

BYLAWS

OF

INGOMAR/FRANKLIN PARK ATHLETIC ASSOCIATION, INC.

ARTICLE I

General

Section 1. Name

The name of the Corporation shall be the Ingomar/Franklin Park Athletic Association, Inc.

Section 2. Purposes and Powers

The Corporation will have the purposes and powers as stated in its Articles of Incorporation, and whatever powers as are or may be granted by the Nonprofit Corporation Law of 1988, as amended, of the Commonwealth of Pennsylvania, or any successor legislation.

Section 3. Office

The principal office of the Corporation shall be at such place or places as the Board of Directors may determine from time to time. The initial principal office of the Corporation shall be at 326 Sunset Road, Pittsburgh, Pennsylvania 15237.

Section 4. Fiscal Year

The fiscal year of the Corporation shall, unless otherwise determined by resolution of the Board of Directors, end on December 31 of each year. The Board of Directors may by resolution from time to time change the fiscal year of the Corporation.

ARTICLE II

Membership

Section 1. Player Members

Any boy or girl residing primarily within the boundaries of the Borough of Franklin Park or the Town of McCandless, and meeting the age requirements of the respective leagues operated by the Corporation, is eligible for active player membership. No boy or girl will be denied active playing eligibility due to financial hardship.

Section 2. Regular Members

The parents of player members, or anyone standing in loco parentis, will be considered a regular member.

Other adults who have an active interest in the Corporation as a manager, coach, umpire, or worker for any of the leagues operated by the Corporation will also be considered a regular member.

Regular members will be expected to perform reasonable services and pay all fees and conform to all policies as adopted by the Corporation and the leagues operated by the Corporation as required by the managers and the members of the Board of Directors.

Section 3. Termination of Regular Membership

Any membership may be terminated by resignation or by ceasing to meet the requirements set forth in Section 2 of this Article II.

Section 4. Annual Meeting

A minimum of one General Open Meeting of the regular members will be held in September of each year. A general report of the Corporation by the President, a detailed Financial Report by the Treasurer, and league reports by each Commissioner will be presented at this meeting. Regular members may bring all Corporation matters up for discussion at this meeting.

Section 5. Special Meetings

Special meetings of the regular members may be called at any time by resolution of the Board of Directors, which may fix the date, time and place of the meeting. If the Board does not fix the date, time and place of the meeting, it shall be the duty of the secretary to do so.

Section 6. Notice of Members' Meetings

Whenever written notice is required to be given to any person under the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, as amended, or by the Articles of Incorporation or these Bylaws, it may be given to such

person, either personally or by sending a copy thereof by mail, postage prepaid, or by telegram, charges prepaid, to his address appearing on the books of the Corporation. If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or within a telegraph office for transmission to such person. A notice of a meeting shall specify the place, day and hour of the meeting and any other information required by any provision of the Nonprofit Corporation Law of 1988, as amended.

Persons authorized or required to give notice of a meeting of members, may, in lieu of any written notice of a meeting of members required to be given, give notice of such meeting by causing notice of such meeting to be officially published.

Section 7. Voting

Each family with a regular member (a "registered family") will have one vote. Whenever any action is taken by the vote of the regular members, it shall be authorized by a majority of the votes cast at a duly organized meeting of the regular members.

ARTICLE III

Directors

Section 1. Powers, Qualification and Term of Directors

The property and affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors will consist of the members of the Executive Committee, Directors, and the Commissioners of the leagues organized by the Corporation. The Executive Committee will be composed of the President, Vice President, Treasurer and Secretary of the Corporation. Except as otherwise provided in these Bylaws, each member of the Board of Directors shall serve for as long as he or she is a member of the Executive Committee, Director, or a Commissioner of a League.

Section 2. Vacancies on the Board

Unless otherwise provided in any Bylaw adopted by the members, the Board of Directors may declare vacant the office of a Director if he is declared of unsound mind by an order of court or is convicted of a felony, or for any other proper cause, or if, within sixty (60) days after notice of his selection, he does not accept such office, either in writing or by attending a meeting of the Board of Directors, and fulfill such other requirements of qualification as these Bylaws may specify.

Vacancies in the Board of Directors resulting from resignations, deaths or other causes, including vacancies resulting from an increase in the number of Directors, shall be filled by a two-thirds vote of the remaining members of the Board of Directors at any regular or special meeting and each person so elected shall be a Director to serve for the balance of the unexpired term.

Section 3. Location of Directors' Meetings

Meetings of the Board of Directors, regular or special, will be held at Franklin Park Borough Building or at such other place or places as the Board of Directors designates by a resolution duly adopted.

Section 4. Regular Meetings

The Board of Directors shall hold regular meetings on a monthly basis throughout the year, generally on the first Thursday of each month. The Secretary is responsible for notifying all Board members of the time, date and place of meeting. Regular members may place items on the agenda of these meetings by giving written notice to the Secretary, or to any other member of the Board of Directors, at least three days prior to the meeting.

Section 5. Special Meetings

The President or Secretary may call for a special meeting of the Board of Directors. The Secretary shall provide written notice of any special meeting of the Board of Directors to each Director at least two days before the day

for the meeting. The notice need not state the business to be transacted at, nor the purpose of the meeting.

Section 6. Quorum of Directors

A majority of the Directors shall be required to constitute a quorum for the transaction of business. The acts of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number is required by the Nonprofit, Business Corporation Law of 1988, as amended.

Section 7. Informal Action by the Directors

Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, is signed by all of the Directors who would be entitled to vote at a meeting for such purpose and such consent is filed with the Secretary of the corporation.

Section 8. Presiding Officer and order of Business

All meetings of the Board of Directors shall be called to order and presided over by the President of the Corporation.

Section 9. Financial Policy

The Board of Directors will decide on all matters pertaining to the finances of the Corporation, including setting the annual registration fee for player members. Major expenditures by the Corporation must be approved by a two-thirds majority of the Board of Directors. All fund raising by or for the Corporation must be approved by the Board of Directors. The contribution of funds or property to the individual teams will not be permitted under any circumstances.

Section 10. Personal Liability of Directors

A Director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless:

- A. The Director has breached or failed to perform the duties of his or her office, as set forth in 42 Pa. C.S. §8363 and 15 Pa. C.S. §511; and
- B. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

In performing his or her duties, a Director may rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by (i) one or more officers of the corporation whom the Directors reasonably believes to be reliable and competent in the matters presented, or (ii) counsel, public accountants or

other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person, or (iii) a committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence. A Director shall not be considered acting in good faith, however, if she or he has knowledge concerning a matter which would cause his or her reliance of any of the foregoing to be unwarranted.

In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon suppliers of the corporation and upon the community in which offices or other establishments of the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of such persons' fiduciary standard of care. In addition, absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken by a Director or any failure to take any action shall be presumed to be in the best interests of the corporation. This section shall not apply to a Director's responsibility or liability under any criminal statute or a Director's liability for payment of taxes under any local, state or federal law.

ARTICLE IV

Officers

Section 1. Number and Term of Office

The officers of the Corporation shall consist of a President, a Vice President, a Vice President Operations, A Vice President Softball, a Vice President Baseball, a Secretary and a Treasurer who shall act as the Executive Committee of the Corporation. The officers shall be elected tri-annually. Each officer shall hold office for a term of three years or until his or her earlier death, resignation or removal.

Section 2. Election of officers

An election of officers will be held every three years, except as otherwise provided in these Bylaws. The officers of the Corporation shall be elected by the regular members at the Annual Meeting (as defined in Article II, Section 4).

The President shall properly communicate information regarding the election to the regular members, solicit open nominations, obtain acceptance and qualification information from the nominees, and conduct the election at the Annual Meeting. All nominations must be received by the President by August 31st. Each family with a regular member (a "registered family") will have one vote for each officer. Only those registered families with one adult member in attendance at the Annual Meeting may vote. Votes may not be cast for write-in candidates.

Section 3. Vacancies

A vacancy in any office of an Executive Committee member because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board of Directors for the unexpired portion of the term of office.

Section 4. Duties and Authority of Individual Officers

President:

The President will be responsible for conducting the affairs of the Corporation according to the Articles of Incorporation and these Bylaws and for executing the policies established by the Board of Directors.

The President will be responsible for conducting any leagues established by the Corporation in conformity with the policies, principles, rules, and regulations of Little League, Inc.

The President will be responsible for investigating complaints, irregularities and conditions detrimental to the Corporation or to any leagues operated by the Corporation and to report to the Board of Directors as circumstances warrant.

The President will be responsible for conducting all meetings of the Board of Directors and all general membership meetings. The President will present a report of the condition of the corporation at the general annual membership meeting.

The President will communicate to the Board of Directors all pertinent matters and make suggestions that tend to promote the welfare of the Corporation.

The President will, along with the Treasurer, sign checks for disbursements of all funds of the Corporation or of any leagues operated by the Corporation.

The President will be responsible for preparing and submitting an annual budget to the Board of Directors and will be responsible for the proper execution thereof.

The President will be responsible for making and executing contracts and leases for the Corporation with the approval of the Board of Directors.

The President will have the prime responsibility for external and internal communications, via the Secretary and committees.

The President will organize, recruit, prescribe duties and functions, and appoint the various committee leaders and members for Corporation projects. These include fund raising, registration, snack shack management, field improvements and scheduling, social events, and other projects.

Vice President:

The Vice President shall have such powers and perform such duties as the President or the Board of Directors may from time to time delegate to him. In the case of the absence or disability of the President and provided the Vice President is authorized to act by the President or the Board of Directors, the Vice President will perform the duties of the President.

Vice President Operations:

The Vice President Operations shall coordinate the operations of the various leagues with respect to Fields, Equipment, and Uniforms, primarily by coordinating the activities of Board members with relevant responsibilities.

Vice President Softball:

The Vice President Softball shall serve as the primary advisor to softball league commissioners, recruit and recommend league commissioners, mentor new commissioners, serve to resolve problems that cannot be satisfactorily resolved at the league level, coordinate tournament manager and tournament director selection, and coordinate communications with softball players and families.

Vice President Baseball:

The Vice President Baseball shall serve as the primary advisor to baseball league commissioners, recruit and recommend league commissioners, mentor new commissioners, serve to resolve problems that cannot be satisfactorily resolved at the league level, coordinate tournament manager and tournament director selection, and coordinate communications with baseball players and families.

Treasurer:

The Treasurer shall receive all monies and securities paid to the Corporation and will deposit same in a bank account approved by the Board of Directors. If needed, the Board of Directors may establish additional bank accounts for the individual leagues or functions established, by the Corporation. The Treasurer will keep or cause to be kept an accurate account of all money received and payments made in books kept for that purpose.

The Treasurer will setup and administer a system of financial controls to allow proper control, administration, and reporting for all funds received and disbursed by the Corporation or by the leagues operated by the Corporation.

The Treasurer will sign, along with the President, checks for disbursements of all funds.

The Treasurer will prepare an annual financial report to be presented at the general annual membership meeting.

The Treasurer will perform such duties as are customarily incident to this office or as may be assigned by the President or the Board of Directors.

Secretary:

The Secretary will be responsible for recording the activities of the Corporation and for maintaining appropriate files, mailing lists, and records.

The Secretary will give notice of meetings as required by the Nonprofit Corporation Law of 1988, as amended, or these Bylaws. The Secretary will attend meetings of the Board of Directors and of the members and shall maintain and distribute all minutes of these meetings.

The Secretary will generate required correspondence for the Corporation or any league operated by the Corporation, the annual Corporation booklet, and the periodic newsletter of the Corporation.

The Secretary will perform such duties as are customarily incident to this office or as may be assigned by the President or the Board of Directors.

Section 5. Removal of Officers

Any officer elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint officers when in their judgment the best interest of the Corporation will be served.

Section 6. Selection of League Commissioners and Other Directors

The Executive Committee will solicit recommendations from prior members of the Board of Directors and regular members of the Corporation for qualified and interested regular members for appointments as league Commissioners and other Directors. Based on these recommendations, the Executive Committee shall select the league Commissioners and other Directors who shall serve on a yearly basis.

ARTICLE V

Amendments

Section 1. Amendments to Bylaws

These Bylaws may be amended, repealed, or altered, in whole or in part, by a vote of two-thirds of the Board of Directors at any regular or special meeting. Notice of the meeting and the written proposed changes must be given, by the Secretary, to each member of the Board of Directors at least ten (10) days prior to such meeting.

As modified by IFPAA Board of Directors, August 16, 2004.