

## **COLONIAL LEAGUE FOR INTERSCHOLASTIC SPORTS, INC.**

### **ARTICLE I - NAME**

Section 1.01 The name of the Corporation is the Colonial League for Interscholastic Sports, Inc. (sometimes referred to as Corporation in these By-Laws).

### **ARTICLE II - PURPOSES**

Section 2.01 The Corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988 for the following purposes:

A. To create a cooperative union of interscholastic high schools coming together to afford the schools an opportunity to effectively develop and promote athletics for and within their schools in the tradition of fair competition and good sportsmanship, to assist facilitating the development of athletics so that it reflects positively upon the high schools and their respective educational programs.

B. To perform any lawful acts, which are necessary, desirable, convenient and proper in connection with the Articles of Incorporation and in accordance with the Pennsylvania Nonprofit Corporation Law of 1988.

C. Said organization is organized exclusively for educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 c. 3. of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2.02 Solely for the purposes set forth in Section 2.01, the Corporation is empowered to exercise all rights and powers conferred by the laws of the Commonwealth of Pennsylvania upon nonprofit corporations, including, but without limitation thereon to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the above purposes.

Section 2.03 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation 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 the purpose clause. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 c. 3. of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are

deductible under section 170 c. 2. of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2.04 Upon the dissolution of the of the organization, assets shall be distributed for one or more exempt purposes within the meaning of 501 c. 3. of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

Section 2.05 The Corporation is organized upon a non-stock basis.

### **ARTICLE III - OFFICES**

Section 3.01 The registered office of the Corporation shall be initially at 6493 Route 309, New Tripoli, Lehigh County, Pennsylvania, 18066, or at any other address fixed by resolution of the Board of Directors.

### **ARTICLE IV - SEAL**

Section 4.01. The Corporate seal shall have inscribed on it the name of the Corporation, the year of its organization, and the words "Corporate Seal, Pennsylvania".

### **ARTICLE V – LEAGUE PARTICIPATION** (Revised 8/14/2008)

Section 5.01. League participation shall comprise two categories: League Member which requires participation by the high school sports teams in more than fifty (50%) percent of the sports leagues sponsored by the Corporation; Associate Member is a high school that is not a League Member, but has sports teams participate in less than fifty (50%) percent of the sports leagues sponsored by the Corporation.

Section 5.02 High schools initially qualifying as League Members shall be from the following school districts: Bangor, Catasauqua, Northern Lehigh, Northwestern Lehigh, Notre Dame, Palisades, Palmerton, Pen Argyl, Salisbury, Saucon Valley, Southern Lehigh and Wilson Area. High schools from other school districts or systems shall be eligible to become a League Member or Associate Member provided they are affiliated to the PIAA, and meet the application and approval process set forth herein. BEGINNING THE 2010-2011 SCHOOL YEAR, ALL MEMBER SCHOOLS (League and Associate) MUST MINIMALLY COMPETE AT THE "AA" PIAA CLASSIFICATION LEVEL REGARDLESS OF ACTUAL ENROLLMENT. (Please note that schools requesting to compete at a higher classification must make application to the PIAA at the same time enrollment figures are being submitted to the PIAA.)

Section 5.03 The minimum application criteria for becoming a League Member is as follows:

- A. The applicant must express a desire to join as a League Member

participating in the sports leagues sponsored by the Corporation.

B. The applicant must meet the financial requirements of the Corporation as determined by the Board.

C. The applicant must support at least seventy (70%) percent of the sports sponsored by the League Members.

D. The applicant's enrollment must be the same or more than the enrollment in the League Member with the least enrollment, and no greater enrollment than the enrollment in the League Member with the largest enrollment.

E. An application for League Member must be made in writing to either the President and/or the Secretary. The application will be distributed and reviewed by all League Members who shall consider as criteria for admittance the travel time, facility capacity, quality of competition, scheduling issues involving the increase in bye dates, and the impact on existing rivalries between current League Members. The application shall be acted upon at the May meeting for the subsequent year (i.e., May 2008 for the 2009-2010 school year), or as soon thereafter as a meeting is held, and acceptance as a League Member will require the affirmative vote of two-third ( $\frac{2}{3}$ ) of the Directors.

Section 5.04 The minimum application criteria for becoming an Associate Member is as follows:

A. An application for Associate Member shall be made in writing to the President and/or the Secretary. The application will be distributed and reviewed by all League Members who shall consider as criteria for admittance the travel time, facility capacity, quality of competition, scheduling issues involving the increase in bye dates, and the impact on existing rivalries between current League Members. The application shall be acted upon at the May meeting for the subsequent year (i.e., May 2008 for the 2009-2010 school year), or as soon thereafter as a meeting is held, and acceptance as a League Member will require the affirmative vote of two-third ( $\frac{2}{3}$ ) of the Directors.

B. Associate Members shall be assessed at a rate that is one-half ( $\frac{1}{2}$ ) that which is imposed upon the League Members. The annual dues shall be the amount determined by multiplying the number of league sports in which the Associate Member participates times the annual prorata cost allocated to that league. The annual prorata cost allocated to that league is determined by dividing the total amount of the League Member's annual dues by the number of league sports. In the event the Associate Member withdraws participation as an Associate Member due to action of the Corporation because of scheduling feasibility and limitations, the Associate Member shall be entitled to a reimbursement of the admission fee which shall be seventy-five (75%) percent if there is a withdrawal after one (1) year, fifty (50%) percent if there is a withdrawal after two (2) years, and twenty-five (25%) percent if there is a withdrawal after three (3) years. There will be no admission fee reimbursement if there is a withdrawal after four (4) years as an Associate Member.

C. An Associate Member is accepted to participate in a sports league for a one (1) year period. Such admission is contingent upon schedule feasibility. This will be reviewed annually at the Board's May meeting for the subsequent year (i.e., May 2008 for the 2009-2010 school year). Admission into a league sport requires an affirmative vote of two-third ( $\frac{2}{3}$ ) of the League Members.

D. An Associate Member may participate with a voting privilege with regard to the rules and regulations for the league sport in which they participate. Associate Members may attend meetings of the Board. The Associate Member will have no vote at the Board meeting except as set forth herein.

E. There shall be no refund of admission fees in the event there is a reduction in the league sports in which the Associate Member participates.

F. An Associate Member may make application to become a League Member, and such admission will require an affirmative vote of two-third ( $\frac{2}{3}$ ) of the League Members, and payment of the difference in admission fees paid by a League Member.

Section 5.05 The admission fee for a League Member shall be one and a half (1.5) times the annual dues for participation in the league sports, which dues shall be determined by the Board at the May meeting, but in no event, less than Two Thousand Five Hundred and 00/100 (\$2,500.00) Dollars.

Section 5.06 Each League Member and Associate Member participating in a league sport must complete the scheduled events for that sport, unless the reason for a discontinuance midseason is approved by a two-third ( $\frac{2}{3}$ ) vote of the Board. If the school district sponsoring the League Member or Associate Member rejects the authority of the Board, then the League Member or Associate Member shall cease and terminate as a League Member or Associate Member effective immediately with such withdrawal.

Section 5.07 A League Member or Associate Member choosing to withdraw participation as a League Member or Associate Member shall submit a written resignation to the President and/or Secretary of the Corporation, and effective with said resignation, the League Member or Associate Member shall forfeit all of its rights and privileges involved in participation in any league sport sponsored by the Corporation and any funds paid into the Corporation for any reason.

Section 5.08 Any League Member desiring to participate in a league sport sponsored by the Corporation can make an application for participation, and must notify the Board at the May meeting so that the request for participation shall be so noted in the Minutes and included in the schedule for the for the subsequent year (i.e., May 2008 for the 2009-2010 school year).

## **ARTICLE VI - BOARD OF DIRECTORS**

Section 6.01 The business and affairs of the Corporation shall be managed by the Board of Directors (sometimes referred to as "Board" or "Directors" in these By-Laws).

Section 6.02 The initial members of the Board of Directors shall be designated by the Incorporators to serve until the Board is organized by the League Members.

Section 6.03 The Board shall consist of the Directors, each of whom shall be the Principal (or representative designated by the Principal) from each qualifying League Member high school, as such is determined from time to time by resolution of the Board. The Board shall organize at the meeting following the Annual meeting.

Section 6.04 Each Director shall be a natural person of full age who need not be a resident of Pennsylvania.

Section 6.05 The Directors, acting in their capacities as Directors, may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by the Nonprofit Corporation laws of the Commonwealth of Pennsylvania.

Section 6.06 A Director shall serve in such capacity so long as the school for which the Director is the Principal (or representative designated by the Principal) remains as a qualifying League Member. Upon termination by said school of such status, the Director affiliated with said School shall automatically cease to serve as Director.

Section 6.07 The compensation, if any, of all employees and officers, shall be determined by the Board. Any Officer of the Corporation is authorized to receive reasonable compensation from the Corporation for services rendered and for actual expenses incurred when authorized by the Board. No Director of the Corporation shall receive compensation merely for acting as a Director.

Section 6.08 Any Director may resign at any time by giving written notice to the Board of Directors, or to the President, or to the Secretary of the Corporation. Any resignation shall take effect on the date of receipt of the notice or at any later time specified in it; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective. The League Member that the Director represented shall select the substitute Director, provided the school remains a League Member.

## **ARTICLE VII - OFFICERS**

Section 7.01 The officers of the Corporation shall be a President, a Vice-President, Secretary, Treasurer, Principal's Representative, and other officers or assistant officers as the Board may determine from time to time. Only one (1) officer position may be held by a person from a League Member. Officers shall have such authority and shall perform such duties as are provided by the By-Laws or as shall from time to time be prescribed by the Board.

Section 7.02 Only natural persons of full age who are either Directors or Athletic Directors of a League Member shall be eligible to serve as officers.

Section 7.03 The initial officers shall be elected by the initial Board of Directors to serve until the next regularly scheduled Board meeting following election by the Board when

organized by the League Members as set forth in Article VIII, whichever first occurs. Thereafter, the officers shall serve their term beginning at the next regularly scheduled Board meeting following election. The term of office for the President and the Vice-President shall be two (2) years beginning on their respective date of election, and ending on the second anniversary of their election, or until their successors are elected, or until their death, resignation or removal, if sooner.

The Treasurer, Secretary and Principal's Representative shall be elected to a term of one (1) year. Officers are eligible to be re-elected for a further term or terms.

Section 7.04 Any officer or employee may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

Section 7.05 The President:

The President shall preside at all meetings, shall represent the Corporation in all matters that arise from time to time to assure that the best interests of the Corporation is secured, and shall appoint standing committees for each sport and special committees.

Section 7.06 Vice-President:

The Vice-President shall assist the President, preside at all meetings in the absence of the President, shall be responsible for ordering and acquisition of individual and team awards and medals, for ordering and management of playoff tickets, for the balloting and selection of "Coach of the Year" awards, and for organization of the annual Affirmation Dinner.

Section 7.07 The Secretary:

The Secretary shall attend all meetings and act as Clerk, recording the minutes of the meetings and perform all other duties pertaining to the office of the Secretary, such as giving or causing to be given a notice of all meetings, and shall be responsible for the development of the League Directory and its distribution.

Section 7.08 The Treasurer:

The Treasurer shall (a) receive all fees, dues and assessments, and have custody of the Corporation's funds and securities; (b) keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation; (c) keep the moneys of the Corporation in a separate account to the credit of the Corporation; (d) disburse the funds of the Corporation as may be ordered by the President, or the Board, taking proper vouchers for such disbursements; and (e) render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer, and of the financial condition of the Corporation.

Section 7.09 The Principal's Representative:

The Principal's Representative shall update and electronically submit to the website coordinator, prior to Labor Day, on an annual basis, the League By-laws, Rules, and Regulations, and shall assume responsibility for recommending changes to the League By-laws, Rules, and Regulations, as such may be needed or desired. The Principal's Representative will also be responsible for the organization of the Academic All-Star Breakfast.

Section 7.10 Any officer and assistant officer positions which may be established by the Board under Section 7.01 shall have the duties prescribed by the Board by resolution.

Section 7.11 Any officer may resign at any time by giving written notice to the Board of Directors, or to the President, or to the Secretary of the Corporation. Any resignation shall take effect on the date of receipt of the notice or at any later time specified in it; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 7.12 A vacancy in the office of the President shall be automatically filled by the Vice-President. If the balance of time remaining in the office of the President is sixty (60%) percent or more of the remaining term, the Vice-President succeeding as President shall not be entitled to a successive term as President. In the event that the balance of the term is less than sixty (60%) percent, the Vice-President now serving as President shall serve the balance of the term and may then be elected for a successive full two (2) year term as President.

In the event a vacancy occurs in the office of Vice-President because of the automatic elevation to President, at the next meeting of the Board, the Board shall elect a Vice-President who shall serve as such for the remainder of the term. Should the term remaining be more than sixty (60%) percent, the newly elected Vice-President shall be prohibited from election to a full term as Vice-President immediately following completion of the partial term. Should the remaining term be less than sixty (60%) percent, the newly elected Vice-President shall serve the remainder of the term and is eligible for election for a full term following completion of the partial term.

In the event the office of Vice-President is unfilled by election by the Board, the position shall be filled by either the Principal or Athletic Director of the League Member alphabetically following the League Member whose representative serves as Vice-President. Should the next alphabetical League Member have another person serving in an officer's position, then the selection will come from the next in alphabetical order.

Section 7.13 Officers of the Corporation shall be reimbursed annually a stipend as determined by the Board at the May meeting, or the next meeting scheduled thereafter.

Section 7.14 No officer or employee of the Corporation shall have any power or authority to borrow money on its behalf, to pledge its credit, or to mortgage its real or personal property, except within the scope and to the extent of the authority delegated by resolution of the Board. Authority may be given by the Board for any of the above purposes and may be general or limited to specific instances.

## **ARTICLE VIII - MEETINGS**

### **Section 8.01** Meetings of the Board:

- A. The Annual Meeting of the Board shall be held during the month of May, or as soon thereafter as is feasible, on such date, time and place as may be designated by the President or the Board. The Board shall meet for the purpose of organization, election of Officers, and the transaction of other business.
- B. In addition to the Annual Meeting, regular meetings of the Board shall be held at least three (3) times in each year, during the month of August, December and February, or as soon thereafter as is feasible, on such date, time and place as may be designated by the President or the Board.
- C. Special meetings of the Board may be called by two (2) officers or at the written request of three (3) or more of the Directors. Such meetings shall be held on the date and at the time and place designated in the notice of the meeting.
- D. Attendance at the meetings of the Board shall be limited to the Officers, Board Members, Athletic Directors of the League Members **or a school administrator (Principal, District Administrator or Designee)** and the Athletic Director **or designee** of an Associate Member. **A fine could be assessed for lack of representation by any full or associate member school.**
- E. The President shall prepare the agenda and send to each officer, Director and League Member Athletic Director, and the Principal and Athletic Director of an Associate Member, together with written notice of the date, time, and place of any meeting of the Board at least seven (7) days before the date of the meeting, except as otherwise may be provided in these By-Laws.

### **Section 8.02** The order of business at Board meetings shall be as follows:

- A. Call to order to reading of the minutes
- B. Report of the Treasurer
- C. Report of Committees
- D. Unfinished business
- E. New business
- F. Election of officers (if required)
- G. Appointment of Committees (if required)
- H. General discussion

- I. Schedule next meeting
- J. Adjournment

Section 8.03 Meetings of the Board, whether annual, regular, or special, may be held in or outside the Commonwealth of Pennsylvania, as designated in the notice of the meeting.

Section 8.04 At every meeting of the Board, the President or, in the absence of the President, the Vice-President or, in the absence of the President and the Vice-President, the Treasurer shall preside; and the Secretary or, in his or her absence, any person appointed by the President or presiding officer, shall act as Secretary.

Section 8.05 Committees representative of each league sport shall conduct committee meetings to be chaired by the person appointed as the Chairperson by the President.

### **ARTICLE IX - QUORUM AND ACTION**

Section 9.01 A quorum for the purpose of holding any meeting of the Board shall be the presence of a simple majority of the Directors then in office. If there be no quorum, the Board present may adjourn the meeting from time to time until a quorum is obtained.

Section 9.02 Each Director (the Principal or representative designated by the Principal from each League Member) shall have one vote. Unless otherwise provided in these By-Laws, the affirmative vote of a majority of the Directors present and eligible to vote shall be required to take any action at any meeting of the Board. All present at the meeting may participate in discussion on all issues presented at the meeting.

Section 9.03 Any action taken and approved by the Board by vote shall be binding upon all League Members and Associate Members, whether or not a Director voted in favor of the action.

### **ARTICLE X - COMMITTEES**

#### Section 10.01

- A. The Executive Committee shall comprise the officers together with three (3) additional Directors appointed by the President. Between meetings of the Board of Directors while the Board is not in session, the Executive Committee shall have authority to exercise all the powers of the Board except as set forth in Section 10.03.
- B. The Executive Committee shall meet at stated times on notice or call of the President or Secretary; it shall fix its own rules or procedures; a majority of the entire Committee shall constitute a quorum, but an affirmative vote of the two-third ( $\frac{2}{3}$ ) majority of the members present shall

be necessary for action in every case; and the Executive Committee shall keep regular minutes of its proceedings and report them to the Board.

Section 10.02 The President shall appoint all other standing committees for each sport or special committees with such rights and powers as the Board of Directors may determine from time to time. The Chairperson of each Committee must be a member of the Board.

Section 10.03 Any such committee shall have and may exercise the powers and authority of the Board of Directors to the extent provided in the resolution of the Board of Directors or in the By-Laws, except that no such committee shall have any power or authority as to the following:

- A. Filling vacancies on the Board of Directors.
- B. Adoption, amendment or repeal of the By-Laws.
- C. Amendment or repeal of any resolution of the Board.
- D. Action on matters committed by the By-Laws or resolution of the Board to another committee of the Board.
- E. Execution of contracts binding upon the Corporation.
- F. Action on any matter required by statute or by these By-Laws to be submitted to the Board.
- G. Sports Rules and Regulations.

## **ARTICLE XI - NOMINATIONS AND ELECTIONS**

### Section 11.01

- A. At least thirty (30) days before the Annual meeting of the Board of Directors, the President shall appoint a Nominating Committee consisting of three or more Directors.
- B. The Nominating Committee, by a majority vote of all its members, shall nominate candidates for Officers to be elected at the Annual meeting of the Board of Directors in accordance with the provisions of Section 7.03.
- C. Whether or not a Nominating Committee is appointed or reports or fails to report, nominations may be made by any Director from the floor at the Annual meeting of the Board of Directors.

Section 11.02 The election of the officers at the Annual meeting shall be only from among the candidates nominated as provided in Section 11.01.

Section 11.03 Election of officers shall be by closed written ballot only if there is a contest at the meeting at which the election is held.

## **ARTICLE XII - BOOKS AND RECORDS**

Section 12.01 The Corporation shall keep an original or duplicate record of the proceedings of the Directors, the original or a copy of its By-Laws, including all amendments to date, certified by the Secretary of the Corporation. The Corporation shall also keep complete and accurate books or records of account. The books and records shall be kept at either the registered office of the Corporation, or its principal place of business, wherever situated.

### **ARTICLE XIII - ANNUAL REPORT**

Section 13.01 The President shall present or cause to be presented annually to the Board such report as may be required by the Pennsylvania Nonprofit Corporation Laws and by the Board.

### **ARTICLE XIV - NOTICES**

Section 14.01 Whenever written notice is required to be given to any person under the provisions of the Pennsylvania Nonprofit Corporation Laws or by the Articles of Incorporation or By-Laws of the Corporation, it may be given to the person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or by telegram (with messenger service specified), or courier service, charges prepaid, e-mail, or by facsimile transmission, to his or her address (or to his or her, e-mail or facsimile number) appearing on the books of the Corporation or, in the case of Board of Directors and Committees, supplied by him or her to the Corporation for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to that person or, in the case of e-mail, or facsimile transmission, when dispatched. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these By-Laws. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting other than by announcement at the meeting at which the adjournment is taken.

Section 14.02 Whenever written notice is required to be given under the provisions of a statute or By-Laws of the Corporation, a written waiver, signed by the person or persons entitled to the notice, whether before or after the stated time, shall be deemed equivalent to giving the notice. Except as otherwise required by statute, neither the business to be transacted at a meeting nor its purpose need be specified in the waiver of notice of the meeting. Attendance of a person at any meeting shall constitute a waiver of notice of the 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.

### **ARTICLE XV - MISCELLANEOUS PROVISIONS**

Section 15.01 The fiscal year of the Corporation shall begin on the first day of July and terminate on the last day of June of each year or such other twelve (12) months as the Board may determine by resolution.

Section 15.02 One or more persons may participate in a meeting of the Board, or any Committee, by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at that meeting.

Section 15.03 The Board may require all or some officers or employees to be bonded as it shall deem necessary, at the expense of the Corporation.

Section 15.04 The Corporation may take, receive and hold in trust, for the purpose or purposes set forth in its Articles of Incorporation, any real and personal property given, devised to, or otherwise vested in the Corporation.

**ARTICLE XVI - LIMITATION OF DIRECTORS' LIABILITY AND  
INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER  
PERSONS**

Section 16.01 Limitation of Directors= Liability:

- A. No Director of the Corporation shall be personally liable for monetary damages as such for any action taken or for any failure to take any action unless:
  - (i) The Director has breached or failed to perform the duties of his or her office under the provision of the Pennsylvania Nonprofit Corporation Laws with respect to fiduciary duties;
  - (ii) The breach or failure to perform constitutes self-dealing, wilful misconduct or recklessness;
- B. However, the provisions of this Section shall not apply to:
  - (i) the responsibility or liability of a Director pursuant to any criminal statute; or
  - (ii) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

Section 16.02 Indemnification and Insurance:

- A. Indemnification of Directors, committees, officers, and employees.
  - (i) Each Indemnitee (as defined below) shall be indemnified and held harmless by the Corporation for all actions taken by the Indemnitee

and for all failures to take action (regardless of the date of any such action or failure to take action) to the fullest extent permitted by Pennsylvania law, against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, taxes, penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by the Indemnitee in connection with any Proceeding (as defined below). However, no indemnification pursuant to this Section shall be made in any case where the act or failure to act giving rise to the claim constituted wilful misconduct or recklessness.

- (ii) The right to indemnification provided in this Section shall include the right to have the expenses incurred by the Indemnitee in defending any Proceeding paid by the Corporation in advance of the final disposition of the Proceeding to the fullest extent permitted by Pennsylvania law; provided that, if Pennsylvania law continues to require it, the payment of expenses incurred by Indemnitee in advance of the final disposition of a Proceeding shall be made only upon delivery to the Corporation of an undertaking by or on behalf of the Indemnitee to repay all amounts so advanced without interest if it shall be determined ultimately that the Indemnitee is not entitled to be indemnified under this Section or otherwise.
- (iii) Indemnification pursuant to this Section shall continue as to any Indemnitee who has ceased to be a Director, officer, employee, or Committee Member, and shall inure to the benefit of his or her, executors and administrators.
- (iv) For purposes of this Article,
  - (a) "Indemnitee" shall mean each then existing or former Director, or officer, or Committee Members who was or is a party to, or is threatened to be or is made a party to, or is otherwise involved in, any proceeding, by reason of the fact that the Indemnitee is or was a Director, officer, or Committee Member, employee, agent, partner, or fiduciary of, or in any other capacity for, another corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise at the request of the Corporation; and
  - (b) "Proceeding" shall mean any threatened, pending or completed action, suit or proceeding (including, without limitation, an action, suit or proceeding by or in the right of the Corporation), whether civil, criminal, administrative or investigative.

- B. Indemnification of Employees and Other Persons. The Corporation, by resolution of the Board and to the extent provided in that resolution, may indemnify employees and other persons as though they were Indemnitees.
- C. Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses provided in this Section shall not be exclusive of any other rights that any person may have or may acquire under any statute, provision of the Corporation's By-Laws, agreement, vote of Directors, or otherwise.
- D. Insurance. The Corporation may purchase and maintain insurance, at its expense, on behalf of any person who is or was a Director, officer, Committee Member, agent or employee of the Corporation or who is or was serving in any capacity in any other corporation or organization at the request of the Corporation, against any expense, loss or liability asserted against that person or incurred by that person in any such capacity or arising out of that person's status as such, whether or not the Corporation would have the power to indemnify that person against such liability under Pennsylvania or other law. The Corporation may also purchase and maintain insurance to insure its indemnification obligations arising under these By-Laws or otherwise.
- E. Fund for Payment of Expenses. The Corporation may create a fund of any nature, which may be, but need not be, under the control of a Director or otherwise secure in any other manner its indemnification obligations, whether arising under the Articles of Incorporation, these By-Laws, by agreement, vote of the Directors, or otherwise.

Section 16.03 Article XVI shall be applicable to Directors, Committee Members, Officers, and employees, notwithstanding that specific references may not have been made to Board Members, Committee Members, Officers and employees.

Section 16.04 Changes in Pennsylvania Law. References in this Article to Pennsylvania law or to any provision of it shall be to that law as it existed on the date this Article was adopted or as that law may be changed thereafter; provided that (a) in the case of any change which expands the liability of Directors, officers, employees, and Committee Members or limits the indemnification rights or the rights to advancement of expenses to indemnification and to the advancement of expenses provided in this Article the present provisions shall continue as before that change, to the extent permitted by law; but (b) if that change permits the Corporation (without the requirement of any further action by the Board) to limit further the liability of Directors, officers, employees, and Committee Members, or to provide broader indemnification rights or rights to the advancement of expenses than the Corporation was permitted to provide before the change, then immediately upon the effective date of the change, liability shall be so limited and the rights of indemnification and the advancement of expenses shall be so broadened to the extent permitted by law.

## **ARTICLE XVII - PROHIBITED TRANSACTIONS**

Section 17.01 The Corporation shall not engage in any transaction prohibited by the Internal Revenue Code. It shall not accumulate income contrary to the laws of the Commonwealth of Pennsylvania or the laws of the United States and, particularly, it shall not accumulate income contrary to applicable provisions of the Internal Revenue Code.

Section 17.02 The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws). The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws). The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws). The Corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws). The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).

## **ARTICLE XVIII - AMENDMENTS**

Section 18.01 The By-Laws may be adopted, amended or repealed as follows:

- A. Any Director may recommend a proposed amendment to the By-Laws, by written notice to the Secretary and/or President, setting forth the text of the proposed amendment.
- B. Upon receipt by the Secretary of any proposed amendment, notice shall then be given to the Board including the text of the proposed amendment and specifying the date of the Board meeting when the proposed amendment will be presented for approval. The meeting may be a regular meeting or a special meeting called for the purpose of considering the amendment. The date of the meeting shall be at least ten (10) days after the date of the notice.
- C. The Board shall act on the proposed amendment at the regular or special meeting convened in accordance with these By-Laws. The affirmative vote of a two-third ( $\frac{2}{3}$ ) majority of the Directors shall be required for approval of the amendment.

## **ARTICLE XIX – SPORTS RULES AND REGULATIONS**

Section 19.01 The Sports Rules and Regulations set forth in this Article have been established in order to maintain the continuity and professionalism of the interscholastic sports in which the Corporation has established the various league sports. Any changes to the Sports Rules and Regulations requires an affirmative vote of a majority of the Directors at a meeting of the Board of Directors.

Section 19.02 Annually, the Board shall by affirmative majority vote fill the following established paid positions, at a stipend to be determined at a meeting of the Board. They are:

- A. Assignor – Each sports league where assignment of officials is required shall have an Assignor. The appointment and election of the Assignors shall be made at the next scheduled meeting of the Board following termination of the sports league season.
- B. A sports league Scheduling Coordinator shall be appointed at the Annual meeting of the Board.
- C. A Historian shall be appointed at the Annual meeting of the Board.

Section 19.03 All officials for all sports leagues shall be PIAA approved officials as recommended under the eligibility rules and requirements of the PIAA.

Section 19.04 All schools and their controlling school district or authorities, their coaches, employees or associates, are prohibited from participating in any effort or action to

recruit a student athlete to leave his or her school of attendance and transfer to another school after the student athlete has completed the eighth (8<sup>th</sup>) grade.

Section 19.05 For all league sports games, the following shall apply:

- A. All participants shall refrain from issuing adverse criticism for publication about any other school, teams, or officials, and to discourage, as far as possible, unsportsmanlike behavior on the part of spectators at interscholastic events.
- B. The school having satisfied the requirements of this league for varsity championship status at the end of the completed season shall be awarded a standard league trophy. In the case of a tie, duplicate trophies shall be awarded.
- C. ~~**In case of a playoff, arrangements shall be made by the league officers.**~~
- D. ~~**In case of a triple tie for first position, two teams shall be picked by lot, the winner to play the third team.**~~
- E. The net receipts from playoff contests shall go to the Corporation.
- F. Whenever at least six (6) League Members petition to compete in a sport with each other, the Corporation shall sponsor that league sport.
- G. Each full member school will receive 50 Colonial League regular season/playoff passes. Each Associate Member school will receive 20 Colonial League regular season/playoff passes. Each card admits no more than 2 persons. The League Member receiving these passes shall then distribute them to coaches, administrators and/or school Board members or school authorities.
- H. The rules of each game or contest shall be those approved by the National Federation rules with PIAA exceptions.
- I. Specific starting times for all events are set forth on Appendix A, attached hereto, and made a part hereof. Minimal adjustments may be made to those times with approval by the President on an individual case basis to adjust to the scheduling needs of individual schools.
- J. Postponement:  
Outdoor Sports - The home team shall determine the conditions for play and notify the visiting team at least two (2) hours before game time, except for football at least three (3) hours. Game officials should be notified and if they are not notified and arrive, they should receive one-half (1/2) fee.

Indoor Sports - The visiting teams shall determine the conditions of safe travel for the purpose of postponement. The home school should be notified at least two (2) hours before the contest.

Emergency Closure - The home school may postpone upon emergency closure of school and must notify the visiting team. Game Officials should be notified and if they are not notified and arrive, they should receive one-half (1/2) fee.

Make-up of Games - Games should be made up the next playable date where no conflict with the scheduled calendar of events of either school exists. A league event takes priority over a non-league event.

Section 19.06 Attached hereto as Appendix A, B, C and as individual sports and sports activity rules and regulations and incorporated herein, the Board has established additional Sports Rules and Regulations to be followed and adhered to by all League Members and Associate Members who participate in any sports league as such may apply. Each of the attachments may be modified, amended or changed as so determined by the Board from time to time. When any are changed, or added, the date of such change, or addition, shall be noted on the document, and the document shall then become a part of the By-Laws in substitution for that document in which it replaces.

## **ARTICLE XX - VIOLATIONS**

Section 20.01 In the event that an alleged violation of the By-Laws and/or Sports Rules and Regulations should occur, the principals of the schools involved shall confer within ten (10) school days to resolve the issue in a professional manner. Should the issue not be resolved to the satisfaction of all principals involved, any principal involved may appeal to the Corporation for a redress of the grievance. A tournament or playoff director shall report violations of the By-Laws or Sports Rules and Regulations in writing to the President for appropriate action.

Section 20.02 The principal of the aggrieved school will submit to the President a letter stating the nature of the violation, and a summary of actions taken to attempt to resolve the issue. The President will send a copy of this letter to the principals of all schools involved in the violation. Other principals involved in the matter may, at their option, submit similar written statements to the President and the other parties involved.

Section 20.03 The President, upon receiving an appeal letter concerning the violation of the league By-Laws or Rules and Regulations, will convene a special meeting of all Directors. Principals of all League Members and the affected Associate Member will receive copies of all related correspondence, along with written notice of the Board meeting. The special meeting will be open to only the Principal and Athletic Director of each League Member, and affected Associate Member.

Under the direction of the President and questions from any Director, the issue(s) will be heard. If the President's school is involved in the incident, the Vice- President will preside, followed by the Secretary, then Treasurer, then the Rules and Regulations Officer

until the presiding officer is from a school not involved in the issue(s).

Section 20.04 By majority vote, the Board may direct the Secretary to communicate in writing one or more of the following actions:

- A. Letter of censure
- B. Letter of censure and notice of probation
- C. Probation and period of suspension (ineligibility from playoffs and/or championship competition)
- D. Expulsion from the Corporation or participation in Corporation league sports.