

**BY-LAWS OF
SENECA VALLEY BOYS VOLLEYBALL BOOSTERS
A NON-PROFIT CORPORATION**

**ARTICLE I
ORGANIZATION**

1. Name. The name of the Corporation shall be, Seneca Valley Boys Volleyball Boosters.

2. Seal. The corporate seal of the Corporation shall be a circle with the name of the Corporation around the border, and the words "Not-for-Profit Seal" and the state of incorporation in the center.

3. Offices. The principal and registered office of the Corporation shall be located at 501 Palmate Drive, Cranberry Township, Pennsylvania 16066 or at such other place as the Board of Directors may designate from time to time.

4. Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each year, and be essentially identical to the calendar year, or on such other date or time frame, as may be fixed from time to time by resolution of the Board of Directors.

5. Governing Law. This Corporation is governed by the Pennsylvania Nonprofit Corporation law of 1988, as it may be amended from time to time.

**ARTICLE II
PURPOSES**

1. Statement of Purpose. As provided in the Articles of Incorporation, this Corporation is organized exclusively for charitable purposes as an autonomous, non-profit, tax-exempt charitable organization under Section 501(c)(3) of the Internal Revenue Code of the United States of America. The Corporation is organized for the purpose of raising funds and providing support for the Seneca Valley Boys Volleyball program, by organizing fundraising events and volunteer efforts which enhance the students' educational experience and to support the school district in covering the cost of the extracurricular component of its educational program

ARTICLE III MEMBERSHIP

1. Members. As provided in the Articles of Incorporation, this Corporation shall have no members, and shall be governed exclusively by the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

1. Authority, Size. The Corporation shall be managed and controlled by its Board of Directors. Each Director shall be at least 18 years of age. The initial number of Directors shall be five (5) persons. Thereafter, the number of Directors constituting the entire Board shall not be less than three (3). Subject to the foregoing, the number of Directors may be fixed from time to time by action of the Board of Directors. The number of Directors may be increased or decreased by action of the Board of Directors, provided that any action by the Board of Directors to effect such increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any Director then in office.

2. Term, Compensation. The term of office of any Directors shall be three (3) years. All Directors shall be eligible for re-election, and may be re-elected any number of times. No Director or Officer, by reason of his or her office, shall be entitled to receive any salary or compensation for their services as a Director or Officer, however, they may be reimbursed for reasonable and necessary expenses incurred. Nothing herein shall be construed to prevent a Director or Officer from receiving compensation from the Corporation for services to the Corporation, other than as a Director or Officer.

3. Removal. A Director shall be removed from office due to excessive absences from Board meetings, if he or she has three (3) unexcused absences from a Board meeting during the fiscal year of the Corporation, and said removal is approved by a majority of the remaining Directors. A Director may be removed from office, for cause, other than excess absences, at a special meeting called for that purpose, upon a three-fourths (3/4) vote of the remaining Directors.

4. Resignation. A Director may resign from office at any time by delivering a written resignation to the Board of Directors or to the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Corporation. Acceptance of such a resignation, unless required by the terms thereof, shall not be necessary to make it effective.

5. Director Elections, Vacancies. Election of Directors or election of current Directors to any additional terms shall occur at the annual meeting of the Board of Directors, and shall be the first item of business at that annual meeting. Directors shall be elected by a majority vote of the current Directors. Directors shall be elected to hold office until the expiration of the

term for which he or she was elected, and until his or her successor has been duly elected and qualified, or until his or her prior death, resignation or removal.

When a vacancy exists on the Board, nominations for replacements may be made by present Directors and received by the Secretary at least two (2) weeks in advance of the Board meeting in which said replacements may be elected. The nominations shall be sent out to the Directors with the regular meeting announcement or notice, to be voted on at the upcoming Board meeting.

Newly created directorships or vacancies in the Board of Directors may be filled by a vote of a majority of the Board of Directors then in office, although less than quorum. A Director elected to fill a vacancy caused by removal, resignation, or death shall be elected to hold office for the unexpired term of his or her predecessor.

ARTICLE V **MEETINGS OF THE BOARD OF DIRECTORS**

1. Meetings. Meetings of the Board of Directors shall be held at such time and place as the Board may from time to time fix, or as shall be specified in the notice, or waiver of notice thereof. The Board shall meet at least annually. Annual meetings of the Board of Directors shall be held at such time and place as shall be fixed by the Board of Directors from time to time, or by the person or persons calling the meeting.

2. Notice. Notice of all meetings of the Board shall be given to each Director. The Secretary shall give such notice at least two (2) weeks prior to the meeting. The notice shall be given by mail, and it shall be postmarked at least two (2) weeks prior to the meeting. The requirement for giving notice of a meeting may be waived by any Director who signs a Waiver of Notice before or after the meeting, or any Director who attends the meeting without protesting the lack of notice to him or her.

3. Special Meetings. Special meetings of the Board may be called by or at the direction of the Chairman of the Board/President, or by one-third of the Directors then in office. The Secretary shall give notice of a special meeting at least two (2) weeks prior to the meeting. Said notice shall be given by mail, and it shall be postmarked at least two (2) weeks prior to the meeting. However, if a special meeting is called for urgent, emergency, or prompt action, such notice of said urgent special meeting may be sent to the Directors by telegram, cablegram, facsimile transmission, electronic mail, or by telephone, not less than forty-eight (48) hours before the time at which such a meeting is to be held. The requirement for giving notice of a special meeting may be waived by any Director, as mentioned above in section 2.

4. Quorum. Except as otherwise stated by law, the Articles of Incorporation or these By-laws, sixty-percent (60%) of the Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then in such event, the quorum shall

consist of a majority of the Directors excluding the vacancy. A majority of the Directors present, whether or not quorum is present, may adjourn a meeting to another time and place.

5. Board Action. Except as otherwise provided by law or these By-laws, the vote of a majority of the Directors present at the time of vote, if quorum is present at such time, shall be the act of the Board of Directors.

6. Voting. Each Director shall have one (1) vote, and such voting shall not be done by proxy. At all meetings, except for the election of Directors or Officers, all votes shall be by voice. For election of Directors or Officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

7. Action without Meeting. Any action required or permitted to be taken by the Board, or any committee thereof, may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the member of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

8. Presiding, Attendance via Electronic device. The Chairman of the Board/President shall preside at all meetings of the Board of Directors. In the Chairman's/President's absence, the Vice-President shall preside and, in the Vice-President's absence, any other Director chosen by the Board shall preside.

Any one or more members of the Board may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE VI **ORDER OF BUSINESS AT MEETINGS**

1. Order of Business. The order of business at the meetings of the Board of Directors shall be as follows:

- a. Roll Call.
- b. Election of Directors or Officers, if any.
- c. Reading of the Minutes of the preceding meeting.
- d. Reports of Committees.
- e. Reports of Officers.
- f. Old and Unfinished Business.
- g. New Business.
- h. Adjournments.

ARTICLE VII OFFICERS

1. Officers. The initial Officers of the Corporation shall be as follows: (a) President/Chairman of the Board; (b) Vice-President; (c) Secretary; (d) Treasurer. The Board of Directors shall elect each of these Officers. One-person may hold more than one office in the Corporation, except, that no one person may hold the offices of President/Chairman and Secretary. A person must be a member of the Board of Directors in order to be eligible to serve as an Officer.

The term of office of any Officer shall be one (1) year. All Officers shall be eligible for re-election, and may be re-elected any number of times. No Officer, by reason of his or her office, shall be entitled to receive any salary or compensation for their services as Officer, however, they may be reimbursed for reasonable and necessary expenses incurred. Nothing herein shall be construed to prevent an Officer from receiving compensation from the Corporation for services to the Corporation, other than as a Director or Officer.

2. President/Chairman of the Board. The President shall preside at all meetings. He shall by virtue of his office be Chairman of the Board of Directors. He shall present at each annual meeting of the Corporation, an annual report of the work of the Corporation. He shall appoint all committee chairs, not specifically provided for in these By-laws. He shall see all books, reports and certificates required by law are properly kept or filed. He or she shall have the power to sign alone, unless the Board of Directors specifically requires an additional signature, in the name of the Corporation, all contracts duly authorized, whether generally or specifically, by the Board. *He shall be one of the officers, along with the Treasurer, who shall sign the checks, drafts, notes, and orders for the payment of money of the Corporation, which have been duly authorized by the Board.* He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

3. Vice-President. The Vice-President shall in the event of the absence or inability of the President to exercise his office become acting President of the Corporation with all the rights, privileges and powers as if he had been the duly elected President. The Vice-President shall chair committees on special subjects as designated by the Board of Directors.

4. Secretary. The Secretary shall keep the minutes and records of the Corporation in appropriate books. It shall be his or her duty to file any certificate required by any statute, federal or state. He or she shall give and serve all notices required by law or these By-laws. He or she shall be the official custodian of the records and seal of this Corporation. He or she shall submit to the Board of Directors any communications, which shall be addressed to him as Secretary of the Corporation. He or she shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

5. Treasurer. The Treasurer shall have the care and custody of all monies belonging to the Corporation and shall be solely responsible for such monies or securities of the

Corporation. He shall keep or cause to be kept, full and accurate accounts or receipts and disbursements of the Corporation. He shall disburse funds of the Corporation as may be ordered by the Board. *He shall be one of the officers, along with the President/Chairman, who shall sign the checks, drafts, notes, and orders for the payment of money of the Corporation, which have been duly authorized by the Board.* He shall render at stated periods, as the Board of Directors shall determine, a written account of the finances of the Corporation and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He shall chair the Finance Committee. He shall exercise all duties incident to the office of Treasurer.

ARTICLE VIII EMPLOYEES, VOLUNTEERS

1. Employees. The Board of Directors may hire and fix the compensation of any and all employees, which the Board, in their discretion, may determine to be necessary for the conduct of the business of the Corporation.

2. Volunteers. The Board of Directors may approve, enlist, or engage Volunteers, who wish to serve the Corporation and its purposes, as the Board may determine to be necessary or desirable to accomplish the mission and purpose of the Corporation.

ARTICLE IX COMMITTEES

1. Generally. The Board of Directors may create committees as needed, from time to time. The Board of Directors shall appoint the committee members, and the President/Chairman shall appoint committee chairs from the ranks of that particular committee's members. The committee members and committee chairs shall have a term of office for a period of one (1) year or less if sooner terminated by the action of the Board of Directors.

2. Permanent Committees. The following committees shall be permanent committees of the Corporation: (a) Leadership Committee; (b) Finance Committee.

3. Leadership Committee. All of the Officers of the Corporation shall serve as members of the Leadership Committee, along with, any other persons, including other Directors, non-Directors, employees, or volunteers, that have been appointed by majority vote of the Board of Directors. The President/Chairman shall serve as chair of the Leadership Committee. The Leadership Committee shall be responsible for determining what activities, consistent with the mission statement of Seneca Valley Boys Volleyball Boosters, the Corporation should be involved in, and to monitor the effectiveness of such activities performed by the Corporation. The Leadership Committee shall have an active role in the overall planning, process and implementation of the activities of the Corporation to fulfill the mission of Seneca Valley Boys Volleyball Boosters.

4. Finance Committee. The Treasurer shall serve as chair of the Finance Committee. The Board of Directors shall appoint any other members of the Finance Committee. The Finance Committee shall be responsible for developing, implementing, and reviewing fiscal plans and procedures for the Corporation; developing, implementing, and reviewing fundraising plans and procedures; and formulating an annual budget with the Officers and the Board of Directors.

a. Budget. The Board of Directors must approve the annual budget formulated by the Finance Committee. All expenditures must be within the budget. Any changes to the budget, must be approved by the Board of Directors.

b. Reports. The Finance Committee shall submit an annual report to the Board of Directors, showing income, expenditures, assets, debts, obligations, and pending income.

c. Records. The Finance Committee shall keep accurate financial records of the Corporation, and shall make those records available to the Board of Directors or Officers upon request.

ARTICLE X CONTRACTS, CHECKS, BANK ACCOUNTS, INVESTMENTS

1. The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized in the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents.

2. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

ARTICLE XI INDEMNIFICATION

1. The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate was a Director, Officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

ARTICLE XII AMENDMENTS

1. These By-laws may be altered, amended, repealed or added to by an affirmative vote of two-thirds (2/3) majority of the Board of Directors, at a meeting duly called for the purpose of amending these By-laws, provided that the notice of, and a copy of the proposed amendments must be included in the notice of said meeting.

ADOPTED AND EFFECTIVE this 21st day of January, 2025.