**Center Township Athletic Association**

 **Constitution and By-Laws**

Article I – Name

Section 1 – Name

This organization shall be known as Center Township Athletic Association a Pennsylvania non-profit corporation, hereinafter referred to as CTAA.

Article II – Objective

Section 1 – Purpose

The purpose of the Association shall be to provide athletic and recreational opportunities for the benefit of youth through programs of organized baseball and softball activities. The Association does not contemplate pecuniary gain or profit, incidental or otherwise.

Section 2 - Objective

The objective of the Association shall be to implant firmly in the children of the community the ideals of good sportsmanship, honesty, loyalty, courage and respect for authority, so that they may be well adjusted, stronger and happier children and will grow to be good, decent, healthy and trustworthy citizens.

Section 3 - Organization

To achieve its purpose, the Association will provide supervised programs for recreational and competitive youth baseball and softball. All directors, officers and members shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary, and the molding of future citizens is of prime importance.

The Association shall operate exclusively as a non-profit Corporation providing a supervised program of competitive baseball and softball games. No part of the pecuniary profits, if any, shall inure to the benefit of any public or private entity, member of the Association or any other individual. The association shall not attempt to influence any legislation or participate in, or otherwise intervene in any political campaign on behalf of any candidate for public office.

Article III – Membership

Section 1 – Eligibility

Any person sincerely interested in active participation to affect the objective of this Association may apply to become either a Voting Member or a Non-Voting Member.

Section 2A – Voting Members

Upon a child’s registration to play in CTAA the parents or legal guardians of the child become Voting Members of CTAA. Membership continues for a period of 12 months starting on the first day of April of the most recent season (spring only) that the child was registered for. For those children that have exhausted their eligibility to play in CTAA, their parents or legal guardian’s membership will expire 24 months after the starting day of the last season (spring only) the child was registered for. At this point they will become Nonvoting members. (See below) In addition, any former CTAA board of director will continue to be considered a voting member as long as they remain in good Standing (section 2C).

Section 2B – Non-voting Members

Anyone with a sincere interest in CTAA can apply to be a non-voting member of CTAA. To apply, the applicant must attend a meeting, request membership, and be voted in by a simple majority. Non-voting members are eligible to volunteer their services and participate in meetings, however, they are not eligible to vote, chair committees, or hold elected or appointed offices.

Section 2C – Good Standing

A member is considered in good standing if they have attended 1 of the last 12 previous monthly meetings. New voting members are eligible to vote at the first meeting they attend up to and including the August CTAA meeting. After August of their first year of membership they must have attended 1 of the last 12 previous monthly meetings to be eligible to vote. A member is not in good standing if their membership has been suspended or terminated.

Section 2D – Good Standing

All board members, appointed administrators, and committee chairmen must be members in good standing.

Section 3 – Suspension or Termination

Membership may be terminated by resignation or action of the Board of Directors. The Board of Directors has the power to propose discipline, suspension, or removal of any member of the CTAA when the conduct of such person is considered detrimental to the best interests of the CTAA. The proposal must be accepted by a two-thirds member vote of those present at any regular or special meeting.

The member involved shall be notified of such a meeting, informed of the general nature of the charges, and given an opportunity to appear at the meeting to answer such charges.

Section 4 – Drugs, Alcohol and Tobacco

CTAA is a drug, alcohol, and tobacco free organization, which plays primarily on fields owned by Center Township Elementary School. Any individual, including coaches, parents, administrators, directors, players, or committee members found using or in possession of recreational drugs, alcohol or tobacco on CTAA or Center Township Elementary School property is subject to discipline, including removal from the property, suspension, termination and/or monetary fines.

Typical action will include:

1. In person warning for first offense
2. If not addressed immediately, escorted from the premises and subject to $250 fine and 2-week suspension from Center Township fields/games
3. Repeat offenders are subject to termination from league membership and $500 fine

Article IV – Dues and Fees

Section 1 – Registration Fees

Registration fees for all players may be fixed at such amounts as the Board of Directors shall determine prior to the beginning of any registration period.

Article V – Meetings

Section 1 – Monthly Meeting

CTAA shall hold their regular monthly meeting on the first Wednesday of each month at 7:30 P.M. The Board of Directors, at their discretion, can change the time of the meeting.

Section 2 – Annual Meeting

The annual meeting of the members of CTAA shall be held the first Wednesday in September of each year for the purpose of electing directors, receiving reports, and for the transaction of such other business as may properly come before the meeting. The Board of Directors, at their discretion, can change the time of the meeting.

Section 3 – Notice of Meeting

Notice of the annual meeting of CTAA shall be announced to the membership via email at least 10 days prior to the annual meeting.

Section 4 – Special Meetings

A special meeting of the members may be requested by any member of the Board of Directors, at their discretion. Upon the written request of five (5) Voting members or majority member vote at a meeting with a quorum present, the President shall call a special meeting to consider the specific subject. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the members. Notice of the special meeting shall be announced to the membership via email at least 48 hours before the special meeting.

Section 5 – Quorum

The presence in person of five (5) Voting members shall be necessary to constitute a quorum at a regular monthly meeting.

Section 6 – Voting

Only voting members in good standing shall be entitled to vote at any CTAA meeting.

Section 7 – Rules of Order

Roberts Rules of Order shall govern the proceedings of all meetings, except where it conflicts with the By-Laws of CTAA.

Article VI – Board of Directors

Section 1 – Board and Number

The number of CTAA Board of Directors shall be five (5).

The board shall be constituted of the following positions:

1. President
2. Vice-President
3. Secretary
4. Treasurer
5. Senior Advisor

Section 2 – Annual Election and Term of Office

At each annual meeting, voting members shall determine the number of Directors to be elected for the ensuing year and shall elect such number of Directors. The number so fixed may, within the limits prescribed by the foregoing Section 1, be increased at any regular or special meeting of the Voting Members, and if the number is increased, the additional Directors may be elected at the meeting at which the increase is voted, or at any subsequent meeting. All elections of Directors shall be by majority vote, by secret ballot, of all Voting Members in good standing present at the time of the meeting.

Section 3 – Vacancies

If any vacancy occurs in the Board of Directors or Officers, by death, resignation, or otherwise, it may be filled by a majority vote of the voting members at any regular meeting or at any special meeting called for the purpose. Vacancy must be filled within thirty (30) days or at the next regular monthly meeting.

Section 4 – Meetings, Notice and Quorum

Any Board Member, whenever any of them deems it advisable, shall issue a call for a special meeting of the Board. Notice of each meeting shall be given by the Secretary to each Director at least eight (8) hours before the time appointed for the meeting – by telephone, email, or personal notice. In the case of special meetings, such notice shall include the purpose of the meeting and no business not so stated may be acted upon at the meeting.

Three (3) members of the Officers of the Board shall constitute a quorum for the transaction of Board business. Each director present shall be entitled to one vote except the President shall vote only in event of a tie vote of those directors voting.

Section 5 – Duties and Powers

The Board of Directors shall have the power to appoint such standing committees and positions as it shall determine and to delegate, such powers to them as the Board shall deem advisable, and which it may properly delegate. The Directors shall, on October 1 of that year, enter upon the performance of their duties.

The board has the power to propose discipline, suspension, or removal of any Director, Administrator or Committee Member of the CTAA . The proposal must be accepted by a two-thirds member vote of those present at any regular or special meeting and completed in accordance with the procedure set forth in Article III, Section 3.

The Board shall receive at the annual meeting of the members of the CTAA a report, verified by the President and Treasurer, and a majority of the Directors, showing the whole amount of real and personal property owned by it, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding, the date of the report and the manner of the acquisition; the amount applied, appropriated or extended during the year immediately preceding such date, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made; and the names and places of residence of the persons who have been admitted to membership in the CTAA during such year, which report shall be filed with the records of the CTAA and an abstract thereof entered in the minutes of the proceedings of the annual meeting.

Article VII – Committees

Section 1 – Committees

The Board of Directors may appoint Committees, including Concession Stand, Fundraising, Social Media, etc. Committees shall discuss their activities with the Board of Directors.

Committees shall review and evaluate proposed projects for raising money and make recommendations to the Board. All funds raised by Committees must be used for the betterment of the CTAA.

Any content posted on Social Media by committees is subject to removal if deemed inappropriate by a majority decision of the Board of Directors. More than one individual shall have access to all Social Media platforms.

The board has the power to propose discipline, suspension, or removal of any Director, Administrator or Committee Member of the CTAA . The proposal must be accepted by a two-thirds member vote of those present at any regular or special meeting and completed in accordance with the procedure set forth in Article III, Section 3.

Section 2 – Review of Financial Position

The Board of Directors shall form a Committee to conduct a review of the financial statements and file tax form 990 no later than 120 days after September 30, of that year unless granted a reasonable extension to file by the Internal Revenue Service.

Article VIII – Officers Duties and Powers

Section 1 – Board of Directors Candidates

Voting Members in good standing interested in becoming a candidate for any board position must make their intentions known no later than the August general meeting by either attending the meeting or emailing 2 members of the current board.

The ballot presented at the September annual election meeting will list only those candidates that have met the above requirements. No write in candidate’s votes will be accepted.

Section 2 – Election

At the annual meeting, the current Directors, provided there be a quorum, shall meet for election of Directors for the ensuing year. Notice of the election meeting shall be announced to the membership via email and social media at least 10 days prior to the meeting. Candidates for all elected positions will be included in the meeting notice. All elections of Directors shall be by simple majority vote, in person, by members in good standing at the time of the meeting. The current President of the Board of Directors is not entitled to a vote. All ballots will be done anonymously, and no online voting will be accepted. In the event of a tie for any of the elected positions, the current President of the Board of Directors will vote to break the tie.

Section 3 – Directors

The Directors of the CTAA shall consist of a President, Vice-President, Secretary, Treasurer, and Senior Advisor, all of whom shall hold office for the ensuing year, beginning October 1.

The President, Vice-President, Treasurer and Secretary are elected positions, while the Senior Advisor shall be the first previous director to accept the position based on the following procedure:

1. Most recent President of the Board of Directors. If the President does not accept or is no longer a member in good standing, then:
2. Most recent Vice President. If the Vice President does not accept or is no longer a member in good standing, then:
3. Most recent Treasurer. If the Treasurer does not accept or is no longer a member in good standing, then:
4. Most recent Secretary. If the Secretary does not accept or is no longer a member in good standing, then:
5. The Board of Directors may appoint a Senior Advisor (by a simple majority vote of the board) that has previously held a Director, Committee or Administrator position with CTAA.

Section 4 – President – The President Shall:

1. Conduct the affairs of the CTAA and execute the policies established by the Board of Directors.
2. Present a report of the condition of CTAA at the annual meeting.
3. Communicate to the Board of Directors such matters as deem appropriate and make such suggestions as may tend to promote the welfare of CTAA.
4. Be responsible for the conduct of CTAA in general conformity to the policies, principles, Rules and Regulations of Pony Baseball. CTAA may deviate from the “Official Rules of Pony Baseball” with a majority vote of the board of directors.
5. Designate in writing, other officers, if necessary, to have power to negotiate in the name of CTAA such contracts and leases as may have received prior approval of the Membership.
6. Investigate complaints, irregularities, and conditions detrimental to CTAA and report thereon to the Board.
7. With the assistance of the League Directors, examine the application and supporting proof-of-age documents of every player candidate, and certify to residence and age eligibility before the player may be placed on teams.

Section 5 – Vice-President **-** The Vice**-**President shall:

1. In the case of the absence or disability of the President, and provided he or she is authorized by the President or Board to so act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of that office, and shall have such other duties as from time to time may be assigned to him by the Board of Directors or by the President.

Section 6 – Secretary **-** The Secretary shall:

1. Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of secretary or as may be assigned by the Board of Directors.
2. Maintain a list of Voting and Non-Voting Members as well as their standing.
3. Keep the minutes of all meetings of the organization and cause them to be recorded in a book kept for that purpose.
4. Shall conduct all correspondence not otherwise specifically delegated in connection with said meetings and shall be responsible for carrying out all orders, votes and resolutions not otherwise committed.
5. Notify Members, Directors, Officers and Committee Members of their election or appointment.

 Section 7 – Treasurer **-** The Treasurer Shall:

1. Perform such duties as are herein specifically set forth and such other duties as are customarily incident to the Office of Treasurer or may be assigned by the Board of Directors.
2. Receive all monies and securities and deposit same in a Depository approved by the Board of Directors.
3. Keep records for the receipt and disbursement of all monies and securities of CTAA including the Concession Stand, approve all payments from allotted funds and draw checks as required.
4. Maintain a list of all paid members.
5. Oversee the operation/finances of the Concession Stand.

Section 8 – Senior Advisor – The Senior Advisor Shall:

1. Perform such duties as are herein specifically set forth or may be assigned by the Officers of the Board.
2. Provide access to critical organizational information, such as banking, security access, forms, templates, community contacts and historical records.
3. Provide advice on past precedent and by-laws interpretations.
4. Assist Officers of the Board in the preparation of tax, grant and registration documents.

Article VIII – Appointed Administrator Positions

Section 1 – Administrator Positions

The number and type of administrators will be considered annually by the Board of Directors, immediately following Board election in September. Addition or subtraction of Administrator roles from the list below is subject to a vote by the Board of Directors.

Administrators shall be constituted of the following positions:

1. Softball League Administrator (If Applicable)
2. Age 15 and older League Administrator
3. Pony League Administrator
4. Bronco League Administrator
5. Mustang League Administrator
6. Pinto League Administrator
7. Shetland League Administrator
8. Tee-Ball League Administrator
9. Facilities Administrator
10. Safety Administrator
11. Grievance Administrator
12. All-Star Administrator

Administrator Positions will be appointed by a majority vote of the Board of Directors within thirty (30) days of the Annual Meeting. In the event of a death, resignation or termination, the Board has thirty (30) days to appoint a new Administrator.

The board has the power to propose discipline, suspension, or removal of any Director, Administrator or Committee Member of the CTAA. The proposal must be accepted by a two-thirds member vote of those present at any regular or special meeting and completed in accordance with the procedure set forth in Article III, Section 3.

Section 2 – League Administrators **-** League Administrators shall:

1. Receive and review applications for player candidates and assist the President in checking residence and age eligibility.
2. Conduct the player distribution and all other player transactions and Schedule regular meetings.
3. Inventory all equipment at the end of each year and prepare a list of present equipment and needed equipment for the following year.
4. Prepare a list of potential managers and All-Star managers. All managers must be approved by a majority vote of the Board of Directors and respective League Administrator.

 Section 3 – Facilities Administrator **-** Facilities Administrator shall:

1. Oversee that all equipment is maintained and is used properly.
2. Works with each League Director to ensure that all CTAA fields are properly maintained
3. Develops a plan to maintain common areas and buildings.

Section 4 – Safety Administrator **-** Safety Administrator shall:

1. Ensure all coaches have proper background and security clearances mandated by state and federal requirements.
2. Works with each League Director to ensure that adequate medical supplies and equipment are available throughout the field complex.
3. Maintains critical safety equipment (i.e. fire extinguishers and assisted breathing devices)
4. Provides training to Board Members and Coaches regarding safety policies and protocols in the event of an emergency

Section 5 – Grievance Administrator – Grievance Administrator shall:

1. Maintain an organized list of any grievances filed by individuals participating at CTAA.
2. Communicate issues to the Board of Directors as necessary for further resolution.
3. Directly communicate with individuals that have filed grievances with the league.

Section 6 – All-Star Administrator – All-Star Administrator shall:

1. Coordinate all-star tournament schedules across age groups.
2. Coordinate uniform designs across age groups.
3. Coordinate field maintenance across age groups.
4. Coordinate concession stand volunteer schedules across age groups.
5. Communicate tournament schedules to outside organizations.

Article IX – Financial and Accounting

 Section 1 - Direction

The Board of Directors shall decide all matters pertaining to the finances of the CTAA and it shall place all income in a common league treasury, directing the expenditure of same in such manner as will give no individual or team an advantage over another individual or team.

Section 2 – Team Contributions

The Board shall not permit the contribution of funds or property to individual teams but shall solicit same for the common Treasury of the CTAA thereby to discourage favoritism among teams and to endeavor to equalize the benefits of CTAA.

Section 3 – Raising Funds

The Board shall not permit the solicitation of funds in the name of CTAA unless all the funds so raised are placed in the CTAA Treasury.

Section 4 – Use of Funds

The Board shall not permit the disbursement of CTAA funds for other than the conduct of CTAA activities.

Section 5 - Compensation

No Director, Officer, or Member of CTAA shall receive, directly or indirectly, any salary, compensation, or emolument from CTAA for services rendered as Director, Officer or Member.

Section 6 – Receipts and Deposits

All monies received shall be deposited to the credit of CTAA in an acceptable financial institution, and all disbursements shall be made by check or bank card. All checks shall be signed by the CTAA Treasurer or President. Only the President and Treasurer shall have access to the CTAA bank card.

Section 7 – Spending Authorizations

1. The President of the Board of Directors shall have the authority to authorize spending of $500 or less within a month without action of the board.
2. Subject to majority Board vote, the Board of Directors shall have authority to spend $1,000 or less without presenting to league membership for approval.
3. Any expenditure of more than $1,000 must be presented to the membership for approval. It is recommended that unusual expenses greater than $500 also be presented to membership for discussion prior to Board approval.
4. League Administrators can authorize individuals volunteering to maintain fields the ability to purchase gas or diesel for field use. Individuals will be reimbursed by the treasurer when they present a receipt for the purchase.

Article X – CTAA League rules

 Section 1 – Rules of play

* 1. CTAA will use The Official Rules of Pony Baseball for all 12 years old and under age groups.
	2. The league directors with input from the managers can submit proposed variances from the official Pony rules by March 20th of each year. Each variance will be voted on by the CTAA Board of Directors at the regularly scheduled April Meeting. Only those variances that receive a majority of those votes will be in effect for that season.

 Section 2 – Ground Rules

The ground rules and eligibility requirement of CTAA shall be prepared by the specific League Director and Mangers and approved by the Board of Directors at a meeting to be held not less than one month previous to the first scheduled game of the season. An approved set of rules should be published and distributed to all League Directors, Managers, and Coaches. It is strongly recommended that a coaches meeting is held by the League Director to go over rules for the coming season after approval by the Board.

Section 3 – Protests

1. A protest/fair play committee shall be appointed by the President and approved by the Board of Directors. The committee will consist of three (3) voting members with two (2) alternates in the event one or more of the appointed committee members is unavailable.
2. A proper protest must be filed in writing within twenty-four (24) hours to the President of CTAA. The President must notify the appropriate League Director of such protest within a twenty-four (24) hour period. All protest must be heard within forty-eight (48) hours after the protest is filed. A decision must be made.

 Section 4 – Player Distribution

1. Each League Director will be responsible for fair and equal player distribution for all teams within each age group. An evaluation day which rates the players by performance in a series of drills is strongly recommended to assist with player distribution.
2. Equal distribution of pitching talent must be the top priority of each league.
3. While CTAA will try to accommodate parent’s requests for their child to be placed with specific coaches and players, it is CTAA’s policy to place priority on equal talent distribution before parent requests. Pairing siblings and children of a manager are exceptions to this policy.
4. Pairing managers with coaches whose children would disrupt the equal player distribution policy must be avoided.

 Section 5 – Selection of Managers

1. The League Administrator will present a list of all those people that have expressed an interest to manage to the officers.
2. The League Administrator and the Directors will vote for Regular Season and All-Star managers using the following rules.
	1. When there are 2 or less candidates a simple majority vote will determine who becomes the manager
	2. When there are more than 2 candidates for manager(s), each Director and League Administrator will rank the manager candidates (i.e. if there are 5 prospective managers each voter will assign the candidates from 5 to 1 point). The Manager will be determined by the candidate having the most points.

Article XI – All Star Teams

Section 1 – Player Selection process

* 1. Each age group manager will determine the number of players that will be on his All-Star roster.
	2. Each prospective All Star will be evaluated based on 3 criteria.
	3. Current year on field performance
	4. Prior seasons performance
	5. Player Skill Assessment Opportunity (PSAO) as defined below:

At a pre-determined date, a skill assessment opportunity will be open to all players within each age group. This assessment opportunity will consist of drills and exercises designed to measure an individual’s aptitude in the following areas such as hitting, fielding, throwing, and other metrics such as speed or baseball knowledge.

* 1. Following the PSAO the All Star manager will select their team based on the criteria above and submit their proposed roster to the Board of Directors for final approval.
	2. All parents of individuals that attended the PSAO will be contacted by the manager and notified of his/her child’s results.

 Section 2 – All-Star Responsibilities

* 1. Each participating All-Star will be charged a fee that will be determined each year by the CTAA Officers.
	2. Every All-Star Parent or their representative must assist in the concession stand during their home tournament or they will be charged an amount determined by the All-Star Administrator.
	3. Tournament entry fees collected by each age group from their home tournament can be used to pay for that age group’s entry fees for additional tournaments. Any cost for additional tournaments that exceeds the entry fees collected for the home tournament for that age group must be paid for by the parents of that age group.
	4. If an age group cannot hold a home tournament, the Board, by a simple majority vote can authorize the payment by CTAA for 1 away tournament. The cost of the away tournament cannot exceed the home tournament entry fee charged by the age group that is 1 year older than the age group that did not hold a home tournament.
	5. The All-Star manager, with input and coordination from the All-Star Administrator, will ensure enough volunteers are present for field maintenance, including pre-tournament field prep, game day field prep, and post-game/tournament cleanup. It will be the All-Star manager’s responsibility to ensure the fields are maintained throughout the tournament.

 Article XII – Impeachment

 Section 1 - Misconduct

Any elected or appointed Officer or Director of the Association may be impeached and removed from office if that Officer or Director has abused their authority or is guilty of misconduct in office. Notice of the charges and of the intentions of the Association to act upon those charges shall be given to the accused party, in writing, at least 10 calendar days prior to the meeting at which charges will be considered by the Association.

Section 2 - Vote

Action of impeachment may be taken at any duly convened regular or special meeting of the Association. The Officer or Director shall not be removed except by a two-thirds vote of the members present at such regular or special meeting, providing that the number of members in attendance is at least a quorum as defined in these By-Lays.

Article XIII - Indemnification

Section 1 – General Rule

Subject to the provisions of Section 2 below, the Association shall, to the fullest extent permitted under the laws of the Commonwealth of Pennsylvania as now or hereafter in effect, indemnify any person (and his heirs, executors and administrators) who was or is a party, witness or other participant, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, actions by or in the right of the Association), by reason of the fact that the applicant is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another Association, partnership, joint venture, trust or other enterprise, and may, to the fullest extent permitted under the law of the Commonwealth of Pennsylvania as now or hereafter in effect, indemnify any person (and his heirs, executors and administrators) who was or is a party, witness or other participant, or is threatened to be made a party, witness, or other participant, to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative(including, without limitation, actions by or in the name of the Association), by reason of the fact that the applicant is or was an employee of agent of the Association, or is or was serving at the request of the Association as an employee or agent of another enterprise, against all expenses (including attorney fees, court costs, transcripts costs, fees of experts and witnesses, travel expenses and all other similar expenses), judgments fines, penalties and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

Section 2 – Standard of Conduct

Indemnification shall be provided under, Section 1 above only if it is determined that: (a) the person seeking indemnification acted in good faith in a manner the applicant reasonably believed to be in or not opposed to the best interest of the Association; and (b) the act or failure to act giving rise to the claim for indemnification does not constitute willful misconduct or recklessness. Notwithstanding the foregoing, no person shall be indemnified in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section 3 - Procedure

Indemnification under Section 1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the person seeking indemnification has met the applicable standard of conduct set forth in Section 2 above. The Board of Directors shall make all such determinations.

Section 4 - Advance of Payment of Expenses.

Subject to such terms, conditions and limitations, if any, as the Board of Directors may in its discretion determine to be appropriate, the Association shall (in the case of a director officer) and may (in the case of an employee or agent) advance all reasonable expenses (including attorney fees, court costs, transcript costs, fees of experts and witnesses, travel expenses and all other similar expenses) reasonably incurred in connection with the defense of or other response to any action, suit or proceeding referred to in Section 1 above upon receipt of an undertaking by or on behalf of the person seeking the advance to repay all amounts advanced if it shall ultimately be determined upon final disposition of such action, suit or proceeding that the applicant is not entitled to be indemnified by the Association under provisions of the Article. Notwithstanding the provisions of the preceding sentence, the Association shall not be required to make any advance payment of expenses (or to make any further advance if one or more advances shall have been previously made) in the event that determination is made by the Board of Directors that the making of an advance or further advance would be inappropriate in the circumstances because there is reason to believe that the person seeking the advance did not meet the applicable standard of conduct set forth in Section 2 above.

Article XIV – Amendments

 Section 1 – Amendments

This Constitution and By-Laws may be amended, repealed or altered in whole or in part by a majority vote at any duly organized meeting of the Members, provided notice of the proposed change is included in the notice of such meeting. Notification to the membership must be done by email at least 2 weeks in advance of the vote.

Article XV – Dissolution

 Section 1 – Legal Requirements

In the event the Association dissolves its existence, All Appropriate action shall be undertaken, as required by the Pennsylvania Department of State, the Pennsylvania Department of Revenue and the Internal Revenue Service, all in accordance with then-existing law.

 Section 2 - Distribution

Upon dissolution and after the satisfaction of all liabilities, any remaining Association assets shall be distributed to Center Township and these assets are to be used to support youth recreational activities in Center Township.

**Last Amended November 28, 2023**