

BYLAWS
OF
BLACK KNIGHT WRESTLING CLUB

ARTICLE I. NAME AND LOCATION

Section 1.01 Name. The name of the Corporation shall be Black Knight Wrestling Club. For purposes of abbreviation, for the remainder of these Bylaws the Corporation shall be referred to as BKWC.

Section 1.02 Location. The address of the registered office is c/o Hempfield School District, 200 Church Street, Landisville, PA 17538. Lancaster, PA, 17601.

ARTICLE II. PURPOSE

Section 2.01 Exempt Purpose. BKWC shall be organized exclusively for such charitable purposes that will qualify BKWC as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Specifically, BKWC will work with children and adolescents to promote recreational athletics and to give instruction.

Section 2.02 Mission. The mission of BKWC is to promote recreational athletics and instruction to children and adolescents.

Section 2.03 Vision. The vision of BKWC is to:

- (a) To support the Hempfield youth, middle school and high school wrestlers, teams and coaches;
- (b) To build a community of wrestlers, families and coaches within the Hempfield School District (hereinafter "Hempfield");
- (c) To raise funds to provide items and opportunities for wrestling that are not included in the Hempfield athletic budget;
- (d) To foster and promote good will and fraternal spirit among the Members;
- (e) To promote and encourage more students of all ages to participate in the sport of wrestling;
- (f) To promote and encourage better attendance to all wrestling activities by the parents and friends of athletes and the students and faculty of Hempfield; and
- (g) To support, promote and maintain a high standard of integrity and good sportsmanship in all athletic activities of Hempfield.

Section 2.04 Powers. BKWC shall have all powers available to it that are not in conflict with Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, the Pennsylvania Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws.

Section 2.05 Prohibited Activities. No part of the net earnings of BKWC shall inure to the benefit of, or be distributable to its Directors, Officers, employees or other private persons, except that BKWC 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 this Article. No substantial part of the activities of BKWC shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and BKWC shall not participate in, or intervene in (including the publishing or distribution of statements) any campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, BKWC shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, (b) by a corporation, contributions to which are deductible under Section 170 (c)2 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (c) by a corporation organized under the Pennsylvania Nonprofit Corporation Act.

ARTICLE III. BOARD OF DIRECTORS

Section 3.01 Powers. All powers of BKWC shall be exercised by and under the authority of the Board of Directors, and the property, business, and affairs of BKWC shall be managed under the Board's direction.

Section 3.02 Number of Directors. The Board of Directors shall be composed of no less than four (4) and no more than twenty-five (25) individuals. Initially, there shall be an Interim Board that will dissolve at the time of the first elections of the permanent Board of Directors. Directors shall be individuals who are at least eighteen (18) years of age and are involved with the Wrestling program, whether as a parent of a wrestler, coach, community volunteer, athletic director, or Hempfield school official. A Director shall serve in good faith, in a manner such Director reasonable believes to be in the best interests of BKWC, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

Section 3.03 Term of Office. The term of office of members of the Board of Directors shall be two (2) years. It is the intention of these bylaws that the terms of approximately half of the Board of Directors shall expire every year. In order to achieve this intention, the Board of Directors may from time to time set the terms of newly-elected individual Directors to one year, in order to balance the expiring terms of Directors.

Section 3.04 Election of Directors. During the last quarter of each fiscal year, the Board of Directors shall elect Directors, in the manner provided by these Bylaws, to replace those whose terms will expire at the end of the fiscal year. The Governance Committee shall provide to the Board a slate of nominees for election accompanied by their relevant qualifications. Any individual may be nominated by a Director to serve on the Board of Directors. This election shall take place during a regular meeting of the Board of Directors, called in accordance with the provisions of these Bylaws. New Directors and Directors who have been nominated for re-election shall be elected by a two-thirds vote of Directors present at such a meeting, provided there is a quorum present. Directors so elected (“Elected Directors”) shall begin their term on the first day of the next fiscal year.

Section 3.05 Ex Officio Directors. In addition to those Directors elected pursuant to section 3.4 above, the following individuals, shall be appointed as a Director by virtue of their official position within the wrestling program or Hempfield (“Ex Officio Directors”): Varsity Head Coach, Junior High Coach, Youth Coach, Hempfield Athletic Director, Hempfield High School Principal

Section 3.06 Vacancy. In the event of a vacancy of any Elected Director, including any vacancy created by resignation, removal or death, as well as any vacancy occasioned by an increase in the number of Directors, the Board may fill the vacancy for the remainder of the vacant term by a simple majority vote of the remaining Directors present at a meeting for which a quorum is present. The Board is not obligated to fill the position unless the number of Directors falls below the minimum number of Directors required by these Bylaws.

Section 3.07 Resignation. A Director may resign at any time by delivering written notice to the Board of Directors, or to the Chair or Secretary of the Board. A resignation is effective when the notice is received, unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

Section 3.08 Removal. Directors may be removed from the Board of Directors in one of two ways:

- (a) The Board of Directors may, by majority vote at a regular or special meeting, remove a Director if he or she is declared of unsound mind by an order of court or is convicted of a felony, or if within sixty days after notice of his or her selection, he or she does not accept such office either in writing or by attending a meeting of the Board of Directors;
or
- (b) The Board of Directors may, by a vote of two-thirds of the Directors in office, and at a special meeting duly called for such purpose, remove a Director, either with or without cause;

Section 3.09 Compensation. No Director shall receive compensation for any service he or she may render to BKWC as a Director. However, any Director may be reimbursed for actual expenses incurred in the performance of his or her duties.

Section 3.10 Conflicts of Interest. Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE IV. MEETINGS

Section 4.01 Regular Meetings. The Board shall meet no less than monthly, (with the exception of June and July, wherein no meeting shall be held) and more frequently as needed at a date and time determined by the President of the Board of Directors for the purposes of transacting such business as may be brought before the meeting. Written or typed notice of all regular meetings of the Board shall be mailed or electronically transmitted to all Directors at such address as is on file with the Secretary of the Board, at least ten (10), but not more than sixty (60), days before the scheduled date set for such meeting.

Section 4.02 Special Meetings. Special meetings of the Board of Directors may be called on short notice for the purpose of transacting business that cannot wait until the next regularly scheduled meeting. A special meeting may be called by the President or by one-third of the Board of Directors providing a written notice to the rest of the Directors then in office. Notice of a special meeting shall be given to each Director not less than twenty-four (24) hours before the meeting, by delivering to her or him in person or to his or her residence or business address (or such other place as he or she may have directed in writing), using at least two of the following means: mail, messenger, facsimile, electronic mail, or by telephoning such notice to him or her. Any such notice shall set forth the time and place of the meeting, and shall state the reason(s) that such meeting has been called and describe the business to be transacted at the meeting.

Section 4.03 Quorum and Voting. A majority of Directors then in office shall constitute a quorum for the transaction of business. The act of a simple majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Articles of Incorporation or these Bylaws.

Section 4.04 Meeting Via Teleconference. Directors may appear at a meeting of the Board by means of telephone conference or similar communication system whereby all persons

participating in the meeting can hear each other. Participation in a meeting in this manner shall constitute presence in person at the meeting. A Director appearing at a meeting of the Board via telephone conference shall also be allowed to vote by this medium. Furthermore, it is permissible for all Directors to appear at a meeting of the Board via telephone conference or similar communication system whereby all persons participating in the meeting can hear each other.

Section 4.05 Action Without Meeting. Any action that is required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent thereto is signed by all the Directors, and such written consent is filed with the minutes of the proceedings of the Board.

ARTICLE V. OFFICERS AND DUTIES

Section 5.01 Officers. The Board of Directors shall elect Officers from among its members, including a President, a Vice-President, a Secretary, and a Treasurer. One individual may not hold more than one of the aforementioned offices at the same time. This election shall occur during the last quarter of each fiscal year, or such other duly called and noticed meeting when there exists a vacancy due to resignation, removal or death. The term for each Officer shall be one year and shall normally begin on the first day of the fiscal year.

Section 5.02 President. The President shall preside at all meetings of the Board of Directors at which he or she is present. The President shall be responsible for ensuring that the Board of Directors complies with these Bylaws as well as the written policies and objectives of the Board of Directors. The President shall have all duties usually incident to the office of President, except as specifically limited by these Bylaws or a resolution of the Board of Directors. The President shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

Section 5.03 Vice President. In the absence or disability of the President or if the office of President is vacant, the Vice President shall perform the duties of the President, subject to the right of the Board of Directors at any time to extend or confine such duties or to assign them to others. The Vice President shall generally assist the President in such a manner as the President shall direct. The Vice President shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

Section 5.04 Secretary. The Secretary shall record, or cause to be recorded, the minutes of all meetings of the Board of Directors, and shall keep them in a book for that purpose. The Secretary shall have supervision over the giving and service of notices of the organization, and shall have supervision over the care and custody of the records and seal of the organization. The Secretary shall be empowered to affix the corporate seal to documents, the execution of which on behalf of the organization under its seal is duly authorized, and when so affixed may attest the same. The Secretary shall have all duties usually incident to the office of Secretary, except as

specifically limited by a resolution of the Board of Directors. The Secretary shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

Section 5.05 Treasurer. The Treasurer shall have general supervision over the care and custody of the funds of the organization, shall keep full and accurate accounts of receipts and disbursements in books belonging to the organization, and shall deposit all moneys and other valuable effects in the name and to the credit of the organization in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the organization as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors an account of all of his or her transactions as Treasurer and of the financial condition of the organization. The Treasurer shall have such other powers and perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

Section 5.06 Other Officers. The Board of Directors may also appoint such other Officers as they may deem necessary for the transaction of business of BKWC. All such officers and agents shall respectively have such authority and perform such duties in the management of the property and affairs of BKWC as may be designated by the Board of Directors.

Section 5.07 Resignation of Officers. An Officer may resign at any time by giving written notice of resignation to the President or Secretary. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of a resignation shall not be necessary to make the resignation effective.

Section 5.08 Removal of Officers and Agents. The Board of Directors may remove, by unanimous minus one (1) vote of the Directors present at any meeting for which a quorum is present, any Officer whenever, in the Board's judgment, the interests of BKWC shall be served thereby.

ARTICLE VI. COMMITTEES

Section 6.01 Finance Committee. The Finance Committee shall be composed of three or more Directors. This committee shall provide support to the Treasurer and ensure responsible management of fiscal affairs, provide consultation and recommendations for fiscal policies and procedures, and secure the services of any professionals needed, at the Committee's discretion, to perform an annual review, compilation, or audit of the organization's financial statements, or prepare any required tax returns or other filing at the IRS, or other governmental agency.

Section 6.02 Governance Committee. The Governance Committee shall be composed of three or more Directors. This committee shall screen nominations of new Directors and recommend qualified candidates to fill Officer vacancies. The Governance Committee shall also be

responsible for orientation of new Directors, developing written policies to clarify the Board's role and help the Board govern effectively, and reviewing these Bylaws every two years.

Section 6.03 Fundraising Committee. Shall be responsible for developing and coordinating all fundraising events of the BKWC.

Section 6.04 Other Committees. Other Committees may be created by resolution of the Board of Directors. The purpose, duration, duties, number of members, and reporting requirements of each special committee shall be specified in the resolution creating the committee.

ARTICLE VII. FIDUCIARY DUTY AND CONFLICTS OF INTEREST

Section 7.01 Fiduciary Relationship. A Director shall stand in a fiduciary relation to the BKWC and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board of Directors upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the BKWC, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be 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 of the BKWC whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) 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
- (c) A committee of the Board of Directors upon which he or she does not serve, as to matters within its designated authority, that the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

Section 7.02 Nullification. No contract or other transaction between BKWC and one or more of its Directors or between BKWC and any firm or organization in which one or more of the Board of Directors are directors or officers, or are financially interested, shall be void or voidable because such Director is present at any meeting of the Board of Directors which authorized or approved the contract or transaction, or because his or their votes are counted, if either of the following are true:

- (a) The fact that a Director is also a director or officer or has such financial interest in another firm or organization is disclosed or known to the Board of Directors and is noted in the minutes thereof, and the Board of Directors authorizes, approves or ratifies the

contract or transaction in good faith by a vote sufficient for the purpose without counting the vote or votes of such Director; or

- (b) The contract or transaction is made in good faith and is not unconscionable to the BKWC at the time it is authorized, approved or ratified.

Section 7.03 Participation in Meetings. Any Board of Directors member holding such director or officer position or having such financial interest in another firm or BKWC may be counted in determining the presence of a quorum at a meeting of the Board of Directors.

Section 7.04 Action in Best Interests of BKWC. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director shall be presumed to be in the best interests of the BKWC. A Director shall not be personally liable for monetary damages as such 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 under this section; and
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
- (c) 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 payment of taxes pursuant to local, State or Federal law. The provisions of this Section are intended to exempt Directors from liability for monetary damages to the maximum extent permitted under any Pennsylvania law now or hereafter in effect.

Section 7.05 Insurance. The BKWC may obtain insurance and/or fidelity bonds for all Directors and Officers of the BKWC.

ARTICLE VIII. BOOKS AND RECORDS

Section 8.01 Books and Records. The Board of Directors shall keep books with detailed accounts in chronological order of the receipts and expenditures affecting the BKWC.

Section 8.02 Cash Basis. Unless otherwise instructed by the Board of Directors, all books and records shall be kept on a cash basis.

Section 8.03 Annual Budget. On or before the first day of June each year, the Board of Directors shall adopt an annual budget for the BKWC for the upcoming fiscal year containing an estimate of the total amount of receipts and expenditures. At the same time, the Board of Directors shall prepare such cash statements, profit and loss statements, and/or such other financial statements to reflect the financial operations of the BKWC. Such statements need not be audited.

Section 8.04 Operating Reserve. The Board of Directors may establish an operating reserve and/or a separate account for expenditures anticipated for in the future.

Section 8.05 Incidental Profits. Whenever the lawful activities of the BKWC involve the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the BKWC, and in no case shall be divided or distributed in any manner whatsoever among the Directors or Officers of the BKWC.

ARTICLE IX. MISCELLANEOUS PROVISIONS

Section 9.01 Fiscal Year. BKWC's fiscal year shall commence on May 1 and conclude on April 30.

Section 9.02 Waiver of Notice. Whenever any notice is required to be given to any Director under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 9.03 Prohibition Against Loans. BKWC shall make no loans of any kind to any of its Directors, Officers, or employees.

ARTICLE X. AMENDMENTS

Section 10.01 Amendment/Suspension of Bylaws. These Bylaws may be altered, amended, repealed, or supplemented and new Bylaws may be adopted at any regular meeting by a unanimous minus one (1) vote of the Directors present at a meeting for which a quorum is present. Notice of the proposed amendment or amendments must be submitted in writing to all Directors then in office at least ten (10) days prior to the meeting along with notice of the meeting itself.

ARTICLE XI. DISSOLUTION

Section 11.01 Dissolution or Liquidation. In the event the BKWC is dissolved or liquidated, the Board of Directors or governing staff shall, after paying or making provision for payment of all of the known and legally enforceable liabilities of the BKWC, distribute the BKWC's property and assets to its successor organization, if any. If there is no successor organization, then the property and assets of the BKWC shall be distributed to such other one or more exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the

“Code”) as, in the sole judgment of the BKWC’s Board of Directors, have purposes most closely allied to those of the BKWC. Anything herein to the contrary notwithstanding, in no event shall a distribution ever be made to an organization that is not described in Section 501(c)(3) of the Code and in no event shall the net property or assets inure to the benefit of any private person. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such exempt purposes of such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

CERTIFICATION

I hereby certify that I am the duly elected President of Black Knight Wrestling Club and that the foregoing amended Bylaws were unanimously adopted by the unanimous consent of the Board of Directors on this 30th day of August 2018.

By: Dylan F. BARD (printed)
[Signature] (signed)
Board President
