

BYLAWS OF
UNIONVILLE SPORTS COUNCIL

A PENNSYLVANIA
NONPROFIT CORPORATION

Adopted: _____

BYLAWS
OF
UNIONVILLE SPORTS COUNCIL

Article 1

CORPORATION OFFICE & MISSION

Section 1.1 The Corporation shall have and continuously maintain in the Commonwealth of Pennsylvania a registered office at an address to be designated from time to time by the Board of Directors which may, but need not, be the same as its place of business.

Section 1.2 The Corporation may also have offices at such other places as the Board of Directors may from time to time designate or the business of the Corporation may require.

Section 1.3 The Corporation has as its mission (“Mission”) to encourage and support physical activity throughout the Unionville Chadds Ford School District (“UCFSD”) by engaging in a variety of supportive activities, such as:

- (a) Encouraging and supporting increased opportunities for and participation in diverse physical activities;
- (b) Cooperating with the UCFSD in promoting the best interests of its athletic programs;
- (c) Fostering a sense of spirit and pride in the UCFSD community; and
- (d) Raising funds for special equipment and programs desirable by the community that are not specifically provided for by the UCFSD.

Article 2

MEMBERS

Section 2.1 The members of the Corporation shall be those natural persons of the age of 18 years or older who are recognized by the Board of Directors as having an active interest in advancing the goals of the Corporation. Members of the Corporation are not directors of the Corporation, but may participate in meetings of the Board of Directors.

Article 3

DIRECTORS

Section 3.1 The number of directors shall be determined by the Executive Committee of the Board of Directors from time to time. However, provisions for adding directors from

Booster Clubs are provided for below in Section 6.3. Each director shall be a natural person of the age of 18 years or older, and need not be a resident of the Commonwealth of Pennsylvania. The initial directors shall be appointed by the Incorporator of the Corporation, and shall serve terms of three (3) years, or until their successors have been elected and qualified. Any vacancy created by an increase in the number of directors shall be filled by election of one or more new directors by majority vote of the Executive Committee of the Board of Directors of the Corporation. After the initial term of any director shall have expired, a successor to such director shall be elected by the vote of a majority of the remaining directors of the Board of Directors. Each such newly-elected or successor director shall be elected to serve for a term of two (2) years, or until his/her successor has been elected and qualified.

Section 3.2 Directors shall serve without compensation. Any director, however, may receive compensation for services rendered to the Corporation in any other capacity.

Section 3.3 Directors shall comply with any Conflict of Interest Policy as may be distributed from time to time by the Executive Committee of the Board of Directors.

Article 4

REMOVAL OF DIRECTORS

Section 4.1 Any director who has been appointed or elected pursuant to Article 3 may be removed from office, with or without cause, by the vote of at least two-thirds of the other directors then in office. Upon the removal of a director pursuant to this Section 4.1, such vacancy shall be filled in accordance with Article 5 below.

Section 4.2 The Board of Directors may declare vacant the office of a director if, within sixty (60) days after notice of his/her election, the director does not accept such office either in writing or by attending a meeting of the Board of Directors, and fulfill such other requirements of qualification as these Bylaws may specify. Any resulting vacancy on the Board of Directors shall be filled in accordance with Article 5 below.

Section 4.3 The Executive Committee may remove a director from a Booster Club as provided for below in Section 6.3. The Executive Committee may remove an Ex Officio Director as provided for below in Section 9.3.

Article 5

VACANCIES ON BOARD OF DIRECTORS

Section 5.1 Any vacancy on the Board of Directors shall be filled by the vote of a majority of those directors then in office, and each person so elected shall be a director to serve for the balance of the unexpired term of his/her predecessor.

Article 6

POWER OF BOARD & EXECUTIVE COMMITTEE

Section 6.1 The business and affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are directed or required to be exercised and done by statute, by the Certificate of Incorporation, or by these Bylaws; provided, however, that the Board of Directors may not engage directly or indirectly in any activity that would invalidate the Corporation's status as an organization of the type described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or in the corresponding provision of any subsequent law.

Section 6.2 The Board of Directors may, by resolution adopted by a majority of the directors in office, establish one or more committees consisting of one or more directors as may be deemed appropriate or desirable by the Board of Directors to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board of Directors pursuant to which it was created, shall have and may exercise all of the powers and authority of the Board of Directors, except that no 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 these Bylaws;
- (c) The amendment or repeal of any resolution of the Board of Directors; and
- (d) Action on matters committed by these Bylaws or a resolution of the Board of Directors to another committee of the Board of Directors.

The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member.

Section 6.3 The Executive Committee of the Board of Directors may, by resolution adopted by a majority of the Executive Committee, establish one or more activity specific booster committees ("Booster Club"). Each Booster Club shall comply with the obligations and enjoy the benefits as follows:

- (a) Adopt and conform to a standard chart of accounts as may be distributed from time to time by the Executive Committee;
- (b) Adhere to any governance guidelines and/or code of conduct (collectively "Guiding Principles") as may be distributed from time to time by the Executive Committee of the Board of Directors;
- (c) Control its own membership where the members of the Booster Club shall become members of the Corporation as defined in Section 2.1;

(d) Nominate a natural person of the age of 18 years or older, and need not be a resident of the Commonwealth of Pennsylvania, to become a director of the Corporation where: (i) such nomination shall be subject to the approval of the Executive Committee of the Board of Directors; (ii) the term, not to exceed two years, of such director is determined by the Booster Club; and (iii) the replacement or succession of such director is determined by the Booster Club¹;

(e) Have autonomy over its own fund raising activities, finances and related expenditures that are specific to the Booster Club; and

(f) Enjoy the benefits of membership in the Corporation, such as non-profit status under Section 501(c)(3) of the Code; and may also include other benefits such as: (i) purchasing discounts on spirit wear; (ii) access to qualified food manager personnel having certification for operation of concession stands; and (iii) receipt of grants of money from the Corporation for use by the Booster Club.

The establishment of the Booster Club, including its committee status in the Corporation and its right to have a director of the Corporation, may be immediately revoked by the Executive Committee of the Board of Directors for good cause, such as for any failure of the Booster Club to meet its obligations as defined in this Section. Upon such revocation, the Corporation shall return any funds that are specific to the Booster Club and the Booster Club shall immediately no longer enjoy the benefits of committee status in the Corporation.

Section 6.4 The Executive Committee of the Board of Directors shall have complete management (i.e. fund raising, use and the like) of general purpose funds of the Corporation that are not specific to any Booster Club. In its discretion, the Executive Committee may from time to time designate an amount of money from the general purpose funds of the Corporation to be used as a Booster Club grant fund from which any Booster Club may apply to receive a grant for its own use. Any grants to a Booster Club from the Booster Club grant fund are subject to a vote of the Board of Directors.

Article 7

MEETINGS OF THE BOARD OF DIRECTORS, VOTING & ADMINISTRATION

Section 7.1 Meetings of the Board of Directors shall be held at such times and places within or without the Commonwealth of Pennsylvania as the Executive Committee of the Board of Directors may from time to time appoint or as may be designated in the notice of the meeting. The President shall preside at all meetings of the Board of Directors. One or more directors and

¹ A director serving on the Board of Directors due to appointment from a Booster Club may not serve as President. Furthermore, for the sake of clarity, if a director serving on the Board of Directors due to appointment from a Booster Club is serving as an Officer other than the President, then such director shall only be entitled to one vote even though multiple offices are concurrently being held.

members may participate in any meeting of the Board of Directors, or of any committee thereof by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 7.2 Special meetings of the Board of Directors may be called by the President of the Corporation on one (1) week notice to each director; either by telephone, or if in writing, in accordance with the provisions of Article 19 of these Bylaws. Special meetings shall be called by the President or the Secretary in like manner and on like notice upon the written request of a majority of the directors in office.

Section 7.3 At all meetings of the Board of Directors a majority of the directors in office shall constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except as otherwise specifically provided by statute, by the Certificate of Incorporation, or by these Bylaws.

Section 7.4 Under certain conditions, quorum requirements and majority votes shall be determined as follows:

(a) If there are an even number of directors, then the quorum requirements shall be deemed satisfied so long as fifty percent of the directors in office are present and the President is also present; and

(b) If there are an even number of directors on the Executive Committee, then any vote of the Executive Committee, as specified in these Bylaws, shall be deemed a majority vote where the President is included in fifty percent of the vote².

Section 7.5 For the sake of clarity, the Executive Committee shall have full authority to act on its own with respect to administrative matters of the Corporation, governance matters of the Corporation and financial matters that do not involve the finances of any Booster Club. Examples of such matters include, but are not limited to, the following: (i) filing of tax returns; (ii) selection of a bank for financial management; (iii) procurement of tax, financial, legal or other professional advise; (iv) obtaining insurance; and (v) approval of variances to general expenses not directly related to any Booster Club that are within 15% of any previously approved budget item.

Article 8

ACTION BY WRITTEN CONSENT

² This shall be informally referred to as the 50% tie breaker for the President on Executive Committee votes when the Executive committee includes an even number of officers and a majority vote is required for action.

Section 8.1 Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent or consents setting forth the action so taken signed by a majority of directors in office is filed with the Secretary of the Corporation. Similarly, any action required or permitted to be taken at a meeting of the Executive Committee of the Board of Directors may be taken without a meeting if a written consent or consents setting forth the action so taken signed by a majority of the Executive Committee is filed with the Secretary of the Corporation. In both cases, such consents operate as the equivalent of vote at a meeting.

Article 9

OFFICERS & EXECUTIVE COMMITTEE

Section 9.1 The Corporation shall have a President, a Vice President, a Treasurer and a Secretary, or persons who shall act as such, regardless of the name or title by which they may be designated, elected or appointed, and may have such other officers and assistant officers as the Board of Directors may authorize from time to time. The President, the Vice President, the Treasurer, and the Secretary shall be natural persons of the age 18 years or older. Collectively, the President, the Vice President, the Treasurer, and the Secretary shall constitute the Executive Committee of the Board of Directors. At the discretion of the Executive Committee, the Executive Committee may designate additional directors, as provided for in Section 3.1, who may or may not be officers and may or may not serve on the Executive Committee. It shall be necessary for the officers to be directors. Any number of offices may be held by the same person; however such person is limited to one (1) vote for voting purposes. Officers shall be nominated by a nominating committee of the Board of Directors or from the floor. Each officer shall hold office at the pleasure of the Board of Directors and until his/her successor has been elected and qualified or until his/her earlier death, resignation or removal. Any officer may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as may be specified in the notice of resignation. The Corporation may secure the fidelity of any or all of the officers by bond or otherwise.

Section 9.2 Any officer or agent of the Corporation may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served by such removal. The removal shall be without prejudice to the contract rights, if any, of any person so removed. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

Section 9.3 As provided for in Section 3.1, the Executive Committee may designate additional directors that have Ex Officio status. Such Ex Officio Directors shall not serve as officers and shall not participate in any Board of Directors voting or any Executive Committee voting. The Ex Officio Directors may be appointed by the Executive Committee due to his/her individual affiliation with an external organization that is relevant to the advancement of the Mission. An Ex Officio Director may be automatically removed as a director: (i) if he or she no longer maintains the affiliation with an external organization that is relevant to the advancement of the Mission; or (ii) by majority vote of the Executive Committee.

Article 10

THE PRESIDENT & THE VICE PRESIDENT

Section 10.1

(a) The President shall preside at all meetings of directors at which he or she is in attendance. The President shall be responsible for developing the overall goals and strategies of the Corporation with the advice of the Board of Directors. The President shall be the chief executive officer of the Corporation; shall be responsible for the general and active management of the Corporation; shall see that all orders and resolutions of the Board of Directors are put into effect, subject, however, to the right of the Board of Directors to delegate any specific powers (except such as may be by statute exclusively conferred on the President) to any other officer or officers of the Corporation; shall have the power to countersign all checks and vouchers on behalf of the Corporation, in which capacity the President shall share this duty with the Treasurer; and shall have the authority to execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be delegated expressly by the Board of Directors to some other officer or agent of the Corporation.

(b) The Vice President shall have the general responsibility to assist the President and take on such other duties as may be assigned from time to time.

Article 11

THE SECRETARY

Section 11.1 The Secretary shall attend all meetings of the Board of Directors and keep accurate records thereof in one or more minute books kept for that purpose; shall keep, or cause to be kept, at the principal office of the Corporation, all minutes of the Board of Directors; and shall perform the duties customarily performed by the secretary of a corporation, and such other duties as may be assigned to the Secretary by the Executive Committee of the Board of Directors or the President.

Article 12

THE TREASURER

Section 12.1 The Treasurer shall be responsible for the custody of the corporate funds and securities; shall be responsible for full and accurate accounts of receipts and disbursements in books belonging to the Corporation; and shall perform such other duties as may be assigned to him/her by the Executive Committee of the Board of Directors or the President. The Treasurer shall give bond in such sum and with such surety as the Executive Committee of the Board of Directors may from time to time direct.

Article 13

ASSISTANT OFFICERS

Section 13.1 Each assistant officer shall assist in the performance of the duties of the officer to whom the assistant officer is assistant and shall perform such duties in the absence of such officer. Such officer shall perform such additional duties as the Executive Committee of the Board of Directors, the President or the officer to whom the assistant officer is assistant may from time to time assign. Assistant officers may be given such functional titles as the Board of Directors shall from time to time determine. Assistant Officers may or may not be directors of the Corporation. If the Assistant Officer is not a director, then the Executive Committee may appoint such Assistant Officers at its discretion as an administrative item.

Article 14

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 14.1 The Corporation shall indemnify any director or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to, or who is called as a witness in connection with, any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent 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 such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

Section 14.2 The Corporation shall indemnify any director or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent 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 him/her in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and except that no indemnification shall be made, in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery of the county in which the registered office of the Corporation is located or the court in which such action or suit was brought shall determine 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 which the Court of Chancery or such other court shall deem proper.

Section 14.3 The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 14 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office. It is the policy of the Corporation that indemnification of, and advancement of expenses to, directors and officers of the Corporation shall be made to the fullest extent permitted by law. To this end, the provisions of this Article 14 shall be deemed to have been amended for the benefit of directors and officers of the Corporation effective immediately upon any modification of the Nonprofit Corporation Law of 1988, as amended (the "NPCL"), or any modification or adoption of any other law that expands or enlarges the power of corporations organized under the NPCL to indemnify, or advance expenses to, officers of corporations.

Section 14.4 The Corporation shall pay expenses incurred by an officer or director, and may pay expenses incurred by any other employee or agent, in defending an action or proceeding referred to in this Article 14 in advance of the final disposition of such action 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 he or she is not entitled to be indemnified by the Corporation.

Section 14.5 The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 14 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 14.6 The Corporation shall have the authority to create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under these Bylaws or otherwise. This authority shall include, without limitation, the authority to: (i) deposit funds in trust or in escrow; (ii) establish any form of self insurance; (iii) secure its indemnity obligation by grant of a security interest, mortgage or other lien on the assets of the Corporation; or (iv) establish a letter of credit, guaranty or surety arrangement for the benefit of such persons in connection with the anticipated indemnification or advancement of expenses contemplated by this Article 14. The provisions of this Article 14 shall not be deemed to preclude the indemnification of, or advancement of expenses to, any person who is not specified in Section 14.1 or Section 14.2 of this Article 14, but whom the Corporation has the power or obligation to indemnify, or to advance expenses for, under the provisions of the NPCL or otherwise. The authority granted by this Section 14.6 shall be exercised by the Board of Directors of the Corporation.

Section 14.7 The Corporation shall have the authority to enter into a separate indemnification agreement with any officer, director, employee or agent of the Corporation or any subsidiary providing for such indemnification of such person as the Board of Directors shall determine up to the fullest extent permitted by law.

Section 14.8 As soon as practicable after receipt by any person specified in Section 14.1 or Section 14.2 of this Article 14 of notice of the commencement of any action, suit or proceeding specified in Section 14.1 or Section 14.2 of this Article 14, such person shall, if a claim with respect thereto may be made against the Corporation under Article 14 of these Bylaws, notify the Corporation in writing of the commencement or threat thereof; however, the omission so to notify the Corporation shall not relieve the Corporation from any liability under Article 14 of these Bylaws unless the Corporation shall have been prejudiced thereby or from any other liability which it may have to such person other than under Article 14 of these Bylaws. With respect to any such action as to which such person notifies the Corporation of the commencement or threat thereof, the Corporation may participate therein at its own expense and, except as otherwise provided herein, to the extent that it desires, the Corporation, jointly with any other indemnifying party similarly notified, shall be entitled to assume the defense thereof, with counsel selected by the Corporation to the reasonable satisfaction of such person. After notice from the Corporation to such person of its election to assume the defense thereof, the Corporation shall not be liable to such person under Article 14 of these Bylaws for any legal or other expenses subsequently incurred by such person in connection with the defense thereof other than as otherwise provided herein. Such person shall have the right to employ his/her own counsel in such action, but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of such person unless: (i) the employment of counsel by such person shall have been authorized by the Corporation; (ii) such person shall have reasonably concluded that there may be a conflict of interest between the Corporation and such person in the conduct of the defense of such proceeding; or (iii) the Corporation shall not in fact have employed counsel to assume the defense of such action. The Corporation shall not be entitled to assume the defense of any proceeding brought by or on behalf of the Corporation or as to which such person shall have reasonably concluded that there may be a conflict of interest. If indemnification under Article 14 of these Bylaws or advancement of expenses are not paid or made by the Corporation, or on its behalf, within 90 days after a written claim for indemnification or a request for an advancement of expenses has been received by the Corporation, such person may, at any time thereafter, bring suit against the Corporation to recover the unpaid amount of the claim or the advancement of expenses. The right to indemnification and advancement of expenses provided hereunder shall be enforceable by such person in any court of competent jurisdiction. The burden of proving that indemnification is not appropriate shall be on the Corporation. Expenses reasonably incurred by such person in connection with successfully establishing the right to indemnification or advancement of expenses, in whole or in part, shall also be indemnified by the Corporation.

Section 14.9 The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this Article 14.

Section 14.10 Notwithstanding any other provisions of these Bylaws, the approval of the Board of Directors shall be required to amend, repeal or adopt any provision as part of these

Bylaws which is inconsistent with the purpose or intent of this Article 14, and, if any such action shall be taken, it shall become effective only on a prospective basis from and after the date of such approval by the Board of Directors.

Article 15

ANNUAL REPORT

Section 15.1 The Treasurer shall present annually to the Board of Directors a report showing in appropriate detail the following:

(a) The assets and liabilities of the Corporation as of the end of the fiscal year immediately preceding the date of the report:

(b) The principal changes in assets and liabilities during the year immediately preceding the date of the report;

(c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report; and

(d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report.

Section 15.2 The annual report of the Treasurer shall be filed with the minutes of the meetings of the members of the Board of Directors.

Article 16

BOOKS AND RECORDS

Section 16.1 The Corporation shall keep an original or duplicate record of the proceedings of the Board of Directors, and the original or a copy of these Bylaws, including all amendments thereto to date, certified by the Secretary of the Corporation. The Corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the Corporation in this State or at its principal place of business wherever situated.

Article 17

FISCAL YEAR

Section 17.1 The fiscal year of the Corporation shall end on June 30 in each year.

Article 18

TRANSACTION OF BUSINESS

Section 18.1 Whenever the lawful activities of the Corporation involve, among other things, the charging of fees or prices for its services or products, the Corporation 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 Corporation, and in no case shall be divided or distributed in any manner whatsoever among the directors or officers of the Corporation.

Article 19

MANNER OF GIVING WRITTEN NOTICE; WAIVERS OF NOTICE

Section 19.1 Whenever written notice is required to be given to any person under the provisions of these Bylaws, it may be given to the person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or by telegram (with messenger service specified), telex, or TWX (with answerback received) or courier service, charges prepaid, or by facsimile transmission, to his/her address (or to his/her telex, TWX or facsimile number) appearing on the books of the Corporation or, in the case of written notice to directors, supplied by each director to the Corporation for the purpose of the notice. If the notice is sent by mail, telegraph or 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 telegraph office or courier service for delivery to that person, or in the case of telex or TWX, when dispatched.

Section 19.2 Any written notice to be given to any person under the provisions of statute, the Corporation's Certificate of Incorporation or these Bylaws may be waived in a writing signed by the person entitled to such notice whether before or after the time stated therein. Except as otherwise required by statute, and except in the case of a special meeting, neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice. Attendance of a person, whether in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting 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.

Article 20

AMENDMENTS

Section 20.1 Except as provided in Section 14.10 hereof, these Bylaws may be amended or repealed, and new Bylaws adopted, by a majority vote of the members of the Board of Directors at any regular or special meeting duly convened.