

**AMENDED BYLAWS**

**OF**

**UPPER ST. CLAIR FOOTBALL BOOSTERS ASSOCIATION, INC. (a  
Pennsylvania Non-Profit Corporation)**

**ARTICLE I OFFICES AND  
FISCAL YEAR**

1. NAME. This Corporation will continue to be known as UPPER ST. CLAIR FOOTBALL BOOSTERS ASSOCIATION, hereinafter referred to as the "Association".

2. PRINCIPAL AND REGISTERED OFFICE. The principal place of business shall be located in the Township of Upper St. Clair and the registered office of this Association shall be Kathy Hess & Associates 1725 Washington Rd #305 Pittsburgh, Pa 15241.

The Association may have offices at such other place the Executive Board from time to time appoint or the business of the Association may require.

**ARTICLE II  
PURPOSES**

The purposes for which the Association was incorporated under the Non-Profit Corporation Law of 1992 of the Commonwealth of Pennsylvania, as amended, and the business and objects to be carried on and promoted by it, are as follows:

This Association is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing purposes, the Association shall be to promote and support the athletic program of the Upper St. Clair Schools and to promote and support athletic activity within the

geographical boundaries of the Upper St. Clair School District. Such purpose shall be pursued within the letter and spirit of all rules and regulations of the Upper St. Clair School Board and such athletic associations and leagues with which the schools in the School District may be affiliated.

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, or officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of exempt purposes. No substantial part of the activities of the Association shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law.

The additional purposes for which the Association is formed and business and objects to be carried on and promoted by it are to provide support for the high school football program of Upper St. Clair School District such as student athlete award banquets, transportation and refreshments for football teams, preseason camps for players and coaches, athletic conditioning equipment for the high school and team, supplying footballs, bags, shoes, uniforms and other training gear, and also video equipment and team programs, as well as any and all related materials necessary to promote football through the students of the Upper St. Clair School District.

### **ARTICLE III POWERS**

The Association is empowered to:

Buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II above.

To raise money in furtherance of any or all of the objects of its business, and to secure the same by fundraising, pledges or any other means the Association may deem appropriate to raise funds for the goals set forth in Article II above.

To have and exercise all of the general rights and powers of not-for-profit corporations provided for by the laws of the Commonwealth of Pennsylvania or the corresponding provision of any amendment or successor thereof, as such rights and powers are consistent with and limited by these Bylaws of the Association.

### **ARTICLE IV MEMBERSHIP**

Membership shall be open to all persons residing within the geographical boundaries of the Upper St. Clair School District.

The Executive Board may authorize multiple levels of membership, including, but not limited to, Century, Regular, Freshman, Patron and Former Player memberships. Patron and Former Player members shall be entitled to the rights and privileges of full membership except that such members shall be ineligible to vote or hold office.

The Executive Board shall establish the annual dues to be paid by the authorized membership levels. Said annual dues can be changed by a vote of the Executive Board.

## **ARTICLE V MEMBERSHIP MEETINGS**

1. PLACE OF MEETING. All meetings of members shall be held at the Upper St. Clair Community & Recreation Center at Boyce Mayview Park, or at such other place or places, as may from time to time be selected.

2. REGULAR MEETINGS. Regular meetings of the membership shall be held on the second Monday of each month, or at such other times as may be determined by the Executive Board.

3. ANNUAL MEETINGS. The annual meeting of the members shall be held on the second Monday of January of each year when they shall elect the Executive Board and transact such other business as may properly be brought before the meeting. If the annual meeting shall not be called and held within two (2) months after the designated time, any members may call such meeting.

3. QUORUM. A membership meeting duly called shall not be organized for the transaction of business unless a quorum is present. A quorum for Association purposes shall be the presence in person of at least ten (10) members entitled to cast at least a vote which all members are entitled to cast on the particular matter shall constitute a quorum for the purpose of considering such matter. The members present at a duly organized meeting can continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum. Adjournment or adjournments of any regular, annual or special meeting may be taken, but any meeting at which Executive Board Members are to be elected shall be adjourned only from day to day, or for such longer periods not exceeding fifteen (15) days each, as may be directed by members who are represented in person or by proxy and who are entitled to cast at least a majority of the votes which all such members would be entitled to cast at an election of Executive Board Members until such Executive Board Members have been elected. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of Executive Board Members, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing Executive Board Members.

4. VOTING. Each member shall be entitled to one (1) vote at all regular or special meetings of the members of the Association. At each meeting of the members, every member having the right to vote shall be entitled to vote in person or by proxy executed in writing by such member or by his/her duly authorized attorney in fact, and filed with the Secretary of the Association. No unrevoked proxy shall be valid after eleven (11) months from

the date of its execution. Elections for Executive Board Members shall be by cumulative voting. Upon demand made by a member of any election of Executive Board Members before the voting begins, the election shall be by hand vote unless otherwise designated.

5. NOTICE OF MEETING. Written notice of the regular and annual meetings shall be mailed or emailed to each member entitled to vote thereat, at such address(es) as appear on the books of the Association, at least five (5) days prior to the meeting.

6. SPECIAL MEETINGS. Special meetings of the members may be called at any time by the President, or the Executive Board, or by at least two (2) members upon not less than fifteen (15) days written notice of the time, place and purpose of the meeting, unless waived. Business transacted at all special meetings shall be confined to the object stated in the call and matters germane thereto, unless all members entitled to vote consent thereto.

## **ARTICLE VI OFFICERS**

1. OFFICERS, ELECTIONS, TERMS, ETC. The Executive Officers of the Association shall be elected by the members by a majority vote, and shall be a President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and Committee Director (collectively referred herein as "Executive Board."). The Executive Board shall be elected at the annual meeting for terms of one year and shall serve until their successors are elected and have qualified.

2. POWERS. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Executive Board may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the

Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the members.

3. **PRESIDENT.** The President shall be the chief executive officer of the Association; he shall preside at all meetings of the members and Executive Board; he shall have general and active management of the business of the Association; and he shall see that all orders and resolutions of the Executive Board and membership are carried into effect. 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 the president of a corporation.

4. **VICE PRESIDENT.** In the absence or disability of the President, the Vice President shall have all the powers, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Executive Board or the Bylaws.

5. **RECORDING SECRETARY.** The Recording Secretary shall attend all sessions of the Executive Board and all meetings of the members and act as clerk thereof; record all the votes of the Association and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Executive Board when required. He/she shall give, or cause to be given, notice of all meetings of the members and of the Executive Board and shall perform such other duties as may be prescribed by the Executive Board, or President, and under whose supervision he/she shall be. He/she shall keep in safe custody the corporate seal of the Association, and when authorized by the Executive Board, affix the same to any instrument requiring it.

6. **CORRESPONDING SECRETARY.** The Corresponding Secretary is responsible for the correspondence of the Association and shall perform such other duties as may be prescribed by the Executive Board, or President, and under whose supervision he/she shall be.

7. **TREASURER.** The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipt and disbursements in books belonging to the Association, and shall keep the monies of the Association in a separate account to the credit of the Association. He/she shall disburse the funds of the Association as may be ordered by the Executive Board, taking proper vouchers for such

disbursements and shall render to the President and the Executive Board, at the regular meetings of the Executive Board, the Association, or whenever they may require it, an account of all his/her transactions as Treasurer of the financial condition of the Association.

8. COMMITTEE DIRECTOR. The Committee Director will provide guidance to the Committee Chairs and Co-chairs, who have been appointed by the executive board and are responsible for planning, coordinating and executing various events. The Committee Director will keep up to date records of each event which includes but not limited to, roles and responsibilities of the Chair/Co-Chair for each event, task lists, event spend and volunteer lists. In addition, he/she will report on these events at the absence of a Chair /Co-chair at the monthly regular meetings.

8. VACANCIES. If the office of any officer, one or more, becomes vacant for any reason, the Executive Board may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

9. COMPENSATION. The officers of the Association shall not be salaried and shall not receive any compensation.

## **ARTICLE VII ACTION BY CONSENT**

Any action that may be taken at a meeting of the members, or at a meeting of the Executive Board, may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the members who would be entitled to vote at a meeting for such purpose, or by all of the Executive Board Members, as the case may be, and shall be filed with the Secretary of the Association.

## **ARTICLE IX CORPORATE RECORDS**

1. RECORDS REQUIRED. There shall be kept at the registered office of the Association an original or duplicate record of the proceedings of the members and of the Executive Board, and the original or a copy of its Bylaws, including all amendments or alterations thereof to date, certified by the Secretary of the Association. An original or duplicate membership book shall also be kept at the registered office, giving the names

of the members in alphabetical order, and showing their respective addresses.

2. INSPECTION. Every member shall have a right to examine, in person or by his/her agent or attorney, at any reasonable time or times for any reasonable purpose, the membership book, books or records of account, and records of the proceedings of the members and the Executive Board, and make extracts therefrom.

## **ARTICLE VIII COMMITTEES**

The Executive Board shall have the authority to establish such committees as it deems necessary; and shall prescribe the powers and duties of all committees.

## **ARTICLE X OPERATIONS**

1. FISCAL YEAR. The fiscal year of the Association shall begin on the 1<sup>st</sup> day of January in each year.

2. NON-PROFIT OPERATIONS. The Association will operate on a non-profit, non-stock basis.

3. NOTICES. 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 through the mail, or by e-mail, or by telegram, charges prepaid, to his/her address appearing on the books of the Association, or supplied by him/her to the Association for the purpose of notice. If the notice is sent by mail, e-mail or telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, sent by e-mail or with a telegraph office for transmission to such person. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the general nature of the business to be transacted.

Any member or Executive Board member may waive in writing and at any time, any notice required to be given under the Bylaws. Attendance of a person, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting except where the express purpose of such attendance is to object to the transaction of any business because the meeting was not lawfully called or convened.



4. CHECKS. All checks, demands for money and notes of the Association shall be signed by such officer or officers of the Executive Board shall from time to time designate.

5. AUDIT. The Executive Board may appoint an independent auditor, not an officer, to audit the books of the Association prior to the annual meeting each year if the same is deemed necessary. The President of the Executive Board shall present at each annual meeting a full and complete statement of the business and affairs of the Association for the preceding year.

6. ANNUAL REPORT. The Executive Board shall present annually to the members a report, verified by the President and, showing in appropriate detail the following:

(a) The assets and liabilities, including the trust funds of the Association as of the end of the fiscal year immediately preceding the date of the report.

(b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.

(c) The revenue or receipts of the Association, 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 Association.

(d) The expenses or disbursements of the Association, 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 Association.

(e) The number of members of the Association 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 DISSOLUTION**

Upon the dissolution of the Association, all of the remaining assets of the Association shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article II hereof, other than for religious purposes, all of the foregoing under Section 501(c)(3) of the Internal Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law, or shall be distributed to the Upper St. Clair High School Athletic Department for use by the football program. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

## **ARTICLE XII INDEMNIFICATION**

The Association shall indemnify each of its Executive Board members, and employees whether or not then in service as such (and his/her executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he/she is or was a Executive Board, officer or employee of the Association. The individual shall have no right to reimbursement, however, in relation to matters as to which he/she has been adjudged liable to the Association for negligence or misconduct in the performance of his/her duties, or was derelict in the performance of his/her duty as director, officer or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his/her office or employment. The right to indemnify for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such director, officer or employee may be entitled.

## **ARTICLE XII MISCELLANEOUS**

The Association is authorized to adopt such rules and regulations as are consistent with the letter and spirit of Articles and Amended Bylaws of the Association in order to accomplish the purposes of the Association.

The Articles and Amended Bylaws of the Association shall be interpreted in such manner as to provide for the inherent power of the Association to adopt any rule, regulation, or procedure to accomplish any proper purpose of the Association.

Any words or terms used herein in the singular shall be read as if written in the plural, or vice versa, when appropriate. Words of masculine, feminine, or neuter import shall be read as if written in the neuter or masculine or feminine when appropriate.

## **ARTICLE XIV AMENDMENTS**

These Bylaws may be altered, amended or replaced by the affirmative vote of two-thirds members present at any regular annual or special meeting of the members, if notice of the proposed alteration, amendment or repeal be contained in the notice of said meeting. No such alteration, amendment or repeal shall be inconsistent with the provisions of the Articles of Incorporation of the Association.