
AMENDED AND RESTATED BYLAWS

OF

MOC SOCIAL CLUB INC

(a Pennsylvania nonprofit corporation)

INCORPORATED UNDER THE LAWS

OF THE

COMMONWEALTH OF PENNSYLVANIA

Effective March 1, 2024.

AMENDED AND RESTATED BYLAWS

of

MOC SOCIAL CLUB INC

ARTICLE I
GENERAL

1.1 Name. The name of the Club is "MOC Social Club Inc" (the "**Club**").

1.2 State of Incorporation. The Club was formed on November 9, 2023 as a Pennsylvania nonprofit corporation, organized under the Pennsylvania Nonprofit Corporation Law of 1988 (the "**Act**").

1.3 Registered Office. The registered office of the Club in Pennsylvania shall be at the place designated in the Articles of Incorporation, or at such place within the Commonwealth of Pennsylvania as the Board of Directors may determine. Before the change of location becomes effective, the Club shall either amend its Articles of Incorporation to reflect the change in location, or file a Statement of Change of Registered Office with the Pennsylvania Department of State.

1.4 Other Offices. The Club may also have offices at such other places within and without the Commonwealth of Pennsylvania as the Board of Directors may determine, or as the activities of the Club may require.

1.5 Adoption of Bylaws. These Amended and Restated Bylaws (the "**Bylaws**") supersede all prior bylaws of the Club, including those adopted on November 9, 2023.

1.6 Forum selection. Any internal corporate claim as defined in Section 5513(c) of the Act must be brought exclusively in the Court of Common Pleas of Philadelphia.

1.7 Corporate Seal. The Club shall not use a corporate seal and all documents, instruments, and agreements executed and delivered by the Club shall have the same efficacy as if a corporate seal had been affixed thereto.

1.8 Fiscal Year. The fiscal year of the Club shall end December 31 or other such period as determined by the Board.

1.9 Purposes. The purposes of the Club are as provided in the Articles of Incorporation.

1.10 Nondiscrimination Policy. The Club shall not unlawfully discriminate on the basis of race, color, religion, sex, sexual orientation, age, national origin, disability, or any other status protected by applicable federal, state, or local law.

1.11 Definitions. The terms "in writing" and "written," as used in these Bylaws and the policies and procedures of the Club shall have the meaning set forth in Sections 102(a) and 107(b) of the Act for the term "written," which is defined to mean inscribed on a tangible medium or stored in an electronic or other medium and retrievable in perceivable form. The term "sign" or "signed," as used in these Bylaws and the policies and procedures of the Club shall have the meaning provided for in Section 102(a)

of the Act and shall mean (a) to sign manually or adopt a tangible symbol, or (b) to attach to, or logically associate with, information in writing, an electronic sound, symbol or process.

ARTICLE II **MEMBERSHIP**

2.1 Membership. There shall be two (2) classes of Members: Council Members and Social Members (collectively, the “**Members**” and individually, a “**Member**”).

(a) **Council Members**: Council Members shall be those persons who are committed to the long-term stewardship and governance of the Club. Council Members shall serve for life, subject to timely payment of dues as prescribed by the Board of Directors and approved by the Council of Council Members. Council Members shall possess all rights accorded to Members under the Act. The initial Council Members shall be appointed by the Board.

(b) **Social Members**: Social Members shall be entitled to access and use the Club’s facilities, events, and activities. Social Members shall pay dues in the amount of \$90 annually. This amount can be changed by resolution of the by the Board of Directors. Social Members shall have no voting rights.

2.2 Membership Requirements. All Council Members and Social Members must be at least twenty-one (21) years of age. To maintain good standing, Council Members and Social Members shall timely remit all required dues and assessments and comply with all rules, policies, and regulations adopted by the Club.

2.3 Transfer of Membership. A Member may not transfer Membership or any right arising therefrom.

2.4 Other Classes of Membership. The Club may create such other classes of “membership,” as the Directors see fit, but such persons shall not have the rights of Members under the Act.

ARTICLE III **BOARD OF DIRECTORS**

3.1 General Powers; Duties. The business and affairs of the Club shall be managed by a Board of Directors and all powers to act for the Club are hereby granted to and vested in the Board of Directors, except as otherwise provided in these Bylaws, the Articles of Incorporation, or by the Act. Unless provided otherwise in these Bylaws or by the Act, each Director shall have only one vote, regardless of any officer position that the Director may hold. The Directors shall exercise due diligence consistent with a duty of care that requires them to act in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner that they believe is in the best interests of the Club. Directors shall also exercise their duty of loyalty with respect to the Club in accordance with the Club’s Conflict of Interest Policy.

3.2 Number and Composition. The Board of Directors shall consist of five (5) Directors who shall be natural persons (collectively, the “**Board**,” “**Board of Directors**,” or “**Directors**,” and individually, a “**Director**”). The number of Directors may be increased from time to time by a vote of the Directors then in office.

3.3 Qualifications. Directors must be at least twenty-one (21) years of age, must be a Member in good standing, and must have an ability to participate effectively in fulfilling the responsibilities of the Board of Directors. Directors need not be residents of the Commonwealth of Pennsylvania.

3.4 Initial Board of Directors. The initial Board of Directors shall be appointed by the Incorporators.

3.5 Election. With the exception of the initial Board of Directors, Directors shall be elected by the Council Members. To ensure continuity, the Board shall be divided into two groups, Group A and Group B. Directors in Group A and Group B shall be elected in alternating years, with approximately half of the Board elected each year. Directors shall be randomly assigned to Group A or Group B. Elections shall be conducted in accordance with Article V (Elections).

3.6 Term of Office. With the exception of the initial Board of Directors, each Director shall be elected for a term of four (4) years and shall hold office until (a) the later of the expiration of the term for which the Director was elected or until the Director's successor has been elected and qualified, or (b) the Director's earlier death, resignation, or removal. Terms shall be staggered so that, as nearly as possible, an equal number of terms shall expire every two (2) years.

3.7 Resignation of Directors. A Director may resign at any time by giving written notice to the President and to the Secretary of the Club. The resignation shall be effective upon receipt by the President or Secretary or at such subsequent time as may be specified in the notice of resignation.

3.8 Removal of Directors. An officer, Director, or Committee member may be removed at any time and for any reason (i.e., with or without cause) by a vote of two-thirds of the full Board of Directors excluding the Director subject to removal, who shall not vote. The President or any Director can make a motion at any time during a Board meeting to propose the removal of any Director(s). No advance notice and no formal hearing procedure need be followed in order to remove a Director. If any Director is removed, the resulting vacancy may be filled by the Board within the same fiscal year.

3.9 Vacancies. Vacancies in the Board of Directors shall be filled as follows:

A special election shall be held to fill a Board seat vacancy if the vacancy occurs with more than twenty-four (24) months remaining in the unexpired term. If a vacancy in a Board seat occurs with less than twenty-four (24) months remaining in the unexpired term, the Board may appoint a qualified Member to fill the vacancy until the next regular election.

Any Director so elected shall serve for the balance of the term to which the Director is elected. Elections for vacancies shall be conducted in accordance with Article V (Elections).

3.10 Regular Meetings. Regular meetings of the Board of Directors may be held at such times as the Board may by resolution determine but not less than four (4) times per calendar year. One of the Club's regular meetings shall be designated as an annual meeting of the Board of Directors, to be held each year at a date to be set by the Board of Directors to review operations during the immediately preceding year, elect Directors if necessary, elect officers, and transact such other business as may properly be brought before the meeting. The Directors may resolve to convene the annual meeting on another date during the year, provided that proper notice is given.

3.11 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President, or upon the written request of at least one-third of the Directors delivered to the Secretary. See Article XI of these Bylaws for the notice requirements. Any such request by the Directors shall state the time and place (or access information if the meeting is held by telephone or video conference call) of the proposed meeting and, upon receipt of such request, it shall be the duty of the Secretary to promptly issue the notice for such meeting. If the Secretary neglects to or is unavailable to issue such notice, the Directors making the request may issue the notice.

3.12 Quorum; Corporate Action. At all meetings of the Board, two-thirds of the total number of the Directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of two-thirds of the Directors present (including participants by telephone or video conference call as provided in Section 3.13 of these Bylaws) at a meeting at which a quorum is present shall be the acts of the Board of Directors, unless a higher threshold is specifically required by the Act, by the Articles of Incorporation, or by these Bylaws. Directors may not attend nor participate in any meeting by proxy, and Directors may not vote by proxy. Directors may not vote by email or any other electronic means, except in connection with signing unanimous written consents in accordance with Section 3.14 of these Bylaws.

3.13 Use of Electronic Meeting Technology. To the fullest extent permitted by the Act, one or more members of the Board of Directors and any committees of the Board may participate in a meeting by means of conference telephone or other electronic technology. As long as all persons participating in such meetings can hear each other, participation in a meeting pursuant to this Section 3.13 shall constitute “in person” presence at the meeting.

3.14 Action by Directors in Lieu of a Meeting. Unless otherwise restricted by the Articles of Incorporation, or by the Act, any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting, if all of the members of the Board or committee, as the case may be, consent to the action in writing by affixing their signatures to a document(s) that is circulated for signature by electronic means (for example, through DocuSign or as an attachment to an email), and the signed document is – or signed documents, if they are signed in counterparts, are – filed with the Secretary of the Club.

3.15 Member attendance at Meetings of Directors. Council Members may attend meetings as permitted by Board policies but may not vote. Council Members shall be required to leave any meeting that goes into Executive Session.

3.16 Liability. To the fullest extent permitted by Pennsylvania law, now in effect and as may be amended from time to time, a Director 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 the Director’s position (see Subchapter B of Chapter 57 of the Act); and
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

As expressed in Section 5713(b) of the Act, this Section 3.16 shall not provide liability protection to any Director with regard to the Director's violations of any criminal statute, or the Director's failure to make payment of taxes pursuant to federal, state, or local law.

Any repeal or amendment of this Section 3.16 shall be prospective only and shall not increase, but may decrease, a Director's liability with respect to actions or failures to act occurring prior to such change.

3.17 Standard of Care, Justifiable Reliance, and Business Judgment Rule. Pursuant to Section 5712(a) of the Act, the Directors of the Club stand in a fiduciary relationship to the Club and must perform their duties as Directors, including their duties as a member of any committees of the Board or as officers, in good faith, in a manner they reasonably believe to be in the best interests of the Club, and with such care, including the skill, and diligence that a person of ordinary prudence would use under similar circumstances and reasonable inquiry into those issues required by the statutes of the Commonwealth of Pennsylvania to be considered in the circumstances and those interests and factors listed in Section 5715(a) of the Act (relating to exercise of powers generally) or Section 5716(a) of the Act (relating to alternative standard) that the Director considers appropriate. In performing their duties, Directors are entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared by any of the following:

- (a) One or more officers or employees of the Club or an affiliate of the corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants, or other persons as to matters that the Directors reasonably believes to be within the professional or expert competence of such person; or
- (c) A committee of the Board 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 is not considered to be acting in good faith if the Director has actual knowledge concerning the matter that causes the Director to believe reliance is unwarranted.

A Director who makes a business judgment in good faith fulfills the Director's duties if:

- (a) The subject of the business judgment does not involve self-dealing by the Director or an associate or affiliate of the Director;
- (b) The Director is informed with respect to the subject of the business judgment to the extent the Director reasonably believes to be appropriate under the circumstances; and;
- (c) The Director rationally believes that the business judgment is in the best interests of the corporation.

Pursuant to Section 5715 of the Act, in discharging the duties of their respective positions, the Board of Directors, committees of the Board, and individual Directors of the Club may, in considering the best interests of the Club, consider to the extent they deem appropriate:

- (a) The effects of any action upon any or all groups affected by such action, including members, employees, suppliers, customers, and creditors of the Club, and upon communities in which offices or other establishments of the Club are located.
- (b) The short-term and long-term interests of the Club, including benefits that may accrue to the Club from its long-term plans and the possibility that these interests may be best served by the continued independence of the Club.
- (c) The resources, intent, and conduct (past, stated, and potential) of any person seeking to acquire control of the Club.
- (d) All other pertinent factors.

The Board of Directors, committees of the Board and individual Directors shall not be required, in considering the best interests of the Club or the effects of any action, to regard any corporate interest or the interests of any particular group affected by such action as a dominant or controlling interest or factor. The consideration of any of these interests and factors does not constitute a breach of fiduciary duty.

3.18 Compensation of Directors; Reimbursement of Expenses. No Director shall be compensated for services as a Director unless so authorized by a duly adopted resolution of the Board of Directors, requiring that: (a) such Director may only receive reasonable compensation for services rendered for the Club in carrying out its exempt purposes as established by the Board of Directors; and (b) such compensation is (i) consistent with the Club's financial policies, (ii) does not adversely affect the Club's qualification as an Club exempt under Section 501(a) and described under Section 501(c)(7) of the Internal Revenue Code of 1986, as amended (the "**Code**"), and (iii) shall be set by a committee composed of persons who have no financial interest in such determination. A Director may be reimbursed for reasonable expenses incurred in performance of duties. Directors may be compensated for other services rendered to the Club, subject to conflict of interest provisions. Directors shall not vote on matters concerning their own compensation.

3.19 Loans to Directors. No loans shall be made by the Club to any of its Directors.

ARTICLE IV **COMMITTEES**

4.1 Executive Committee. There may be an Executive Committee, which shall be comprised of the officers of the Club. The Executive Committee shall have and exercise the powers and authority of the Board of Directors in the management and business of the Club, except that neither the Executive Committee, nor any other committee established by the Board, shall have power or authority as to:

- a) Submission to the Members of any action requiring approval of the Members;
- b) The creation or filling of vacancies of the Board of Directors;
- c) The adoption, amendment, or repeal of these Bylaws;
- d) The amendment or repeal of any resolution of the Board of Directors that by its terms is amendable or repealable only by the Board;

- e) Action on matters committed by these Bylaws or resolution of the Board of Directors to another committee of the Board; or
- f) Action on matters pertaining to the acquisition, sale, mortgage, or pledge of real property.

Any action of committees bestowed with the authority to act on behalf of the Board shall be communicated to the Board at the next Board meeting. Subject to the restrictions on the committee powers provided in this Section 4.1, ratification of committee action is not required.

4.2 Membership Committee. There shall be a Membership Committee, which shall be comprised of three (3) members appointed by the Board. Individuals appointed to the Membership Committee need not be Directors.

The Membership Committee is tasked with overseeing all membership applications, approvals, and related membership affairs. The Membership Committee's activities shall be conducted in a manner consistent with the Club's mission and in compliance with all applicable Pennsylvania Liquor Control Board regulations. The Committee shall:

- (a) Review and approve or deny all membership applications in accordance with criteria established by the Board of Directors;
- (b) Report all membership approvals and denials to the Board of Directors;
- (c) Adopt rules and procedures for its conduct, provided such rules do not conflict with these Bylaws or Board resolutions; and
- (d) Convene as necessary to fulfill its responsibilities.

The Board of Directors retains the authority to override any decision of the Membership Committee. The Board shall promulgate guidelines governing the operation of the Committee by standing resolution. The Committee's rules and procedures shall be consistent with such guidelines, these Bylaws, and applicable law. The Committee shall elect a Chairperson annually from among its members, who shall preside over all Committee meetings and coordinate its activities.

4.3 Other Committees. The Board of Directors may establish standing or special committees and designate their function and responsibility. Individuals appointed to committees need not be Directors, but any committee members who are not Directors may only serve in an advisory capacity such that their votes are not binding on the Club or the committee, and their attendance may not be counted for purposes of establishing a quorum at a committee meeting. Except as otherwise provided in these Bylaws, the Articles of Incorporation, or the Act, any committee may exercise such powers and functions as the Board of Directors may from time to time determine. See Section 4.1 in these Bylaws and Section 5731 of the Act for limitations on the power and authority of committees. Except as the Board may otherwise determine or as otherwise addressed in these Bylaws, the President shall appoint all committee members. Each Committee shall elect its own chair and vice-chair, unless otherwise directed by the President.

4.4 Committee Reports. Each committee, including the Executive Committee, shall keep minutes of its proceedings and report the same to the Board at each regular meeting of the Board, or otherwise as requested by the President. The chair of each committee shall present the report. If the chair of a committee is unable to attend the meeting to present the committee report, then the chair of that

committee may designate another member of the committee to present its report. The Board of Directors shall adopt rules of procedure as it deems necessary for the conduct of the affairs of each committee.

4.5 Quorum. Unless a committee approves a greater or lesser number, a majority of its voting members shall constitute a quorum.

ARTICLE V **ELECTIONS**

Definitions. For the purposes of this Article, "Vacant Seats" shall refer to any seats on the Board of Directors that are set to expire or become open for election.

5.1 Election Announcement. The President or Secretary shall announce election dates and Vacant Seats no later than 11:59 p.m. on the third Tuesday of January.

5.1 Filing Deadline. Candidates for vacant seats must submit a "Letter of Intent" to the Secretary by 11:59 p.m. on the third Tuesday of February. The letter of intent must contain the candidate's name, the Vacant Seat(s) they are seeking, and a brief paragraph explaining why they are running and why they believe they are qualified for the position.

5.2 Election Day. Elections for vacant seats shall be held on the third Tuesday of March.

5.3 Commencement of Office. Newly elected members filling vacant seats shall assume office on May 1.

5.4 Voting Methods. Voting for vacant seats may be conducted online or in person:

- (a) Online voting shall open no earlier than the first Tuesday of the election month and close at the end of Election Day.
- (b) In-person voting shall occur between 7:00 p.m. and 11:00 p.m. on Election Day, with possible extension of up to four (4) hours if authorized by the Board in case of delays.
- (c) All eligible voters must cast their votes by the deadline set forth by the board; any Member who does not vote by this deadline forfeits their right to participate in the election.

5.5 Selection. The candidate who receives the highest number of votes will win the seat.

5.6 Security. All voting procedures for vacant seats shall ensure confidentiality, security, and integrity, including the use of secure voting platforms and oversight as appropriate

5.7 Special Elections. A special election shall be held to fill a Board seat vacancy if the vacancy occurs with more than twenty-four (24) months remaining in the unexpired term. Such special election shall be conducted in a timely manner following the vacancy to allow the membership to elect a replacement. The President or Secretary shall set the election day and announce filing deadlines. Special elections shall follow the same nomination, notice, and voting procedures as regular elections, ensuring fair and open participation by the membership. Newly elected members filling vacant seats filled by special election shall assume office on the first of the month following the date of the election.

If a vacancy in a Board seat occurs with less than twenty-four (24) months remaining in the unexpired term, the Board may appoint a qualified Member to fill the vacancy until the next regular election.

ARTICLE VI **OFFICERS**

6.1 Officers. The officers of the Club shall be natural persons of at least twenty-one (21) years of age, and there shall be a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be Directors currently in office and who shall be elected as officers by the Board of Directors. Any number of offices may be held by the same person, however, in no event can one person be elected both President and Treasurer. In addition, as the Board of Directors may determine necessary, there may also be one or more assistant officers, including more than one Vice-President. Holding an officer position does not grant any Director greater voting authority or additional voting privileges.

6.2 Duties. The officers shall have and exercise such duties and functions as usually attach to their offices, with such additional duties and functions and subject to such limitations as may be provided in these Bylaws or established by the Board of Directors. Assistant officers shall perform such functions and have such responsibilities as the Board of Directors may determine. Officers shall ensure that the Board is fully informed about the Club's activities and financial status and that the Board has full and accurate information necessary to make informed decisions about the Club's operations. The Board of Directors may add to the corporate title of any officer (other than the President) a functional title in word or words descriptive of the officer's powers or the general character of the officer's duties.

6.3 Selection, Terms. The officers of the Club shall be elected by the Board of Directors at a Board meeting (or in accordance with Section 3.14) and shall serve for a term of one (1) year. Each officer shall hold office until (a) the later of the expiration of the term for which the officer was elected or until the officer's successor has been elected and qualified, or (b) until the officer's earlier death, resignation, or removal.

6.4 Resignation of Officers. Any officer of the Club may resign at any time by giving written notice to the President and to the Secretary of the Club. The resignation shall be effective upon receipt by the President and Secretary or at such subsequent date as may be specified in the notice of resignation.

6.5 Removal of Officers. Any officer of the Club may be removed, or the officer's authority may be revoked by resolution of the Board of Directors, whenever in the Board's judgment the best interests of the Club will be served thereby, but such removal or revocation shall not affect any contract rights the person so removed may have with the Club.

6.6 Vacancies. Any vacancy in any office shall be filled by the Board. The elected officer shall fill the balance of the term to which the officer is elected or appointed.

6.7 Compensation of Officers; Reimbursement of Expenses. The salaries or compensation, if any, of all officers of the Club shall be fixed by, or in the manner prescribed by, the Board of Directors, provided that no officer shall be compensated for services unless so authorized by a duly adopted resolution of the Board of Directors, requiring that: (a) such officer may only receive reasonable compensation for services rendered for the Club in carrying out its exempt purposes as established by the Board of Directors; and (b) such compensation is (i) consistent with the Club's financial policies, (ii)

does not adversely affect the Club's qualification as an Club exempt under Section 501(a) and described under Section 501(c)(7) of the Code, and (iii) shall be set by a committee composed of persons who have no financial interest in such determination. Officers may be reimbursed for ordinary, necessary, and reasonable expenses incurred in the performance of their duties as officers and provided that such reimbursement does not adversely affect the Club's qualification as an Club exempt under Section 501(a) and described under Section 501(c)(7) of the Code. Any expense reimbursements must be made in accordance with procedures established by the Club.

6.8 Officer's Standard of Care and Justifiable Reliance. Pursuant to Section 5733.1(a) of the Act, an officer shall perform the duties of an officer in good faith, in a manner the officer reasonably believes to be in the best interests of the nonprofit corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

In performing the duties of an officer, an officer is entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) One or more other officers or employees of the corporation or an affiliate of the corporation whom the officer reasonably believes to be reliable and competent in the matters presented.
- (b) Counsel, public accountants or other persons as to matters that the officer reasonably believes to be within the professional or expert competence of such person.

An officer is not considered to be acting in good faith if the officer has actual knowledge concerning the matter that causes the officer to believe reliance is unwarranted.

An officer who makes a business judgment in good faith fulfills the duties of an officer if:

- (a) The subject of the business judgment does not involve self-dealing by the officer or an associate or affiliate of the officer;
- (b) The officer is informed with respect to the subject of the business judgment to the extent the officer reasonably believes to be appropriate under the circumstances; and
- (c) The officer rationally believes that the business judgment is in the best interests of the corporation.

6.9 Personal Liability of Officers. To the fullest extent permitted by Pennsylvania law, now in effect and as may be amended from time to time, an officer shall not be personally liable for monetary damages for any action taken or any failure to take any action unless:

- (a) The officer has breached or failed to perform the duties of the officer's position (see Subchapter C of Chapter 57 of the Act); and
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

As expressed in Section 5733.2(b) of the Act, this Section 6.9 shall not provide liability protection to any officer with regard to the officer's violations of any criminal statute, or the officer's failure to make payment of taxes pursuant to federal, state, or local law.

Any repeal or amendment of this Section 6.9 shall be prospective only and shall not increase, but may decrease, an officer's liability with respect to actions or failures to act occurring prior to such change.

6.10 Loans to Officers. No loans shall be made by the Club to any of its officers.

6.11 President; Powers and Duties. The President shall have general charge and supervision of the business of the Club and shall exercise or perform all the powers and duties usually incident to the office of the President. The President shall preside at all meetings of the Board of Directors. The President shall from time to time make, or cause to be made, such reports of the affairs of the Club as the Board may require. The President shall be responsible to the Board of Directors for the application and implementation of policies adopted by the Board of Directors. Unless otherwise provided by the Board in the resolution creating the committee, the President shall be a voting member of each committee.

6.12 Vice President(s); Powers and Duties. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President; and if there is more than one (1) Vice President, their seniority in performing such duties and exercising such powers shall be determined by the Board of Directors or, in default of such determination, by the order in which they were first elected. Each Vice President also shall have such powers and perform such duties as may be assigned by the President and the Board of Directors. The Vice President shall ensure that all legal responsibilities of the Organization are met on a timely basis.

6.13 Secretary; Powers and Duties. The Secretary shall attend all meetings of the Board and the Executive Committee and record all the votes and meeting minutes in books to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board or by the President.

6.14 Treasurer; Powers and Duties. The Treasurer shall help ensure that the Club's tax returns are reviewed and approved by the Board and are timely filed, and that an annual audit, review, or compilation of the Club's books and records is performed by an independent accountant selected by the Board if required by Pennsylvania law or any other applicable jurisdiction. The Treasurer shall be notified of the selection of and changes made to the banking institutions and to the investment of any of the Club's funds and shall help ensure that the Board receives regular reports on the finances of the Club. The Treasurer shall perform such other duties as from time to time may be assigned by the President or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond in such sum and with such surety or sureties as the Board of Directors shall determine for the faithful discharge of the Treasurer's duties and for the restoration to the Club, in case of the Treasurer's death, resignation, retirement, or removal from office, of all books, records, money, and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the Club.

6.15 Delegation of Officers' Duties. Officers may delegate their duties to a duly elected or appointed assistant (if any); and, in case of the absence of any officer or assistant officer of the Club, or for any other reason that the Board of Directors may deem sufficient, the Board may delegate or authorize the delegation of an officer's powers or duties, for the time being, to any person.

ARTICLE VII
THE COUNCIL

7.1 Composition. The Council shall consist of all qualified Council Members.

7.2 Role and Powers. The Council shall serve as the Club's long-term stewards, providing governance continuity, strategic oversight, and safeguarding the Club's mission, values, and assets. The Council holds authority to oversee elected Directors and to ensure the Club operates in the best interest of its members and future generations. The Council shall be considered an "other body" as defined in Section 5103 of the Act.

7.3 Qualifications. Each Council Member shall be a natural person at least twenty-one (21) years of age and a Club member in good standing. Council Members shall demonstrate exceptional dedication to the Club's mission and commitment to its long-term welfare.

7.4 Membership and Term. Council Members shall serve for life, provided they remain in good standing through timely payment of dues as approved by the Board of Directors and the Council. Council Members may resign by submitting written notice to the Council.

7.5 Meetings and Chairperson. The Council shall meet as needed. Any Council Member may call a meeting of the Council with at least five (5) days' notice. The Council must vote at each meeting to appoint a Chair to preside over that meeting. Upon adjournment of the meeting, the Chair position shall be considered vacant until a Chair is appointed at the next meeting.

7.6 Voting Rights and Quorum. Only Council Members shall have voting rights within the Council. A quorum consists of those Council Members in attendance at a meeting. Actions require a majority vote of Council Members present, except where a higher threshold is specified by these Bylaws.

7.7 Use of Conference Telephone or Other Electronic Technology. To the fullest extent permitted by the Act, the Council Members may convene meetings exclusively by electronic technology. As long as all persons participating in such meetings have a reasonable opportunity to participate in the meeting, read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members and, subject to such guidelines and procedures as the Board of Directors may adopt, make appropriate motions and comment on the business of the meeting, participation in a meeting pursuant to this Section shall constitute presence in person at the meeting.

7.8 Action without Meeting. Unless otherwise restricted by the Articles of Incorporation, or by the Act, any action which might be taken at a meeting of the Council may be validly taken without a meeting if all the Council Members consent to the action in writing by affixing their signatures to a document(s) that is circulated for signature by electronic means (for example, through DocuSign or as an attachment to an email), and the signed document is – or signed documents, if they are signed in counterparts, are – filed with the Secretary of the Club.

7.9 Powers and Duties. The Council shall have the following powers and responsibilities:

- (a) Elect Directors to the Board of Directors;
- (b) Approve criteria and admission of new Council Members;
- (c) Review and approve Council Member dues and assessments;

- (d) Oversee the stewardship of the Club's long-term strategy and mission;
- (e) Veto any Board action by a majority vote
- (f) Adopt procedural rules consistent with these Bylaws and applicable law;
- (g) Maintain minutes of all meetings and records of Council actions.

7.10 Removal and Resignation. Council Members may resign at any time by written notice to the Council. A Council Member may be removed by a two-thirds (2/3) vote of the entire Council, or automatically if they fail to remain current on dues.

7.11 Compensation. Council Members shall serve without compensation but may be reimbursed for reasonable expenses incurred in the performance of their duties.

7.12 Conflict of Interest. Council Members shall disclose any actual or potential conflicts of interest and abstain from voting on such matters. The Council shall maintain a conflict of interest policy consistent with applicable law.

7.13 Indemnification. The Club shall indemnify Council Members to the fullest extent permitted by law for acts performed in good faith within their official duties.

ARTICLE VIII **FINANCIAL**

8.1 Revenue. The Club may receive revenue from membership dues, event fees, facility rentals, donations, and other sources as approved by the Board. However, the Club shall ensure that no more than thirty-five percent (35%) of its gross receipts, including investment income, are derived from non-member sources, in accordance with Section 501(c)(7) of the Internal Revenue Code. Within the 35% percent, no more than fifteen percent (15%) of gross receipts should come from the general public's use of the social club's facilities or services. The Club's facilities, activities, and events are operated primarily for the benefit and enjoyment of Members, and any use by non-members shall be strictly limited as required by law and IRS regulations.

8.2 Financial Management. The Board shall adopt an annual budget. Annual financial statements shall be prepared and reviewed by the Board. The Club shall follow generally accepted accounting principles and retain financial records in accordance with a Records Retention Policy. Financial records shall be made available for inspection by any Director or Council Member upon reasonable request.

8.3 Payments. All checks, notes, drafts, or other orders for the payment of money issued in the name of the Club require the signature or electronic approval of at least one authorized Officer, unless a greater number of signatures is required by Board resolution or applicable law. Authorized signatories shall include, at a minimum, the President and Treasurer, and may include other Officers as determined by the Board.

8.4 Deposits. All payments to the Club shall be deposited in one or more banks or other depository accounts established and maintained in the Club's name and Employer Identification Number ("EIN"). The Board shall designate by resolution which Officers are authorized to open, close, and maintain bank accounts in the name of the Club at such financial institutions as the Board may approve.

8.5 Dues and Assessments. The Board shall set membership dues and payment schedules. The Board may establish penalties for late payment and may levy special assessments as necessary.

8.6 Loans. The Club shall not lend or borrow funds unless authorized by resolution of the Board of Directors. Such authorization may be general or confined to specific instances. All loan documents and documents of indebtedness issued in the name of the Club may be signed in such other manner as determined by the Board of Directors or as required by law.

ARTICLE IX

NOTICES

9.1 Form of Notice. Whenever written notice is required or permitted, by these Bylaws or otherwise, to be given to any person or entity, it may be given either personally or by sending a copy to the address or other contact information of the appropriate person or entity as it appears in the Club's records. Such notice may be sent (a) electronically; (b) by first class mail (postage prepaid) or by overnight express delivery service (charges prepaid); or (c) by facsimile. If the notice is sent by mail or overnight express delivery, it shall be deemed to have been given when deposited in the United States Mail or delivered to the overnight express delivery service. If the notice is sent by any other form prescribed above, it shall be deemed to have been given when sent.

9.2 Notice of Member Meetings. Written notice of every meeting of the Council Members, whether held by telephone or video conference or otherwise, shall be given to each Council Member at least ten (10) days prior to the day designated for the meeting for a meeting that will consider a transaction under Chapter 3 (relating to entity transactions) or a fundamental change under Chapter 59 (relating to amendments, sale of assets and dissolution) of the Act, or five days prior to the day named for the meeting in any other case. Such notice shall specify the place (and/or access information for meetings held exclusively by telephone or video conference), date, and hour of the meeting, and the general nature of the business to be transacted.

9.3 Notice of Board of Director's Meetings. Written notice of every regular meeting of the Board of Directors, whether held by telephone or video conference or otherwise, shall be given to each Director at least three (3) days prior to the day designated for the meeting. Written notice of every special meeting of the Board of Directors, whether held by telephone or video conference or otherwise, shall be given to each Director at least five (5) days prior to the day designated for the meeting. Such notice shall specify the place (and/or access information for meetings held exclusively by telephone or video conference), date, and hour of the meeting, and in the case of a special meeting of the Board, the general nature of the business to be transacted.

9.4 Waiver of Notice. Whenever a written notice is required by these Bylaws or under the provisions of the Act, any person or persons (or entity or entities) entitled to receive the notice may waive in writing the right to receive notice. The written waiver may be signed before or after the time required for such notice. Except in the case of a special meeting of the Board of Directors or as otherwise required by the Act, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance by any person in person at any meeting shall constitute waiver of notice of such meeting, unless the person (or entity representative) attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not called or convened upon proper notice.

ARTICLE X **DISSOLUTION**

10.1 Dissolution. In the event of the liquidation, dissolution, or winding up of the Organization, as provided in the Organization's Articles of Incorporation, all remaining assets shall, after payment or provision for payment of all liabilities of the Organization, be distributed by and at the discretion of the Board of Directors to each Council Member in shares as equal as possible. No other member of any other class of membership shall have any interest in the assets of the Club upon dissolution.

ARTICLE XI **INDEMNIFICATION AND INSURANCE**

11.1 Representative Defined. For purposes of this Article, "representative" means any Director or officer or employee or agent, including volunteers, of the Club.

11.2 Indemnification in Third-Party Proceedings. The Club shall indemnify any representative who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Club; for indemnification of actions by or in the right of the Club, see Section 11.3 below), by reason of the fact that such person is or was a representative of the Club, or is or was serving at the request of the Club as a Director, officer, employee, agent, or other representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the representative in connection with the action or proceeding if the representative acted in good faith and in a manner the representative reasonably believed to be in, or not opposed to, the best interests of the Club and, with respect to any criminal proceeding, had no reasonable cause to believe the representative's conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the representative did not act in good faith and in a manner that the representative reasonably believed to be in, or not opposed to, the best interests of the Club and, with respect to any criminal proceeding, had reasonable cause to believe that the representative's conduct was unlawful.

11.3 Indemnification in Derivative and Corporate Actions. The Club shall indemnify any representative who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Club to procure a judgment in its favor by reason of the fact that such person is or was a representative of the Club, or is or was serving at the request of the Club as a Director, officer, employee, agent, or other representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by the representative in connection with the defense or settlement of the action if the representative acted in good faith and in a manner the representative reasonably believed to be in, or not opposed to, the best interests of the Club. Indemnification shall not be made under this Section 11.3 in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Club unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Club is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and

reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

11.4 Procedure for Effecting Indemnification. Unless ordered by a court, any indemnification under Section 11.2 or Section 11.3 shall be made by the Club only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct set forth in those Sections. The determination shall be made:

- (a) By the Board by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; or
- (b) If such a quorum is not obtainable, or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or
- (c) By the Members.

11.5 Advancing Expenses. The Club shall pay expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in Section 11.2 in advance of the final disposition of the action or proceeding upon receipt of any undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that the representative is not entitled to be indemnified by the Club as authorized in this Article or otherwise.

11.6 Supplementary Coverage. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Act, or any agreement, vote of disinterested Directors, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding that office. Article XI (relating to conflicts of interest) shall be applicable to any bylaw, contract, or transaction authorized by the Directors under this Section 11.6; however, no indemnification may be made by the Club under this Article IX or otherwise to or on behalf of any person to the extent that:

- (a) The act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct, or recklessness; or
- (b) The Board determines that under the circumstances indemnification would constitute an excess benefit transaction under Section 4958 of the Code or an act of self-dealing under Section 4941 of the Code, if applicable.

11.7 Duration and Extent of Coverage; Indemnification of Former Representatives. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the Club and shall inure to the benefit of the heirs and personal representatives of that person.

11.8 Reliance and Modification. Each person who shall act as a representative of the Club shall be deemed to be doing so in reliance upon the rights provided by this Article. The duties of the Club to indemnify and to advance expenses to a representative provided in this Article shall be in the nature of

a contract between the Club and the representative. No amendment or repeal of any provision of this Article shall alter, to the detriment of the representative, the representative's right to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment or repeal.

11.9 Insurance. The Club shall purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Club or is or was serving at the request of the Club as a Director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred in any such capacity, or arising out of the person's status as such, whether or not the Club would have the power to indemnify the person against that liability under the Act. The Club's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Club. To the extent that such insurance coverage provides a benefit to the insured person, the Club's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under Section 4958 of the Code or an act of self-dealing under Section 4941 of the Code, if applicable.

ARTICLE XII **CONFLICT OF INTEREST POLICY AND PROHIBITED ACTIVITIES**

12.1 Adoption of Policy. The Club shall separately adopt a conflict of interest policy and distribute annual disclosure forms for the purpose of screening conflicts. It is the policy of the Club that no contract or transaction between the Club and a Member or one or more of its Directors or officers, or between the Club and any "interested entity" shall be authorized or entered into unless the material facts as to the interest and as to the contract or transaction are disclosed or are known to the Board of Directors, and the Board in good faith authorizes the contract or transaction by an affirmative vote of a majority of the Directors other than the interested Director(s) of the Club and the contract or transaction is in the interests of the Club. An "interested entity" includes any entity (a) in which a Member or one or more of the Directors or officers of the Club (i) are Members, Directors, or officers, or (ii) have a financial interest; or (b) in which a Member or any Director or officer of the Club has any other conflict of interest. Any interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes the contract or transaction.

12.2 Prohibited Activities. In furtherance of the foregoing and not in limitation thereof, all Directors, officers and employees are expected to maintain ethical business and professional standards consistent with those of the Club and, unless approved by the Board as described in Section 12.1, to avoid activities which might conflict, or appear to conflict, with the best interests of the Club. No Member, Director, officer, employee, consultant, or agent of the Club shall take any action or carry on any activity, by or on behalf of the Club, not permitted to be taken or carried on by an Club exempt from federal income taxation under Section 501(c)(7) of the Code.

12.3 Limitations on Political Activities and Limitations on Lobbying. The Club shall not participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office to an extent that would disqualify it from tax exemption under Section 501(c)(7) of the Code.

ARTICLE XIII
BOOKS AND RECORDS

13.1 Bookkeeping; Recordkeeping. The Club shall keep (a) complete and accurate financial books and records; (b) minutes of all meetings of the Board and of any committees; (c) the original or a copy of its Articles of Incorporation (and any amendments thereto) and Bylaws, including all amendments thereto, certified by the Secretary; (d) a list of the names and contact information of its current Directors and officers; (e) a copy of the Club's IRS Form 1023; and (f) all reports delivered to state and federal officials for the last seven years. Originals or duplicates of such books and records shall be kept at either the registered office of the Club, the principal place of business of the Club, and/or at such other reasonably accessible place as the Secretary may determine. The Club may separately adopt a records retention policy.

13.2 Transparency. The Club shall ensure that its audited financial statements, annual federal tax reports, and other annual reports are complete and accurate, and to the extent required by law and in accordance with the procedures established by law, are posted to the Club's website or otherwise made available to the public upon request.

ARTICLE XIV
AMENDMENTS

14.1 Bylaws. These Bylaws may be altered, amended, or repealed by vote of two-thirds of the Directors in office at the time of the proposed action, subject to the power of the Council Members to change such action. Notice of Bylaw amendments shall be provided to the Council Members and the Directors in writing ten (10) days before any meeting to consider Bylaw amendments.

14.2 Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended only by the Council Members.

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