

**AMENDED AND RESTATED BYLAWS
THE LADY LION CAGER CLUB**

**ARTICLE I
Name**

The name of the organization shall be The Lady Lion Cager Club (hereinafter referred to as “the Club”).

**ARTICLE II
Purpose**

Section 1. The purpose of the Club is to promote and provide support for the Penn State Lady Lion Basketball Program through:

- Fan and spectator awareness and education
- Players’ morale through social events and a caring spirit
- Coach and staff assistance
- Growth of our ‘pride’
- Celebration of success
- Development of the Lady Lion Basketball Program overall

Section 2. The Club is a nonprofit organization which strictly adheres to the rules and regulations of The Pennsylvania State University Intercollegiate Athletics, The Big Ten Conference, and the National Collegiate Athletic Association.

Section 3. The Club operates exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any successor federal tax code.

**ARTICLE III
Membership**

Section 1. Membership in the Club shall be open to any eligible person who wishes to support the Lady Lion Basketball Program, who will abide by the bylaws of the Club, who enjoys the company of others with similar interests, and who pays annual dues when payable.

Section 2. The term of membership shall begin on July 1st of each year and shall terminate on June 30th of the following year.

Section 3. The dues for membership shall be in the amount as approved by the Board at a Board meeting held prior to July 1st of each year, as recorded in the Secretary’s minutes. A person shall be considered to be a member in good standing upon payment in full of the current year’s dues and will be afforded full rights of membership.

Section 4. Classes of membership shall be as follows:

- Single
- Family (which includes all members of a household including dependent children)
- College Student (which for a one-time fee establishes membership for all of the student's remaining college years, which membership shall terminate on June 30th of the year following graduation with an undergraduate degree or failure to otherwise matriculate as a candidate for an undergraduate degree)

The Board of Directors may revise or eliminate the existing membership classes or establish additional classes by majority vote of the Board without approval of the Club membership.

Section 5. For elections of Board Members and other matters presented to the membership for a vote, a Single Membership and a College Student Membership are entitled to one vote each while a Family Membership is entitled to two votes regardless of the number of family members in the household. If the Board establishes other membership classes the Board shall decide the number of votes permitted for each membership class.

Section 6. In addition to voting rights, members shall be afforded the following rights:

- To attend and participate in membership meetings
- To receive reports and newsletters about the business of the Club
- To advise and suggest actions to the Board of Directors
- To nominate themselves or others to a position in the Club

Section 7. Upon the determination of a majority of the members of the Board of Directors exercising reasonable judgment, the Board shall have the power to remove or suspend, at a meeting called for that purpose, any member who has committed a violation of these bylaws or other regulation of the Club, or whose conduct is considered incorrect, dishonorable or harmful to the interests and reputation of the Club.

ARTICLE IV **Board of Directors**

Section 1. The Board of Directors shall serve as the governing body of the Club. The Board is empowered to manage and control all property and funds of the Club, to approve the annual operating budget, and to administer the affairs of the Club on behalf of the Club's membership in a manner consistent with these bylaws.

Section 2. The Board of Directors shall be composed of the Executive Officers, as described in Article V below, Chairpersons of all standing committees as such standing committees shall be designated by the Board, and a maximum of nine at-large members elected by the membership. Each at-large Board member shall be elected for a three-year term. Three at-large Board members shall be elected at each annual membership meeting. An at-large Board member may serve for two consecutive three-year terms. After a one year absence from service on the Board, a Club member may become a

candidate for, and serve on, the Board again. The Board of Directors shall appoint Club members to fill any vacancies that occur until a Club member is elected to fill such vacancy at the next annual meeting of the membership after the vacancy occurs.

Section 3. A Nominating Committee, composed of the immediate Past President and other members in good standing appointed by the President, shall prepare a slate of candidates by March 31st for the positions to be filled by election at the next annual membership meeting.

Section 4. A majority of the Board members shall constitute a quorum at a meeting of the Board of Directors.

Section 5. Meetings of the Board of Directors shall be held at a time and place determined by the President or a majority of the Board members. Special meetings may be held upon the request of a majority of the Board members. Board members shall be given at least forty-eight (48) hours prior notice of special meetings.

ARTICLE V

Executive Officers

Section 1. The Executive Officers of the Club shall be the President, Vice President, Secretary, and Treasurer. The immediate Past President also shall serve as an ex-officio member of the Executive Committee for a one year period following the end of his or her term as President to assist in an orderly transition.

Section 2. Each Executive Officer shall be elected for a three-year term at the annual membership meeting.

Section 3. The President shall preside over the proceedings of Board meetings and membership meetings in an orderly manner. The President may appoint members, including Board members, to serve on such committees as deemed necessary to conduct activities of the Club. The President shall serve as an ex-officio member of all committees, except the Nominating Committee, and assure that the duties of the committees are being performed. The President may also appoint persons, either Club members or non-members, to serve in an advisory capacity as deemed appropriate by the President. The President shall appoint a Club member to replace an Executive Officer if a vacancy occurs, with the approval of the Board of Directors. The President shall give preference to appointment of a current Board member to fill an Executive Committee vacancy provided a Board member is willing to serve in such capacity.

Section 4. The Vice President shall act in the absence of the President, attend to such duties as requested by the President, and assist the President in conducting the business of the Club.

Section 5. The Secretary shall record the minutes, and maintain records, of all Board meetings and membership meetings and attend to such other duties as necessary to maintain a complete record of the Club's activities.

Section 6. The Treasurer shall keep the records of all financial transactions of the Club and attend to such other duties pertinent to the financial records of the Club. The Treasurer shall maintain all tax documents and records and shall ensure that all required federal, state and local filings are made on a timely basis. The Treasurer shall also prepare a budget for the upcoming fiscal year of the Club. The Treasurer shall annually prepare a report of income and disbursements of the Club for distribution to the membership. A copy of a financial review performed on the Treasurer's records of the Club shall be filed with the Secretary of the Club and that action noted in the minutes of the Board. The financial review shall be performed annually by three active Club members appointed by the President.

Section 7. An Executive Committee of the Board of Directors shall be composed of the Executive Officers. The Executive Committee shall be empowered to act on behalf of the Board on all matters properly within the jurisdiction of the Board when the President determines that an action cannot be held over until the next meeting of the Board. All actions of the Executive Committee shall be reported to the Board at the next Board meeting and shall be subject to rejection or revision by the Board. Meetings of the Executive Committee may be held at any time and place determined by the President upon at least twenty-four (24) hours advance notice to the Executive Officers.

ARTICLE VI

Membership Meetings

Section 1. An annual meeting of members of the Club shall be held on such date to be determined by the Board of Directors. The annual meeting shall be held for the purpose of electing Executive Officers and at-large Board members and for conducting such other business as properly comes before the meeting.

Section 2. The President may call such other membership meetings as the President deems necessary.

Section 3. The presence in person or by other means approved by the Board of at least fifteen (15) members in good standing, including at least three (3) Board members at least one of whom is a member of the Executive Committee, shall constitute a quorum for the purpose of conducting business at a membership meeting

Section 4. Membership meetings shall be conducted in an orderly fashion with the current edition of Robert's Rules of Order used as a guide.

ARTICLE VII

Amendments to Bylaws

These bylaws may be amended by approval of two-thirds of Club members voting at a membership meeting at which a quorum is present, provided that any proposed amendment has first been approved by at least a two-thirds majority of the Board of Directors.

ARTICLE VIII Severability

If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

ARTICLE IX Indemnification

To the fullest extent permitted by law, the Club shall indemnify its Directors and Officers against all liability of any kind arising out of service as a Director or Officer of the Club, except for liability arising from misconduct on the part of the Director or Officer, as determined by a court of law or independent arbitrator.

ARTICLE X Dissolution

Section 1. The Club shall be dissolved upon a vote of at least a three-fourths majority of the Board of Directors followed by approval by a vote of at least three-fourths of Club members at a membership meeting at which a quorum is present.

Section 2. Upon dissolution of the Club, the Treasurer shall pay all pending accounts payable and owing and have a final audit performed.

Section 3. Upon dissolution of the Club, assets shall be distributed for one or more exempt purposes within Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any successor federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the Court of Common Pleas in Centre County, Pennsylvania, or such county in which the principal offices of the Club are then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI
Conflicts of Interest Policy Review

In accordance with the requirement for periodic review of the Club's Conflicts of Interest Policy as stated within the Policy, the Policy shall be reviewed at least once every two years by a person or persons as appointed by the President.

(Approved March 10, 2022)