

MTLYCA

(MOUNT LEBANON YOUTH CHEERLEADING ASSOCIATION)

AMENDED AND RESTATED BY-LAWS



Article I Introduction

Section 1.01 Name. This corporation's name is MTLYCA and may be referred to informally as the Mount Lebanon Youth Cheerleading Association.

Section 1.02 Definition of Bylaws. These Bylaws, as amended and restated (the "Bylaws") constitute the code of rules adopted by the MTLYCA for the regulation and management of its affairs.

Section 1.03: Purposes and Powers. MTLYCA will have the purposes or powers as stated in its Articles of Incorporation, and whatever powers are or may be granted by the Nonprofit MTLYCA Law of 1988 of the Commonwealth of Pennsylvania, or any successor legislation.

- a. **Primary Purpose.** The primary purposes of MTLYCA are to (i) develop leadership skills, self-confidence, and team skills through the sport of cheerleading in students in grades 1-6; (ii) adopt the positive character traits recognized by the Mount Lebanon School District; (iii) to teach the fundamentals and basic techniques of cheerleading (jumps, sideline chants, dance, and stunts) and incorporate those elements into sideline cheer and competitive routines; and (iv) to cheer for the Mount Lebanon Youth Football Association and related organizations, engage in community activities, and participate in competitions when provided.
- b. **Non-Profit.** MTLYCA is a non-profit MTLYCA and shall operate exclusively for education and charitable purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future tax code. MTLYCA does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of MTLYCA shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that MTLYCA 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 in Article Third hereof. No

part of the activities of MTLYCA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and MTLYCA 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, MTLYCA shall not carry on any other activities not permitted to be carried on (a) by a MTLYCA exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a MTLYCA, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- c. Distribution upon Dissolution. Upon the dissolution of MTLYCA, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of MTLYCA is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE II MANAGEMENT

Section 2.01 Management. The affairs of MTLYCA shall be managed by its Board of Directors. The Board of Directors shall have control of the property of MTLYCA and shall determine its policies. The Board of Directors shall have all requisite power and authority to carry out the business and purposes of MTLYCA. MTLYCA will have no shareholders or voting members, but shall have non-voting members with the powers and responsibilities set forth herein. MTLYCA is organized on a non-stock basis.

Section 2.02 Qualifications and Number of Directors.

- a. Qualifications. The qualifications for becoming and remaining a Director of MTLYCA are as follows: (1) Directors need to be residents of Mt. Lebanon; (2) Directors must have (or have had within the past calendar year) at least one relative participating in the MTLYCA program; (3) Directors must possess all background clearances and approvals as required by the Mt. Lebanon school district for volunteers with direct access to children; (4) Director must possess the skillsets and qualifications necessary to fulfill the role and responsibilities attributed to one or more of the Officer positions outlined below.
- b. Number of Directors. The number of Directors of MTLYCA shall be between four (4) and eight (8). If the number of Directors falls to less than four (4), those vacancies should not remain open for a period of longer than six months.
- c. Terms of Directors. Each Director will hold office for the term for which the Director was elected and until a successor has been selected and qualified. Directors may serve for a maximum of six (6) years, at which point the Director's term shall automatically expire. Directors terms will run from January 1 through December 31.
- d. Vacancies on the Board. Any vacancy occurring on the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, will be filled by a majority of the remaining members of the Board of Directors at the next scheduled meeting of the Board of

Directors. The new Director elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

- e. Removal of a Director. A director may be removed from his/her position by (i) a majority vote of a quorum of the voting members of the Board of Directors, for reasonable cause such as neglect of duties, including but not limited to that individual having been in absence of contact for a period of six months (ii) written petition for removal signed by not less than a majority of the Members.

Section 2.03 Board Meetings.

- a. Regular Directors' Meetings. Regular meetings of the Board of Directors will be held quarterly, at a minimum, on a date and time to be determined by the Board of Directors.
- b. Notice of Special Directors' Meetings. Electronic notice stating the place, day, and hours of any special meeting of the Board of Directors will be delivered to each Director not less than two or more than five days before the date of the meeting, by or at the direction of the President, or the Secretary, or the Directors calling the meeting. The notice need not state the business to be transacted at, nor the purpose of, the meeting.
- c. Call of Special Board Meetings. A special meeting of the Board of Directors may be called by two (2) or more Directors, or by written petition signed by not less than a majority of the Members.
- d. Waiver of Notice. Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of that meeting except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.
- e. Quorum of Directors. A majority of the voting members of the Board of Directors will constitute a quorum; provided that in no event will a quorum consist of less than one-third of the whole Board, the act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Nonprofit MTLYCA Law of 1988, the Articles of Incorporation of MTLYCA, or any provision of these Bylaws. Members of the Board of Directors may attend meetings via conference call and voting members may cast votes via conference call.

Section 2.04 Selection of Officers. Each of the Officers of MTLYCA will be elected and appointed annually by the Board of Directors. Each Officer will remain in office until a successor to the office has been selected and qualified. Elections will be held at the first regular meeting of the Board of Directors each year. In any election of Officers, the Board of Directors may elect and appoint a single person to more than one office simultaneously, except that the offices of President and Secretary must be held by separate individuals.

Section 2.05 Roster of Officers. of MTLYCA shall at a minimum be composed of the following positions: President, Vice-President, Secretary, Treasurer, and such other officers as the Board may determine. Non-voting members may not hold an officer position.

- a. President. The President serves as the Chief Executive Officer of MTLYCA, and will, subject to the control of the Board of Directors, supervise and control the affairs of MTLYCA. The President will perform all duties incident to the office and any other duties that maybe required by these Bylaws or prescribed by the Board of Directors, including but not limited to the following: (i) preside over all board meetings, and designate the Vice-President to preside over meetings in his/her absence, (ii) see that all orders of the Board of Directors are carried out, (iii) create committees as needs arise, (iv) in an emergency, act on behalf of the entire board, (v) coordinate and/or oversee registration, cheer camp, parent meetings, practices, pictures, game schedules, competition schedules, and community events, (vi) oversee selection of coaches with input from the board, and (vii) prepare for approval of board suggested revision pertaining to the Bylaws.
- b. Vice President. A Vice President, if elected, will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform any other duties that maybe prescribed by the Board of Directors, including but not limited to the following: (i) assist the President in the association matters, (ii) act as President in the absence of the President, (iii) assist the President with coordination/overseeing registration, cheer camp, parent meetings, practices, pictures, game schedules, competition schedules, and community events, and (iv) coordinate and communicate with coaches for practices and games.
- c. Secretary. The Secretary will keep minutes of all meetings of Members and of the Board of Directors, be the custodian of the corporate records, give all notices as are required by law or by these Bylaws, and generally, perform all duties incident to the office of Secretary and any other duties as maybe required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned by the Board of Directors, including but not limited to the following: (i) record minutes of each board/general meeting held, (ii) serve as the board's vehicle to contact association members, (iii) be replaced by another member of the Board at the request of the President in the event of the secretary's absence, (iv) be responsible for establishing and maintaining email communication with the members, (v) be responsible for keeping attendance records for all member meetings, (vi) assist the President with coordination/overseeing registration, cheer camp, parent meetings, practices, pictures, game schedules, competition schedules, and community events, and (vii) be responsible for reserving gyms/practice locations.
- d. Treasurer. The Treasurer will have charge and custody of all funds of MTLYCA and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of MTLYCA's properties and business transactions, render reports and accountings to the Directors and to the Members as required by the Board of Directors or by Members or by law. The Treasurer will perform in general all duties incident to the office of Treasurer and any other duties as may be required by the Articles of Incorporation, or by these Bylaws, or that may be assigned by the Board of Directors, including but not limited to the following: (i) Maintain the MTLYCA checking account and balance of said account each month, (ii) propose an annual budget for the year and present to the Board of Directors for approval prior to commencement of registration, (iii) oversee expenditures, (iv) inform the board, monthly, of its financial status via a written report including copies of bank statements, (v) write checks for reimbursement when necessary, and (vi) assist the President with coordination/overseeing registration, cheer camp, parent meetings, practices, pictures, game schedules, competition schedules, and community events.

Section 2.05 Removal of Officers. Any Officer elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint Officers whenever in their judgment the best interests of MTLYCA will be served. However, any removal will be without prejudice to any contract rights of the Officer so removed.

Article III

Members

Section 3.01 Eligibility for Membership. MTLYCA shall have one class of non-voting Members. This class shall consist of each family who has one or more athletes registered for the applicable MTLYCA season, for the period beginning on the date of registration, and lasting until the first date of the next year of registration. Membership in MTLYCA is non-transferable and non-assignable.

Section 3.02 Non-Voting Membership. Members of MTLYCA are non-voting, but may have input to the Board, may nominate officers or Directors to the Board of Directors, may participate in committees for MTLYCA, may request and receive budget and financial information of MTLYCA, and undertake any of the other rights and responsibilities enumerated in these Bylaws.

Section 3.03 Meetings. The President or Board of Directors may convene meetings of the Members at a designated date and time circulated by general publication, electronically, or via mailings to the Members.

ARTICLE FOUR

INFORMAL ACTION

Section 4.01 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Nonprofit MTLYCA Law of 1988, the Articles of Incorporation of MTLYCA, or these Bylaws, a waiver of the notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the waiver, will be deemed equivalent to the giving of the notice. The waiver must, in the case of a special meeting of Members, specify the general nature of the business to be transacted.

Section 4.02 Action by Consent. Any action required by law or under the Articles of Incorporation of MTLYCA or these Bylaws, or any action that otherwise may be taken at a meeting of either the Members or Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the persons entitled to vote with regard to the subject matter of the consent, or all Directors in office, and filed with the Secretary of MTLYCA.

ARTICLE FIVE

COMMITTEES

Section 5.01 Definition of Committees. MTLYCA may have certain Committees, each of which will consist of one or more Directors. Each Committee will have and will exercise some prescribed authority of the Board of Directors in the management of MTLYCA. However, no Committee will have the authority of the Board in reference to affecting any of the following: (i) Filling of vacancies in the Board, (ii) Adoption, amendment, or repeal of Bylaws, (iii) Amendment or repeal of any resolution of the Board, or (iv) Action on matters committed by Bylaws or resolution of the Board to another Committee of the Board.

Section 5.02 Appointment of Committees. The Board of Directors, by resolution duly adopted by a majority of the Directors in office, may designate and appoint one or more Committees and delegate to these Committees the specific and prescribed authority of the Board of Directors to exercise in the management of MTLYCA. However, the creation of Committees will not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law.

ARTICLE SIX

OPERATIONS

Section 6.01 Fiscal Year. The fiscal year of MTLYCA will be from January 1 through December 31.

Section 6.02 Nonprofit Operations. MTLYCA will not have or issue shares of stock. No dividend will be paid, and no part of the income of MTLYCA will be distributed to its Members, Directors, or Officers.

Section 6.03 Section Budget. The Board of Directors shall prepare and adopt a budget each year prior to opening of registration for the calendar year.

Section 6.04 Fiscal Policy. The board shall adopt and from time to time review a fiscal policy setting out a formal procedure that shall govern internal controls, the signing of checks; the obligation of funds; approval of contracts, and other significant aspects of the organization's fiscal operation. The fiscal policy shall assure that MTLYCA shall have sound financial controls that are appropriate, under generally accepted accounting principles, to its size and purpose.

Section 6.05 Seal. MTLYCA will not use a common seal. The signature of the name of MTLYCA by an officer of the board shall be legal and binding.

Section 6.06 Cheerleading Guidelines. Cheerleading guidelines will be developed annually by the Board of Directors, approved by the majority vote and distributed at the annual registration to all cheerleaders.

Section 6.07 Coaching Guidelines. Coaching guidelines will be developed annually by the Board of Directors, approved by the majority vote and distributed at the first coaching meeting of the season.

ARTICLE SEVEN

LIMITATON ON PERSONAL LIABILITY OF DIRECTORS AND INDEMNIFICATION

Section 9.01 Limitation on Liability. A Director of MTLYCA shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless: (i) the Director has breached or failed to perform the duties of his or her office as defined below; and (ii) the breach or failure to perform constitutes self dealing, willful misconduct or recklessness. The provisions of this section shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute; or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

Section 9.02 Standard of Care and Justifiable Reliance. A Director of MTLYCA shall stand in a fiduciary relationship to MTLYCA, and shall perform his or her duties as a Director, 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 interests of MTLYCA and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties a Director shall be entitled to rely in good faith on

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 MTLYCA whom the Director reasonably believes to be reliable and competent in matters presented; (ii) Counsel, public accountants or other persons as to matters which the Director 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. A Director 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 discharging the duties of their respective positions, the Board, committees of the board, and individual Directors may, in considering the best interests of MTLYCA, consider the effects of any action upon employees, upon persons with whom MTLYCA has business and other relations and upon communities which the offices or other establishments of or related to MTLYCA are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this Article. 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 MTLYCA.

Section 7.03 Indemnification. MTLYCA 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, suitor proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of MTLYCA) by reason of the fact that he or she is or was a representative of MTLYCA, or is or was serving at the request of MTLYCA as a representative of another MTLYCA, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in, or not opposed to the best interests of MTLYCA, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action suit or proceeding by judgment, order, settlement, conviction, or 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 interests of MTLYCA, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 7.04 Determination of Entitlement to Indemnification. Unless ordered by a court, any indemnification contemplated herein shall be made by MTLYCA 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: by the board by a majority vote of a quorum consisting of Directors who were not parties to such (i) action, suit or proceeding; or (ii) 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 7.05 Advancing Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by MTLYCA in advance of the final disposition of such action, suit or proceeding as authorized by the board 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 MTLYCA as authorized above.

ARTICLE TEN AMENDMENT

The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, to the extent allowed by law, is vested in the Board of Directors.