties and may delegate administrative functions to such committees. The President may appoint special committees for a period of not more than one year. The Board of Directors may expressly appoint a special committee for a period in excess of one year.
2. Reports - Any reports of committees shall be submitted at a regular or special meeting of the Board of Directors and an annual written report shall be submitted by each committee prior to the end of the fiscal year of the corporation so that the report will be available for examination at the annual meeting.

Article VIII - Books and Records

1. All the Directors of the Corporation are required to maintain a Binder with an up to date copy of the By-Laws. The corporation shall keep an original or duplicate record of the proceedings of the members and the directors, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the corporation, and an original or a duplicate membership register, giving the names of the members, and showing their respective addresses and the class and other details of the membership of each. The corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the corporation in this Commonwealth, or at its principal place of business wherever situated.
2. Every member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the corporation at its registered office in this Commonwealth or at its principal place of business wherever situated. This right of inspection is not an unqualified right to invade the privacy of others.

Article IX - Transaction of Business

1. The corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the members in office of the Board of Directors, except that whenever there are twenty-one or more directors, the vote of a majority of the members in office shall be sufficient. Unless otherwise restricted in these By-Laws, no vote or consent of the members shall be required to make effective such action by the Board. If the real property is subject to a trust the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.
2. Whenever the lawful activities of the corporation involve, among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the members, directors or officers of the corporation.
3. All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.
4. The corporation shall not engage in any transaction prohibited by the Nonprofit Corporation Laws of the Commonwealth of Pennsylvania or which would destroy its exemption status under the United States Internal Revenue Code as now enacted, or as it may hereafter be amended.

Article X - Annual Report

1. The Treasurer shall present annually to the Board of Directors a report, verified by the President and Treasurer or by a majority of the Directors, showing in appropriate detail the following:
 - (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
 - (b) The principal change in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
 - (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
 - (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
 - (e) The number of members of the corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

This report shall be filed with the minutes of the meeting of members.

Article XI – Notices

1. Unless otherwise provided in these By-Laws, whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by telegram, charges prepaid, to his address appearing on the books of the corporation, or, in the case of directors, supplied by him to the corporation for the purpose of Notice. If the notice is sent by mail or by telegram, 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 for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these By-Laws. When a special meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.
2. Unless otherwise provided in these By-Laws, whenever any written notice is required to be given under the provisions of the statute or the Articles or By-Laws of this corporation, 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. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of members such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person 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 XII - Miscellaneous Provisions

1. One or more persons may participate in a meeting of the Board or of the members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. However, voting at such meetings cannot be accompanied by such communications equipment or by proxy.
2. The fiscal year shall begin the first day of January each year.

Article XIII – Amendments

1. The By-Laws may be adopted, amended or repealed by a simple majority of the votes which all members of the Board of Directors present are entitled to cast thereon at any regular or special meeting duly convened after notice to the members of the Board of Directors of that purpose. Further, the Board of Directors at any regular Board meeting may amend the By-Laws of this corporation provided such amendments do not exceed statutory authority as set forth in Section 7504 (b) of the Nonprofit Corporation Law.

Article XIV Liability of Directors and Indemnification of Directors, Officers and Employees

1. Any director of the association shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless:
 - (A) The Director has breached or failed to perform the duties of his office under 42 Pa. C.S.A. 8363 (relating to standard of care and justifiable reliance); and
 - (B) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
2. The association may indemnify each person who is or was a trustee, director, officer or employee of the association, or of any other association which he served as such at the request of the association, against any and all liability and reasonable expenses that may be incurred by him in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of the association or such other association or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he may become involved, as a party or otherwise, by reason of his being or having been a trustee, director, officer or employee of the association or of such other association, or by reason of any past or future action taken or not taken in his capacity as such trustee, director, officer or employee, whether or not he continues to be such at the time such liability or expense is incurred, 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. As used in this Article, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgements, fines, or penalties against, and amounts paid in settlement by, a trustee, director, officer or employee, other than amounts paid to the association itself or to such other association served at the association’s request.

The termination of any claim, action, suit or proceeding, civil or criminal, by judgement, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a trustee, director, officer or employee acted willfully or recklessly, except where there shall have been a judgement rendered specifically finding that the action of conduct of such trustee, director, officer or employee constituted willful misconduct or recklessness. Furthermore, any trustee, director, officer or employee referred to in this Article who has been wholly successful, on the merits or otherwise, with respect to a claim, action, suit or proceeding of the character described herein shall be entitled to indemnification as of right. The rights of indemnification provided in this Article shall be in addition to any rights to which any person concerned may otherwise be entitled by insurance, contract or as a matter of law, and shall inure to the benefit of the heirs, executors and administrators of any such person.

The association may advance funds on behalf of any trustee, director, officer or employee for defense referred to in this Article, providing, however, that any such advance shall only be made upon the condition that said funds so advanced will be repaid to the association in the event it is later determined that such trustee, director, officer or employee is not entitled to indemnification under this Article.

Article XV Prohibition on Distribution of Earnings, Dividends and Surplus to Members, Directors, Officers and Employees

1. No surplus funds or equipment or supplies, nor any dividends or earnings shall ever be distributed to any Members, Directors, Officers and/or employees, as the same would be inconsistent with the Charitable purpose of LMYA. Accordingly, all surplus of any kind will always be utilized to further the goals of LMYA.

End of Article XV.

End of Bylaws.