

## PREFACE

The By-Laws of the Point Phillips Rod and Gun Club regulate the conduct of the club's business and affairs and are subordinate to the provisions of its charter or articles of incorporation and to the laws of the Commonwealth of Pennsylvania. The By-Laws operate as internal regulations among the members of the club. The Board of Directors consisting of nine members, who are the elected officers and Trustees of the club, shall have general management authority.

The Board of Directors shall manage the operations of the club through the President, the club Steward and such others who may be delegated and duly appointed by the Board of Directors, the President or others so authorized.

The Board will strive to operate the club in accordance with the best interests of the majority of the club members and according to the laws and constitution of the United States, the Commonwealth, and the Corporate Charter and as set forth in the By-Laws. In addition, consistent with the purposes of the club and the wishes of the general membership, the club will steadfastly support the interests and spirit expressed by the Second Amendment to the Constitution of the United States concerning the right of the people to keep and bear arms.

It is the duty and obligation of every member of the club to become familiar with the By-Laws and all rules and regulations as adopted by the Board of Directors supplementing the By-Laws. Ignorance of the By-Laws or of the rules and regulations of the club, shall not excuse a member for any breach or neglect of the same.

## BY-LAWS OF THE POINT PHILLIPS ROD AND GUN CLUB

### (A PENNSYLVANIA NON-PROFIT CORPORATION)

## ARTICLE I

### NAME AND PURPOSE

#### Section 1. Name

The name of the corporation shall be Point Phillips Rod and Gun Club. The corporation shall be referred to in these By-Laws as the "the club".

#### Section 2. Purpose

The purpose of the club shall be as stated in its charter and Articles of Incorporation and these By-Laws.

## ARTICLE II

### OFFICES

#### Section 1. Registered office

The principal office of the club shall be located at:

1035 Smith Gap Road, Bath, Northampton County, Pennsylvania.

#### Section 2. Other offices

The club may also have offices at such other places as the Board of Directors may require, from time to time appoint, or the business of the club may require.

## ARTICLE III

### MEMBERS

#### Section 1. Members

The members of the club are those persons having membership rights in accordance with the provisions of the By-Laws.

#### Section 2. Qualifications of Members

A candidate for membership in the club shall be a person of the age of twenty-one (21) years or upward and shall be of good character and financially responsible.

#### Section 3. Classes of Membership

This club has two classes of members which are designated as follows. Active Member and Life Member. The Board of Directors shall have authority to create other or additional classes of membership as it deem necessary.

- (A) "Active Member" shall mean an individual in good standing, who shall have voting privileges. He or she may hold office and serve on committees of the club, and may become a Lifer Member, if in good standing, and otherwise qualified, upon proper application to the Secretary, after five (5) years of continuous active membership. Active members may participate fully in all sports activities and all club house activities of the club.

- (B) "Life Member" shall mean an individual in good standing, who has been an active member for five (5) or more years continuously, and who has properly applied to the Secretary, with a fee paid amounting to the current annual dues, times the difference between the applicant's age, to the nearest month, of his or her 65<sup>th</sup> birthday. At and after 65, Active Members who are otherwise qualified will not be charged a fee to apply for Life Membership. Life Members shall pay annual dues or other fees and assessments which are determined, from time to time, to be appropriate, by the Board of Directors. Life Members shall have all the privileges of Active Members.

#### Section 4. Fees, Dues, Assessments of Classes of Members.

The Board shall have the right, from time to time, to determine entrance fees, determine membership dues, privilege fees and assessments of each class of members, and to determine rules of membership in good standing, including required timely payment of dues, fees, and assessment, or otherwise. The Board may limit the total numbers of members of any class of membership or limit the total number of members of the club.

#### Section 5. Rights of Members.

- (A) Each member in good standing shall have the right to enjoy the social and recreational facilities offered by the club based on the class of membership and privileges contracted for. ( Need to get posters with class & privileges)

#### Section 6. Election of Members.

- (A) Application forms for membership shall be available to members desiring to sponsor a new member, from members of the Board of Directors or members of the Membership Committee or from the Club office... All applications for membership must be made out in full, and must be properly signed by the applicant and two (2) sponsors, each of whom shall be either an Active or Life Member in good standing, accompanied by the entrance fee, key card fee and annual dues.
- (B) A committee of three (3) Active or Life members appointed by the Board will review all applications of membership. Sponsors may not be part of this Committee or attend the review. After review by the Committee, applications of candidate4s for membership shall be posted at the Club house and shall be read by the Secretary at the next regular meeting of the club. Any member who knows any reason why the candidate is not eligible or membership shall so advise the Board of Directors before the next monthly meeting. All proposed membership applications must be held for at least thirty (30) days before approval. Approval shall be at the monthly meeting next following the thirty (30) day review. The Membership Committee will consider and review all comments, verbal or written, that a member might have concerning a candidate

for membership before making its recommendation to the Board of Directors. Communications and identities of members making comments will be held in strict confidence. If the candidate is approved by the Membership Committee, and by the Board of Directors, the candidates and sponsors thereof shall be notified through regular club mailing or by posting of a copy of the approved application at the club house, or both, as directed by the Board of Directors.

- (C) The General Membership shall vote on whether to accept or reject all candidates for membership. A two-thirds majority of the General Membership present at Monthly Meeting is required for acceptance. If the General Membership's decision is favorable, the Secretary shall notify the new member of his election and shall furnish the new member with a copy of the By-Laws. If the General Membership's decision is unfavorable, the Secretary shall so notify the candidate and sponsors and the entrance fee deposit shall be returned with the rejection notice.
- (D) The Board and General Membership reserves the right to limit total membership in the Club. If there is a waiting list for new members, acceptance shall be based on the candidate's position on that waiting list. Position on the waiting list shall be determined by the time of application.

#### Section 7. Members Dues, Privilege Fees, and Assessments.

In addition to the entrance fee, each member shall be required to pay such annual dues, privilege fees and assessments, as determined by, and subject to, regulations of the Board. Notices of amount and the date for payment thereof shall be given to each member. All dues, privilege fees and assessments shall be payable on such dated or at such times as may be directed by the Board of Directors. Entrance fees shall be payable at the time of application for membership, unless otherwise directed by the Board of Directors. Dues shall be payable yearly, in advance, by the January General Meeting. Failure to pay annual dues by the January General Meeting will result in suspension of all privileges on and after the January General Meeting, and loss of membership thereafter at the direction of the Board of Directors, but no later than the first meeting in January. Other indebtedness of a member to the Club shall be payable within thirty (30) days from the date of the initial billing. Failure of a member to pay any indebtedness when due, or within the time limits herein, or as stated under Section 9, hereinafter, shall automatically remove such member from good standing and place the member in a suspended status until all indebtedness and any interest or penalties thereon is fully paid, except that suspended members who subsequently lose membership, as above or under Section 9, hereinafter, must reapply for membership and if reaccepted for membership must pay all attendant fees and dues, as a new member, in addition to fully paying all past indebtedness. The Board of Directors may use any methods of collection it deems reasonable in order to collect unpaid amounts.

## Section 8. Transfer of Membership

No member shall have the right to sell or transfer his membership or his rights or privileges as a member or to substitute another person as a member in his place. Any member attempting to sell or transfer his or her membership shall be suspended immediately.

## Section 9. Termination of Membership

- (A) Membership in the Club will terminate upon the occurrence of any of the following events:
  - (i) Death of member except as provided for in the By-Laws.
  - (ii) Resignation of a member by notice in writing to the Secretary and payment of fees, dues and all other funds owed the Club.
  - (iii) Failure of a member to pay dues, membership fees, assessments, other indebtedness including any interest or penalties, or any fines of such member of the club, either as provided under Section 7, above, or otherwise as set forth in these by-laws, or as directed by the Board of Directors, on or before the thirtieth day after such member received notice that any such amount or amounts is or are past due, or after thirty-three days from mailing thereof, whichever comes first.
  - (iv) By two-thirds (2/3) majority vote of the entire Board of Directors to expel either a member for willful infraction of the Rules and Regulations or any By-Laws of the club by the member, or any member of a member's immediate family, or quest of such member or for any act or conduct which the Board may deem prejudicial or injurious to the welfare, interest or character of the Club, subject only to the member's right to appeal to and be heard before a special
    - (v) or regular meeting or the Board.
- (B) Any person whose membership has been terminated by board action for cause, or whose membership has been otherwise terminated for any reason, may not become a member again unless and until such person complies with all requirements to become a new member of the Club, including reprocessing through the Membership Committee and reproved by the Board of Directors

## Section 10. Death of Member

The surviving spouse of a deceased member may succeed to the membership of the deceased spouse within ninety (90) days by application without the payment of an additional membership fee or dues, but subject to the approval of the Board of Directors. Upon such approval, such surviving spouse shall be deemed a member of the same class as the deceased spouse.

#### Section 11. No Refunds

. Upon termination of membership, members of any class shall not be entitled to a refund of any portion of the membership fee or of such other amounts and fees paid to the Club.

#### Section 12. Interest in the Club's Assets.

Only Active and Life Members, in good standing, shall have an interest in the proceeds from any liquidation or final dissolution of the club as provided by law.

#### Section 13. Voting Rights

- (A) Only Active and Life Members, in good standing, shall be entitled to vote, and with only one vote each on each matter submitted to a vote.
- (B) Votes must be cast in person, not by proxy.

#### Section 14. Meetings of Members

- (A) Annual Meetings. An Annual Meeting attended by those entitled to vote shall be held for the election of Directors as provided in Article IV, Section 3, of these By-Laws, and for the transaction of such other business as may properly come before the meeting. Unless otherwise specified by resolution of the Board, such meeting shall be held on the second Tuesday of October in each year, at the club house, At least twenty (20) days prior to the day of each Annual Meeting the Secretary shall post a notice thereof at the club house and send a notice in writing thereof to each member entitled to vote thereat.
- (B) Special Meeting. A special meeting attended by only those members entitled to vote, may be called by the President or when requested in writing by the majority of the Board of Directors, or at least twenty (20) Active or Life Members. The Secretary shall, at the direction of the President, post a notice at the club house and send a notice in writing of such meeting at least ten (10) days thereof, to each member entitled to vote thereat, which notice shall specify the time and place of the meeting, by whom called and the purpose thereof. At any such Special Meeting no action shall be taken on any business not specified in the notice thereof.
- (C) Conduct of Meetings. At least fifteen members entitled to vote shall constitute a quorum for the transaction of business. In case of the absence of the President from any meeting, or in case of his or her inability to act thereat, the First Vice-President or Second Vice-President, in that order, may take his or her place as chairperson, or in their absence, any other Board Member shall preside and act as chairperson. In case of the absence from any meeting, of the Secretary, or in the case of his or her inability to act thereat, a person designated by the chairperson shall act as secretary of the meeting and keep the minutes thereof. The order of business at the meeting shall be determined

by the chairperson. A majority vote of those members present to vote is necessary for the adoption of any matter voted on by the members, unless a greater proportion is required by law or any provisions of these By-Laws.

## ARTICLE IV

### BOARD OF DIRECTORS

#### Section 1. Number and Term of Office.

Six officers and three Trustees shall be elected to three (3) year terms on a staggered basis in the order described hereinafter. Officers and Trustees shall comprise of Board of Directors, and may be referred to as Directors or may be referred to by their elected titles, as appropriate.

The Directors of the club shall be known collectively as the Board of Directors, or the Board. There shall be nine (9) Directors, consisting of the President, First Vice-President, Second Vice-President, Financial Secretary, Secretary, Treasurer and Three Trustees, each of whom shall be a member in good standing, eligible to vote, and shall have been an Active Member or Life Member at least twelve (12) consecutive months.

Officers and Trustees shall be elected to three (3) year terms which shall expire on staggered basis, as follows:

The President, Second Vice-President and one Trustee shall be elected for initial three (3) year terms from 1993 to 1996.

The Recording Secretary, Treasurer and a second Trustee shall be elected for initial two (2) year terms from 1993 to 1995.

The First Vice-President, Secretary and the third Trustee shall be elected for initial one (1) year terms from 1993 to 1994.

Thereafter, the positions of First Vice-President, Secretary and the third Trustee shall next stand for election for three (3) year terms from 1994 to 1997.

The positions of Recording Secretary, Treasurer and a Trustee shall next stand for election for three (3) year terms from 1995 to 1998.

The positions of President, Second Vice-President and a Trustee shall next stand for election for three (3) year terms from 1996 to 1999.

Thereafter, the positions of the Officers and Trustees shall be elected in the three (3) year cycles established.

Terms of office begin and end at the November monthly meeting.

#### Section 2. Nomination of Directors.

At least twenty (20) days prior to the Annual Meeting in October of those members eligible to vote, the President shall accept nominations from the general membership, and the President shall subsequently report the names of the qualified members selected as nominees for office as Directors of the club at the

Annual Meeting in October. Nominations may be made from the floor by the general membership present at the Annual Meeting in October.

### Section 3. Election of Directors.

At each Annual Meeting in October of eligible voting members. Directors shall be elected by the general membership, in the usual and customary way, or otherwise as determined by the Board of Directors, to replace the positions of the Officers and Trustee which are expiring or which may have been vacated. Directors shall hold office for the terms for which they shall be elected or until they shall cease to be eligible voting members of the club or shall resign by notice in writing to the Secretary of the club or shall otherwise cease to be Directors, as herein provided.

Any vacancy on the Board may be filled from the ranks of Active or Life Members in good standing, or from the Board, as determined by a majority of the remaining Directors, and any person elected by the remaining Directors to fill the remaining term of such a vacancy, shall serve until a successor shall be elected by the members of the club at the next Annual Meeting of members or at any Special Meeting duly called for the purpose.

### Section 4. Meetings

- (A) Annual meetings of the club members entitled to vote shall be held on the second Tuesday of October, at 8:00PM.
- (B) Regular meetings of club members shall be on the second Tuesday of each month, at 8:00PM.
- (C) The Board shall meet within thirty (30) days after the Annual Meeting in October of club Members entitled to vote to review operations of the current year and for such other business it may appropriate to conduct. Any outgoing Board Member and Board Members-Elect shall be invited to attend this meeting.
- (D) The Board may provide for such regular meetings of the Board as it considers appropriate. In addition, at the direction of the President, or at the request of three (3) Directors, the Secretary shall call any special meeting of the Board by giving twenty-four (24) hours notice thereof to each Director. A majority of the Directors shall constitute a quorum at any meeting of the Board, including participants by telephone or similar communications as provided in Article VIII, Section 2. Any matter within the scope of authority of the Board may be acted upon any meeting, whether or not such matter shall have been stated in the notice of such meeting.
- (E) Meetings of the Board of Directors shall be held at the principal office of the club or such other place that may be designated in the notice given by the Secretary.



## Section 5. Action without Meeting

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting of the Board if a consent in writing setting forth the action so taken, shall be signed by a majority of the Directors whether done before or after the action so taken, which consent shall be and is filed with the Secretary as part of the club's records.

## Section 6. General Powers and Duties.

The Board represents the general membership of the club, from which, and under the club's Articles of Incorporation, and these By-Laws, it derives the power of management and control of the affairs, business, funds and property of the club. The Board or any committee or committees to which it may delegate authority may from time to time prescribe rules or regulations governing the use of any facilities of the club by any member or quests and shall have such powers and duties as are not prohibited by statute, the Articles of Incorporation or these By-Laws.

Except as otherwise set forth herein, the Board may authorize the incurring of indebtedness in the name of the club and in connection therewith and subject to law and these By-Laws may authorize the issue by the club of promissory notes and other evidences of indebtedness and the securing of any indebtedness by mortgage or pledge of all or any part of the property of the club except however, that any transaction or expenditure which involves more than one thousand dollars (\$ 1,000.00), must be approved first by a vote of members entitled to vote at a regular meeting or a special meeting called for such purpose.

## Section 7. Executive Committee

By resolution, the Board shall appoint an Executive Committee of not more than three (3) members of the Board, to include the President. The Executive Committee shall have, and may exercise, all of the powers and authority of the Board between regular meetings of the Board with respect to (i) the normal operations of the club and (ii) such other matters as may require immediate attention and may not or should not reasonably be deferred for action at the next regular meeting of the Board. All important actions of the Executive Committee shall be reported to the Board at the meeting next following any such action.

## Section 8. Standing Committees

There shall be a Fish and Game Committee and Entertainment Committee, each consisting of three Active or Life Members in good standing, and such other standing committees as the Board shall appoint and authorize, each of which

standing committees shall consist of such number of persons as the President shall determine, and the President, subject only to the wishes of the Board, shall have the power to appoint and remove the members of each such committee. The powers and duties of such committees shall be determined by resolution of the Board. A member of the Board or his or her delegate must chair each standing committee.

#### Section 9. Other Committees

The President may, from time to time, appoint such other committees, auxiliary committees and sub-committees as appropriate and for long as the President shall deem necessary or advisable. Subject to these By-Laws, the powers and duties of any such committees may be prescribed by the President, who shall have the power to appoint and remove the members thereof, each of whom shall serve at the President's pleasure.

#### Section 10. Removal of Directors

Any member of the Board of Directors may be expelled and removed from office by a two-thirds (2/3) vote of the Board of Directors, for misconduct, neglect of duty or any other just cause as shall be determined in the sole discretion of the Board. Missing two (2) consecutive monthly meetings or two (2) consecutive officer's meetings without directly contacting the club President or Secretary with an acceptable reason for absence, will be cause for immediate removal from office. The President may appoint any member in good standing to fill any such vacated position on the Board when necessary, subject to subsequent approval by the Board as outlined in Section 3 of the Article

### ARTICLE V

#### OFFICERS, AGENTS, & EMPLOYEES

##### Section 1. The President

The President shall be the chief executive officer of the club. He shall have general and active supervision over the business and affairs of the club and over its several officers and committees, subject, however, to these By-Laws and to the direction of the Board. The President shall be chairman of the Board of Directors and shall preside at all such meetings. He shall be ex-officio a member of all committees and shall exercise the usual functions of a presiding officer; including, but not limited to, directing the performance of the Steward, Bartenders, Kitchen staff and Officers in the normal course of the club's business. Subject to the limitation in Article IV, Section 6, hereof, the President shall sign, execute and deliver in the name of the club any deed, mortgage, contract or other instruments to be executed and delivered by the club, except in cases where the signing,

execution or delivery thereof shall be expressly delegated by the Board or these By-Laws to some other officer or agent of the club, or where any such instrument shall be required by law otherwise to be signed, executed or delivered. The President shall make or cause to be made quarterly reports of the affairs of the club and such additional or special reports as the Board may from time to time require. In general, the President shall perform all duties incident to the office of President and such other duties as may from time to time be assigned by the Board.

## Section 2. Vice-Presidents

The First Vice-President and Second Vice-President, and each of them, shall have such powers and perform such duties as may be assigned to them by the President or by the Board or as provided under these by laws.

## Section 3. Financial Secretary

The Financial Secretary shall receive all funds and monies due the club from any source whatever, collect dues and issue membership cards. He or she shall keep an accurate account of all funds received and shall promptly turn over all such funds received by him to the Treasurer. He shall be custodian of the Seal and affix same to all membership cards and other documents being executed by the club, as required. He shall keep a correct file of all members and shall keep a correct financial account for each member of the club. The Financial Secretary shall be custodian of all contracts, deeds, documents and other corporate records (except accounting records) of the club.

## Section 4. The Treasurer

The Treasurer shall receive and have charge and custody of, and be responsible for, all funds, securities and valuable effects of the club. He or she shall cause full and accurate accounts of receipts and disbursements to be kept in books belonging to the club. He shall receive and give receipts for monies to the credit of the club as the Board or the President shall direct. He or she shall render to the Board or to the President upon request, an account of the financial condition of the club and of his transactions as Treasurer. He shall make a written report to the club at its Annual Meeting or at intervals as determined by the President or by the Board of Directors. The Treasurer shall make disbursement of the funds of the club only as authorized from time to time by the Board or the President or any such other person or persons to whom the Board may delegate authority from time to time in respect thereof, subject also to the limitation in Article IV, Section 6. hereof. The Treasurer, and one full-time employee hired by the Board shall each give a bond for the faithful performance and discharge of his duties, in such amount as the Board may direct, and in such event, the cost of such bond shall be paid by the club. The accounts of the Treasurer shall be audited, at the direction of the Board, by an independent certified public accountant selected by the Board.

#### Section 5. Secretary

The Secretary is responsible for all correspondence from the Board and the club, and record keeping of club meetings. The Secretary will be a voting member in all Board actions.

#### Section 6. Trustees

The Trustees will be responsible for any duties appointed by the Board. The Trustees will be voting members in all Board actions.

#### Section 7. Agents or Employees

The Board of Directors may by resolution designate the office or officers who shall have authority to appoint such agents or employees as the needs of the club may require. In the absence of such designation this function shall be performed by the Board of Directors.

#### Section 8. Removal of Agents or Employees

Any agent or employee of the club may be removed, or his or her authority may be revoked, by resolution of the Board, whenever in its judgment the best interest of the club will be served thereby. Any agent or employee of the club likewise maybe removed by the President, subject only to review by the Board of Directors. Also, but subject to the President's supervision or review by the Board, any other person having properly delegated authority of the President or the Board with respect to the appointment of such agent or employee may act to remove or revoke authority of such agent or employee.

#### Section 9. Compensation of Officers

No officer, Trustee or Director of the club shall receive a salary for services rendered. Special compensation for the services of individuals including any Director, Officer or Trustee, or any other individual may be paid at the discretion of the Board of Directors. All Directors, Officers and Trustees may be entitled to be reimbursed for expenses sanctioned by the Board and incurred for the benefit of the club

## ARTICLE VI

### RECORDS

#### Section 1. Corporate Records

The club shall keep at its principal place of business wherever situated, an original or duplicate record of the proceedings of the directors and the original or a copy of its By-Laws, including all amendments and alterations thereto to date. The club shall also keep complete and accurate books or records of account.

#### Section 2. Right to Inspection

Every member in good standing, 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 of business for any proper purpose, the books and records of account, and records of the proceedings of the directors, including voting lists, and to make copies or extracts therefrom.

#### Section 3. Execution of Written Instruments

All contracts, deeds, mortgages, obligation, documents and instruments, whether or not requiring a seal, must be executed by the President or a Vice President and countersigned by the Financial Secretary or the Treasurer, or may be executed or countersigned, or both, by such other person or persons as may be specifically designated by resolution of the Board of Directors. All checks, notes, drafts and orders for the payment of money shall be signed by such one or more officers, agents or employees as the Board of Directors may from time to time designate.

## ARTICLE VII

### NOTICES

#### Section 1. Manner of Giving Notice of Meetings

Notice shall be deemed to have been properly given to a director or a member when delivered to him personally, or when deposited in the United States mail with first class postage prepaid, directed to his address appearing on the books of the club or supplied by him to the club for the purpose of notice; and a certificate or affidavit by the Secretary or an Assistant Secretary shall be prima facie evidence of giving of any notice required by these By-Laws. If the notice is sent by mail, it shall be deemed to have been given to the persons entitled thereto when deposited in the United States mail. 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.

## Section 2. Written Waiver of Notice of Meeting.

Whenever any written notice is required to be given to a director or a member under the provisions of applicable law or by these By-Laws, a waiver thereof in writing, signed by him either before or after the meeting, shall be deemed equivalent to the giving of due notice. Except in the case of a special meeting of directors or members, neither the business to be transacted at nor the purpose of the meeting need be specified in the waiver of notice of such meeting.

## Section 3. Waiver of Notice by Attendance

Attendance of any person at any meeting shall constitute a waiver of notice of such meeting, except where a person entitled to notice attends the 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.

## Section 4. Modification of Proposal Contained in Notice

Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may adopt it with such clarifying or other amendments as does not enlarge its original purpose without further notice to persons not present in person.

# ARTICLE VIII

## MISCELLANEOUS PROVISIONS

### Section 1. Transactions with Directors, Officers and Trustees

Without limiting the provisions of applicable law, no contract or transaction between the club and one or more of its Directors or trustees or between the club and any other corporation, partnership, association or other organization in which one or more of its Directors, Officers or Trustees are directors or officers, or have a financial interest, shall be void or voidable solely for such a reason, or solely because the director or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the director or officer is present at, or participates in, the meeting of the Board of Directors which authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes the contract or transaction specified in this section.

## Section 2. Telecommunications

One or more persons may participate in a meeting of the Board, or a committee of the Board, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in the meeting pursuant to this section shall constitute presence in person at such meeting.

## Section 3. Fiscal Year

The fiscal year of the club shall end on December 31.

## Section 4. Corporate Seal

The corporate seal shall have inscribed thereon the name of the club, the year of its incorporation and the words "Corporate Seal –Pennsylvania." Such seal may be used by causing it or a facsimile thereof, to be impressed or affixed or in any manner reproduced.

## Section 5. Masculine to Include Feminine Neuter

Wherever in these By-Laws the words "he", "his" or "him" is used, they shall be deemed, where appropriate, to mean the comparable feminine or neuter pronoun.

# ARTICLE IX

## LIMITATION OF LIABILITY AND INDEMNIFICATION

### Section 1. Limitation of Liability

Directors, Officers and Trustees of this corporation shall not be personally liable for monetary damages as such for any action taken or failure to take any action other than as expressly provided in 42 Pa.C.S. Sec. 8364. It is the intention of this Section 1. to limit the liability of Directors, Officers and Trustees of the corporation to the fullest extent permitted by 42. Pa.C.S. Sec. 8364, or by any other present or future provision of Pennsylvania law.

### Section 2. Indemnification

The corporation shall indemnify every Director, Officer and Trustee, and may indemnify any employee or agent, to the fullest extent permitted by the Pennsylvania Business Corporation Law, the Pennsylvania Director's Liability Act and any other present or future provision of Pennsylvania Law. The Corporation shall pay and advance expenses to directors and officers for matters covered by indemnification to the full extent permitted by such law, and may

similarly pay and advance expenses for employees and agents. The Section 2 shall not exclude any other indemnification or other rights to which any party may be entitled in any manner.

## ARTICLE X

### AMENDMENT OF BY-LAWS

These By-Laws may be altered, amended, added to or repealed at any monthly meeting of the General Membership; However, it shall be the duty of the Secretary of the club to give notice, at the Monthly Meeting prior to said Meeting for such revision or amendment, setting forth in full, the proposed alteration, amendment, addition or repeal, as well as setting forth the By-Law provision sought to be altered, amended, added to or repealed. The affirmative vote of at least two-thirds (2/3) of the voting members present in person at said Meeting shall be necessary for adoption of any proposed change in the By-Laws.

In addition, voting members of the club desiring to alter, amend, add to or repeal these By-Laws must give written notice thereof to the Secretary of the club at least sixty (60) days prior to any Monthly Meeting of the Membership at which such proposed changes will be considered, and must file a written copy of the proposed action with the Secretary of the club.

## ARTICLE XI

### Section 1. Effective Date

These By-Laws shall become effective on the date of ratification by the General Membership.

Date of Ratification:

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