

STRUCTURE



OVERVIEW
PENNSYLVANIA STATE ATHLETIC CONFERENCE
(updated 6/28/2011)

Originating in 1951 to administer and promote men's athletics, the Pennsylvania State Athletic Conference has evolved into one of the NCAA's most heralded intercollegiate conferences.

The first major step came in 1977, when based on a growing interest, the league reorganized to provide a structure for its women's programs. Only three years later, lacking a standard competitive division, league voted to reclassify the entire conference to NCAA Division II.

Among its recent enhancements, the PSAC has expanded its membership twice during a four-year span. The first occurred during the 2008-09 academic year with the addition of full-time members Gannon University and Mercyhurst College, and associate member Long Island University - C.W. Post. Over the past year, the PSAC's Board of Directors agreed to welcome Seton Hill University as an associate member to begin play in field hockey during the 2011-12 campaign. The membership now consists of 16 full-time institutions and the two associate members.

All of the league's full-time members are located within the Commonwealth of Pennsylvania, which makes the PSAC the largest one-state conference in the NCAA. The league has also grown to share the distinctions as: The largest conference in Division II, the largest football-playing conference in the NCAA, and, with 23, the conference that sponsors the most championships at the Division II level.

Highly competitive on a regional and national level, PSAC schools annually combine to send nearly one-third of its teams into NCAA postseason play. Ultimately, the membership's success has yielded 43 NCAA team and 246 individual title winners.

While proud of its athletic accomplishments, the league also has evolved into one of Division II's finest from an academic standpoint. Today, nearly one-third of the PSAC's estimated 6,300 participants are honored each year as "Scholar-Athletes" for maintaining a grade-point average of 3.25 or better - a total that has nearly doubled since PSAC Scholar-Athletes were first recognized in the mid-1990s.

Although all 16 current institutions are members of Division II, seven league schools also compete at the Division I level in select sports. PSAC schools enroll over 127,000 students and claim over 710,000 alumni, including 483,000 who reside in Pennsylvania.

The PSAC is governed by the presidents of the 16 member institutions. It employs a commissioner, an associate and assistant commissioner, and a director of media relations at its headquarters in Lock Haven, Pa.

NCAA DIVISION II PHILOSOPHY STATEMENT
(Revised 1/14/97)

In addition to the purposes and fundamental policy of the National Collegiate Athletic Association, as set forth in Constitution 1, members of Division II believe that a well-conducted intercollegiate athletics program, based on sound educational principles and practices, is a proper part of the educational mission of a university or college and that the educational well-being and academic success of the participating student-athlete is of primary concern. *(Revised: 1/14/08 effective 8/1/08)*

Higher education has lasting importance on an individual's future success. For this reason, the positioning statement for the division and the emphasis for the student-athlete experience in Division II is a comprehensive program of learning and development in a personal setting. The Division II approach provides growth opportunities through academic achievement, learning in high-level athletics competition and development of positive societal attitudes in service to community. The balance and integration of these different areas of learning provide Division II student-athletes a path to graduation while cultivating a variety of skills and knowledge for life ahead.

Members support the following attributes in the belief that these attributes assist in defining the division's priorities and emphasize the division's position within the Association: Learning; Service; Passion; Sportsmanship; Resourcefulness; and Balance. The positioning statement and the attributes shall serve as a guide for the preparation of legislation by the division and for planning and implementation of programs, initiatives and policies by member institutions, conferences and the Division II governance structure.

Furthermore, a member of Division II believes in a set of common features, which assist in defining the division. Such features include exceptional teacher-to-student ratios that provide student-athletes with a quality education, a unique model of staffing in which coaches provide additional services such as teaching and mentoring, and the development of community partnerships and student-athlete participation in community engagement activities.

A member of Division II also believes in the following principles, which assist in defining the division: *(Revised: 1/14/97)*

(a) Promoting the academic success of its student-athletes, measured in part by an institution's student-athletes graduating at least at the same rate as the institution's student body; *(Revised: 1/12/04 effective 8/1/04)*

(b) That participation in intercollegiate athletics benefits the educational experience of its student-athletes and the entire campus community; *(Revised: 1/12/04 effective 8/1/04)*

(c) Offering opportunities for intercollegiate athletics participation consistent with the institution's mission and philosophy; *(Revised: 1/14/97, 1/12/04 effective 8/1/04)*

(d) That championships are intended to provide national-level competition among eligible student-athletes and teams of members institutions; *(Revised: 1/9/06 effective 8/1/06)*

(e) Preparing student-athletes to be good citizens, leaders and contributors in their communities; *(Revised: 1/12/04 effective 8/1/04)*

(f) Striving for equitable participation and competitive excellence, encouraging sportsmanship and ethical conduct, enhancing diversity and developing positive societal attitudes in all of its athletics endeavors; *(Revised: 1/14/97, 1/12/04 effective 8/1/04)*

(g) Scheduling the majority of its athletics competition with other members of Division II, insofar as regional qualification, geographical location and traditional or conference scheduling patterns permit; *(Revised: 1/14/97)*

(h) Recognizing the need to "balance" the role of the athletics program to serve both the institution (e.g., participants, student body, faculty-staff) and the general public (e.g., community, area, state); *(Revised: 1/12/04 effective 8/1/04)*

(i) Offering an opportunity for participation in intercollegiate athletics by awarding athletically related financial aid to its student-athletes; *(Revised: 1/14/97, 1/14/02, effective 8/1/02)*

(j) That institutional control is a fundamental principle that supports the educational mission of a Division II institution and assumes presidential involvement and commitment. All funds supporting athletics should be controlled by the institution. The emphasis for an athletics department should be to operate within an institutionally approved budget and compliance with and self enforcement of NCAA regulations is an expectation of membership; and *(Adopted: 1/14/02 effective 8/1/02, Revised: 1/12/04 effective 8/1/04)*

(k) That all members of Division II should commit themselves to this philosophy and to the regulations and programs of Division II. *(Revised: 1/14/97)*

PENNSYLVANIA STATE ATHLETIC CONFERENCE

MISSION STATEMENT

The mission of the PSAC is to provide an organizational structure that enhances intercollegiate athletics competition among member institutions in an environment that recognizes the student-athletes' academic experience as the vital part of the educational process.

PENNSYLVANIA STATE ATHLETIC CONFERENCE

VISION STATEMENT

The PSAC will maintain a highly competitive athletics atmosphere while encouraging outstanding academic achievement. The conference will continue to place primary emphasis on the welfare of the student-athlete and the development of individual life skills while promoting gender and racial equity. Conference institution personnel will be encouraged to seek opportunities to provide leadership in the national governance structure.

PENNSYLVANIA STATE ATHLETIC CONFERENCE

CORE VALUES

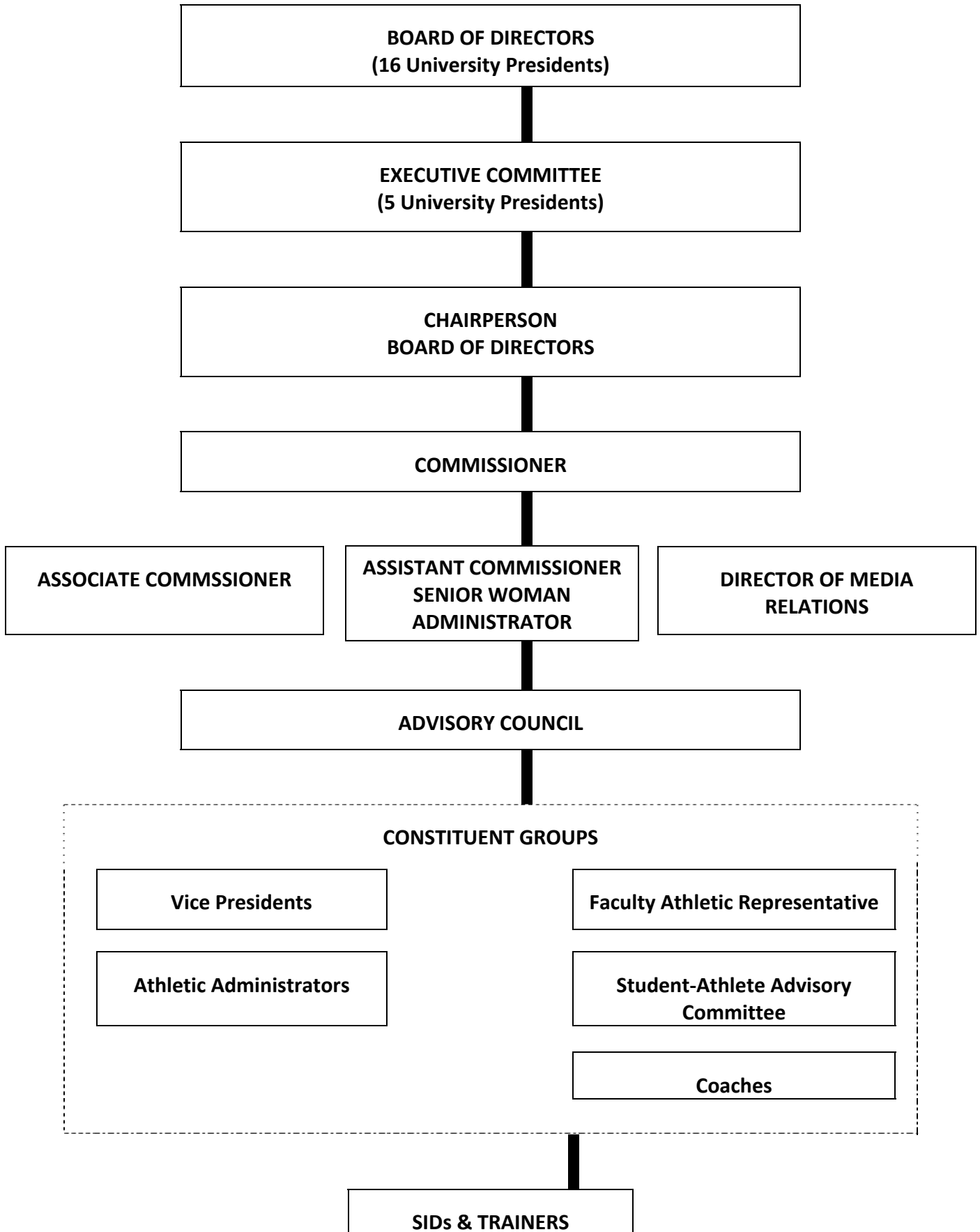
The core values of the Pennsylvania State Athletic Conference are a commitment to:

- Establish and maintain policies and procedures that ensure student-athlete welfare, including sportsmanship with special attention to the physical and mental health, as well as safety of participants;
- Establish and maintain policies and procedures that enhance the opportunity for academic success of all student-athletes in order to increase graduation rates of all member institutions;
- Strive to attain the highest standards of ethical conduct, integrity and fair play for all involved groups (student-athletes, coaches, staff, spectators, etc);
- Comply with all conference, State System and NCAA legislation;
- Create an environment for participation on highly competitive teams at the conference, regional and national level;
- Uphold the value of equity and diversity in the organizational structure and leadership of the conference
- Consider economic impact of its decisions on member institutions;
- Recognize the dual objectives in the athletics program of serving both the campus (participants, student body, faculty and staff) and the general public (community, area, region and state); and
- Create an environment that recognizes the importance of the teaching and learning process in the athletics environment.

From PSAC Strategic Plan 2010-2014 (Adopted 5/10)

ORGANIZATIONAL CHART

PENNSYLVANIA STATE ATHLETIC CONFERENCE



**OPERATING PROCEDURES
PENNSYLVANIA STATE ATHLETIC CONFERENCE**

The business of the Conference is conducted in accordance with the following procedures:

1. The coaches of each sport, via their respective sport committee chairperson (an athletics administrator), make recommendations and forward them to the athletics administrators for appropriate action.
2. a) The athletics administrators take appropriate action on the recommendations submitted by the coaches and forward approved items to the Advisory Council. They also make their own recommendations and submit them to the Advisory Council for appropriate action.
b) The vice-presidents, faculty athletics representatives and student-athlete advisory committee may make their own recommendations and submit them to the Advisory Council for appropriate action.

The athletics administrators, vice-presidents/deans, and faculty athletics representatives may be requested by the Board of Directors to complete certain tasks and projects. In turn, these constituent representatives may recommend that the Board of Directors accept responsibility for selected projects.

3. The Advisory Council by unanimous vote may pass "Consent" recommendations from the Constituent Groups to the Chairperson of the Board of Directors. The Advisory Council may deem certain recommendations "Controversial" and ask for further input from the Constituent Groups. "Controversial" recommendations will be forwarded to the Board of Directors following reconsideration by the Advisory Council.
4. The Chairperson may take appropriate action on recommendations submitted by these constituent representatives or may forward them to the Executive Committee for action.
5. The Executive Committee may take appropriate action on recommendations submitted by the Chairperson, or may forward them to the Board of Directors for action.
6. The Board of Directors establishes Conference policy. The board meets annually and is joined by the Commissioner.
7. The Board reacts to recommendations presented to it. In addition, the Board initiates appropriate policy. The Directors may divide themselves into committees to complete selected projects.

**BYLAWS
of
PENNSYLVANIA STATE ATHLETIC CONFERENCE
A Pennsylvania Nonprofit Corporation**

ARTICLE 1 – DEFINITIONS

Section 1.1. Definitions.

The following terms used in these Bylaws shall have the meanings set forth below.

- (a) “Act” means the Pennsylvania Nonprofit Conference Law of 1988, as amended.
- (b) “Board” means the Board of Directors of the Conference.
- (c) “Conference” means Pennsylvania State Athletic Conference.
- (d) “Director” means an individual serving on the Board.
- (e) “Members” means the institutions of higher education that satisfy the requirements for full membership or associate membership set forth in Article 3 of these Bylaws.
- (f) “NCAA” means National Collegiate Athletic Association.
- (g) “President” means the chief executive officer of a Member.

ARTICLE 2 – OBJECTIVES

Section 2.1. Objectives.

The Conference has the following objectives:

- (a) To ensure that its Members’ athletics programs are characterized by academic integrity and fiscal responsibility;
- (b) To provide opportunities for the students of Members to engage in inter-collegiate athletics;
- (c) To assist Members to integrate appropriate athletics experiences into their educational programs;
- (d) To encourage Members to establish as their highest priority, the graduation of student-athletes;
- (e) To assist Members as they establish athletics programs that enable them to participate at the competitive level which satisfies their needs;
- (f) To assist Members as they develop and maintain athletics programs that comply with standards and policies established by the NCAA;

- (g) To encourage Members to declare and demonstrate that compliance with the policies and practices of the Conference is paramount;
- (h) To ensure that Members' intercollegiate athletics programs reflect the Members' educational mission;
- (i) To encourage Members to give special attention to the health (physical and mental) and safety of students who participate in intercollegiate athletics; and
- (j) To ensure that all student-athletes are fairly treated.

ARTICLE 3 – MEMBERS

Section 3.1. Predecessor to Conference.

A predecessor to the Conference, known as The Pennsylvania State Athletic Conference, was organized in July 1951. The original members were Bloomsburg, California, Cheyney, Clarion, East Stroudsburg, Edinboro, Indiana, Kutztown, Lock Haven, Mansfield, Millersville, Shippensburg, Slippery Rock, and West Chester Universities of Pennsylvania. Prior to incorporation of the Conference, full membership was extended to Gannon University and Mercyhurst College and associate membership was extended to Long Island University-C.W. Post.

Section 3.2. NCAA Affiliation.

The Conference and its Members shall be members in good standing of the NCAA. Members shall designate their institutional affiliations as NCAA Division II, and all Member teams must participate in Division II except as permitted by NCAA rules.

Section 3.3. Member Classes.

The Conference shall have two classes of Members: Full Members and Associate Members. Full Members and Associate Members listed on attached Addendum A are Members of the Conference from the date of its incorporation and until they withdraw or are terminated as provided in these Bylaws.

Section 3.4. Qualifications and Voting Rights of Full Members.

Any university or college, academically accredited by a regional accrediting agency, engaging in intercollegiate athletics is eligible for full membership in the Conference on agreement to abide by these Bylaws and the rules and regulations of the Conference, if and when elected to membership by a two-thirds vote of the entire Board. Each of the universities that is a member institution of the Pennsylvania State System of Higher Education shall be deemed to be a separate university and is eligible for full membership in its own right. Each Full Member shall be entitled to one vote to be exercised by its President. The Full Member's President may designate an alternate in writing to act in his or her stead. The alternate may vote if so authorized. Full Members may vote by ballot, mail, electronically, or a show of hands.

Section 3.5. Qualifications and Voting Rights of Associate Members.

Any university or college, academically accredited by a regional accrediting agency, engaging in intercollegiate athletics is eligible for associate membership in the Conference on agreement to abide by these Bylaws and the rules and regulations of the Conference, if and when elected to membership by a two-thirds vote of the entire Board. Each Associate Member may participate in not more than three separate sports in the Conference. An Associate Member is entitled to membership privileges and services from the Conference

unless otherwise provided in these Bylaws. Each Associate Member shall be entitled to one vote to be exercised by its President, but only at the sports committee level in those sports in which the Associate Member fields a team.

Section 3.6. Admission to Membership.

An applicant for membership shall provide a written expression of interest to the Board and shall submit any information reasonably requested by the Board. The Board will make an independent determination of the applicant's suitability for membership based on the Board's review of the application and its own fact finding. The Board may elect Members at any meeting.

Section 3.7. Nontransferable.

Membership in the Conference is not transferable.

Section 3.8. Withdrawals.

Any Full Member or Associate Member wishing to withdraw from the Conference must give a two-year written notification prior to the withdrawal. The notification shall be sent from the President of the Member to the Chair prior to July 1 with respect to the membership year beginning two years later. Failure to comply with the two-year notification or July 1 deadline will result in a fine of one year's full membership dues. Withdrawal shall not relieve the Member of any outstanding obligation to the Conference.

Section 3.9. Termination.

The Board may, by a two-thirds vote of the entire Board, suspend or terminate a Member for cause stated in writing to the Member and the Board. The Member shall have the right to be heard by the Board or a committee thereof and may be represented by counsel. Notice of the charges and date of hearing shall be given to the Member and the Board at least 20 days in advance of the hearing. The right of a Member to vote, and the right, title and interest, if any, of a Member in or to the Conference or its property, shall cease on the suspension or termination of its membership. This Section does not apply to suspension or termination for nonpayment of dues governed by Section 13.3.

ARTICLE 4 – BOARD OF DIRECTORS

Section 4.1. Board of Directors.

The business and affairs of the Conference shall be managed under the direction of the Board. The powers of the Conference shall be exercised by, or under the authority of, the Board except as otherwise provided by statute, the Articles of Incorporation, these Bylaws, or a resolution adopted by the Board. The Board may seek advice and counsel from constituent groups including Vice Presidents in Charge of Athletics, Athletics Administrators, Faculty Athletics Representatives, Student-Athlete Advisory Committee, and other university administrators involved in athletics. All constituent groups shall create appropriate bylaws for conducting their business and to guide them as they meet the responsibilities of their offices. The bylaws of each constituent group shall become effective only after approval by the Board. The initial bylaws for constituent groups shall be the bylaws in effect immediately prior to incorporation of the Conference. However, if the constituent bylaws conflict with these Bylaws, these Bylaws shall control.

Section 4.2. Composition of Board.

The Board shall consist of the Presidents of the Full Members. The Presidents of the Full Members listed on attached Addendum B are Directors of the Conference from the date of its incorporation and until their successors take office as provided in these Bylaws. An alternate designated in accordance with Section 3.4 shall be deemed a Director when acting within the scope of his or her delegation.

Section 4.3. Term of Office.

Each Director's term begins when he or she begins serving as President of a Full Member. Each Director shall hold office until he or she no longer serves as President of the Full Member. If the office of President of a Full Member becomes vacant, the acting chief executive officer of the Full Member may appoint a representative in writing to serve as an interim Director until a new President takes office.

Section 4.4. Compensation of Directors.

Directors shall receive no compensation for their services as Directors or as committee members. Subject to any policy adopted by the Board, Directors may be reimbursed for reasonable expenses paid or incurred on behalf of the Conference.

Section 4.5. Voting Rights.

Each Director shall be entitled to one vote.

ARTICLE 5 – COMMITTEES

Section 5.1. Establishment and Powers.

The Board may, by resolution adopted by a majority of the Directors, establish one or more Board committees to consist of one or more Directors of the Conference. The Board may designate one or more Directors as alternate members of a Board committee. Any Board committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that a Board committee shall not have any power or authority as to the following:

- (a) The submission to the Full Members of any action requiring approval of the Full Members under the Act;
- (b) The creation or filling of vacancies in the Board;
- (c) The adoption, amendment or repeal of the Bylaws;
- (d) The amendment or repeal of any resolution of the Board that by its terms is amendable or repealable only by the Board; or
- (e) Action on matters committed by the Bylaws or a resolution of the Board exclusively to another committee of the Board.

Section 5.2. Term.

The Board shall elect the chairs and members of all committees of the Board. Board committees shall be elected at the annual meeting of the Board and shall serve for a term of one year.

Section 5.3. Board Committee Organization.

Except as otherwise provided by the Board or these Bylaws, each Board committee shall be chaired by a Director and shall establish its own operating procedures. Each Board committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting. Each Board committee shall determine its times and places of meetings. Section 6.6 (relating to quorum and action), Section 6.7 (relating to participation by teleconference), and Section 6.9 (relating to written consent) shall apply to committees of the Board.

Section 5.4. Executive Committee.

The Board shall elect an Executive Committee composed of the Chair, the Vice Chair, the Treasurer, and two at-large representatives who are Directors. The Executive Committee members listed on attached Addendum B are members of the Executive Committee from the date of incorporation of the Conference and until their successors are elected at the first annual meeting of the Conference. Three members of the Executive Committee shall constitute a quorum. The Commissioner shall serve as an *ex officio* non-voting member of the Executive Committee. The Executive Committee shall be authorized to act on behalf of the Board between its regular meetings. After consultation with the Board, the Executive Committee shall review and evaluate the performance of the Commissioner annually. The Commissioner shall not participate in the Executive Committee's discussion of matters pertaining to his or her evaluation or compensation.

Section 5.5. Advisory Committees.

There shall be the following advisory committees to the Board:

- (a) The Advisory Council shall consist of ten members, including two representatives appointed by and from among each constituent group recognized by the Board and two coaches elected by a vote of all coaches participating in Conference sports. The constituent groups include Vice Presidents in Charge of Athletics, Athletics Administrators, Faculty Athletics Representatives, and Student-Athlete Advisory Committee. The duties of the Advisory Council and its manner of operation shall be set forth in separate written operating procedures approved by the Board. The initial operating procedures for the Advisory Council shall be the operating procedures in effect immediately prior to incorporation of the Conference.
- (b) The Championship Committee shall consist of the Commissioner, who shall act as the Committee's chair, and one-half of the Advisory Council appointed by the Commissioner. The Championship Committee is responsible for reviewing all championship issues.
- (c) The Infractions Committee shall consist of the Commissioner, who shall act as the Committee's chair, and one-half of the Advisory Council appointed by the Commissioner. The Members shall comply with all NCAA and Conference rules and regulations. All violations by the Members shall be reported to the Conference's Infractions Committee which is responsible for their review.
- (d) Any other advisory committees authorized by the Board.

ARTICLE 6 – MEETINGS OF MEMBERS AND BOARD

Section 6.1. Meetings Generally.

By virtue of the composition of the Board, each meeting of the Board shall effectively constitute a meeting of the Full Members and of the Board. Action taken at a meeting of the Board shall be deemed to be action by the Full Members and the Board.

Section 6.2. Place of Meetings.

The Board may hold its meetings at such places as the Board may appoint or as may be designated in the notice of the meeting. If no place is fixed by the Board, meetings of the Board shall be held at the registered office of the Conference.

Section 6.3. Time of Meetings.

The Board shall meet once during the spring semester, and this meeting shall constitute the annual meeting of the Conference for purposes of any law that refers to the annual meeting of the Conference. The Executive Committee shall determine the time of any meeting after informal consultation with the Board. At its annual meeting, the Board shall elect officers, the Executive Committee, and all committees and shall transact other business properly brought before the meeting.

Section 6.4. Special Meetings.

Special meetings may be called at any time by the Chair, the Executive Committee, or a majority of the Directors. Upon written request of any person entitled to call a special meeting, the Chair shall fix the date and time of the meeting, which shall be held not more than sixty days after receipt of the request, and the Secretary shall give ten days' prior notice to the Directors. Notice of any special meeting shall be given to each Director pursuant to Section 8.1 or by telephone. Such notice shall state the time and place of such special meeting and shall specify the general nature of the business to be transacted.

Section 6.5. Notice of Meetings.

Written notice of every meeting of the Board shall be given by, or at the direction of, the Secretary to each Director at least ten days prior to the date of the meeting, unless a greater period of notice is required by the Act in a particular case. When a meeting of the Board is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken, unless the Act requires notice of the business to be transacted and such notice has not previously been given.

Section 6.6. Quorum.

A majority of Directors shall constitute a quorum for the transaction of business. Except as otherwise required by these Bylaws, the acts of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the acts of the Board and the Members.

Section 6.7. Participation in Meetings.

All Directors and the Commissioner are expected to attend all Board meetings except in the case of emergencies. Athletics Administrators are expected to brief their Presidents on every issue prior to Board meetings. One or more Directors may participate in a meeting of the Board or a committee thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the

meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at the meeting.

Section 6.8. Organization and Parliamentary Authority.

Every meeting of the Members or the Board shall be presided over by the Chair, or in the absence of the Chair, the Vice Chair, or in the absence of the Chair and the Vice Chair, a chair chosen by a majority of the Directors present. The Secretary, or in his or her absence, a person appointed by the chair, shall act as secretary. The rules contained in the current edition of Roberts Rules of Order shall govern all meetings. However, by a two-thirds vote of the Board, special rules may be adopted for any meeting.

Section 6.9. Consent of Directors in Lieu of Meeting.

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

Section 6.10. Minutes.

Minutes of all Board meetings shall be distributed to the Board, Vice Presidents in Charge of Athletics, Athletics Administrators, Faculty Athletics Representatives, and other university administrators involved in athletics.

ARTICLE 7 – OFFICERS

Section 7.1. Number.

The officers of the Conference shall include a Chair, a Vice Chair, a Treasurer, a Secretary, and a Commissioner. The officers may include one or more Assistant Treasurers, one or more Assistant Secretaries, and such other officers as the Board may determine by resolution. Any number of offices may be held by the same person.

Section 7.2. Qualifications of Officers.

The Chair, Vice Chair, and Treasurer shall be Directors. The other officers need not be Directors.

Section 7.3. Election and Term of Office.

The officers of the Conference shall be elected by the Board at its annual meeting. Each officer shall serve for a term of one year and until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or removal. The officers of the Conference listed on attached Addendum B are the officers of the Conference from the date of its incorporation and until their successors are elected at the first annual meeting of the Conference.

Section 7.4. Termination or Removal of Officers and Agents.

Unless the Board provides otherwise, termination of an officer's or agent's employment with the Conference shall terminate the officer's term in office. Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Conference will be served. Such removal shall be without prejudice to the contract rights, if any, of any person so removed.

Section 7.5. Resignations.

Any officer may resign at any time by giving written notice to the Conference. The resignation shall be effective upon receipt by the Conference or at such subsequent time as may be specified in the notice of resignation.

Section 7.6. Vacancies.

A vacancy in any office shall be filled for the unexpired term by recommendation of the Chair with Executive Committee approval.

Section 7.7. The Chair.

The Chair shall be the chief executive officer of the Conference and shall be deemed its president for any legal or business purpose requiring action by the president of the Conference. The Chair shall preside at all meetings of the Members, the Board, and the Executive Committee, and shall prepare meeting agendas in conjunction with the Commissioner. The Chair may execute in the name of the Conference, deeds, mortgages, bonds, contracts, and other instruments authorized by the Board, except in cases where the execution thereof shall be delegated by the Board to some other officer or agent of the Conference. In general, the Chair shall perform all duties incident to the office of Chair and such other duties as may be assigned by the Board.

Section 7.8. The Vice Chair.

In the absence or disability of the Chair or when so directed by the Chair, the Vice Chair may perform all the duties of the Chair, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair shall serve as Parliamentarian at all meetings. The Vice Chair shall perform such other duties as may be assigned by the Board or the Chair.

Section 7.9. The Treasurer.

The Treasurer shall monitor the financial position of the Conference, maintain appropriate fiscal records in books belonging to the Conference, and prepare financial reports and budgets. The Treasurer shall ensure that appropriate audits are conducted. The Treasurer, in conjunction with the Commissioner, shall submit a written financial report at all Board meetings. The Treasurer shall have full authority to receive and give receipts for all money due and payable to the Conference, and to endorse checks, drafts, and warrants in its name and on its behalf and to give full discharge for the same. The Treasurer shall deposit all funds of the Conference, except such as may be required for current use, in such banks or other places of deposit as the Board may designate. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board or the Chair.

Section 7.10. The Secretary.

The Secretary shall record all votes of the Board and of the Members and the minutes of the meetings of the Board and of the Members in a book or books to be kept for that purpose. The Secretary shall see that required notices of meetings of the Board and of the Members are given and that all records and reports are properly kept and filed by the Conference. The Secretary shall be the custodian of the seal of the Conference and shall see that it is affixed to all documents to be executed on behalf of the Conference under its seal. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board or the Chair.

Section 7.11. The Commissioner.

The Commissioner shall be the chief operating officer of the Conference and shall have general supervision over the day-to-day operations of the Conference, subject to the control of the Board. The Commissioner shall execute in the name of the Conference, deeds, mortgages, bonds, contracts, and other instruments authorized by the Board, except in cases where the execution thereof shall be delegated by the Board to some other officer or agent of the Conference. The Board shall establish the compensation, length of contract, job description, and other requirements for the Commissioner. The Board shall establish the selection procedure for the employment of a Commissioner. The Commissioner shall report directly to the Board and serve as the Board's representative in all matters delegated by the Board. Unless the Board elects another individual to serve as Secretary, the Commissioner shall automatically serve as Secretary. In general, the Commissioner shall perform all duties incident to the office of Commissioner and such other duties as may be assigned by the Board or the Chair.

Section 7.12. Compensation of Officers.

Directors who also serve as officers shall serve without compensation. The compensation of all other officers shall be fixed by the Board. Subject to any policy adopted by the Board, officers may be reimbursed for reasonable expenses paid or incurred on behalf of the Conference.

ARTICLE 8 – NOTICE

Section 8.1. Written Notice.

Whenever written notice is required to be given to any person, it may be given to the person, either personally or by sending a copy by first class or express mail, postage prepaid, or by telegram (with messenger service specified), or courier service, charges prepaid, or by facsimile or electronic mail, to his or her address (or to his or her facsimile number or electronic mail address) appearing on the books of the Conference or, in the case of Directors, supplied by him or her to the Conference for the purpose of notice. If the notice is sent by mail, telegraph or courier service, it shall be deemed to have been given 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 facsimile or electronic mail, when receipt has been confirmed. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by the Act. Except as otherwise provided by the Act or these Bylaws, when a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 8.2. Waiver by Writing.

Whenever any written notice is required to be given, a waiver in writing, signed by the person or persons entitled to the notice, whether before or after the time stated, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

Section 8.3. Waiver by Attendance.

Attendance of a person at any meeting shall constitute a waiver of notice of the 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.

Section 8.4. Facsimile or Electronic Mail.

Any written communication or signature required or permitted by these Bylaws or the Act, including a unanimous written consent, shall be valid if sent and received by facsimile or electronic mail transmission.

ARTICLE 9 – CONFLICTS OF INTEREST

Section 9.1. Conflicts of Interest Policy.

The Conference's conflicts of interest policy is set forth in this Article. The purpose of the conflicts of interest policy is to protect the Conference's interest when it is contemplating entering into a contract or transaction that might benefit the private interest of an officer or Director of the Conference. This policy is intended to supplement the requirements of the Act. The conflicts of interest policy shall apply to all contracts or transactions between the Conference and Directors, officers, and members of committees with Board-delegated powers.

Section 9.2. Definitions.

For purposes of this Article, the following terms shall have the meanings set forth below.

- (a) "Compensation" means direct and indirect remuneration and gifts or favors which are substantial in nature.
- (b) "Financial Interest" means, directly or indirectly, through business, investment, or family:
 - (1) An ownership or investment interest in any entity with which the Conference has a contract or transaction;
 - (2) A Compensation arrangement with the Conference or with any entity or individual with which the Conference has a contract or transaction; or
 - (3) A potential ownership or investment interest, in, or Compensation arrangement with, any entity or individual with which the Conference is negotiating a contract or transaction.

A Financial Interest is not necessarily a conflict of interest. A person who has a Financial Interest has a conflict of interest only if the Board or committee decides that a conflict of interest exists.

- (c) "Interested Person" means a Director, officer, or member of a committee with Board-delegated powers who has a direct or indirect Financial Interest.

Section 9.3. Annual Disclosure Statements.

Each Director, officer, and member of a committee with Board-delegated powers shall execute and deliver to the Chair an annual statement disclosing the facts relating to any actual or potential Financial Interest or stating that he or she has no reportable Financial Interest. The Chair shall report the results of the annual disclosure statements to the Board at its annual meeting.

Section 9.4. Ongoing Disclosures.

If any Director or officer of the Conference has a Financial Interest in any proposed contract or other transaction involving the Conference, the Director or officer must disclose the Financial Interest to the Board or committee authorizing the contract or transaction. The Board or committee shall determine whether the Financial Interest constitutes a conflict of interest.

Section 9.5. Participation and Voting.

A Director or officer who has a conflict of interest may answer questions of the Board or committee considering the contract or transaction that involves the conflict. However, after answering questions, the Director or officer shall leave the meeting during the discussion of the merits of the contract or transaction and shall not vote on the contract or other transaction. The interested Director or officer shall be counted in determining the presence of a quorum.

Section 9.6. Recordkeeping Procedures.

The minutes of meetings of the Board and committees with Board-delegated powers shall include:

- (a) The names of all persons who disclosed or were found to have a Financial Interest in connection with an actual or potential conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest existed, and whether the Board or committee determined there was a conflict of interest;
- (b) The names of the persons who absented themselves from the meeting during discussions and votes relating to the contract or transaction;
- (c) The content of any discussion relating to the contract or transaction, including any alternatives to the proposed contract or transaction; and
- (d) A record of the vote on the proposed contract or transaction.

Copies of any reports, appraisals, or other written data presented at the meeting to analyze the conflict of interest or to vote on the proposed contract or transaction shall be filed with the minutes. The minutes shall be prepared before the later of the next meeting of the Board or applicable committee or 60 days after the final action is taken by the Board or committee. The Board or applicable committee shall review the minutes within a reasonable period of time after their preparation.

ARTICLE 10 – STANDARD OF CARE

Section 10.1. Standard of Care; Justifiable Reliance.

A Director shall stand in a fiduciary relation to the Conference and shall perform his or her duties as a Director, including 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 the Conference and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including, without limitation, 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 the Conference whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person; or
- (c) A committee of the Board upon which the Director does not serve, duly designated in accordance with law, 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 or her reliance to be unwarranted.

Section 10.2. Presumption.

Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken by the Board, committees of the Board, or by individual Directors, or any failure to take any action, shall be presumed to be in the best interests of the Conference.

Section 10.3. Notation of Dissent.

A Director who is present at a meeting of the Board, or of a committee of the Board, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the Director files a written dissent to the action with the Secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the Secretary immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of the action. Nothing in this Section shall bar a Director from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of the minutes, the Director notifies the Secretary, in writing, of the asserted omission or inaccuracy.

ARTICLE 11 – LIMITATION OF LIABILITY; INSURANCE

Section 11.1. Limitation of Liability of Directors.

A Director shall not be personally liable, as such, for monetary damages for any action taken or any failure to take any action as a Director unless:

- (a) The Director has breached or failed to perform the duties of his or her office under Subchapter B of Chapter 57 of the Act; and
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

This Section shall not apply to (1) the responsibility or liability of a Director pursuant to any criminal statute, or (2) the liability of a Director for the payment of taxes pursuant to federal, state, or local law. Any repeal or amendment of this Section shall be prospective only and shall not increase, but may decrease, a Director's liability with respect to actions or failures to act occurring prior to such change.

Section 11.2. Insurance.

The Conference shall purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Conference or is or was serving at the request of the Conference as a director or officer of another domestic or foreign Conference for profit or not-for-profit, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Conference would have the power to indemnify him or her against that liability under the Act. The Conference's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Conference. To the extent that such insurance coverage provides a benefit to the insured person, the Conference's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under section 4958 of the Internal Revenue Code of 1986, as amended.

ARTICLE 12 – INDEMNIFICATION

Section 12.1. Representative Defined.

For purposes of this Article, "representative" means any Director or officer of the Conference.

Section 12.2. Third-Party Actions.

The Conference shall indemnify any representative who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Conference), by reason of the fact that he or she is or was a representative of the Conference, or is or was serving at the request of the Conference as a director or officer of another domestic or foreign Conference 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 him or her in connection with the action or proceeding if he or she 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 Conference and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the Conference and, with respect to any criminal proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 12.3. Derivative and Corporate Actions.

The Conference shall indemnify any representative who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Conference to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Conference, or is or was serving at the request of the Conference as a director or officer of another domestic or foreign Conference for profit or not-for-profit, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of the action if he or she 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 Conference. Indemnification shall not be made under this Section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Conference unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Conference is located or the court in which the action was brought determines 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 that the court of common pleas or other court shall deem proper.

Section 12.4. Employee Benefit Plans.

For purposes of this Article, “other enterprises” shall include employee benefit plans; “serving at the request of the Conference” shall include any service as a representative of the Conference that imposes duties on, or involves services by, the representative with respect to an employee benefit plan, its participants or beneficiaries; excise taxes assessed on a person with respect to any employee benefit plan shall be deemed “fines”; and action with respect to an employee benefit plan taken or omitted in good faith by a representative of the Conference in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of the plan shall be deemed to be action in a manner that is not opposed to the best interests of the Conference.

Section 12.5. Procedure for Effecting Indemnification.

Unless ordered by a court, any indemnification under Section 12.2 or Section 12.3 shall be made by the Conference only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in those Sections. The determination shall be made:

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

Section 12.6. Advancing Expenses.

The Conference shall pay expenses (including attorneys’ fees) incurred in defending any action or proceeding referred to in Section 12.2 in advance of the final disposition of the action or proceeding upon receipt of any undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that he or she is not entitled to be indemnified by the Conference as authorized in this Article or otherwise.

Section 12.7. Supplementary Coverage.

The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Act, or any bylaw, agreement, vote of the Members or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding that office. Article 10 (relating to conflicts of interest) shall be applicable to any bylaw, contract, or transaction authorized by the Directors under this Section. However, no indemnification may be made by the Conference under this Article or otherwise to or on behalf of any person to the extent that:

- (a) The act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct, or recklessness; or
- (b) The Board determines that under the circumstances indemnification would constitute an excess benefit transaction under section 4958 of the Internal Revenue Code of 1986, as amended.

Section 12.8. Duration and Extent of Coverage.

The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the Conference and shall inure to the benefit of the heirs and personal representatives of that person.

Section 12.9. Reliance and Modification.

Each person who shall act as a representative of the Conference shall be deemed to be doing so in reliance upon the rights provided by this Article. The duties of the Conference to indemnify and to advance expenses to a representative provided in this Article shall be in the nature of a contract between the Conference and the representative. No amendment or repeal of any provision of this Article shall alter, to the detriment of the representative, his or her right to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment or repeal.

ARTICLE 13 – FINANCE AND ANNUAL REPORT

Section 13.1. Fiscal Year.

The fiscal year of the Conference shall begin on July 1 and end on June 30.

Section 13.2. Budgets.

Upon the recommendation of the Executive Committee, the Board shall adopt a budget for the following fiscal year at each annual meeting.

Section 13.3. Dues and Assessments.

Upon the recommendation of the Executive Committee, the Board may determine the amounts of any initiation fees, dues, or assessments payable by the Members. The Board may impose such fees, dues, or assessments upon all Members of the same class either alike or in different amounts or proportions, and upon a different basis upon different classes of Members. The Board may, by resolution, exempt Members of one or more classes from fees, dues, or assessments. Members must pay dues by September 1 of each year and special assessments within two months following official notification. The Board may suspend or terminate membership for nonpayment of dues after 30 days' notice has been given and without a hearing as described in Section 3.9. Unless authorized by a two-thirds vote of the entire Board, a Member that fails to pay dues and assessments when due shall be ineligible to vote or to participate in championship competition.

Section 13.4. Athletic Fundraising.

Members have a fiduciary responsibility for the scrutiny and control of athletic fund raising. Conference revenue sharing shall be in accordance with the appropriate policy on distribution of funds received from television and/or post-season play.

Section 13.5. Annual Report.

The Board shall present annually to the Full Members a report, verified by the Chair and Treasurer or by a majority of the Board, showing in appropriate detail the following information for the fiscal year immediately preceding the date of the report: (a) the assets and liabilities of the Conference; (b) the principal changes in assets and liabilities; (c) the revenue or receipts of the Conference, both unrestricted and restricted to

particular purposes; (d) the expenses or disbursements of the Conference, for both general and restricted purposes; and (e) the number of Members of the Conference as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current Members may be found. The annual report of the Board shall be filed with the minutes of the meetings of the Members.

ARTICLE 14 - CHAMPIONSHIP SPORTS

Section 14.1. Championship Qualifications.

The Conference shall conduct a championship in a sport if at least six Members sponsor that sport at the varsity level. Exceptions may be authorized by a two-thirds vote of the Board.

Section 14.2. Championship Eligibility

- (a) To be eligible to participate in a Conference championship, a Member's team must be classified at the varsity level.
- (b) To be eligible to participate in a team sport (as defined by the NCAA) championship, the Member's sport must be classified in NCAA Division II.

Section 14.3. Playoffs.

- (a) If a sport is sponsored by 14 or more Members, its championship shall consist of an eight-team playoff.
- (b) If a sport is sponsored by 12 or 13 Members, its championship shall consist of a six-team playoff with no consolation games.
- (c) If a sport is sponsored by 11 or fewer Members, its championship shall consist of a four-team playoff with no consolation games.

Section 14.4. Conduct of Championships.

- (a) All championship sports shall be conducted in accordance with the Conference's sport operating codes approved by the Board for specific sports. The initial sport operating codes shall be the sport operating codes in effect immediately prior to incorporation of the Conference.
- (b) All championships shall be conducted in accordance with the Conference's financial regulations. The initial financial regulations shall be the financial regulations in effect immediately prior to incorporation of the Conference.
- (c) All Members that field a team in which a championship is sponsored (with the exception of a Division II wrestling program) shall enter their team in that championship. If a Member with a Division II wrestling program decides not to participate in the championship, the Member must notify the Commissioner, the wrestling chairperson, and the championship host institution 21 days prior to the event.
- (d) A Member's Athletics Administrator may request a waiver from participation in a championship by applying in writing (giving rationale for exception) to the Commissioner at

least one week prior to the championship. Within 48 hours from receipt of the letter, a decision will be rendered by the Commissioner upon consultation with the executive committee of the Athletics Administrators. The decision may be appealed to the Executive Committee of the Board via the Commissioner.

Section 14.5. Change of Sports.

A Member that eliminates one or more sports shall notify the other Members by the last regular season date of competition in the year preceding the elimination (generally less than one-year's notice required). Failure to comply with this deadline will result in a fine of one-half the annual full membership dues. Exceptions may be authorized by a two-thirds vote of the Board.

Section 14.6. Discipline.

A Member's non-compliance with championship participation rules shall be grounds for probation, suspension, termination, or other disciplinary action approved by the Board or by the Commissioner pursuant to Board-approved policies. Suspension or termination of a Member is subject to Section 3.9.

ARTICLE 15 – TRANSACTION OF BUSINESS

Section 15.1. Offices.

The registered office of the Conference shall be located in Pennsylvania. The Conference may have any number of other offices at such places as the Board may determine.

Section 15.2. Seal.

The Conference may use a corporate seal. The corporate seal shall bear the name of the Conference, the year of its incorporation, and the words "Corporate Seal, Pennsylvania".

Section 15.3. Real Property.

The Conference shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by the vote of two-thirds (2/3) of the Board, except that if there are twenty-one (21) or more Directors, the vote of a majority of the Board shall be sufficient. If the real property is subject to a trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.

Section 15.4. Negotiable Instruments.

The Board shall designate one or more officers or agents who shall sign all checks or demands for money and notes of the Conference.

Section 15.5. Contracts.

The Board may authorize any officer or agent of the Conference to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Conference. The authority may be general or confined to specific instances.

Section 15.6. Loans.

The Conference shall not lend money to or guarantee the obligation of a Director or officer of the Conference. The authorization of the Board is required for any loan contracted on behalf of the Conference and any evidences of indebtedness issued in the Conference's name.

Section 15.7. Deposits.

All funds of the Conference, not otherwise employed, shall be deposited to the credit of the Conference in one or more banks, financial institutions, or other depositories as the Board shall authorize.

Section 15.8. Securities.

The Chair, the Secretary, the Treasurer, or other officers or agents appointed by the Board are authorized to vote, represent, and exercise on behalf of the Conference all rights incident to all voting securities of any other Conference or proprietary entity standing in the name of the Conference.

Section 15.9. Bond.

The Conference may secure the fidelity of any officer or agent of the Conference by bond or otherwise.

Section 15.10. Subventions.

The Conference shall be authorized by resolution of the Board to accept subventions from Members or nonmembers on terms and conditions not inconsistent with the Act and to issue certificates therefor.

ARTICLE 16 – CORPORATE RECORDS

Section 16.1. Corporate Records.

The Conference shall keep (a) minutes of the proceedings of the Members and the Board, (b) a membership register showing the names and addresses of the Members and the class and other details of membership, and (c) appropriate, complete, and accurate books or records of account, at its registered office or the principal place of business or any actual business office of the Conference.

ARTICLE 17 – AMENDMENTS

Section 17.1. Amendments.

The Bylaws of the Conference may be amended by a two-thirds vote of the entire Board at any meeting, provided the proposed amendment is furnished in writing to each Director at least fifteen (15) days prior to the meeting.

History:

Adopted by the Incorporator on February 1, 2010.

Ratified by the Members and Board of Directors on May 18, 2010.

BYLAWS
PENNSYLVANIA STATE ATHLETIC CONFERENCE
VICE PRESIDENTS IN CHARGE OF ATHLETICS

ARTICLE I - MEMBERSHIP

Section 1. Membership shall consist of vice presidents and deans in charge of athletics at each of the universities in the Pennsylvania State Athletic Conference

ARTICLE II - OFFICERS

Section 1. The Vice-Presidents and Deans in charge of athletics shall elect a chairperson, vice-chairperson at the Spring meeting of the Board of Directors. These officers shall serve for a term of two years. Should a vacancy occur prior to the end of a normal term, members shall be polled by the remaining officer and the vacancy filled for the unexpired term.

Section 2. The duties of the officers shall be:

- a. The chairperson shall preside at all meetings of the Vice Presidents and Deans in Charge of Athletics.
- b. The chairperson shall prepare agendas in conjunction with the vice chairperson and, if appropriate, the commissioner of the Conference.
- c. The chairperson shall call special meetings at the request of a majority of the Vice Presidents and Deans in Charge of Athletics.
- d. The chairperson shall serve as a liaison to the Conference commissioner.

The vice chairperson shall record minutes of all official meetings of the group and shall act as spokesperson and report, on behalf of the group, to the Board of Directors.

ARTICLE III - MEETINGS

Section 1. The Vice Presidents and Deans in Charge of Athletics shall meet biannually concurrent with the meetings of the Board of Directors and at other times, as needed or as requested by a majority of the group.

Section 2. Decisions of the group will be made by a simple majority of those members present.

Section 3. A simple majority of the institutions shall constitute a quorum.

ARTICLE IV - COMMITTEES

Section 1. The Vice-Presidents and Deans in Charge of Athletics shall establish committees as needed, upon recommendation of the officers, commissioner or Board of Directors.

Section 2. The Vice-Presidents and Deans in Charge of Athletics shall recommend representatives to the Board of Directors to fill appropriate positions on standing and ad hoc committees of the PSAC. It is expected that FARS selected for Conference committees will attend the committee meetings and participate in the work of the committees.

ARTICLE V - AMENDMENTS

Section 1. This Constitution may be amended at any regular or special meetings of the Vice Presidents and Deans in Charge of Athletics by a two-thirds majority vote of the members, provided the proposed amendment is furnished in writing to each member at least fifteen (15) days prior to the meeting

ARTICLE VI - PARLIAMENTARY AUTHORITY

Section 1. The rules contained in the current edition of Roberts Rules of Order shall govern all meetings. However, by a two-thirds majority vote of the members, special rules may be adopted for any meeting, regular or special.

BYLAWS
PENNSYLVANIA STATE ATHLETIC CONFERENCE
ATHLETICS ADMINISTRATORS

ARTICLE I - MEMBERSHIP

Section 1. Membership shall consist of athletics directors and associate or assistant athletics directors at each of the universities of the Pennsylvania State Athletic Conference

ARTICLE II - OFFICERS

Section 1. The Athletics Administrators shall elect a chairperson, vice-chairperson, secretary, at-large and the past chairperson as its Executive Committee. The commissioner will be an ex-officio, non-voting member of the Executive Committee.

Section 2. The duties of the officers shall be:

- a. The chairperson shall preside at all meetings of the Athletics Administrators, prepare agendas in conjunction with the commissioner and vice-chairperson, and call special meetings at the request of the majority of the Athletics Administrators.
- b. The vice-chairperson shall assume all duties of the chairperson in the absence of the chairperson, prepare agendas in conjunction with the commissioner and the chairperson, and serve as parliamentarian at all meetings.
- c. The secretary shall record minutes of all Executive Committee meetings and other meetings in the absence of the commissioner's secretary.
- d. The at-large representative shall appoint the Nominating Committee and serve as its chair, and assume other responsibilities as assigned by the chairperson.
- e. The past chairperson shall serve as an advisor on previous policies and procedures.

ARTICLE III - MEETINGS

Section 1. The Athletics Administrators shall meet biannually with meetings scheduled in the fall and spring. The time and location of each meeting shall be established by the Executive Committee in consultation with the Athletics Administrators.

Section 2. All business transactions and recommendations of the Athletics Administrators must be approved by the Board of Directors.

Section 3. Each institution shall be represented by no more than two Athletics Administrators, appointed by the university president, each of whom is entitled to one vote. Each institution is entitled to two votes.

Section 4. Special meetings of the Athletics Administrators may be called by the Chairperson with approval of the Executive Committee.

Section 5. A simple majority of the institutions shall constitute a quorum.

Section 6. The commissioner shall report all action items recommended by the Athletics Administrators to the chairperson of the Board of Directors.

Section 7. The Executive Committee shall be empowered to transact business within the framework of the Constitution between meetings of the Athletics Administrators. Three members shall constitute a quorum.

Section 8. Minutes of all meetings shall be distributed to the Athletics Administrators, Vice-Presidents and Deans in Charge of Athletics, Faculty Athletics Representatives and Board of Directors.

ARTICLE IV - COMMITTEES

Section 1. The Athletics Administrators shall establish committees as needed.

Section 2. The Athletics Administrators shall select representatives to recommend to the Board of Directors to fill appropriate positions on standing and ad hoc committees of the PSAC.

Section 3. **Standing Committees**

- a. **Championships Committee** - The Championships Committee is responsible for reviewing all championship issues.
- b. **Officiating Committee** - The Officiating Committee provides the Conference with a structure and process, within its constitution and sports operating codes, which enables it, through its sports committees, Athletics Administrators, and commissioner (or their designee(s), to be more accountable for the assigning and evaluation of officials; for the approval of fees for officials services; for the purpose of gaining increased control over the consistent enforcement of established standards of fair play and safe competition; and the costs associated with the conduct of athletic contests. Excluding the chair and commissioner, the committee will consist of two designees from each division of the Conference appointed by the chair of the Athletics Administrators.
- c. **Sports Committees**
 - 1) The Chairperson of the Athletics Administrators shall appoint an athletics administrator as a Sport Committee Chairperson (Liaison) for each championship.
 - 2) The Chairperson shall conduct meetings with the coaches of the respective sport.
 - 3) The Chairperson shall present recommendations from the coaches to the Athletics Administrators for approval.
 - 4) The Chairperson shall maintain and update the operating code for the respective sport with approval of the Athletics Administrators.
 - 5) The Chairperson shall assist the host athletics administrators at any on-campus championship.
 - 6) The Chairperson shall assist the commissioner at any championship held at a neutral site.

ARTICLE V - AMENDMENTS

Section 1. This Constitution may be amended at any regular or special meetings of the Athletics Administrators by a two-thirds majority vote of the members, provided the proposed amendment is furnished in writing to each member at least fifteen (15) days prior to the meeting

ARTICLE VI - PARLIAMENTARY AUTHORITY

Section 1. The rules contained in the current edition of Roberts Rules of Order shall govern all meetings. However, by a two-thirds majority vote of the members, special rules may be adopted for any meeting, regular or special.

**BYLAWS
PENNSYLVANIA STATE ATHLETIC CONFERENCE
FACULTY ATHLETICS REPRESENTATIVES**

ARTICLE I – NAME/MEMBERSHIP

- Section 1.** The Faculty Athletics Representatives of the Pennsylvania State Athletic Conference shall herein be referred to as FARs.
- Section 2.** Membership shall consist of faculty athletics representatives from each of the universities that are members of the Pennsylvania State Athletic Conference.

ARTICLE II - PURPOSES

- Section 1.** The purposes and roles of FARs are guided by the NCAA’s statement of the “role of the Faculty Athletics Representatives” (10/92), the charge to the FARs by the PSAC Board of Directors (1993) and this constitution.

ARTICLE III - OFFICERS, ELECTIONS AND TERMS OF OFFICE

- Section 1.** Officers: The FARs shall elect a Chairperson, Vice-Chairperson, and Secretary.
- Section 2.** Terms: The terms of office for the officers shall be for renewable two-year terms. Elections will be held at the first meeting of the academic year. Terms of new officers shall begin immediately after the completion of the elections. In the event that a vacancy occurs in an office, the Chairperson shall appoint a FAR to fill the unexpired term. If the position of Chair is vacated, the Vice-Chairperson shall assume the position and an acting Vice-Chairperson shall be appointed.
- Section 3.** Duties of Officers: The Chairperson shall preside at all meetings of the FARs, receive items related to conference business, and prepare agendas with input from the FARs, commissioner, and members of the Board of Directors. The Chairperson shall also serve as the Conference Liaison to FARA and the NCAA. The vice-chairperson shall assume all duties of the chairperson in his/her absence and serve as parliamentarian at all meetings. The secretary shall record minutes of all FAR meetings and forward minutes to the chairperson for review and distribution.

ARTICLE IV – MEETINGS

- Section 1.** The FARs shall meet at least biannually with meetings scheduled in conjunction with the meetings of the PSAC Board of Directors. Special meetings may be called if deemed necessary by the chairperson.
- Section 2.** All FARs are eligible to vote. Decisions shall be made by simple majority vote of those members present and voting.
- Section 3.** Recommendations of the FARs shall be forwarded to the Board of Directors for approval.

ARTICLE V - COMMITTEES

- Section 1.** The FARs shall establish committees as needed, upon recommendation of the membership, the commissioner, or Board of Directors.
- Section 2.** The FARs shall recommend representatives to the Board of Directors to fill appropriate positions on standing and *ad hoc* committees of the PSAC. It is expected that FARs selected for Conference committees will attend the committee meetings and participate in the work of the committees.

ARTICLE VI - AMENDMENTS

- Section 1.** This Constitution may be amended at any regular or special meeting of the FARs by a two-thirds majority vote of the members, provided the proposed.

ARTICLE VII - PARLIAMENTARY AUTHORITY

- Section 1.** The rules contained in the current edition of Robert’s Rules of Order shall govern all meetings.

BYLAWS
PENNSYLVANIA STATE ATHLETIC CONFERENCE
STUDENT-ATHLETE ADVISORY COMMITTEE

Purpose:

1. To streamline and promote efficient communication between the PSAC and individual institutions Administration and the student-athlete population.
2. To provide the student-athlete population with an opportunity to more effectively communicate with the PSAC and individual institutions administration and provide suggestions on programs designed to serve their needs.
3. To actively encourage more involvement of the student-athlete in campus and community projects.
4. To design and implement programs which will encourage academic achievement, health promotion, social responsibility, and general awareness.

Representation:

1. Each institution shall have one male and one female representative that is a student-athlete in good academic standing.
2. For initial appointments to the PSAC SAAC the student-athlete should be of Junior or or Sophomore status.
3. The term of this office runs for two years per member with no restriction on consecutive terms, however, no member may serve beyond year of eligibility.
4. The representatives will be responsible for attending two PSAC/SAAC meetings. The first meeting shall be held in the fall and the second in the spring.

Voting:

1. The majority of voting members in attendance will rule.
2. There will be two votes per institution.
3. All votes will be by voice count.

Officers:

1. **Co-Chairs:** The Co-Chairs will consist of the chair of the Western Division and the chair of the Eastern Division and they will be in charge of running the meetings

Meetings:

1. There will be one teleconference call per divisional committee per semester.
2. There will be one conference-wide meeting in-person per semester coinciding with the Athletic Directors meetings.

2011-2012 PSAC MEN'S SPORTS SPONSORSHIP TABLE

	Base	Bsk	Foot	Golf	Soc	Swim	Ten	Outdoor T&F	Indoor T&F	Wrest	XC	Other	Total
BU	X	X	X		X	X	X	X	X	X (1)	X		10
Cal	X	X	X	X	X			X	X		X		8
Chey		X	X					X	X		X		5
Clar	X	X	X	X		X				X (1)			6
ESU	X	X	X		X			X	X	X	X		8
Edin		X	X			X	X	X		X (1)	X		7
Gan	X	X	X	X	X	X				X	X	Wpolo	9
IUP	X	X	X	X		X		X	X		X		8
Kutz	X	X	X				X	X	X	X	X		8
LHU	X	X	X		X			X	X	X (1)	X		8
Mans	X	X						X	X		X		5
MC	X	X	X	X	X		X			X	X	Hockey, Lax, Wpolo, Vball, Rowing	13
Mill	X	X	X	X	X		X	X	X	X (1)	X		10
Ship	X	X	X		X	X		X	X	X	X		9
SRU	X	X	X		X			X	X		X		7
WCU	X	X	X	X	X	X	X	X	X		X		10
Total	14	16	15	7	10	7	6	13	12	10	15	6	

2011-2012 PSAC WOMEN'S SPORTS SPONSORSHIP TABLE

	Bsk	FH	Golf	Lax	Soc	Soft	Swim	Ten	Outdoor T&F	Indoor T&F	Vball	XC	Other	Total
BU	X	X		X	X	X	X	X	X	X		X		10
Cal	X		X		X	X	X	X	X	X	X	X		10
Chey	X							X	X	X	X	X	Bowling	7
Clar	X		X		X	X	X	X	X	X	X	X		10
ESU	X	X	X	X	X	X	X	X	X	X	X	X		12
Edin	X			X	X	X	X	X	X	X	X	X		10
Gan	X		X	X	X	X	X				X	X	Wpolo	9
IUP	X	X		X	X	X	X	X	X	X	X	X		11
Kutz	X	X	X	X	X	X	X	X	X	X	X	X	Bowling	13
LHU	X	X (1)		X	X	X	X		X	X	X	X		10
Mans	X	X			X	X	X		X	X		X		8
MC	X	X	X	X	X	X		X			X	X	Hockey Wpolo Rowing	12
Mill	X	X	X	X	X	X	X	X	X	X	X	X		12
Ship	X	X		X	X	X	X	X	X	X	X	X		11
SRU	X	X		X	X	X	X	X	X	X	X	X		11
WCU	X	X	X	X	X	X	X	X	X	X	X	X	Gym Rugby	14
Total	16	11	8	12	15	15	14	13	14	14	14	16	8	

NOTES: (1) Indicates NCAA Division I Sponsorships; (2) C.W. Post competes in Football & Field Hockey as an associate member; (3) Seton Hill competes in Field Hockey as an associate member.

COMPETITIVE ALIGNMENTS
PENNSYLVANIA STATE ATHLETIC CONFERENCE

1. **BASEBALL** - East-West alignment. The top four teams in each division qualify for the PSAC Championship tournament. Two four-team double elimination tournaments, winners play single game to declare "PSAC Champion". (Cheyney & Edinboro do not sponsor this sport).
 - East (7)**
Bloomsburg, East Stroudsburg, Kutztown, Mansfield, Millersville, Shippensburg, West Chester
 - West (7)**
California, Clarion, Gannon, IUP, Lock Haven, Mercyhurst, Slippery Rock
2. **MEN'S & WOMEN'S BASKETBALL** - East-West alignment. The top four teams in each division qualify for the PSAC Championship tournament.
 - East (8)**
Bloomsburg, Cheyney, East Stroudsburg, Kutztown, Mansfield, Millersville, Shippensburg, West Chester
 - West (8)**
California, Clarion, Edinboro, Gannon, IUP, Lock Haven, Mercyhurst, Slippery Rock
3. **MEN'S & WOMEN'S CROSS-COUNTRY** - Open structure alignment with combined (men and women) PSAC Championship. (Clarion does not sponsor men.)
4. **FIELD HOCKEY** – East-West alignment. The top three teams in each division qualify for the PSAC Championship tournament. (California, Cheyney, Clarion, Edinboro & Gannon do not sponsor this sport. Lock Haven is Division I)
 - East (6)**
Bloomsburg, C.W. Post, East Stroudsburg, Kutztown, Millersville, West Chester
 - West (6)**
IUP, Mansfield, Mercyhurst, Seton Hill, Shippensburg, Slippery Rock
5. **FOOTBALL** - East-West alignment. The top team in each division will meet in championship game on final date of the regular season. Winner of #1 v. #1 game declared "PSAC Champion". (Mansfield does not sponsor this sport)
 - East (8)**
Bloomsburg, Cheyney, C.W. Post, East Stroudsburg, Kutztown, Millersville, Shippensburg, West Chester
 - West (8)**
California, Clarion, Edinboro, Gannon, IUP, Lock Haven, Mercyhurst, Slippery Rock
6. **GOLF** - Open structure alignment with PSAC Championship. (Bloomsburg, Cheyney, Edinboro, Lock Haven, Mansfield, Shippensburg and Slippery Rock do not sponsor this sport.)
 - Men (7)**
California, Clarion, Gannon, IUP, Mercyhurst, Millersville, West Chester
 - Women (8)**
California, Clarion, East Stroudsburg, Gannon, Kutztown, Mercyhurst, Millersville, West Chester
7. **WOMEN'S LACROSSE** – Non-divisional alignment. Top six teams qualify for the PSAC Championship tournament. (California, Cheyney, Clarion and Mansfield do not sponsor this sport.)
8. **MEN'S SOCCER** – Non-divisional alignment. Top four teams qualify for the PSAC Championship tournament. (Cheyney, Clarion, Edinboro, IUP, Kutztown, and Mansfield do not sponsor this sport.)
9. **WOMEN'S SOCCER** – Non-divisional alignment. Top eight teams qualify for the PSAC Championship tournament. (Cheyney does not sponsor this sport.)

COMPETITIVE ALIGNMENTS (CONTINUED)
PENNSYLVANIA STATE ATHLETIC CONFERENCE

- 10. SOFTBALL** – Three-division alignment. Top three teams from each division qualify for the PSAC Championship tournament. Double-elimination tournament. (Cheyney does not sponsor this sport).
East (5)
East Stroudsburg, Kutztown, Millersville, Shippensburg, West Chester

Central (5)
Bloomsburg, Clarion, IUP, Lock Haven, Mansfield

West (5)
California, Edinboro, Gannon, Mercyhurst, Slippery Rock
- 11. MEN’S SWIMMING** - Open structure alignment with combined (men and women) PSAC Championship. (California, Cheyney, East Stroudsburg, Lock Haven, Mansfield, Mercyhurst, Millersville and Slippery Rock do not sponsor this sport).
- 12. WOMEN’S SWIMMING** - Open structure alignment with combined (men and women) PSAC Championship. (Cheyney & Mercyhurst do not sponsor this sport.).
- 13. MEN’S TENNIS** – Non-divisional alignment. The top four teams qualify for the PSAC Championship tournament. (California, Cheyney, Clarion, East Stroudsburg, Gannon, IUP, Lock Haven, Mansfield, Shippensburg and Slippery Rock do not sponsor this sport).
Bloomsburg, Edinboro, Kutztown, Mercyhurst, Millersville, West Chester
- 14. WOMEN’S TENNIS** – East-West alignment. The top three teams from each division qualify for the PSAC Championship tournament. (Gannon, Lock Haven and Mansfield do not sponsor this sport).
East (6)
Bloomsburg, Cheyney, East Stroudsburg, Kutztown, Millersville, West Chester

West (7)
California, Clarion, Edinboro, IUP, Mercyhurst, Shippensburg, Slippery Rock
- 15. MEN’S & WOMEN’S INDOOR TRACK AND FIELD** - Open structure alignment with combined (men and women) PSAC Championship (Gannon & Mercyhurst do not sponsor; Edinboro & Clarion do not sponsor men).
- 16. MEN’S & WOMEN’S OUTDOOR TRACK AND FIELD** - Open structure alignment with combined (men and women) PSAC Championship. (Gannon & Mercyhurst do not sponsor; Clarion does not sponsor men).
- 17. VOLLEYBALL** - East-West alignment. Top four teams from each division qualify for the PSAC Championship tournament. (Bloomsburg and Mansfield do not sponsor this sport).
East (7)
Cheyney, East Stroudsburg, Kutztown, Lock Haven, Millersville, Shippensburg, West Chester

West (7)
California, Clarion, Edinboro, Gannon, IUP, Mercyhurst, Slippery Rock
- 18. WRESTLING** - Open structure alignment with PSAC Championship. (California, Cheyney, IUP, Mansfield Slippery Rock and West Chester do not sponsor this sport).
Division I Teams: Bloomsburg, Clarion, Edinboro, Lock Haven, Millersville
Division II Teams: East Stroudsburg, Gannon, Kutztown, Mercyhurst, Shippensburg

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PENNSYLVANIA STATE ATHLETIC CONFERENCE

MEN'S AND WOMEN'S SPORTS

Baseball	Steve Roach	Millersville University
Men's Basketball	Dave Katis	Clarion University
Women's Basketball	Kathleen Heitzman	Bloomsburg University
M/W Cross-Country Track/Field (Indoor & Outdoor)	Danielle Barney Dr. Anthony Grant	Lock Haven University Millersville University
Field Hockey	Kevin Wood	Bloomsburg University
Football	Greg Bamberger	Kutztown University
Men's Golf	Dr. Frank Condino	IUP
Women's Golf	Peg Kauffman	Millersville University
Lacrosse	Peter Campbell	Lock Haven University
Men's Soccer	Mike McFarland	Bloomsburg University
Women's Soccer	Peg Kauffman	Millersville University
Softball	Kris Decker	Mansfield University
Swimming	Wendy Snodgrass	Clarion University
Tennis	Jeff Michaels	Shippensburg University
Volleyball	Dr. Karen Hjerpe	California University of PA
Wrestling	Bruce Baumgartner	Edinboro University

OTHER

Athletic Trainers	Dr. Thomas Gioglio	East Stroudsburg University
Sports Information Directors	Todd Jay	Edinboro University
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