BYLAWS OF THE CROWN ROOTS FOUNDATION

A Pennsylvania Nonprofit Corporation

Adopted: May 3, 2026

ARTICLE I: NAME AND PURPOSE

Section 1.1 — Name

The name of this corporation shall be **The Crown Roots Foundation** (hereinafter referred to as the "Corporation" or "Foundation").

Section 1.2 — Purpose

The Corporation is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Specifically, the Corporation shall:

1. Provide athletic development programming, including youth basketball leagues, tournaments, and skill development opportunities, to youth in underserved communities;
2. Provide academic support services, college preparation resources, and educational advancement programs to youth participants;
3. Address opportunity gaps in access to competitive sports and educational resources in the Pocono region of Pennsylvania and similar communities;
4. Develop and disseminate technology tools that increase transparency in college affordability and access;
5. Engage in any and all lawful activities incidental to the foregoing purposes.

Section 1.3 — Nonprofit Status

The Corporation shall not be operated for profit. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 1.4 — Limitations on Activities

No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II: OFFICES

Section 2.1 — Principal Office

The principal office of the Corporation shall be located in Monroe County, Pennsylvania, or at such other place as the Board of Directors may designate.

Section 2.2 — Registered Office

The Corporation shall maintain a registered office in the Commonwealth of Pennsylvania as required by law.

ARTICLE III: BOARD OF DIRECTORS

Section 3.1 — General Powers

The affairs of the Corporation shall be managed by its Board of Directors (hereinafter referred to as the "Board").

Section 3.2 — Number of Directors

The Board shall consist of not fewer than three (3) and not more than nine (9) directors. The exact number shall be fixed by resolution of the Board. The Board has currently fixed the number of directors at **five (5)** by resolution adopted at the organizational meeting.

Section 3.3 — Qualifications

Directors must be at least eighteen (18) years of age. Directors need not be residents of Pennsylvania. A majority of directors shall be independent, meaning they:

- Are not employees of the Corporation
- Do not receive compensation from the Corporation other than reasonable expense reimbursement
- Are not related by blood or marriage to any other director or to any employee of the Corporation

Section 3.4 — Term of Office

Each director shall serve a term of **two (2) years**. Terms shall be staggered so that approximately half of the directors' terms expire each year, ensuring continuity of governance.

Section 3.5 — Term Limits and Renewal

Directors may serve consecutive terms upon mutual consent of the director and the Board. There is no limit on the number of terms a director may serve, provided that:

1. The director remains in good standing
2. The director continues to fulfill the responsibilities outlined in Section 3.8
3. The Board approves the renewal by majority vote
4. The director consents to continue serving

Renewal shall be considered at a regular Board meeting held at least thirty (30) days prior to the expiration of the director's term.

Section 3.6 — Election of Directors

Directors shall be elected by a majority vote of the existing Board of Directors at the annual meeting or at any regular or special meeting called for that purpose.

Section 3.7 — Vacancies

Vacancies on the Board, including vacancies resulting from an increase in the number of directors, may be filled by a majority vote of the remaining directors, even if fewer than a quorum. A director elected to fill a vacancy shall serve the remainder of the unexpired term.

Section 3.8 — Duties and Responsibilities

Each director shall:

1. Act in good faith and in the best interests of the Corporation
2. Attend at least seventy-five percent (75%) of Board meetings annually
3. Review materials in advance of meetings and come prepared to participate
4. Serve on at least one (1) committee
5. Make a personally meaningful annual financial contribution to the Corporation
6. Assist in identifying and cultivating donors, sponsors, and grant opportunities
7. Act as an ambassador for the Corporation in the community
8. Maintain confidentiality of Board discussions and sensitive organizational information
9. Disclose any actual or potential conflicts of interest
10. Comply with all applicable laws and the Corporation's policies

Section 3.9 — Removal

A director may be removed, with or without cause, by a two-thirds (2/3) vote of the other directors then in office, at any regular or special meeting called for that purpose. The director subject to removal shall be given reasonable notice and an opportunity to be heard.

Section 3.10 — Resignation

A director may resign at any time by giving written notice to the President or Secretary. The resignation shall be effective upon receipt or at a later date specified in the notice.

Section 3.11 — Compensation

Directors shall not receive compensation for their service as directors. Directors may be reimbursed for reasonable expenses incurred in the performance of their duties, subject to approval by the Board.

ARTICLE IV: MEETINGS OF THE BOARD

Section 4.1 — Regular Meetings

The Board shall hold regular meetings at least two (2) times per year and up to four (4) times per year (quarterly). The time and place of regular meetings shall be determined by the Board.

Section 4.2 — Annual Meeting

The annual meeting of the Board shall be held in the first quarter of each fiscal year for the purpose of electing officers, reviewing the prior year's activities, and conducting other business. The annual meeting may be held in conjunction with a regular meeting.

Section 4.3 — Special Meetings

Special meetings of the Board may be called by the President or by any two (2) directors. Notice of the time, place, and purpose of any special meeting shall be given to each director at least seven (7) days in advance.

Section 4.4 — Notice

Notice of all meetings shall be given to each director at least seven (7) days in advance by email, mail, or other electronic means. Notice of regular meetings may be given at the preceding meeting.

Section 4.5 — Quorum

A majority of the directors then in office shall constitute a quorum for the transaction of business. With five (5) directors currently seated, a quorum shall be three (3) directors.

Section 4.6 — Voting

Each director shall have one vote. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless a greater vote is required by these Bylaws or by law.

Section 4.7 — Participation by Electronic Means

Directors may participate in meetings by telephone, video conference, or other electronic means that allow all participants to hear and communicate with each other. Participation by such means shall constitute presence at the meeting.

Section 4.8 — Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all directors consent in writing or by email to the action. Such consent shall be filed with the minutes of the Board.

Section 4.9 — Minutes

Minutes of all Board meetings shall be recorded by the Secretary or designee and maintained as part of the Corporation's permanent records.

ARTICLE V: OFFICERS

Section 5.1 — Officers

The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. The Board may create additional officer positions as needed.

Section 5.2 — Election and Term

Officers shall be elected by the Board at the annual meeting. Officers shall serve a term of **one (1) year** and may be re-elected for consecutive terms. Officers elected at the organizational meeting shall serve until the first annual meeting.

Section 5.3 — Vacancies

A vacancy in any office may be filled by the Board for the unexpired portion of the term.

Section 5.4 — Removal

Any officer may be removed by the Board at any time, with or without cause.

Section 5.5 — President

The President shall:

1. Preside at all meetings of the Board
2. Serve as the chief volunteer officer of the Corporation

3. Execute contracts and other documents on behalf of the Corporation
4. Appoint committee chairs with Board approval
5. Perform such other duties as assigned by the Board

Section 5.6 — Vice President

The Vice President shall:

1. Perform the duties of the President in the President's absence or incapacity
2. Assist the President in the performance of duties
3. Perform such other duties as assigned by the Board

Section 5.7 — Secretary

The Secretary shall:

1. Record and maintain minutes of all Board meetings
2. Maintain the official records of the Corporation
3. Give notice of meetings as required by these Bylaws
4. Maintain the register of directors and their contact information
5. Attest to the authenticity of documents
6. Perform such other duties as assigned by the Board

Section 5.8 — Treasurer

The Treasurer shall:

1. Oversee the financial affairs of the Corporation
2. Ensure that accurate financial records are maintained
3. Present financial reports at each regular Board meeting
4. Oversee the preparation of the annual budget
5. Ensure timely filing of required tax returns and financial reports
6. Serve as chair of the Finance Committee, if established
7. Perform such other duties as assigned by the Board

ARTICLE VI: COMMITTEES

Section 6.1 — Standing Committees

The Board may establish standing committees to carry out the work of the Corporation. Standing committees may include, but are not limited to:

- Executive Committee
- Finance Committee
- Fundraising/Development Committee
- Program Committee
- Governance/Nominating Committee

Section 6.2 — Ad Hoc Committees

The Board or President may establish ad hoc committees for specific purposes. Ad hoc committees shall be dissolved upon completion of their assigned tasks.

Section 6.3 — Committee Composition

Each committee shall have at least two (2) members, including at least one (1) Board member. Committee members who are not directors may be appointed to provide expertise.

Section 6.4 — Committee Authority

Committees may make recommendations to the Board but shall not have authority to act on behalf of the Board unless specifically delegated such authority by Board resolution.

ARTICLE VII: FISCAL MATTERS

Section 7.1 — Fiscal Year

The fiscal year of the Corporation shall be **July 1 through June 30**.

Section 7.2 — Budget

The Board shall approve an annual operating budget prior to the start of each fiscal year.

Section 7.3 — Financial Review

The Corporation's financial statements shall be reviewed or audited annually, as appropriate for the Corporation's size and resources, and as required by law or grant agreements.

Section 7.4 — Contracts

The Board may authorize any officer or agent to enter into contracts on behalf of the Corporation. No contract shall be entered into that would bind the Corporation for more than one (1) year or for an amount exceeding ten thousand dollars ($10,000) without Board approval.

Section 7.5 — Checks and Disbursements

All checks, drafts, or orders for payment of money shall be signed by such officers or agents as the Board may designate. Disbursements exceeding one thousand dollars ($1,000) shall require two (2) authorized signatures.

Section 7.6 — Deposits

All funds of the Corporation shall be deposited in such banks or financial institutions as the Board may select.

ARTICLE VIII: CONFLICT OF INTEREST

Section 8.1 — Policy

The Corporation shall maintain a written Conflict of Interest Policy, which shall be reviewed and acknowledged annually by all directors and officers.

Section 8.2 — Disclosure

Directors and officers shall disclose any actual or potential conflict of interest in any matter under consideration by the Board.

Section 8.3 — Recusal

A director or officer with a conflict of interest shall recuse themselves from discussion and voting on the matter in question. The recusal shall be recorded in the meeting minutes.

Section 8.4 — Transactions with Interested Persons

No transaction involving the Corporation and any director, officer, or their family members shall be approved unless:

1. The material facts of the relationship and interest are disclosed
2. The transaction is fair and reasonable to the Corporation
3. The transaction is approved by a majority of disinterested directors

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ARTICLE IX: INDEMNIFICATION

Section 9.1 — Indemnification

The Corporation shall indemnify any director, officer, employee, or agent of the Corporation against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred in connection with any action, suit, or proceeding, to the fullest extent permitted by Pennsylvania law.

Section 9.2 — Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent against any liability asserted against them in such capacity.

ARTICLE X: AMENDMENTS

Section 10.1 — Amendment Procedure

These Bylaws may be amended or repealed by a two-thirds (2/3) vote of the directors present at any regular or special meeting, provided that:

1. Written notice of the proposed amendment has been given to all directors at least fourteen (14) days in advance
2. A quorum is present

Section 10.2 — Limitations

No amendment shall be made that would cause the Corporation to lose its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI: DISSOLUTION

Section 11.1 — Dissolution Procedure

The Corporation may be dissolved by a two-thirds (2/3) vote of all directors then in office.

Section 11.2 — Distribution of Assets

Upon dissolution, after payment of all liabilities, the remaining assets of the Corporation shall be distributed to one or more organizations that are organized and operated exclusively for charitable, educational, or scientific purposes and that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or to the federal, state, or local government for a public purpose.

ARTICLE XII: MISCELLANEOUS

Section 12.1 — Parliamentary Authority

Meetings shall be conducted in accordance with Robert's Rules of Order, Newly Revised, to the extent not inconsistent with these Bylaws or applicable law.

Section 12.2 — Nondiscrimination

The Corporation shall not discriminate on the basis of race, color, religion, sex, sexual orientation, gender identity, national origin, age, disability, or any other protected characteristic.

Section 12.3 — Severability

If any provision of these Bylaws is held to be invalid or unenforceable, the remaining provisions shall continue in full force and effect.

CERTIFICATION

These Bylaws were adopted by the Board of Directors of The Crown Roots Foundation on **May 3**, 2026.

Secretary: Padraig O'Donoghue

Date: ____[included in his timestamp of acknowledgment]

APPENDIX: BOARD MEMBER ACKNOWLEDGMENT

By signing below, I acknowledge that I have received, read, and agree to abide by the Bylaws of The Crown Roots Foundation.

Printed Name:	____
Signature:	____
Date:	____