

TOURNAMENT REGION 8 BYLAWS

ARTICLE I Introduction

Section 1.1 Name. The name of the Corporation is Tournament Region 8.

Section 1.2 Statement of Purposes. As provided in its Articles of Incorporation, the Corporation is organized for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) (the "Code").

Section 1.3 Offices. The principal and registered office of the Corporation shall be located at 1401 Grandin Avenue, Pittsburgh, PA 15216 or at such other place as the Board of Directors may designate from time to time.

Section 1.4 Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each year.

Section 1.5 Seal. The corporate seal of the Corporation shall be a circle with the name of the Corporation and the state of incorporation around the border and the words "Corporate Seal" in the center.

Section 1.6 Governing Law. This Corporation is governed by the Pennsylvania Nonprofit Corporation Law of 1988, as it may be amended from time to time ("NPCL").

ARTICLE II Purpose

Section 2.1 Name. Tournament Region 8 shall exist for the purpose of providing education, and competitive and non-competitive performance opportunities in the marching arts.

ARTICLE III Members

Section 3.1 Membership Type. Membership is defined as an organization that participates in Tournament Region 8 during the fall outdoor season and/or the spring indoor season. An organization can have multiple performing units as part of their organization. Each unit is not considered an individual member. Tournament

membership is available to any scholastic or independent unit. Scholastic units are determined by the participating school district. Independent units are defined as non-scholastic. Membership is also available to university/college units.

Section 3.2 Membership Period. Membership period is July 1 to June 30.

Tournament membership is available to any scholastic (TIA/TOB) or independent (TIA) unit. Scholastic units are determined by the participating school district. Independent units are defined as non-scholastic. Membership is also available to university/college units.

Section 3.3 Active Membership. Active Membership is defined as payment of membership fee per school or organization and Competing Bond per each competing unit.

Section 3.4 Membership Fees. Annual membership dues are determined by Tournament of Band Music Festivals, Inc. and are payable to the Corporation. In addition, the Corporation may require an assessment each organization or unit must pay to cover programming costs.

Section 3.5 Competing Bond. A Competing Bond (amount determined by Tournament of Band Music Festivals, Inc.) plus any assessment as determined by the Corporation must be paid by September 1 for TOB and January 1 for TIA. Units not current with membership fees do not receive credit for contests attended. Any unit electing not to continue membership in TOB/TIA will have two years to request the return of their Competing Bond(s). After two (2) years of lapsed membership the Competing Bond will become part of the Corporation treasury.

Section 3.6 Voting On issues requiring a vote by members of the corporation, each member organization in good standing (active member with current dues paid) shall have one vote. An organization is defined as the entity paying dues. Individual units in organizations shall not have individual votes - rather each organization shall have one vote. If an organization has a marching band, indoor drumline, dance team, and indoor colorguard, they will receive one vote as they only pay one set of dues for the school year.

Section 3.7 Meetings. The Corporation Board of Directors shall publish annually by July 1st a meeting schedule of general membership meetings and board of directors meetings for the following 12 month period. The annual meeting of members shall be held in August annually. This meeting will include, but not be limited to, election of members of the Board of Directors.

ARTICLE IV Board of Directors

Section 4.1 Authority. The affairs of the Corporation shall be under the general direction of a Board of Directors which shall administer, manage, preserve and protect the property of the Corporation.

Section 4.2 Number and Term. The Board of Directors shall consist of seven voting directors and one ex-officio non voting member known as the Tournament Region 8 Coordinator assigned for Tournament of Bands Music Festivals Inc.. The Directors shall be divided into two classes with an approximately equal number of directors in each class, and the term of one such class shall expire in each year. With the exception of the initial Directors, whose terms shall be specified in the resolution appointing them, and unless otherwise specified at the time of election, each Director shall serve for a term of two years or until such Director's successor has been duly elected, qualified, and installed, or until the Director's earlier death, resignation or removal.

Section 4.3 Elections. Directors shall be elected by the Board at the annual meeting of members or any special meeting called for such purpose. The term of any Director or Officer whose term is expiring shall be completed at the adjournment of the annual meeting at which the term is to end, and the new term of any individual elected to a term as a Director or Officer shall begin at the time of adjournment of the meeting at which the Director or Officer is elected.

Section 4.4 Vacancies. Vacancies occurring on the Board by death, resignation, refusal to serve, increase in the number of Directors or otherwise shall be filled by the remaining Directors and each Director so appointed shall serve for the unexpired portion of the term of the Director being replaced, and until the Director's successor is elected and qualified or until such Director's earlier death, resignation or removal.

Section 4.5 Compensation. No compensation shall be paid to any Director for services as a Director but, at the discretion of the Board, a Director may be reimbursed for travel and actual expenses necessarily incurred in attending meetings and performing other duties on behalf of the Corporation. A Director may be a salaried officer of the Corporation.

Section 4.6 Meetings. The Board shall meet at least semiannually at a date and time established by the Board. The meeting following the close of the Corporation's fiscal year or such other time as the Board may designate from time to time by resolution shall be the annual meeting of the Board. Special meetings shall be called by the Secretary upon the order of the President, or at the written request of a number of Directors

constituting a quorum of the Directors then in office and entitled to vote. All meetings of the Board of Directors shall be held virtually unless otherwise designated in the notice.

Section 4.7 Quorum. At all meetings of the Board of Directors, the presence of a majority of the Directors in office shall constitute a quorum. In addition to those Directors who are actually present at a meeting, Directors shall be deemed as present at such meeting if a telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time is used. The act of a majority of the Directors entitled to vote at a meeting at which a quorum is present shall be the act of the Board. A majority of the Directors present whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Directors who are not present at the time of adjournment.

Section 4.8 Voting. Each Director shall be entitled to one vote on each matter submitted to a vote of the Board of Directors.

Section 4.9 Notices. Written notice of the date, time and place of each meeting of the Board of Directors shall be given to all Directors at least seven (7) days in advance of the date thereof. Such notice shall set forth the date, time and place of the meeting. For special meetings, the notice shall also state the general nature of the business to be transacted. Such notice shall be given at the direction of the Secretary or another designated officer of the Corporation and shall be given to each Director, either personally or by sending a copy thereof by first class or express mail, postage prepaid, or by email to each Director's address appearing on the records of the Corporation, or by facsimile transmission, to each Director's address (including text message or facsimile number) appearing on the records of the Corporation. If the notice is sent by mail, courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service or, in the case of text message or email, when dispatched. Notice of an adjourned meeting shall be deemed to have been announced at the time of adjournment.

Section 4.10 Waiver of Notice. Whenever any written notice whatsoever is required to be given under the provisions of applicable law, the Articles of Incorporation of this Corporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, shall be deemed equivalent to the giving of such notice. In the case of a special meeting, such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a Director at a meeting shall constitute a waiver of notice of the meeting unless the Director attends for the express purpose of objecting, at the beginning of the

meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 4.11 Interested Directors or Officers.

(a) No contract shall be entered into with a Director or officer of the Corporation or any organization in which a Director or officer is a director or officer or has a financial interest in, except in accordance with these bylaws. No contract or transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other corporation, partnership, association or other organization in which one or more of the Corporation's Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason or solely because a Director or officer of the Corporation is present at or participates in the meeting of the Board of Directors which authorizes the contract or transaction, or solely because the votes of such Director or officer are counted for such purpose, if

- 1) the material facts as to the relationship or 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 the affirmative vote of a majority of the disinterested directors even though the disinterested directors are less than a quorum; or
- 2) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors.

(b) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in subsection (a) of this section. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the effect on the quorum.

(c) Actual and potential conflicts of interest involving one or more Directors, officers, or Board committee members shall be dealt with in the manner described in the Corporation's Conflict of Interest Policy.

Section 4.12 Standard of Care and Fiduciary Duty. Each Director shall stand in a fiduciary relation to this Corporation and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of this Corporation, 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, each 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 or presented by any of the following:

- (a) one or more officers or employees of this 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 which the Director reasonably believes to be within the professional or expert competence of such persons;
- and

(c) a committee of the Board of this Corporation upon which the Director does not serve, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

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

Section 4.13 Factors Which May Be Considered by Directors. In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual Directors may, in considering the best interests of this Corporation, consider to the extent they deem appropriate

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

The Board of Directors, committees and Directors are not required, in considering the best interest of the Corporation 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 interests and factors in the manner described in this section shall not constitute a violation of Section 4.12 hereof.

Absent breach of fiduciary duty, lack of good faith or self-dealing, any act as the Board of Directors, a committee of the Board or an individual Director shall be presumed to be in the best interests of the Corporation. In assessing whether the standard set forth in Section 4.12 hereof has been satisfied, there shall not be any greater obligation to justify, or higher burden of proof with respect to, any act as the Board, committee or an individual Director relating to or affecting an acquisition or potential or proposed acquisition of control of the Corporation than is applied to any other act as a Board, committee or individual Director. Notwithstanding the preceding provisions of this Section 4.13, any act as the Board, committee or an individual Director relating to or affecting an acquisition or potential or proposed acquisition of control to which a majority of the disinterested Directors shall have assented shall be presumed to satisfy the standard set forth in Section 4.12, unless it is proven by clear and convincing evidence

that the disinterested Directors did not assent to such act in good faith after reasonable investigation.

The term disinterested Director means, solely for the purpose of this section,

(a) a Director of the Corporation other than

- 1) a Director who has a direct or indirect financial or other interest in the person acquiring or seeking to acquire control of the Corporation or who is an affiliate or associate of, or was nominated or designated as a Director by, a person acquiring or seeking to acquire control of the Corporation; or
- 2) depending upon the specific facts surrounding the Director and the act under consideration, an officer or employee or former officer or employee of the Corporation.

A person shall not be deemed to be other than a disinterested Director solely by reason of any or all of the following:

- 1) The receipt by the Director of director's fees or other consideration as a Director;
- 2) Any interest the Director may have in retaining the status or position of a Director;
- 3) The former business or employment relationship of the Director with the Corporation; or
- 4) Receiving or having the right to receive retirement or deferred compensation from the Corporation due to service as a Director, officer or employee.

Section 4.14 Rules. The Board of Directors may adopt rules not inconsistent with these Bylaws for the administration and conduct of the affairs of the Corporation and may alter, amend or repeal any such rules or regulations adopted by it. Such rules may be amended by majority vote of the Directors present and entitled to vote at a meeting of the Directors where a quorum is present.

Section 4.15 Removal of Directors. The Board of Directors, by a majority vote of all of the Directors, may declare vacant the office of a Director who is convicted of a felony or for other cause. "Other cause" shall mean any action or inaction which, in the sole discretion of the Board, materially and adversely affects or may affect the Corporation.

Section 4.16 Consents. Any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the Corporation.

ARTICLE V Officers

Section 5.1 Enumeration. The officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, Indoor Member at Large, Outdoor Member at Large, and Publicity Director, and such other officers and assistant officers as the Board may, from time to time, designate. These officers will make up the Corporation's Board of Directors as defined in Article IV.

Section 5.2 Term of Office. Each officer shall serve for a term of two (2) years and until the officer's successor is duly elected and takes office.

Section 5.3 Election. All officers shall be elected by the active membership at the annual meeting of the members or a special meeting called for such purpose. The starting year for the term of each office is enumerated in later sections of this article.

Section 5.4 Vacancies. Any vacancy may be filled by the Directors. The President may, however, temporarily fill vacancies in any office designated by the Board for the period ending upon the date when such vacancy is filled by the Board.

Section 5.5 President. The President shall serve as the chief executive officer of the Corporation and as such shall be responsible for and have supervision over the management and operation of the Corporation, subject to the control of the Board of Directors. The President shall be elected by and shall serve at the discretion of the active membership; provided, however, that any removal of the President shall be without prejudice to any contract rights of the President. The President and the Treasurer shall be the sole officers listed as approved signatories on the Corporation bank accounts. The President shall be elected by the active membership at the annual meeting of members in even numbered calendar years.

Section 5.6 Vice President. The Vice President shall assist in supervision over the management and operation of the Corporation, subject to the control of the Board of Directors. The Vice President shall be elected by and shall serve at the discretion of the active membership. The Vice President shall be elected by the active membership at the annual meeting of members in odd numbered calendar years.

Section 5.7 Secretary. The Secretary shall execute the duties set forth in this section or supervise their implementation. The Secretary shall make or cause to be made minutes of all meetings of the Board of Directors and meetings of the active membership. The Secretary shall be responsible for the timely mailing or delivery of all notices of meetings of the Board of Directors and meetings of the active membership, and, generally, will perform all duties incident to the office of secretary of a corporation

and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be assigned from time to time by the Board of Directors. The Secretary shall be elected by the active membership at the annual meeting of members in odd numbered calendar years.

Section 5.8 Treasurer. The Treasurer shall supervise the financial activities of the Corporation. Specifically, the Treasurer shall see that (a) full and accurate accounts of receipts and disbursements are kept, (b) a system is in place such that all monies and other valuable effects are deposited in the name and to the credit of the Corporation in such depositories as shall be designated by the Board, (c) the Directors at the regular meetings of the Board or whenever they may require it, receive an account of the financial condition of the Corporation, and (d) an annual audit or other appropriate financial report of the Corporation's books and records is performed by an auditor selected by the Board. In performing these functions, the Treasurer may rely on employees of the Corporation who possess special financial training and skills and whose employment responsibilities include management of the Corporation's financial affairs. The President and the Treasurer shall be the sole officers listed as approved signatories on the Corporation bank accounts. The Treasurer shall be elected by the active membership at the annual meeting of members in even numbered calendar years.

Section 5.9 Indoor Member at Large, Outdoor Member at Large, Publicity Director. Each other officer shall have such responsibilities and perform such duties as may be prescribed by the Board from time to time. The Indoor Member at Large shall be elected by the active membership at the annual meeting of members in even numbered calendar years. The Outdoor Member at Large shall be elected by the active membership at the annual meeting of members in odd numbered calendar years. The Publicity Director shall be elected by the active membership at the annual meeting of members in even numbered calendar years.

Section 5.10 Ex-Officio Members. The Tournament Region 8 Coordinator, as designated by Tournament of Bands Music Festivals, Inc. shall serve as an ex-officio non-voting member of the Board of Directors.

Section 5.11 Term Limit for Officers. There are no restrictions on terms served for officers.

ARTICLE VI Committees

Section 6.1 Committees. The Corporation shall have ad hoc committees as the Board may deem advisable in the administration and conduct of the affairs of the Corporation. Such committees of the Board shall meet as necessary to accomplish their goals. Committee chairpersons and members shall be appointed annually by the President of the Board from among the members of the Board and may be reappointed to a committee for an unlimited number of terms.

Section 6.2 Limitation on Power of Committees. No such committee shall have any power or authority as to the following:

- (a) the filling of vacancies in the Board of Directors;
- (b) the adoption, amendment or repeal of the bylaws;
- (c) the adoption, amendment or repeal of any policy of the corporation;
- (d) the amendment or repeal of any resolution of the Board; or
- (e) action on matters committed by the bylaws or a resolution of the Board to another committee of the Board.

ARTICLE VII Administration

Section 7.1 Enumeration. Tournament of Band Music Festivals, Inc. may appoint positions to provide administration support and act as a liaison to Tournament of Bands Music Festivals, Inc. These positions may include, but are not limited to, Region 8 Coordinator and Region 8 Assistant Coordinator.

Section 7.2 Region Coordinator. The Region 8 Coordinator is designated as an ex-officio non-voting member of the Tournament Region 8 Board of Directors. As part of this role, the Region 8 Coordinator serves as a liaison between Tournament Region 8 and Tournament of Bands Music Festivals, Inc. and the National Judges Association. The Region 8 Coordinator serves as an ex-officio non-voting member of the Tournament Region 8 Board of Directors and shall have no fiduciary determinations beyond what is approved by the Board of Directors.

Section 7.3 Additional Appointed Positions. Tournament of Bands Music Festivals, Inc and the National Judges Association may appoint positions beyond the Region Coordinator to Tournament Region 8. These positions shall serve functions as defined by Tournament of Bands Music Festivals, Inc. or the National Judges Association but do not have a defined role within Tournament Region 8 or as part of the Tournament Region 8 Board of Directors unless explicitly approved by the Tournament Region 8 Board of Directors.

ARTICLE VIII Limitation of Personal Liability of Directors

Section 8.1 Limitation of Directors' Personal Liability. A Director of the Corporation shall not be personally liable for monetary damages for any action taken unless the Director has breached or failed to perform the duties of his office under Chapter 57, Subchapter B of the NPCL as in effect at the time of the alleged action by such Director and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Such limitation on liability does not apply to the responsibility or liability of a Director pursuant to any criminal statute or for payment of taxes pursuant to any Federal state or local law.

Section 8.2 Preservation of Rights. Any repeal or modification of this Article by the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Director or former Director may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Director of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE IX Indemnification

Section 9.1 Mandatory Indemnification of Directors and Officers. The Corporation shall indemnify, to the fullest extent now or hereafter permitted by law (including but not limited to the indemnification provided by Chapter 57, Subchapter D of the NPCL), each Director and/or officer (including each former Director or officer) of the Corporation who was or is or is threatened to be made a party to or a witness in any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the Director or officer is or was an authorized representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Director or officer in connection with such action, suit or proceeding if such Director or officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 9.2 Mandatory Advancement of Expenses to Directors and Officers. The Corporation shall pay expenses (including attorneys' fees) incurred by a Director or officer of the Corporation referred to in Section 6.1 hereof in defending or appearing as

a witness in any civil or criminal action, suit or proceeding described in Section 9.1 hereof in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such Director or officer shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such Director or officer to repay all amounts advanced if it shall ultimately be determined that the Director or officer is not entitled to be indemnified by the Corporation as provided in Section 9.4 hereof.

Section 9.3 Permissive Indemnification and Advancement of Expenses. The Corporation may, as determined by the Board of Directors from time to time, indemnify, in full or in part, to the fullest extent now or hereafter permitted by law, any person who was or is or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an authorized representative of the Corporation or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for profit or nonprofit, partnership, joint venture, trust or other enterprise, both as to action in his official capacity and as to action in another capacity while holding such office or position, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in conjunction with such action, suit or proceeding if such Director or officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person by reason of such person's participation in an action, suit or proceeding referred to in this Section 9.3 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as provided in Section 9.4 hereof.

Section 9.4 Scope of Indemnification. Indemnification under this article shall not be made by the Corporation in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by Chapter 57, Subchapter D of the NPCL or any successor statute as in effect at the time of such alleged action or failure to take action.

Section 9.5 Miscellaneous. Each Director and officer of the Corporation shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification

and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested Directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. Any repeal or modification of this Article by the Board of Directors of the Corporation shall not adversely affect any right or protection existing at the time of such appeal or modification to which any person may be entitled under this Article.

Section 9.6 Definition of Authorized Representative. For the purposes of this Article, the term, "authorized representative" shall mean a director, officer or employee of the Corporation or of any corporation controlled by the Corporation, or a trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Corporation or by any corporation controlled by the Corporation, or person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Corporation. The term "authorized representative" shall not include money managers or investment advisors (or any employees thereof) hired by the Corporation, and shall not include agents of the Corporation unless indemnification thereof is expressly approved by the Board of Directors.

Section 9.7 Procedure for Effecting Indemnification. Unless ordered by a court, any indemnification under this Article VII or the NPCL shall be made only following a determination that the indemnification is proper in the circumstances because the person seeking indemnification has met the applicable standard of conduct. Such determination shall be made

- (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not party 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.

ARTICLE X Restrictions Regarding the Operations of the Corporation: Administration of Funds

Section 10.1 No Private or Political Beneficiaries. In keeping with the statement of purpose of the Corporation as set forth in its Articles of Incorporation, no part of the earnings or assets of the Corporation shall inure to the benefit of any private individual, and no substantial part of the activities of the Corporation shall be used for lobbying and the Corporation shall not engage in any political campaign activities on behalf of or in opposition to any candidate for public office.

Section 10.2 No Violation of Purposes. In no event and under no circumstances shall the Board of Directors make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever the effect of which under applicable federal laws then in force will cause the Corporation to lose its status as an organization to which contributions are deductible in computing the net income of the contributor for purposes of federal income taxation.

Section 10.3 Tax Records. The Corporation shall maintain at its principal office a copy of its application for exemption and all tax returns filed with the Internal Revenue Service. To the extent required by law, such documents shall be made available during regular business hours for inspection by any person requesting to see them.

Section 10.4 Annual Report. The Treasurer shall submit annually to the Board of Directors a statement containing those details required to be included under the provisions of the NPCL, as it may be amended from time to time or any successor statute governing Pennsylvania nonprofit corporations or these Bylaws.

Section 10.5 Books and Records. This Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Board of Directors and committees. The Corporation will keep at its registered office the original or a copy of its Bylaws including amendments to date, certified by the Secretary of the Corporation.

Section 10.6 Definition of Code. Unless the context requires otherwise, terms used in this Article X of these Bylaws shall have the meanings ascribed to them in the Code. References to the Code in this Article shall be deemed to extend to corresponding provisions of any subsequent United States tax laws. The provisions of this Article shall apply notwithstanding other provisions of these Bylaws, if any, which are inconsistent.

Section 10.7 Authorized Bank Accounts. The Board of Directors shall determine the financial institution or institutions to be used for management of the funds of the Corporation. The President and the Treasurer shall be the sole officers listed as

approved signatories on the Corporation bank accounts and will be the sole officers that may sign checks on behalf of the Corporation.

ARTICLE XI Bylaw Amendments

Section 11.1 Authority. These Bylaws may be altered, amended and/or repealed from time to time by the affirmative vote of a majority of the Directors.

Section 11.2 Notice. The Board shall be given at least ten (10) days' prior written notice of any meeting of the Board at which proposed changes to the Bylaws of the Corporation are to be considered or acted upon. Such written notice shall include a copy of the proposed amendment or a summary of the changes to be effected thereby.

ARTICLE XII Dissolution

Section 12.1 Dissolution. In the event of dissolution of Tournament Region 8, the board shall, after payment of all the liabilities of Tournament Region 8, dispose of all the assets of the Corporation by returning payment to the members of the Corporation at the time of the dissolution. The Board of Directors at that time shall determine the equitable way to distribute remaining assets.