

BYLAWS OF DELAWARE VALLEY ORIENTEERING ASSOCIATION

A PENNSYLVANIA NONPROFIT CORPORATION

Article I. Name and Purposes

1.01 The name of the organization is Delaware Valley Orienteering Association, (hereinafter referred to as “DVOA”), a non-profit corporation incorporated under the Pennsylvania Nonprofit Corporation Law of 1988, as amended, 15 Pa.C.S. § 5101 *et seq.*

1.02 These bylaws constitute the code of rules adopted by DVOA for the regulation and management of its affairs.

1.03 DVOA shall have the purposes and/or powers as stated in its Articles of Incorporation, and for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including, but not limited to the instruction, training, promotion and support of orienteering and related activities in the Delaware Valley and surrounding regions.

Article II. Office

2.01 The principal office and registered office of DVOA will be located at 14 Lake Drive, Spring City, PA 19475. The Board of Directors may from time to time change the address of the registered office by duly adopted resolution and amend its Articles or file the appropriate statement with the Pennsylvania Department of State. DVOA may maintain other offices within or without the Commonwealth of Pennsylvania as its operations require.

Article III. Membership

3.01 All persons who have paid the current membership dues shall be Members of DVOA. Persons may become Members either as individual Members or as part of a family Membership.

3.02 The annual dues payable to DVOA by Members shall be in the amount determined from time to time by resolution of the Board of Directors.

3.03 There shall be regular winter and summer meetings of the Membership of DVOA. The dates and locations shall be determined by the Executive Committee and notice of the place, date and hour of the meeting shall be communicated to the Members by inclusion in the DVOA newsletter or other writing, and posted on the DVOA website at least 15 days prior to the meeting date.

3.04 Special meetings of the Members may be called by the Board of Directors, the President, or by Members comprising at least 10% of the Membership. Notice of the place, date and hour of such meeting shall be mailed to the Members by inclusion in the

DVOA newsletter or other writing, and posted on the DVOA website at least 30 days prior to such meeting and the notice shall also state the purpose or purposes for which the special meeting is called.

3.05 Each individual Member will be entitled to one vote on each matter submitted to vote of the Members. Individuals who are Members under a family Membership will be entitled to one vote per individual family member, provided that individuals who are members under a family Membership may not cast a total of more than two votes per family Membership.

3.06 All votes cast at a meeting of the Members must be cast by attendees at the meeting. No proxy voting is permitted.

3.07 The number of Members present at a meeting to constitute a quorum will be ten (10). The vote of the majority of the votes entitled to be cast by the Members present at a meeting at which a quorum is present is necessary for the adoption of any matter voted on by the Members, unless a greater proportion is required under the Pennsylvania Nonprofit Corporation Law of 1988, the Articles of Incorporation of DVOA, or any provision of these Bylaws.

Article IV Board of Directors

4.01 The Board of Directors is the group of persons vested with the management of the affairs of DVOA between meetings of the Members of DVOA.

4.02 The Board of Directors shall consist of the Officers, as set forth below in Article V, and five (5) other Directors, one of which shall be elected each year at a meeting of the Members for a five (5) year term.

4.03 All Directors must be Members of DVOA.

4.04 Upon adoption of these Bylaws, the persons who were serving as Trustees of DVOA under the previous Bylaws shall become Directors of DVOA, and shall serve in that capacity for the remainder of the term each was elected as Trustee.

4.05 In the event of any vacancy occurring with a non-officer Director, such position shall remain vacant until the next regular meeting of the Membership of DVOA, at which time an election shall occur to elect a Director to serve the remainder of term.

4.06 Meetings of the Board of Directors may be held at the registered office of DVOA or at such other place as designated by the person or persons calling the meeting.

4.07 Meetings of the Board of Directors may be called by either the President, the Executive Committee or the majority of the non-officer Directors.

4.08 Notice of a meeting of the Board of Directors shall be communicated at least ten (10) days before the meeting date, and shall state the place, date and hour of such meeting. If the meeting is called for a purpose other than the normal business of DVOA, the notice shall contain a statement of any special purpose. The notice shall be given by or at the direction of the President, Executive Committee or the Directors calling the meeting.

4.09 Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of that meeting except when the Director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called.

4.10 The majority of the whole Board of Directors shall constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the Pennsylvania Nonprofit Corporation Law of 1988, the Articles of Incorporation of DVOA, or any provision of these Bylaws.

Article V Officers

5.01 The officers of DVOA will consist of the following personnel:

- (1) A President.
- (2) A Vice-President.
- (3) A Secretary.
- (4) A Treasurer.

5.02 The President, Vice-President and Secretary of DVOA will be elected by the Membership of DVOA on a biannual basis with such election to take place at the regular Membership winter meetings of even years. The Treasurer of DVOA will be appointed by the Board of Directors. Each officer will remain in office until a successor has been elected or appointed.

5.03 The President is the Chief Executive Officer of DVOA and will, subject to the control of the Board of Directors or the Executive Committee, supervise and control the affairs of DVOA. The President will perform all duties incident to the office and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

5.04 The Vice-President will perform all duties and exercise all powers of the President when the President is absent or unable to act. The Vice-President will perform any other duties that may be prescribed by the Board of Directors.

5.05 The Secretary will keep minutes of all meetings of the Members and the Board of Directors, be custodian of the corporate records, give all notices as are required by law or these Bylaws, and generally perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or that may be assigned by the Board of Directors.

5.06 The Treasurer will have charge and custody of all funds of DVOA, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of DVOA's assets, render reports and accountings to the Directors and the members as required by the Board of Directors or by the members or by law. The Treasurer will perform in general all duties incident to the office of Treasurer and any other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or that may be assigned by the Board of Directors.

5.07 If an officer elected or appointed to office resigns or becomes unable to fulfill the duties of such office the Board of Directors shall appoint a successor to serve out the remainder of that officer's term of office, except that if the office becoming vacant is that of President, the Vice-President shall assume the duties of the President and the Board of Directors shall appoint a successor Vice-President.

Article VI Committees

6.01 DVOA shall have Committees, whose chairpersons, except for the Executive Committee, shall be appointed by the Board of Directors.

6.02 The Executive Committee shall be composed of the officers of DVOA, and shall be the body conducting the day-to-day managing and operating the affairs of DVOA between meetings of the Board of Directors and meetings of the Members. It shall be chaired by the President, and meetings thereof shall be called by the President or by any two of the other officers.

6.03 Other Committees shall be designated by the Board of Directors to transact activities of DVOA as determined by the Board of Directors, or to advise the Board of Directors. The Chairperson appointed by the Directors shall select the remaining members of such Committee. Members of such Committees may be removed or replaced at the discretion of the Chairperson. The Board of Directors may remove or replace a Chairperson or terminate any Committee by resolution.

Article VII Operations

7.01 The fiscal year of DVOA shall be the calendar year.

7.02 Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money and other evidences of indebtedness of DVOA will be signed by the Secretary or the Treasurer. Contracts, leases or other instruments executed in the

name of and on behalf of DVOA shall be signed by the Secretary and countersigned by the President or President's designee.

7.03 DVOA will keep correct and complete books and records of account, and will keep minutes of the proceedings of the meetings of the membership, the Board of Directors and the Executive Committee. DVOA will keep at its registered office a membership register containing the names and addresses of its members, and the original or a copy of its Bylaws including amendments to date certified by the Secretary.

7.04 In the event of the dissolution of DVOA, the net proceeds or assets remaining after such dissolution shall be distributed to an organization having the purpose of instructing, training, promoting and supporting the sport of orienteering which is then exempt for income tax under Section 501 (c)(3) of the Internal Revenue Code, as amended, (or the corresponding provisions of any future United States Internal Revenue law), and no part of the net proceeds or assets shall be distributed to or be used for the private benefit of the members or any other individuals.

Article VIII Amendment

8.01 The power to alter, amend or repeal these Bylaws, or to adopt new Bylaws, to the extent allowed by law, is vested in the members of DVOA, by vote taken at a meeting of the Members. Such modification of the Bylaws must be approved by the majority of the Members present at such meeting. In addition to the information required to be provided in a notice of a meeting of the Members pursuant to sec. 3.03 and 3.04, the notice of a meeting where modification of Bylaws is to be considered shall contain either the full text of the changes to be made or a summary of each proposed change.

The aforesaid Bylaws were adopted by vote of the majority of the Members of DVOA present at the regular meeting of the Members which was held on June 21st, 2009.