

**BY-LAWS OF THE  
WELLSBORO HORNETS  
SPORTS BOOSTER CLUB**

**Adopted: August 25, 2013**

# **BY-LAWS OF THE WELLSBORO HORNETS SPORTS BOOSTER CLUB**

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## **ARTICLE I – Name, Purpose and Objectives**

**Section 1.01 Name.** The name of this organization shall be the Wellsboro Hornets Sports Booster Club, commonly known as The Booster Club, hereafter referred to as the “Club.”

**Section 1.02 Purpose.** The purpose of the Club is to promote athletics at the Wellsboro High School (“WHS”) in an atmosphere that is consistent with the educational philosophy of the school community.

**Section 1.03 Objectives.** The objectives of the Club are as follows:

- (a) Develop an organization with an active and involved membership that is concerned with the total athletic program and all of its participants regardless of sex, race, socio-economic status or chosen sports activity.
- (b) Promote school spirit and sportsmanship and encourage attendance at all Hornet athletic events.
- (c) Encourage and support the academic endeavors of student athletes attending WHS.
- (d) Provide supplementary financial support for the various athletic activities at WHS.
- (e) Aid the WHS staff in organizing and staging special events and projects at WHS.
- (f) Aid and support the WHS staff in the areas of sports promotion, publicity, and program development.

**Section 1.04 Non-profit Status.** Notwithstanding any other provisions of these By-Laws, the Club shall:

- a. Be organized exclusively for charitable, religious, educational and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.
- b. Have no part of the net earnings of the Club inure to the benefit of or be distributable to the Club’s Board of Directors, officers, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.
- c. Have no substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

d. Notwithstanding any other provision of the Articles of Incorporation, the Club shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may be amended, or by an organization to which contributions are deductible under Section 509(a)(1) and Section 170(b)(1)(A)(vi) of the Internal Revenue Code and its regulations as they now exist or as they may be amended.

## **ARTICLE II – Patrons and Fees**

**Section 2.01 Patrons.** There shall be one class of patrons in the Club. Such patron shall not have the right to vote on any matter at any Club meeting or at any time when a matter is before the Board of Directors for a vote.

**Section 2.02 Eligibility.** Any individual shall be eligible to become a patron upon payment of the patron fee.

**Section 2.03 Patron Fee.** The patron fee shall be established by the Board of Directors, and may be changed from time to time by the Board of Directors without any advance notice to existing patrons. It shall be paid in full before any person shall become a patron. It shall become the property of the Club, to be used by the Club at the discretion of the Board of Directors.

**Section 2.04 Patron Right to Privacy.** Any personal information gathered or requested by the Club is for the sole use of the Club and will not be made available to any other organization.

## **ARTICLE III – Board of Directors**

**Section 3.01 Powers.** Except as otherwise provided by the Articles of Incorporation or these Bylaws, the powers of the Club shall be exercised, its property controlled and its affairs conducted by or under the direction of the Board of Directors. The Board may make appropriate delegations of authority to the Executive Board and other Officers of the Club and, to the extent permitted by law, by appropriate resolution, the Board may authorize one or more Board committee to act on its behalf when it is not meeting.

**Section 3.02 Qualification of Directors.**

- a) Each Wellsboro High School varsity sports program shall appoint one person from its ranks to represent it as a Director of the Club, said person shall hereinafter be referred to as “Team Representative”.
- b) Each Officer of the Club shall be a Director.

**Section 3.03 Number, Election, Term.** Upon incorporation, the Incorporators of the Club shall have the sole responsibility to appoint the initial Board of Directors and the term of each Director, which can include the Incorporators as initial Directors. Thereafter, the number of Directors shall be the same

number of varsity sports programs that exist at the Wellsboro High School (each Director chosen as provided for in Section 3.02(a) above) plus all of the Officers of the Club. The term of each Director and each Team Representative Director shall be for a one year period. The term for each Officer Director shall commence as of the date such Officer is elected as an Officer pursuant to the provisions of Article 4 below.

**Section 3.04 Removal.** Any Director may be removed from office, without the assignment of any cause, by a vote of a majority of the Directors in office at any duly convened meeting of the Board of Directors, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

**Section 3.05 Quorum.** A majority of all Directors, present in person at any duly convened meeting, shall constitute a quorum of the Board of Directors. 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, unless a greater number is required by these Bylaws.

**Section 3.06 Vote.** Each Director shall be entitled to one (1) vote.

**Section 3.07 Unanimous Consent of Directors in Lieu of Meeting.** Any action that may be taken at a meeting of the Board of Directors 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 Directors in office and shall be filed with the Secretary of the Club.

**Section 3.08 Annual Meeting.** The annual meeting of the Directors shall occur at the registered office of the Club and shall be held shortly after the annual Wellsboro High School coaches' meeting, which is normally held in the beginning of August. Notice of the Club's annual meeting shall be given at least five (5) days prior to the annual meeting. Meetings shall be open to all interested persons.

**Section 3.09 Regular Meetings.** Regular meetings of the Directors shall be held quarterly unless otherwise specified by the Executive Board. Reasonable notice shall be provided to each Director. Meetings shall be open to all interested persons.

**Section 3.10 Special Meetings.** Special meetings of the Directors may be called by the President or by one-quarter (1/4) of the Directors at any time. At least five (5) days notice stating the time, place and purpose of any special meeting shall be given to the members of the Board. Meetings shall be open to all interested persons.

**Section 3.11 Adjourned Meetings.** When a 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.

**Section 3.12 Teleconference Meetings.** One or more Directors may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment by which all person participating in the meeting can hear each other.

**Section 3.13 Conflict of Interest Policy.** After the initial election of a new Director and annually thereafter, each Director shall adopt or ratify the Conflict of Interest Policy of this Club, as it changes from time to time. The purpose of the Conflict of Interest Policy is to protect the tax-exemption of the Club when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Club or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. The Club's Conflict of Interest Policy is attached to these Bylaws.

**Section 3.14 Removal for Breach of Conflict of Interest Policy.** The Board of Directors shall have the right to replace any Director or Officer in the event the Board determines that such Director or Officer has violated the Conflict of Interest Policy of this Club, as it changes from time to time.

**Section 3.15 Investment Policy Statement.** The Board of Directors shall adopt an Investment Policy Statement, if one is required. This statement will (a) define the responsibilities of the Board, the Investment Committee, if one is required, the investment managers and the other fiduciaries involved; (b) establish the investment guidelines and appropriate risk tolerance; and (c) give specific criteria for evaluating the performance of the investment managers and of the fund as a whole. The Board shall have the right to terminate the services of any investment manager whose performance is not in accordance with the Investment Policy Statement.

#### **ARTICLE IV – Officers**

**Section 4.01 Officers.** The officers shall consist of the President, Vice-President, Secretary, and Treasurer (collectively the "Executive Board"). Subject to the Board of Directors' approval, there may also be elected at-large members whose responsibilities are described in Article III, and one chairperson of each Standing Committee. No person shall hold multiple officer positions.

(a) **Election.** The officers shall be elected by a majority vote of the Directors at the annual meeting of Board of Directors. All elected officers must be current Directors of the Club at the time of his/her election, even though such person's term may expire during such time as being an officer.

(b) **Nominations.** The President, with concurrence of the Executive Board, shall present a slate of nominees (who have agreed to serve) for positions of officers with reasonable notice prior to the annual meeting. Additional candidates may be nominated from the floor at the annual meeting.

(c) **Term of office.** A term is one fiscal year, commencing on the date of the election and continuing until the next election. An individual may not serve in the same elective capacity for more than four consecutive terms, with the exception of Treasurer, which is for no more than six consecutive terms.

(d) **Vacancy.** The President, with the approval of a majority of the Executive Board, shall appoint any Director to fill an officer vacancy, other than the Presidency. A vacancy

in the office of the President shall be filled by a majority vote of the Executive Board at their first meeting after the vacancy occurs.

**Section 4.02 Duties of Officers.**

- (a) President - The President shall:
  - (1) Preside at all meetings;
  - (2) Appoint standing committee chairpersons with the concurrence a majority of the Executive Board;
  - (3) Appoint and/or dissolve all other committees as required;
  - (4) Serve as ex-officio member of all committees;
  - (5) Serve as primary spokesperson for the Club, except as otherwise specified;
  - (6) Direct goals and budget performance;
  - (7) Have an official signature card on file with the bank utilized to manage the funds of the Club and have electronic access to said accounts.
  
- (b) Vice President - The Vice President shall perform all the duties of the President in his/her absence and shall be responsible for an annual review of the By-Laws, recommending revisions as deemed appropriate.
  
- (c) Secretary. The Secretary shall keep a record of all the proceedings of the Board of Directors and Executive Board. All minutes shall be kept in a regular bound Secretary's book. A record of the decisions of the Executive Board shall be kept in a separate bound Secretary's Book. A summary of the decisions made in these meetings should go out to the Board of Directors each month.
  
- (d) Treasurer. The Treasurer shall:
  - (1) Maintain a complete set of books of account in accordance with generally accepted accounting principles and practices;
  - (2) Make disbursements from the encumbered funds and the general fund, and shall pay expenses approved by the Executive Board and shall secure proper vouchers thereof.
  - (3) Report the amount of money available in the general fund and encumbered funds at each monthly Board of Directors meeting. The monthly financial reports shall include an accurate representation of Club funds;

(4) Have an official signature card on file with the bank utilized to manage the funds of the Club and have electronic access to said accounts.

#### **ARTICLE V – Executive Board**

**Section 5.01 Purpose.** The Executive Board shall have general responsibility to act on behalf of the Club in the management of the general business affairs of the Club, except for matters that must be decided by a vote of the Board of Directors. The Executive Board shall consist of the following: (a) President, (b) Vice-President, (c) Secretary, and (d) Treasurer.

**Section 5.02 Powers.** The Executive Board shall:

- (a) Approve the expenditure of all general funds up to \$500 per request. Any expenditure of general funds above \$500 shall require an advance approval vote by the Executive Board and then be presented at a Board of Director meeting for approval.
- (b) Approve the President’s creation and dissolution of all necessary Committees and Chairpersons.
- (c) Set the time and date of annual meeting, regular meetings and special meetings and give Directors timely notification;
- (d) Approve goals and budget targets annually; and
- (e) Review the annual budget, monthly financial reports, and monthly financial statements issued by the bank utilized to manage the funds of the Club (including other official bank records for team accounts utilizing the 501(c)(3) status of the Club) at a minimum, every three months. Bank issued financial statements shall be provided to all Executive Board members at said meetings by the President.

**Section 5.03 Action.** If action on behalf of the Club is necessary before it is reasonable to convene the Board of Directors, the President shall take such action based on the majority vote of the Executive Board. A report of the action taken shall be made at the next Board of Directors meeting.

**Section 5.04 Meetings.** Executive Board meetings shall be held monthly at such date and time as determined by the Executive Board unless otherwise specified by the Executive Board. A summary of the decisions reached and Executive Board members present at each meeting should be distributed to all Executive Board members, Board of Directors, and Team Representatives within a reasonable timeframe following the meeting and before the next regular Board of Director’s meeting.

#### **ARTICLE VI - LIMITATION OF PERSONAL LIABILITY OF DIRECTORS, INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES**



**Section 6.01 Limitation of Personal Liability of Directors.** A Director or Officer or other authorized representative of the Club (hereinafter collective referred to as "Representative") shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- (a) such Representative has breached or failed to perform the duties of his or her office as defined in Section 6.02 below; and
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section shall apply to:
  - i. the responsibility or liability of such Representative pursuant to any criminal statute; or
  - ii. The liability of such Representative for the payment of taxes pursuant to local, state or federal law.

**Section 6.02 Standard of Care and Justifiable Reliance.**

(a) A Representative shall stand in a fiduciary relationship to the Club, and shall perform his or her duties as a Representative, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interest of the Club, and with such care, including reasonable inquiry, skill and diligence as a person of ordinary prudence would use under similar circumstances. A Representative shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted. In performing his or her duties, a Representative shall be entitled to rely in good faith or information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (i) One or more officers or employees of the Club whom the Representative reasonably believes to be reliable and competent in the matters presented;
- (ii) Counsel, public accountants or other persons as to matters which the Representative reasonably believes to be within the professional or expert competence of such person;
- (iii) A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

(b) In discharging the duties of their respective positions, the Board, committees of the Board and individual Director may, in considering the best interests of the Club, consider the effects of any action upon employees, upon persons with whom the Club has business and other relations and upon communities which the offices or other establishments of or related to the

Club are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of Subsection (a) of this Section.

(c) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of the Club.

**Section 6.03 Indemnification in Third Party Proceedings.** The Club shall indemnify any person 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, administrative or investigative (other than an action by or in the right of the Club) by reason of the fact that he or she is or was a Representative of the Club, or is or was serving at the request of the Club as a representative of another Club, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amount paid in settlement actually and reasonably believed to be in, or not opposed to, the best interest of the Club, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of 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 interest of the Club, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was lawful.

**Section 6.04 Indemnification in Derivation Actions.** The Club shall indemnify any Representative who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit or in the right of the Club to procure a judgment in its favor by reason of the fact that he or she is or was a Representative of the Club or is or was serving at the request of the Club as a representative of another Club, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually or reasonably incurred in connection with the defense of settlement of 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 Club and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Club unless and only to the extent that the Court of Common Pleas of Tioga County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other Court shall deem proper.

**Section 6.05 Mandatory Indemnification.** Notwithstanding any contrary provision of the Articles or these Bylaws, to the extent that a Representative of the Club has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 6.03 or Section 6.04 above, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection therewith.

**Section 6.06 Determination of Entitlement to Indemnification.** Unless ordered by a Court, any indemnification under Section 6.03 or 6.04 above shall be made by the Club only as authorized in the specific case upon determination that indemnification of the Representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

- (a) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or
- (b) If such a quorum is not obtainable, or even if obtainable, a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

**Section 6.07 Advancing Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Club in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in a specific case upon receipt of an undertaking by or on behalf of the Representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Club as authorized in Sections 6.03 through 6.06 above.

**Section 6.08 Indemnification of Former Representatives.** Each such indemnity may continue as to a person who has ceased to be a Representative of the Club and may inure to the benefit of the heirs, executors, and administrators of such person.

**Section 6.09 Insurance.** The Club shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Club or is or was serving at the request of the Club as a Director, officer, employee, or agent of another Club, partnership, joint venture, trust or other enterprise against any liability asserted against such person or incurred by such person in any capacity or arising out of such person's status as such, whether or not the Club would otherwise have the power to indemnify such person against such liability.

**Section 6.10 Reliance on Provisions.** Each person who shall act as an authorized Representative of the Club shall be deemed to be doing so in reliance upon the rights of indemnification by this Article.

## **ARTICLE VII – Committees**

**Section 7.01 Standing Committees.** Committees are those required to function throughout the year. Chairpersons shall be appointed by the President, subject to the approval of the Executive Board. Committees and their primary functions follow. Note: No individual has the authority to use or remove any funds from any Club checking or saving account for investment purposes or otherwise, unless directed and approved by the Executive Board majority. Each Committee shall maintain a complete and current list of all annual and lifetime members, and shall collect money, if applicable. The report will be shared with the Club's Board of Directors and the Club Treasurer who will distribute the funds according to the teams' encumbered funds. The Membership Committee, if applicable, shall conduct ongoing efforts to recruit new members.

(a) The Concessions Committee shall be responsible for the management of all concessions using the indoor, outdoor or off-site facilities. Any off-site concession Chairperson will report directly to the Concessions Committee. Each seasonal concession payout report shall be produced for distribution by the Treasurer and simultaneously be shared with the Club's Board of Directors.

The Concessions Committee shall:

- (i) Recruit and schedule parent volunteers (representing the various sports teams) to manage the concession for specific events;
- (ii) Record the labor-hours incurred for each event, allocated to the specific sports teams represented;
- (iii) Record the concession expenses and revenues for each event;
- (iv) Acquire all provisions required for the concession stands;

(b) The Fundraising Committee. The Fundraising Committee shall coordinate the promotion of school spirit through the sale of apparel and memorabilia, bearing the Hornet logo, at a nominal price.

The Fundraising Committee shall:

- (i) Manage the inventory of the fundraiser to meet the changing needs of the student body;
- (ii) Record an accurate and timely account of revenues and expenses of the fundraiser, provide the team fund report following each sport's season, and coordinate its financial operation with the Club Treasurer;
- (iii) Report the ongoing operational and financial status of the fundraiser ('s) operation to the Club's Executive Board on a periodic basis.

(c) Ads and Patrons Committee. The Ads and Patrons Committee shall be responsible for obtaining advertisements from local businesses and patrons.

The Ad and Patron committee shall:

- (i) Offer local businesses the opportunity to advertise in many various ways as defined by the directors
- (ii) Obtain patrons to financially support the booster club and their athletes

- (d) Awards Committee. The Awards Committee shall be responsible for the organization and implementation of all awards programs.

The awards committee shall:

- (i) Organize a yearly lettermen's jacket program
- (ii) Organize a seasonally and/or yearly athletic awards program

**Section 7.02 Chairperson.** Standing Committee Chairpersons shall recruit as many members as necessary to accomplish the responsibility of the Committee. The Chairperson shall also keep a historical file of the year's proceedings, financial records, vendor contacts, etc., for turnover to his/her successor. At the end of each fiscal year, these committee records should be turned over to the Committee Chairperson's successor.

#### **ARTICLE VIII – Team Representatives**

**Section 8.01 Responsibilities.** Each Team Representative shall disseminate information from the Board of Directors to the High School sport's team coach, athletes, and parents that person represents.

**Section 8.02 Financial Reports.** Each Team Representative shall review the monthly financial report issued by the Treasurer, paying particular attention to the encumbered fund(s) for which he/she is a Team Representative. Any points requiring clarification should be raised as soon as possible or within a reasonable time frame with the Executive Board and/or the team coach/parents.

**Section 8.03 Projects.** Each High School sports team is responsible to contribute to projects and fundraising activities as called upon.

**Section 8.04 Voting.** For voting purposes at Board of Director meetings, on matters for which it is appropriate to ensure equal representation for each team sport, the following rules apply:

- (a) Only the Team Representative, alternate or team coach may vote.
- (b) Team representatives can represent no more than one team simultaneously. Such person shall have only one vote each time a matter comes before the Board for a vote.
- (c) No proxy votes will be accepted.

## **ARTICLE IX –Finances**

**Section 9.01 Collections.** All monies received by the Club for any purpose, shall be deposited to the credit of the Club in a financial institution or institutions selected by resolution of the Executive Board.

**Section 9.02 Encumbered Funds.** Funds raised by and/or allocated to specific sports teams, although deposited in the Club's account, shall be separately tracked as "encumbered funds" for each sports team. Expenditures from these encumbered funds do not require Executive Board approval but may be expended on behalf of these teams at the discretion of the team's Head Coach and/or duly authorized member. No team or committee should submit a payment request which exceeds the amount of funds available, at the time of the request in the team or the committee encumbered funds account. The Executive Board may decline a request for funds if the team balance is inadequate to cover the expenses.

**Section 9.03 Advertised Funds.** Funds raised by the Club that have a specific advertised purpose, shall be deposited (and separately tracked) in the Club's general fund to ensure that it is disbursed for the advertised purpose and to safeguard the integrity of the Club and WASD. No vote is required by the Board of Directors unless the advertised purpose has been altered or changed since the project's inception. Funds raised by a Hornet organization outside of the Club, but whose funds are directed to the Club for financial record keeping, also require the same Club procedures for disbursal.

**Section 9.04 Use of Funds.** Funds raised by any of the Club fundraising programs can only be directed to an approved Hornet sport or team. All requests to direct money elsewhere must have prior approval of the Executive Board.

**Section 9.05 Interest Income.** Any interest generated by the investment of the Club's general funds and/or encumbered funds, in an approved financial institution, will be deposited into the Club's general fund.

**Section 9.06 Club EIN.** Any High School sports team making use of the Club Tax ID and/or Small Games of Chance License number for purchases made with funds from a team bank account which is separate from the official Club team encumbered funds, shall provide financial reports, including bank statements as appropriate, at the request of the President for review.

## **ARTICLE X – Amendment of These By-laws**

**Section 10.01 Requirements.** Amendments to the By-laws are to be submitted in writing at a regular Executive Board Meeting prior to the annual meeting. Notice of the amendments shall be publicized by direct mail or e-mail to the Board of Directors at least two weeks prior to the annual meeting.

**Section 10.02 Adoption.** Amendments may be adopted at the annual meeting by a majority of those Directors voting, at which meeting a quorum of all Directors being present

## **ARTICLE XI – Notices**

**Section 11.01 Notice.** 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 or express mail, postage prepaid, or facsimile transmission or by e-mail transmission, to that person's address (or facsimile number or e-mail address) appearing on the books of the Club, or in the case of Directors or members of any other body, supplied by that person to the Club for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail for delivery to such person or, in the case of facsimile or e-mail, when dispatched and report showing receipt is printed. Such notice shall specify the place, day and hour of the meeting and any other information which may be required by these Bylaws.

**Section 11.02 Waiver of Notice.** Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at a meeting shall constitute a waiver of notice, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

## **ARTICLE XII – Dissolution of Club**

**Section 12.01 Disposition.** Subject to the overriding provisions of Section 12.03 below, should the Wellsboro Area School District All Sports Booster Club cease to operate as a legal entity, all of the Club assets and cash will be distributed equally to all active High School athletic teams and clubs having an encumbered fund with the Club. Distribution to the teams will be calculated in the following manner; the total sum of the Club's ending cash balance, including assets converted to cash, divided by the total of all High School Hornet athletes participating in the previous three sport seasons as determined by ending High School varsity and junior varsity rosters prior to the Club's dissolution. Example: \$50,000 available divided by 750 athletes participating in the three prior sports seasons equals \$66.66 dollars given to each team based upon their athlete roster totals. Once distributed, the funds can be used at the discretion of the team's Head Coach and/or duly authorized designate.

**Section 12.02 Tax Exemption Savings Clause.** In the event Section 12.01 fails to satisfy any then provision of the Internal Revenue Code for disposition of assets upon dissolution, upon the dissolution of the Wellsboro Hornets Sports Booster Club, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Wellsboro Hornets Sports Booster Club, dispose of all of the assets of the Wellsboro Hornets Sports Booster Club exclusively to organizations in existence and qualifying as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or if none is in existence and qualifying as tax exempt, in such manner, or to such organization or organizations organized and operated for charitable purposes as shall at the time qualify as an exempt organization or organizations

under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Tioga County, Pennsylvania, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for charitable purposes.

The undersigned, being the Secretary of the Board of Directors, hereby certifies that these Bylaws were unanimously adopted by the Board of Directors effective the 11<sup>th</sup> day of April, 2013.

IN WITNESS WHEREOF the undersigned has hereunto affixed his/her signature.

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Secretary of the Board