

BYLAWS of The Conestoga Boys Squash Club & The Conestoga Girls Squash Club

EIN: Conestoga Boys Squash Club 47-4909434
Conestoga Girls Squash Club 47-4931027

ARTICLE I – NAME, PURPOSE

Section 1: The name of the organization shall be The Conestoga Boys Squash Club and The Conestoga Girls Squash Club

Section 2: The purpose of the organization is to manage the affairs of the Conestoga High School Squash program and to provide support and funding for the program.

ARTICLE II – OPERATING YEAR

The Club operating year will be from July 1 to June 30

ARTICLE III – MEMBERS

In accordance with 501(c)(3) nonprofit requirements for Articles of Incorporation this organization has no members.

ARTICLE IV – ANNUAL MEETING

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by any Board Member.

Section 3: Notice. Notice of each meeting shall be given to each board member 3 days prior to the scheduled meeting.

ARTICLE V – BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the organization and delegates responsibility for day to day operations to the officers. The Board shall have up to 7 and not fewer than 3 members. The board does not receive any compensation.

Section 2: Meetings. The Board will hold three meetings per season; the first meeting will be held prior to the start of the new season, the second meeting will be held mid-season and the last meeting will be held after the close of the season. Any additional meetings will be scheduled as required.

ARTICLE V – BOARD OF DIRECTORS (Continued from previous page)

Section 3: Board Elections: Election of new directors or election of current directors to a second term will occur as a first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.

Section 4: Terms: All Board members shall serve 1 to 3 year terms, but are eligible for re-election.

Section 5: Quorum. A quorum must be attended by at least 51% percent of the Board members before business can be transacted or motions made or passed.

Section 6: Notice. An official Board meeting requires that each Board member have written notice 3 days in advance.

Section 7. Officers and Duties. There shall be three officers of the Board consisting of a President, Treasurer, and Secretary. Their duties are as follows:

The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members to preside at each meeting.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

ARTICLE V – BOARD OF DIRECTORS (Continued from previous page)

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the President or any Board Member. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked 3 days in advance.

ARTICLE V - COMMITTEES

Section 1: The Board may create committees as needed.

Section 2: The three officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

ARTICLE VI – AMENDMENTS

These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

ARTICLE VII – ADOPTION

These bylaws were approved and adopted at a meeting of the Board of Directors on _____ (Date).

Attachment to Articles of Incorporation Nonprofit Corporation for Conestoga Squash Club

Item #3:

Purposes and Operation. The corporation is incorporated under the Nonprofit Corporation Law of 1988 for the following purpose or purposes:

To provide students in Conestoga High School of the Tredyffrin Easttown School District with the opportunity to learn and participate in the sport of squash; to cooperate with and enhance the educational, physical fitness, health and student sports activity missions of Conestoga High School and the Tredyffrin Easttown School District; to acquire property and equipment and the rights to use facilities in connection with the foregoing; and to do any and all other lawful acts in furtherance thereof.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(a) of the Code as an organization described in Section 501 (c)(3) of the Code, or (b) by a corporation contributions to which are deductible under Section 170(a) of the Code as being to an organization referred to in Section 170(c)(2) of the Code.

Item #5

Private Foundation. Notwithstanding any other provisions in these articles, at any time that the corporation is considered to be a private foundation within the meaning of Section 509 of the Code, it shall be subject to the following additional restrictions:

- (a) It shall distribute its income at such times and in such manner as not to subject it to any tax under Section 4942 of the Code.
- (b) It shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- (c) It shall not retain excess business holdings as defined in Section 4943(c) of the Code.

- (d) It shall not make any investments as would subject it to tax under Section 4944 of the Code.
- (e) It shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

Item #11

Dissolution. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, and to such organization or organizations, organized and operated exclusively for educational or charitable purposes which at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

We the Directors of the Conestoga Girls and Boys Squash Club are establishing an Advisory Board to provide advice and counsel to the existing Conestoga Girls and Boys Squash Club Board of Directors.

Members of the Advisory Board will serve at the invitation of the current Board of Directors of the Conestoga Girls and Boys Squash Club. The Advisory Board will total at least two members but not more than five members. Invitations to potential members of the Advisory Board will be extended at the 1st board meeting of the year.

Advisory Board Members will be non-voting members.