

PHILADELPHIA SQUASH RACQUETS ASSOCIATION

BY-LAWS

ARTICLE I

NAME, VISION, & MISSION

Section 1.1. **Name:** The name of this organization shall be Philadelphia Squash Racquets Association, hereinafter referred to as the "Association."

Section 1.2. **Vision:** The vision of the Association shall be to create and support great squash experiences for all in the Philadelphia area.

Section 1.3 **Mission:** The Mission of the Association shall be to foster participation with tournaments, leagues, junior's programs, communications, and support of the Philadelphia squash community.

ARTICLE II

MEMBERS

There shall be two classes of members of the Association whose voting rights, if any, and other rights and interests shall be equal within each class. The classes shall be as follows:

Section 2.1 Individual Members: This class shall consist of all individuals whose dues are fully paid and whose membership privileges have not been suspended.

2.1.(a) **Individual Members' Voting and Decision Rights:** Individual members do not have direct voting rights as their interests and votes are represented by their affiliated organizations that maintain organizational membership status in the Association as described below. Individual members not affiliated with an entity holding organizational member status enjoy all the rights and privileges of membership held by other individual members.

2.1.(b) **Individual Members' Criteria for Membership:** Individual memberships are available to all individuals who register for membership and are in good standing. Individual memberships are also available to anyone who has paid for or received a lifetime membership. The Association does not discriminate on the basis of race, creed, religion, color, national origin, age, gender, handicap, sexual orientation, or marital status. All individual membership rights and privileges shall cease on the termination of the membership. No Individual Member may transfer membership or any right arising therefrom.

2.1.(c) **Individual Member Dues.** Individual members are required to pay annual dues to the association to maintain active status as members and enjoy all of the rights and privileges of membership including participating in league and tournament play. A schedule of current dues will be maintained by the Association. Any individual who has a lifetime membership will be maintained on the membership registry as a fully paid-up member.

Section 2.2 Organizational Members: This class shall consist of organizations and clubs whose members are participating in Association activities. The Board of Directors shall have final approval for accepting organizational members.

2.2 (a) **Organizational Member Voting and Decision Rights:** Each organizational member will have one vote regardless of the size of its membership. Organizational members' voting rights include the election of the Association's Board of Directors and amending the Association's by-laws.

2.2 (b) **Designation of Organizational Member Representative.** At the start of each fiscal year commencing July 1, each Organizational Member shall send a notice to the Association Secretary identifying the individual who will represent the Organization Member for voting and communications purposes.

2.2 (c) **Organizational Members' Criteria for Membership:** Any club or organization that represents any number of individual members may apply for organizational membership in the association. Organizational membership applications are approved or denied by the Association's Board of Directors. Proposals for organizational membership shall be made in writing to the Secretary, signed by the President and Secretary of the organization or club making application for membership, or by another duly authorized representative thereof, and thereupon the Secretary shall submit the same to the Board of Directors. The majority vote of the Board of Directors shall be necessary for election to organizational membership. All Organizational membership rights and privileges shall cease on the termination of the membership. No Organizational Member may transfer membership or any right arising therefrom.

2.2.(d) **Organizational Member Dues** Each organizational member shall pay to the Treasurer annual dues or assessments, or both, in such amounts and payable at such times and by such methods of collection as the board of directors may prescribe, entitling such members to participate in inter-club play with one team, singles or doubles. An additional registration fee may be required each season for each additional singles or doubles team. All such dues and fees are payable upon receipt of a bill from the Treasurer within 30 days.

ARTICLE III BOARD OF DIRECTORS

The affairs of the Association shall be managed by its Board of Directors.

Section 3.1. General Powers. The Board of Directors shall have control of, and be responsible for, the management of the affairs and property of the Association included but not limited to the following responsibilities.

3.1. (a) Dues and Assessments. The Board shall determine all operating aspects of annual dues and assessments: (i) fixing the amount of annual dues or assessments, (ii) maintaining the enforcement and collection of dues, (iii) publicizing annual dues schedules through official Association channels of communications, (iv) promulgating rules necessary to enforce the collection of all such dues or assessments, including provision for the termination of membership, upon reasonable notice, for non-payment of such dues or assessments and for reinstatement of membership.

3.1 (b) Membership Records. The Board shall maintain updated and current registries of Individual and Organizational Members with data that is provided from Individual and Organizational members.

3.1 (c) Play. The Board shall determine the rules and guidelines for participation in league and tournament play and shall determine and publicize the schedule of play.

Section 3.2 Number, Requirements, and Qualifications

3.2 (a) Number and officer designation. The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than five (5) nor more than nine (9), from which the following officers shall be elected: the President, the Vice-President for Women's Affairs, Vice-President for Men's Affairs, the Secretary, and the Treasurer.

3.2 (b) Equity representation. The Board shall strive to maintain equitable representation of men and women officers with the goal of 40% of the Directors shall be men and 40% shall be women. If a staggered term completion, or a mid-cycle resignation and board appointment leads to a board that is not equitably represented, the board will ensure a return to equity with the next proposed slate of officers.

3.2 (c) Commencement of term of office. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

3.2 (d) Qualification. Each member of the Board of Directors shall be a member of the Association whose membership dues are paid in full.

3.2 (e) Attendance Requirement. Each member of the Board of Directors shall attend at least 75% of meetings of the Board per year.

3.2 (f) Ex-officio Representation. The immediate past President shall be an ex-officio member of the Board of Directors with no voting rights.

Section 3.3. Election of Directors

3.3 (a) Nomination. The Board of Directors shall solicit nominations of individuals for election to the Board of Directors each year from its Organizational Members and Individual Members at least 45 days prior to the Annual Meeting of Organizational Members.

3.3 (b) Presentation of Slate. A slate of individuals choosing to run for election shall be provided to the Organizational Members and Individual Members at least 30 days before the Annual Meeting of Members.

3.3 (c) Vote. A vote of the majority of Officers not up for election and Organizational Members present in person or by proxy at the annual meeting shall be required to elect Board members.

Section 3.4 Terms & Term Limits: The Board member terms are for three years, which can be renewed for a maximum total of six consecutive years in the same office. Upon reaching the end of a second term, and after a period of not less than one year, a Board Member may be elected to the Board and then elected to a different office which would restart such Board member's term and term limit.

3.4 (a) Staggered Terms. The terms of Board members who are serving as President, Secretary and Treasurer shall be staggered terms so that their terms shall expire in three separate years to ensure that in any given year at least two officers are continuing to serve from the prior Board year.

Section 3.5 Vacancies: Whenever any vacancy occurs in the Board of Directors it shall be filled by a majority vote of the remaining members of the Board of Directors. The acting Board Member will serve the balance of the vacancy term, and may then be nominated for election at the next Annual Meeting of Organizational Members.

Section 3.6 Regular Meetings. Meetings of the Board will be conducted a minimum of once a quarter, but more frequently at the discretion of the President, for the purposes of attending to Association operating and policy matters. These meetings will be held at locations agreeable to the Board Members and may be conducted in part or entirely remotely for the convenience of the Board members. Ex-Officio and other parties, either of which are invited by the Board, may attend these meetings. Electronic notice of Board meetings specifying the place, date, hour, and agenda of such meeting shall be given, at least five days prior to the meeting.

Section 3.7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

3.7 (a) Notice of Special Meetings. Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 3.8. Quorum. A majority of Board Members entitled to vote, present in person or participating remotely, shall be necessary to constitute a quorum for the transaction of Association business that require a vote.

Section 3.9 Compensation. Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 3.10 Written Consent to Action by Directors. Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 3.11 Confidentiality. Directors shall not discuss or disclose information about the Association or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Association's purposes, or can reasonably be expected to benefit the Association. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Association, including but not limited to accounts on deposit in financial institutions.

Section 3.12 Removal. Any member of the Board of Directors may be removed with or without cause, at any time, by vote of a majority of the Board of Directors if in their judgment the best interest of the Association would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

ARTICLE IV OFFICERS

Immediately following the annual election of the Board of Directors, or, an interim director appointment, the Board shall meet to confirm the officers of the Association.

Section 4.1 President. The President shall be the chief executive officer of the Association and shall be chairman of the board of directors; presiding at all official Association meetings, shall have general and active management of the business of the Association including the authority to make day-to-day decisions except those that require vote by the board, and shall see that all actions, orders and resolutions of the board and organizational and administrative membership are carried into effect. The President shall oversee the performance of the respective duties of the other officers, committees and representatives. The President shall immediately upon election, designate either the Vice President for Men's Affairs or the Vice President for Women's Affairs to exercise the duties and powers of the President in the event of absence or disability. The President shall, with the Secretary and Treasurer, approve and thereafter the President shall, execute all the written contracts and obligations of the Association.

Section 4.2 Vice Presidents for Squash Affairs (two). The two Vice Presidents for Squash Affairs shall collaborate to oversee the management and operations of the leagues and tournaments and shall assist the President with any other matters as requested by the President or the Board.

Section 4.3 Secretary. The Secretary shall conduct the correspondence, keep the records of the Association, and take charge of all papers belonging to the Association. The Secretary's responsibilities include (i) maintaining up-to-date membership registries, (ii) furnishing to members, when requested, copies of the articles of incorporation and these by-laws, (iii) sending notices and agendas of meetings to organizational, individual and Board members, as appropriate, (iv) attending all meetings of the board and of the members, recording all votes taken at such meetings and recording minutes of such meetings, and (v) keeping the minutes of all meetings in a book or electronic file maintained solely for that purpose. The Secretary shall perform such other duties as may be prescribed by the board of directors or the President, under whose supervision the Secretary shall be.

Section 4.4 Treasurer. The Treasurer shall (i) have custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and (ii) deposit all monies and other valuable effects in the name and to the credit of the Association in appropriate depositories as shall be designated by the board of directors. The Treasurer shall (i) collect the dues and other revenues of the Association, (ii) pay all bills authorized by the Association, (iii) keep the accounts, (iv) submit, at the annual meeting of the organizational membership, a report of the financial condition of the Association and a proposed budget for the ensuing year, and (v) notify organizations of their election to membership in the Association upon certification of election by the Secretary. The Treasurer shall perform such other duties as the board of directors may from time to time duly require.

Section 4.5 Assistant Officers. The board may elect an assistant officer to assist in the performance of the duties of any officer other than President and to perform the duties in the absence of the officer being assisted. An assistant officer shall perform such additional duties as the Board, the President or the officer being assisted may from time to time assign such assistant officer. Assistant officers may be given such functional titles as the Board shall from time to time determine.

ARTICLE V MEETINGS OF ORGANIZATIONAL MEMBERS

Section 5.1 Meetings: All meetings of the organizational members shall be held at places as the board of directors may from time to time determine.

5.1(a) individual Members' Attendance. All individual members are welcome to attend the organizational members meetings but do not have any voting rights thereat

Section 5.2 Annual Meeting. The annual meeting of the organizational members shall be held each fiscal year on the second Tuesday in September or on such other date and at such time and place as the President shall determine. If the annual meeting shall not be called and held within six months of the date specified in this section, any Organizational or Board Member may call such any time thereafter. Written notice of the annual meeting of the Organizational and Board members specifying the place, date and hour of such meeting, shall be provided to all Association members, not more than 70, and not less than 10, days prior to the meeting.

5.3 Special Meetings. Special meetings of the organizational members, for any purpose or purposes, may be called at any time by the President, or any Individual or Organizational Members, upon written request delivered to the Secretary of the Association. Upon receipt of any such request, it shall be the duty of the Secretary to fix the time of the meeting, which shall be held not more than thirty days thereafter. If the Secretary neglects or refuses to fix the date of the meeting, the person or persons calling the meeting may do so. Business transacted at all special meetings shall be confined to the business stated in the written request from the Organizational or Individual Member requesting the special meeting. Written notice of any special meeting of organizational members, stating the place, the date and hour and the general nature of the business to be transacted thereat, shall be given to each member of record entitled to vote thereat, at least five days before such meeting.

Section 5.4 Meeting Protocols. All meetings shall be conducted in accordance with the protocols set forth below.

5.4 (a) Quorum. For annual and special meetings, four out of five board members and whichever organizational members that chose to attend or tender a proxy shall be necessary to constitute a quorum for the transaction of Association business.

5.4 (b) Voting Representation. The members entitled to vote, for these purposes, at any annual or special meeting of the Organizational members, shall consist of the following: one designated representative from each member organization: and all of the Board Members. The President is empowered to break a tie vote.

5.4 (c) Proxy Representation. Every Organizational Member entitled to vote at an annual or special meeting of organizational members may authorize a person other than its designated

representative to act for it by proxy, either to vote at a meeting or to submit a written consent. Every proxy shall be executed in writing by the designated member representative in the records of the Association, or by an officer of the member, and filed with the Secretary of the Association. Each and every proxy shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until notice thereof has been given to the Secretary of the Association. No unrevoked proxy shall be valid after eleven months from the date of its execution, unless a longer time is expressly provided therein, but in no event shall a proxy be voted on after three years from the date of its execution. A proxy shall not be revoked by the death or incapacity of the maker until the Organizational Members designates a new representative.

ARTICLE VI COMMITTEES

Section 6.1 Standing & Ad Hoc Committees. The President, or the Board by a majority vote, can create, maintain, and terminate any number of standing or Ad Hoc Committees deemed important to achieving the Association’s objectives. A list of current active committees will be maintained on the Association’s website or other publicly available location.

6.1.(a) Structure of Committees. Each committee will consist of one or more of the individual members of the Association. The board may designate one or more individual members of the Association as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

6.1.(b) Decision Rights of Committee Members. Any standing or ad hoc committees shall have no decision rights, unless explicitly authorized by the Board, but may make recommendations to the Directors,

ARTICLE VII FIXING RECORD DATE

Section 7.1. Fixing Record Date.

7.1 (a) Determined by the Board. The board of directors may fix a time, not more than seventy (70) days prior to the date of any meeting of organizational members or any adjournment thereof, as a record date for the determination of the members entitled to notice of, and to vote at, any such meeting. Only organizational members of record and others entitled to vote on the date so fixed shall be entitled to notice of, and to vote at, such meeting, notwithstanding any increase or other change in membership on the books of the Association after any record date fixed as aforesaid.

7.1. (b) When Not Determined by the Board. If no such record date is fixed by the Board, the record date for determining members entitled to notice of or vote at a meeting of members shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held.

7.1 (c) Written Consent to Action. The record date for determining members entitled to express consent or dissent to corporate action in writing without a meeting, where no prior action by the board of directors is necessary, shall be the day on which the first written consent or dissent is expressed. The

record date for determining members for any other purpose shall be at the close of business on the day on which the board of directors adopts the resolution relating thereto.

ARTICLE VIII COLLECTION OF FUNDS

The Association shall be authorized by resolution of the board of directors to accept from members or nonmembers funding, in addition to dues, league and tournament fees, on terms and conditions not inconsistent with law.

ARTICLE IX GENERAL PROVISIONS

Section 9.1. Financial Report to Members. The directors of the Association shall present annually to the organizational members a report, the contents of which are prescribed in Section 5553 of the Pennsylvania Nonprofit Corporation Law of 1988 (or any successor Act or provisions), a copy of which report shall be filed with the minutes of the annual meeting of organizational members.

Section 9.2. Checks and Notes. All checks or demands for money and notes of the Association shall be signed by such officer(s) as the board of directors may designate.

Section 9.3. Fiscal Year. The fiscal year of the Association shall begin on the first day of July each year.

Section 9.4. Notices. Whenever, under the provisions of the statutes or of the articles of incorporation or of these by-laws, notice is required to be given to any person, it may be given to such person either (i) personally, (ii) by sending a copy thereof by first class or express mail, postage prepaid; (iii) by overnight delivery service; or (iv) by e-mail; in each case to his, her or their address appearing on the books of the Association or, in the case of directors, supplied by him, her or them, to the Association for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto five days after being deposited in the United States mail.

9.4 (a). Notice of Meeting. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by the Pennsylvania Nonprofit Corporation Law of 1988 (or any successor Act or provisions).

9.4 (b) (i) Updating Contact Information. It shall be a duty of each member to update their contact information through whatever mechanism is required.

9.4 (b) (ii) Waivers of Notice. Whenever any written notice is required to be given by statute or by the articles of incorporation or by these by-laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent of the giving of such notice. Except in the case of a special meeting of organizational members, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a 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 9.5. Indemnification: The Association shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (including actions by or in right of the Association to procure a judgment in its favor) by reason of the fact that he or she is or was a duly elected or appointed representative of the Association, or is or was serving at the request of the Association as representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees). Judgments, fines, and amounts paid in settlement actually and reasonably incurred, upon a determination in the specific case that such indemnification is proper in the circumstances because he has met the standard of conduct applicable in Section 5741 or Section 5742 of the Pennsylvania Nonprofit Corporation Law of 1988 (or any successor Act or provisions). The Association may purchase and maintain insurance for the purpose of indemnification on behalf of any or all persons to the full extent permitted under Section 5747 of the Pennsylvania Nonprofit Corporation Law of 1988 (or any successor Act or provisions).

ARTICLE X AMENDMENTS TO BYLAWS

Except as provided in Section 5504(b) of the Pennsylvania Nonprofit Corporation Law of 1988 (or any successor Act or provisions), these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted only as follows:

- (a) By approval of 1/3 of the voting members of the Association; or
- (b) Subject to the power of members to change or repeal these Bylaws, the bylaws may be amended by approval of the Board, unless the Bylaw amendment would materially and adversely affect the rights of members in regard to voting or the ability to transfer interest in the Association or would change the fixed number of Directors of the corporation to less than five members.