At 8:15 a.m., Thursday, January 25, 2007, President Walter J. Blucas called the PIAA Board of Directors to order.

MEMBERS PRESENT

W. Rodney Stone, Warrington............................................................... District 1
Dr. Randy A. Ireson, Concordville.......................................................... District 1
Francis M. Majikes, Wilkes-Barre.......................................................... District 2
John W. Ziegler, Newport...................................................................... District 3
Samuel S. Elias, Hershey...................................................................... District 3
Joseph T. Kelly, Bloomsburg................................................................. District 4
Virgil R. Palumbo, Windber................................................................. District 5
Raymond J. Wotkowski, Sidman............................................................ District 6
Richard A. Constantine, Uniontown...................................................... District 7
John B. Fullen Sr., Beaver Falls............................................................. District 7
Jon L. Vallina, Burgettstown................................................................. District 7
Howard D. Bullard, Pittsburgh.............................................................. District 8
James B. Manners, Brockway............................................................... District 9
Walter J. Blucas, Girard.......................................................................... District 10
John P. Wabby, Pottsville..................................................................... District 11
Robert B. Coleman, Philadelphia......................................................... District 12
Stephen C. Pollock, Bensalem.............................................................. Junior High/Middle Schools
Timothy M. Allwein, New Cumberland.................................................. PSBA
Edward W. Godin, Bristol.................................................................... PSBA
Dr. Donald J. Tylinski, Harmony............................................................ PASA
Dennis F. Nemes, New Tripoli............................................................... PASSP
Dennis J. Ramella, West Mifflin............................................................. PSADA
MEMBERS PRESENT (CONTINUED)

Ronald J. Kanaskie, Riverside
Representing ......................................................................................................... PCA
Maureen S. Williams, Wilkes-Barre
Representing .................................................................................................... Female Officials
Dennis J. Geitner, Saint Marys
Representing .................................................................................................. Male Officials
Beth L. Schulze, Athens
Representing ............................................................................................. Girls’ Athletics
Richard B. Culver, Bethlehem
Representing ............................................................................................... Private Schools
John J. Tommasini, Harrisburg
Representing ................................................................................................ Department of Education
Cynthia K. Wagner, Karns City
Representing .............................................................................................. Female Parents

ADMINISTRATIVE STAFF PRESENT

Bradley R. Cashman, Executive Director .............................................................. PIAA
Dr. Robert A. Lombardi, Associate Executive Director ........................................ PIAA
Melissa N. Mertz, Assistant Executive Director .................................................. PIAA
Mark E. Byers, Assistant Executive Director ...................................................... PIAA
Gregory G. Biller, Director of Business Affairs .................................................. PIAA
Michael L. Solomon, Esq., Director of Legal Affairs ......................................... PIAA

GUESTS PRESENT

Alan R. Boynton, Jr., Esq. ................................................................................. PIAA Legal Counsel
John P. Milliron, Esq. ...................................................................................... PIAA Legislative Counsel
Robert M. Ruoff, Executive Secretary ............................................................... PIAA District I
C. Wendell Hower, Executive Director/Secretary ............................................. PIAA District III
John M. Bailey ............................................................................................... PSFCA Representative
George B. Shue ............................................................................................. PSFCA Representative

MEMBER ABSENT

Michael J. Costanza, Laflin ................................................................................ Male Parents

INTRODUCTION OF ALTERNATE VOTING REPRESENTATIVE TO PIAA BOARD OF DIRECTORS

President Blucas introduced Mr. Timothy M. Allwein, Alternate Voting Representative for Mr. Thomas J. Gentzel, PSBA Executive Director.
APPROVAL OF MINUTES

On a motion by Mr. Majikes, seconded by Mr. Manners, it was unanimously voted to approve the Minutes of the Thursday, December 14 and Friday, December 15, 2006 meeting of the PIAA Board of Directors, as presented by the Executive Director.

APPROVAL OF MEMBER SCHOOL APPLICATION

On a motion by Mr. Stone, seconded by Dr. Ireson, it was unanimously voted to accept into membership the following school, effective July 1, 2007:

District I - Interboro Middle School

REINSTATEMENT OF DELINQUENT SCHOOLS

On a motion by Mr. Stone, seconded by Dr. Ireson, it was unanimously voted to reinstate to membership the following schools, effective immediately:

District I - Cecelia Snyder Middle School
Keith Valley Middle School
Oxford Area High School
Robert K. Shaffer Middle School
Upper Darby High School

On a motion by Mr. Majikes, seconded by Mrs. Williams, it was unanimously voted to reinstate to membership the following school, effective immediately:

District II - Damascus Area Middle School

On a motion by Mr. Ziegler, seconded by Mr. Elias, it was unanimously voted to reinstate to membership the following schools, effective immediately:

District III - Edgar Fahls Smith Junior High School
Hannah Penn Junior High School
Hanover Middle School
Rowland Intermediate School

On a motion by Mr. Constantine, seconded by Mr. Fullen, it was unanimously voted to reinstate to membership the following schools, effective immediately:

District VII - Albert Gallatin South Middle School
Ambridge Area High School
Ambridge Area Junior High School
Charleroi Area Middle School
Keystone Oaks Middle School
Monessen Junior High School
Wilkingsburg Junior High School
EXECUTIVE SESSION

President Blucas called an Executive Session of the PIAA Board of Directors to discuss the report and analysis of PIAA’s legislative consultant and the status of pending litigation. The Board of Directors then went into Executive Session, where the report and analysis of PIAA’s legislative consultant and the status of pending litigation were discussed.

RETURN TO REGULAR SESSION

President Blucas returned the meeting of the PIAA Board of Directors to Regular Session.

DIRECTOR OF BUSINESS AFFAIRS’ REPORT AND RECOMMENDATION

The Director of Business Affairs gave a status report on the preparation and subsequent issuance of 2006 Forms 1099-MISC.

On a motion by Mr. Constantine, seconded by Mr. Manners, it was unanimously voted to accept the unaudited financial statements for the 2006 PIAA Golf, Girls’ Team and Singles and Doubles Tennis, Girls’ Volleyball, Cross Country, Field Hockey, Soccer, and Football Championships, as presented by the Director of Business Affairs.

On a motion by Mr. Wabby, seconded by Mr. Majikes, it was unanimously voted to accept the unaudited financial statements for the months ended November 30 and December 31, 2006, as presented by the Director of Business Affairs.

Pursuant to the Policy Regarding Budgetary Transfers, on a motion by Mr. Wabby, seconded by Mr. Wotkowski, it was unanimously voted to accept the recommendation of the Director of Business Affairs to amend the PIAA Operating Activities and Cash Flows Budgets for the year ending June 30, 2007.

SECOND ASSISTANT EXECUTIVE DIRECTOR’S REPORT AND RECOMMENDATION

The Second Assistant Executive Director gave a status report on the 2006-2007 PIAA Team Wrestling Championships, which are scheduled to be held on a regional basis on Tuesday, February 6, 2007; and on Friday, February 9 and Saturday, February 10, 2007, at the GIANT Center, Hershey, PA.

On a motion by Mr. Stone, seconded by Mr. Kelly it was unanimously voted to refer a proposed interpretation of ARTICLE XVI, Section 2, C, 2, relative to the use of “indoor football sleds” outside the PIAA-defined football season, to the PIAA Football Steering Committee for its consideration and review.

On a motion by Mr. Tommasini, seconded by Dr. Tylinski, it was unanimously voted to accept the recommendation of the Second Assistant Executive Director to approve the PIAA District and Inter-District Championships “Official Ball” Request for Proposal (RFP)
in the sports of soccer and softball, for the period beginning July 1, 2007 and ending June 30, 2010.

PIAA BASEBALL STEERING COMMITTEE RECOMMENDATION

Following a third reading, on a motion by Dr. Tylinski, seconded by Mr. Tommasini, it was unanimously voted to accept the recommendation of the PIAA Baseball Steering Committee to amend the Code of Ethics Pertaining to High School Athletics, of the PIAA By-Laws, effective July 1, 2007, to read as follows:

CODE OF ETHICS
PERTAINING TO HIGH SCHOOL ATHLETICS

Section 4. The Athletic Director Should:

B. Not schedule or reschedule a Contest for the purpose of circumventing the application, enforcement, and/or intent of any provision of the Constitution, By-Laws, Policies and Procedures, and/or Rules and Regulations of PIAA.

PIAA COACHES' ADVISORY COMMITTEE AND PENNSYLVANIA COACHES' ASSOCIATION (PCA) BOARD OF DIRECTORS' REPORT

On a motion by Mr. Constantine, seconded by Mr. Kanaskie, it was unanimously voted to accept the Minutes of the PIAA Coaches' Advisory Committee and Pennsylvania Coaches' Association (PCA) Board of Directors joint meeting of Wednesday, December 20, 2006, as prepared by the Second Assistant Executive Director and presented by the PCA Representative to the PIAA Board of Directors.

PIAA SOCCER Steering Committee Report and Recommendation

Following a third reading, Mr. Tommasini moved and Mr. Elias seconded that motion, to accept the recommendation of the PIAA Soccer Steering Committee to adopt a proposal to (1) combine all senior high schools sponsoring the sport of girls' soccer; (2) rank those senior high schools in descending order by female enrollment; (3) divide those senior high schools, as equally as possible, into three enrollment classifications; (4) separate those senior high schools into their respective fall and spring sports seasons; and (5) determine the maximum number of entries (qualifiers), by District or Region, by enrollment classification, to the respective Girls' Fall and Girls' Spring Soccer Championships, effective July 1, 2008.

On a motion by Mr. Tommasini, seconded by Mr. Culver, it was unanimously voted to table, for further consideration and review by the PIAA Director of Legal Affairs and Legal Counsel, the recommendation of the PIAA Soccer Steering Committee to adopt a proposal to (1) combine all senior high schools sponsoring the sport of girls' soccer; (2) rank those senior high schools in descending order by female enrollment; (3) divide those senior high schools, as equally as possible, into three enrollment classifications;
(4) separate those senior high schools into their respective fall and spring sports seasons; and (5) determine the maximum number of entries (qualifiers), by District or Region, by enrollment classification, to the respective Girls’ Fall and Girls’ Spring Soccer Championships, effective July 1, 2008.

On a motion by Mr. Constantine, seconded by Mr. Majikes, it was unanimously voted to accept the Minutes of the PIAA Soccer Steering Committee meeting of Wednesday, December 20, 2006, as presented by the Second Assistant Executive Director.

FIRST ASSISTANT EXECUTIVE DIRECTOR’S REPORT

The First Assistant Executive Director gave a status report on (1) her and the Executive Director’s attendance at a meeting of representatives from the Philadelphia Catholic League, which was held on Wednesday, January 3, 2007, at Archbishop Carroll High School, Radnor, PA; (2) her attendance at the National Federation of State High School Associations (NFHS) Field Hockey Stix Symposium, which was held on Friday, January 19 and Saturday, January 20, 2007, Indianapolis, IN; (3) her and the Executive Director’s attendance at a meeting of representatives if the Inter-Academic League, which was held on Tuesday, January 23, 2007, at William Penn Charter School, Philadelphia, PA; and (4) the 2006-2007 PIAA Swimming and Diving Championships, which are scheduled to be held on Wednesday, March 14; Thursday, March 15; Friday, March 16; and Saturday, March 17, 2007, at Kinney Natatorium, Bucknell University, Lewisburg, PA.

PIAA FIELD HOCKEY STEERING COMMITTEE REPORT AND RECOMMENDATION

On a motion by Mrs. Schultz, seconded by Mr. Elias, it was unanimously voted to accept the recommendation of the PIAA Field Hockey Steering Committee to submit to the NFHS Field Hockey Rules Committee a proposal to modify NFHS Field Hockey Rule 8-1-1-a, to read as follows:

<table>
<thead>
<tr>
<th>Rule 8</th>
<th>Fouls</th>
</tr>
</thead>
<tbody>
<tr>
<td>Section 1 Fouls</td>
<td></td>
</tr>
<tr>
<td>ART. 1 . . . Fouls include the following:</td>
<td></td>
</tr>
<tr>
<td>a. Raising the stick above the shoulders in an intimidating/dangerous manner; using the stick in an intimidating/uncontrolled manner; or a field player using the stick to play a ball which is above shoulder height;</td>
<td></td>
</tr>
<tr>
<td>NOTE: A stick raised high in front or back when players are approaching or within playing distance is dangerous and/or intimidating and shall be called.</td>
<td></td>
</tr>
</tbody>
</table>

On a motion by Mr. Elias, seconded by Mrs. Schultz, it was unanimously voted to petition the NFHS Field Hockey Rules Committee for permission to experiment with the aforementioned proposed modification of NFHS Field Hockey Rule 8-1-1-a, effective July 1, 2007.

On a motion by Mr. Pollock, seconded by Mr. Wotkowski, it was unanimously voted to accept the Minutes of the PIAA Field Hockey Steering Committee meeting of
The Associate Executive Director gave a status report on (1) his fourth and final year of chairing the NFHS Soccer Rules Committee, which is scheduled to meet on Saturday, January 28 and Sunday, January 29, 2007, in Indianapolis, IN; (2) the results of the recently completed election for PIAA-Registered Officials’ Representatives to the even-numbered PIAA District Committees; (3) the deadline for receipt of recommendations from the respective PIAA District Chairmen of registered officials that are qualified to officiate the 2006-2007 PIAA Winter Championships; (4) the soon-to-begin spring sports’ mandatory rules interpretation meetings; (5) the Wednesday, February 28, 2007 deadline for payment of PIAA-registered officials’ registration fees, without late payment penalty; and (6) the 2006-2007 PIAA Wrestling Championships, which are scheduled to be held on a regional basis on Friday, March 2 and Saturday, March 3, 2007, and on Thursday, March 8; Friday, March 9; and Saturday, March 10, 2007, at the GIANT Center, Hershey, PA.

PIAA GOLF STEERING COMMITTEE RECOMMENDATION

On a motion by Mr. Kanaskie, seconded by Mr. Wotkowski, it was voted to accept the recommendation of the PIAA Golf Steering Committee to amend, on a second reading basis, ARTICLE XVI, SEASON AND OUT-OF-SEASON RULES AND REGULATIONS, Table I - Schedule of Fall Sports, of PIAA By-Laws, to provide for the third day of the fall sports season to be the first Regular Season Contest day in the sport of golf, effective July 1, 2007, to read as follows:

<table>
<thead>
<tr>
<th>Fall Sports</th>
<th>Minimum Length of Inter-School Practice or Scrimmage Day (See NOTE 2)</th>
<th>First Preseason Practice (See NOTE 1)</th>
<th>First Regular Season Contest Day</th>
</tr>
</thead>
<tbody>
<tr>
<td>Golf</td>
<td>Minimum Length of Inter-School Practice or Scrimmage Day (See NOTE 2)</td>
<td>First Preseason Practice (See NOTE 1)</td>
<td>First Regular Season Contest Day</td>
</tr>
<tr>
<td>First Practice Day</td>
<td>Minimum Length of Inter-School Practice or Scrimmage Day (See NOTE 2)</td>
<td>First Preseason Practice (See NOTE 1)</td>
<td>First Regular Season Contest Day</td>
</tr>
<tr>
<td>See Table of Labor Day Occurrences</td>
<td>2 5 days within 1st week</td>
<td>3 6th Day of Fall Sports’ Season</td>
<td>3 8th Day of Fall Sports’ Season</td>
</tr>
</tbody>
</table>

Motion passed: 18-yes, 10-no. The roll call vote was:
On a motion by Mr. Majikes, seconded by Mr. Tommasini, it was voted to accept the recommendation of the PIAA Cross Country and Track and Field Steering Committees to amend, on a first reading basis, the Policy for Determining Number of Enrollment Classifications in the Sports of Cross Country, Swimming and Diving, Tennis, Track and Field, and Wrestling and the Policy for Determining Number of Enrollment Classifications in the Sports of Baseball, Basketball, Field Hockey, Football, Soccer, Softball, and Volleyball, to provide for an increase in the number of enrollment classifications in the sport of cross country from two to three, effective July 1, 2008, to read as follows:

**POLICY FOR DETERMINING NUMBER OF ENROLLMENT CLASSIFICATIONS IN THE SPORTS OF CROSS COUNTRY, SWIMMING AND DIVING, TENNIS, TRACK AND FIELD, AND WRESTLING**

In the individual sports of cross country, swimming and diving, tennis, track and field, and wrestling, each sport shall be entitled to one enrollment classification for every 275 member senior high schools sponsoring that sport, or major fraction thereof. Adoption of this policy shall not produce a decrease in the number of enrollment classifications existing in any sport at the time of such adoption.

**POLICY FOR DETERMINING NUMBER OF ENROLLMENT CLASSIFICATIONS IN THE SPORTS OF BASEBALL, BASKETBALL, CROSS COUNTRY, FIELD HOCKEY, FOOTBALL, SOCCER, SOFTBALL, AND VOLLEYBALL**

In the Team sports of baseball, basketball, cross country, field hockey, football, soccer, softball, and volleyball, each sport shall be entitled to at least one enrollment classification for every 175 member senior high schools sponsoring that sport, or major fraction thereof. Adoption of this policy shall not produce a
decrease in the number of enrollment classifications existing in any sport at the
time of such adoption, and shall provide for a minimum of two enrollment
classifications in each of the aforementioned sports.

Motion passed: 22-yes, 6-no.

On a motion by Mr. Ziegler, seconded by Mr. Kelly, it was unanimously voted to accept the recommendation of the PIAA Cross Country and Track and Field Steering Committees to further modify NFHS Cross Country Rule 9-3-3, effective July 1, 2007, to read as follows:

**CROSS COUNTRY:** . . . modify Rule 9-3-3 to provide for the use of a picture-based finish system, in conjunction with either one chip attached to a shoe of a runner or one chip attached to each shoe of a runner timing, to determine the finish position of the runner by the torso of the runner braking the plane of the finish; . . .

On a motion by Mr. Palumbo, seconded by Mr. Tommasini, it was unanimously voted to accept the recommendation of the PIAA Cross Country and Track and Field Steering Committees to refer to the PIAA Administrative Staff and PIAA Legal Counsel, for further consideration and review, the matter of wheelchair bound track and field athletes competing against or with able-bodied track and field athletes; and to prepare a recommendation for consideration by the PIAA Board of Directors at its meeting of Thursday, March 22 and Friday, March 23, 2007.

On a motion by Mr. Majikes, seconded by Mr. Nemes, it was unanimously voted to accept the Minutes of the PIAA Cross Country and Track and Field Steering Committees of Wednesday, December 20, 2006, as presented by the Associate Executive Director.

**EXECUTIVE DIRECTOR’S REPORT AND RECOMMENDATIONS**

The Executive Director gave a status report on (1) his third year of chairing the NFHS Football Rules Committee and PIAA Statewide Football Rules Interpreter Charles H. “Buss” Carr’s attendance at that Rules Committee meeting, which was held on Friday, January 19; Saturday, January 20; and Sunday, January 21, 2007, in Indianapolis, IN: and (2) the 2006-2007 PIAA Basketball Championships, which are scheduled on a regional basis for Tuesday, March 6 (play-in round); Friday, March 9 and Saturday, March 10, (first round); Tuesday, March 13 and Wednesday, March 14 (second round); Friday, March 16 and Saturday, March 17 (quarterfinals); Tuesday, March 20 and Wednesday, March 21 (semi-finals); and on Friday, March 23 and Saturday, March 24, 2007 (finals) at Bryce Jordan Center, University Park, PA.

On a motion by Mr. Stone, seconded by Mr. Wabby, it was unanimously voted to table the proposed meetings schedule for the 2007-2008 school year, as presented by the Executive Director.
On a motion by Mr. Ziegler, seconded by Mr. Geitner, it was unanimously voted to accept the recommendation of the Executive Director to amend, on a first reading basis, Sports Under PIAA Jurisdiction and Inter-District Championship Contests, of the Rules and Regulations Section of the PIAA Handbook, to rescind jurisdiction over boys' gymnastics and to assume jurisdiction over boys' lacrosse, effective July 1, 2008.

PIAA FOOTBALL STEERING COMMITTEE REPORT AND RECOMMENDATION

On a motion by Mr. Wabby, seconded by Mr. Kanaskie, it was voted to accept the recommendation of the PIAA Football Steering Committee to amend, on a first reading basis, ARTICLE XVI, SEASON AND OUT-OF-SEASON RULES AND REGULATIONS, Table I - Schedule of Fall Sports, Football, of the PIAA By-Laws, to provide for (1) at least three days of no pads, no contact heat acclimation Football Practice, beginning the Wednesday before the first Practice day for fall sports (Wednesday, August 6, 2008) and ending the Saturday before the first Practice day for fall sports (Saturday, August 9, 2008); (2) advancing the first Football Regular Season Contest day from the 19th day of the fall sports season (Friday, August 29, 2008) to the 12th day of the fall sports season (Friday, August 22, 2008) and, for those member schools that choose to schedule their first Football Regular Season Contest on the 12th day of the fall sports season (Friday, August 22, 2008), reducing the maximum number of Football Regular Season Inter-School Practices or Scrimmages from two to one; (3) advancing the last Football Regular Season Contest day from the 83rd day of the fall sports season (Saturday, November 1, 2008) to 76th day of the fall sports season (Saturday, October 25, 2008); (4) advancing the PIAA District Football Deadline from the 104th day of the fall sports season (Saturday, November 22, 2008) to the 97th day of the fall sports season (Saturday, November 15, 2008); and (5) advancing the PIAA Football Championships Deadline from the 125th day of the fall sports season (Saturday, December 13, 2008) to the 118th day of the fall sports season (Saturday, December 6, 2008), all effective July 1, 2008.

In that same motion, it was also voted to accept the recommendation of the PIAA Football Steering Committee to amend, on a first reading basis, ARTICLE XVI, SEASON AND OUT-OF-SEASON RULES AND REGULATIONS, and Table II - Schedule of Winter Sports, of the PIAA By-Laws, to provide for (1) moving back the first Practice day for winter sports from Monday, November 10, 2008 to Monday, November 17, 2008; (2) moving back the first Inter-School Practice or Scrimmage day for winter sports from Saturday, November 15, 2008 to Saturday, November 22, 2008; (3) moving back the first Regular Season Contest day in the sports of bowling and rifle from Monday, November 24, 2008 to Monday, December 1, 2008; and (4) moving back the first Regular Season Contest day in the sports of basketball, gymnastics, indoor track, swimming and diving, and wrestling from Friday, November 28, 2008 (Thanksgiving weekend) to Friday, December 5, 2008, all effective July 1, 2008.

Motion passed: 25-yes, 3-no. PIAA District I and V Chairmen and PIAA District I Vice Chairman voted in the negative.
On a motion by Mr. Nemes, seconded by Mr. Ramella, it was unanimously voted to accept the Minutes of the PIAA Football Steering Committee meeting of Wednesday, December 20, 2006, as presented by the Executive Director.

PIAA POLICY REVIEW COMMITTEE REPORT AND RECOMMENDATIONS

The Chairman of the PIAA Policy Review Committee advised the PIAA Board of Directors that that Committee, at its meeting of Wednesday, January 24, 2007, which was held in the Board Room of the PIAA Office, Mechanicsburg, PA, voted to recommend to the Board of Directors that it (1) accept the recommendations of Greenawalt & Company, P.C., for non-profit organizations, relative to recent Sarbanes-Oxley Act interpretations, and reaffirm that the PIAA Board of Directors has already adopted a Policy Regarding Retention of Records; (2) adopt, on a first reading basis, a PIAA Whistleblower Policy; (3) amend, on a first reading basis, the PIAA Conflict of Interest Policy; (4) adopt, on a first reading basis, a PIAA Conflict of Interest Statement; (5) amend, on a first reading basis, the Procedural Standards for Appeal Hearings; (6) amend, on a first reading basis, Requests for Accommodations Due to Disabilities; and (7) amend, on a first reading basis, the Policy Regarding Criteria to be Utilized in Considering Selection of Sites for District and/or Inter-District Championship Contests.

On a motion by Mr. Nemes, seconded by Mr. Pollock, it was unanimously voted to accept the recommendation of the PIAA Policy Review Committee to (1) accept the recommendations of Greenawalt & Company, P.C., for non-profit organizations, relative to recent Sarbanes-Oxley Act interpretations and (2) reaffirm to Greenawalt & Company, P.C., that the PIAA Board of Directors has already adopted a Policy Regarding Retention of Records.

Pursuant to the recommendations of Greenawalt & Company, P.C., for non-profit organizations, relative to recent Sarbanes-Oxley Act interpretations, on a motion by Mr. Nemes, seconded by Mr. Ramella, it was unanimously voted to accept the recommendation of the PIAA Policy Review Committee to adopt, on a first reading basis, a PIAA Whistleblower Policy, effective July 1, 2007, to read as follows:

PIAA WHISTLEBLOWER POLICY

A. General
PIAA requires employees to observe high standards of ethical behavior in the conduct of their duties and responsibilities. As representatives of PIAA, all such persons must practice honesty and integrity in fulfilling their responsibilities, and they must comply with all applicable laws and regulations.

B. Reporting Responsibility
It is the responsibility of all employees to perform ethically and to comply with PIAA policies relating to financial integrity, and to report material violations or suspected violations in accordance with this Whistleblower Policy.
C. **No Retaliation**
No employee who in good faith reports a violation shall suffer harassment, retaliation, or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees to raise serious concerns as expeditiously as possible within PIAA, rather than remaining silent or seeking resolution outside PIAA.

D. **Compliance Officers**
PIAA’s Compliance Officer is responsible for investigating and resolving all reported allegations concerning financial impropriety, and shall promptly advise the Board of Directors of such allegations and of his findings. In addition, he is required to report to the Board at least annually on compliance activity. The Corporation’s Compliance Officer is Michael L. Solomon, Esq. (717) 737-3405.

E. **Accounting and Auditing Matters**
The Board of Directors, when performing its audit oversight function, is charged with addressing all reported allegations of impropriety regarding corporate accounting practices, internal controls, or auditing. The Compliance Officer shall promptly notify the Board of any such allegation and work with the Board until the matter is resolved.

F. **Acting in Good Faith**
Anyone making an allegation concerning a violation or suspected impropriety must be acting in good faith and have reasonable grounds for believing the information disclosed indicates an impropriety. Any untrue allegations, which prove to have been made maliciously or knowingly to be false, will be viewed as serious disciplinary offenses.

G. **Confidentiality**
Allegations of impropriety may be submitted on a confidential basis by the complainant or may be submitted anonymously. Such allegations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. Any anonymous allegation must provide sufficient supporting data to permit meaningful follow up. Anonymous allegations that are vague, ambiguous, or unsupported will be disregarded.

H. **Handling of Reported Violations**
The Compliance Officer will acknowledge receipt of non-anonymous allegations within two business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Pursuant to the recommendations of Greenawalt & Company, P.C., for non-profit organizations, relative to recent Sarbanes-Oxley Act interpretations, on a motion by Mr. Nemes, seconded by Mr. Godin, it was unanimously voted to accept the recommendation of the PIAA Policy Review Committee to amend, on a first reading basis, the PIAA Conflict of Interest Policy, effective July 1, 2007, to read as follows:
PIAA CONFLICT OF INTEREST POLICY

The PIAA Board of Directors of the Pennsylvania Interscholastic Athletic Association, Inc. (PIAA) requires that each person serving as a member of the Board of Directors, a District Committee, employee, or an agent of PIAA (collectively, "Covered Persons"), perform their duties without influence or the appearance of influence by any other business or financial interest of such person. Each Covered Person must comply with the letter and spirit of this Policy.

No code or policy can anticipate every situation that may arise or replace the thoughtful behavior of an ethical director, officer, or employee. Covered Persons are encouraged to bring questions about particular circumstances that may implicate one or more of the provisions of this code to the attention of the President of PIAA or the Executive Director of PIAA.

Potential conflicts of interest include, but are not limited to, a person’s direct financial interest in a company or product which could be affected by a decision of the PIAA Board of Directors or a District Committee on which the person serves. PIAA is not critical of such interests. It merely requests that persons disqualify themselves from PIAA decisions on matters relating to such interests.

If a member of the PIAA Board of Directors, a District Committee, or an agent of PIAA, should develop or have a conflict of interest, such person shall:

1) Immediately identify the conflict in writing to the President of PIAA or the District Chairman, as applicable; and

2) Remove themselves from any discussion or decisions involving the matter in conflict.

In case of doubt the existence of a conflict, a member should submit the question and the relevant facts to the President of PIAA or the District chairman, as applicable, for a decision.

A. Conflict of Interest

Each Covered Person must avoid any conflict of interest between that person and PIAA unless the relationship is approved in advance by the Board of Directors. If a Covered Person should develop or have a conflict of interest, such person shall (1) immediately identify the conflict in writing to the President of PIAA or the District Chairman, as applicable; and (2) remove themselves from any decision involving the Covered Person or a firm or company with which the Covered Person is affiliated. A “conflict of interest” can occur when:

1. A Covered Person’s personal or representative interest is adverse to, or may appear to be adverse to, the interests of PIAA.

2. A Covered Person or a member of his or her immediate family receives improper personal benefits as a result of his or her position as an employee of PIAA.
Some of the more common conflicts are listed below:

- **Relationship of PIAA with third-parties**

  A **Covered Person** may not receive a material personal benefit from a person or firm which is seeking to do business or to retain business with PIAA unless approved by the Board of Directors or the PIAA Executive Director.

- **Compensation from non-PIAA sources**

  **Covered Persons** may not accept compensation for services performed for PIAA from sources other than PIAA.

- **Gifts**

  **Covered Persons** may not offer, give or receive gifts from persons or entities who deal with PIAA in those cases where any such gift is being made to influence the Covered Person’s actions or decisions, or where acceptance of the gifts could create the appearance of a conflict of interest. A gift, meal, or entertainment valued at more than $100 would be presumed to create the appearance of a conflict of interest.

- **Personal use of PIAA assets**

  **Covered Persons** may not use PIAA assets, labor, or information for personal use unless approved by the Board of Directors in advance.

**B. Corporate Opportunities**

**Covered Persons** are prohibited from:

1. Taking for themselves or third parties with which they are affiliated, opportunities that are discovered through the use of PIAA property or information or their position as a director, officer, or employee;

2. Using PIAA property or information for personal gain; or

3. Competing with PIAA for business opportunities. However, if PIAA’s disinterested directors determine that PIAA will not pursue an opportunity that relates to PIAA’s business, then a Covered Person may do so.

**C. Encouraging the Reporting of any Illegal or Unethical Behavior**

**Covered Persons** must promote ethical behavior and take steps to ensure that PIAA:
1. Encourages employees to talk to supervisors, managers, and other appropriate personnel when in doubt about the best course of action in a particular situation.

2. Encourages employees to report violations of laws, rules, regulations, or PIAA’s Policy to appropriate personnel.

3. Informs employees that PIAA will not allow retaliation for reports made in good faith.

D. **Compliance Standards**

In case of doubt about the existence of a conflict, a Covered Person should submit the question and the relevant facts to the President of PIAA or the District Chairman, as applicable, for a decision.

Covered Persons must communicate any suspected violations of this Policy promptly to the Board of Directors. Violations will be investigated by the Board or by persons designated by the Board, and appropriate action will be taken in the event any violations of the Policy are confirmed.

E. **Waiver of Policy**

Any waiver of this Policy must be made by the Board of Directors.

Pursuant to the recommendations of Greenawalt & Company, P.C., for non-profit organizations, relative to recent Sarbanes-Oxley Act interpretations, on a motion by Mr. Nemes, seconded by Mr. Godin, it was unanimously voted to accept the recommendation of the PIAA Policy Review Committee to adopt, on a first reading basis, a PIAA Conflict of Interest Statement, effective July 1, 2007, to read as follows:

**PIAA CONFLICT OF INTEREST STATEMENT**

The PIAA Board of Directors requires that each person serving as a Board member or employee of PIAA performs his or her duties without influence or the appearance of influence by any other business or financial interest.

Potential conflicts of interest include, but are not limited to, a person’s direct financial or close personal interest in a company or product which could be affected by a decision of a committee on which the person serves. An interest in a sport camp, sporting goods manufacturer, or insurance company holds potential for a conflict. PIAA is not critical of such interests. It merely requests that persons disqualify themselves from service to the PIAA on matters relating to such interests.

If a member of the Board of Directors or any employee of PIAA should have or develop a conflict of interest, such person shall:
1. Immediately identify the conflict in writing to the President and/or Executive Director; and

2. Remove himself or herself from any discussion or decisions involving the matter in conflict.

In case of doubt about the existence of a conflict, the question and the relevant facts should be submitted to the President and/or Executive Director for a decision.

I have read the above and agree to comply:

_________________________________________  ________________________________
(Signature)  (Date)

On a motion by Mr. Nemes, seconded by Mr. Culver, it was voted to accept the recommendation of the PIAA Policy Review Committee to amend, on a first reading basis, the Procedural Standards for Appeal Hearings, effective July 1, 2007, to read as follows:

PROCEDURAL STANDARDS FOR APPEAL HEARINGS

III. Matters That May Be Heard on Appeal

The matters that may be heard on appeal are those decisions that District Committees are authorized to make. Those matters include:

A. The eligibility of a student at a member school.

B. Whether a member school, or a person employed by or connected with a member school (including a student), has committed a violation of the PIAA Constitution, By-Laws, Policies and Procedures, and/or Rules and Regulations, and, if so, what, if any, penalty should be imposed.

C. Whether a member school is to be given approval to transfer to the jurisdiction of an adjacent District.

D. Appeals from denials of applications for membership in PIAA.

IV. Persons With Standing to Appeal

A. Where a member school presented the matter to the District Committee for a decision, and the decision was adverse to the member school, the member school has the right of appeal.

B. Where the matter arose before the District Committee on the complaint of a member school, the school as to which the decision was adverse, whether the complaining school or the school against which the complaint was filed, has the right of appeal.
C. Students and other individuals desiring that an appeal be filed shall contact their school Principal and request that the school appeal the decision on their behalf.

D. Where an appeal is from a decision denying an application for membership in PIAA, the applying school shall have a limited right of appeal from this decision. This is the only circumstance where an appeal may be brought by a school not a member of PIAA.

V. Request for Appeal Hearing

A. All requests for appeal hearings shall be made in writing by the Principal of the appealing member school to the Executive Director of PIAA. The letter shall provide sufficient information to enable the Executive Director to identify the issue(s) involved. (A Principal may provide the Executive Director with informal notice by telephone of the intent to appeal, but all appeals must be requested in writing.)

Motion passed: 27-yes, 1-no. PASA Representative voted in the negative.

On a motion by Mr. Nemes, seconded by Mr. Tommasini, it was unanimously voted to accept the recommendation of the PIAA Policy Review Committee to amend, on a first reading basis, Requests for Accommodations Due to Disabilities, effective July 1, 2007, to read as follows:

REQUESTS FOR ACCOMMODATIONS DUE TO DISABILITIES

One of the purposes of PIAA, as stated in ARTICLE II of the PIAA Constitution, is to "promote uniformity of standards in all interscholastic competition." To that end, PIAA generally requires adherence to the rules adopted for each individual sport. PIAA is also cognizant, however, of the need to accommodate individuals with disabilities to the extent that reasonable accommodation will not fundamentally alter essential elements of a sport or provide the student-athlete with an unfair advantage. Therefore, evaluation of requests by students or coaches for exemption from, or modification of, applicable sport rules and regulations due to a physical, mental, or emotional disability will be considered on a case-by-case basis. Guidelines for handling such requests are set forth below.

A. Authority to Grant Accommodation Requests:

1. Relating to participation in Regular Season Contests and District Championships Contests and/or Tournaments:

For those sports in which a procedure to request an accommodation for a disability is not set forth in the applicable NFHS sport-specific rules, requests for accommodations due to disabilities shall be submitted to the District Committee having jurisdiction over the Contests and/or Tournaments for which an
accommodation is sought. The District Committee may delegate consideration of the matter to its executive director or District Chairman.

The applicable District Committee, executive director, or district chairman shall have the authority to determine (1) whether the student is disabled within the meaning of the Americans With Disabilities Act (see Sub-Section G below), (2) whether an accommodation is necessary for participation, and (3) what accommodation, if any, should be granted, taking into account the essential elements of the sport and fairness to other participants. If an accommodation would fundamentally alter an essential element of a sport or would provide an unfair advantage to the student, the accommodation is not a reasonable one and should not be granted. Appeals from denial of a request may be submitted to the PIAA Board of Directors.

2. Relating to participation in PIAA Inter-District Championships Contests and/or Tournaments:

Requests for accommodations due to disabilities shall be submitted to the PIAA Executive Director, who shall have the authority to consider and rule on (1) whether the student is disabled within the meaning of the Americans With Disabilities Act (see Sub-Section G below), (2) whether an accommodation is necessary for participation, and (3) what accommodation, if any, should be granted, taking into account the essential elements of the sport and fairness to other participants. If an accommodation would fundamentally alter an essential element of a sport or would increase the risk of injury to other participants, or would provide an unfair advantage to the student, the accommodation is not a reasonable one and should not be granted. Appeals from decisions of the Executive Director may be submitted to the PIAA Board of Directors.

* * *

On a motion by Mr. Nemes, seconded by Mr. Wotkowski, it was unanimously voted to accept the recommendation of the PIAA Policy Review Committee to amend, on a first reading basis, the Policy Regarding Criteria to be Utilized in Considering Selection of Sites for District and/or Inter-District Championship Contests, effective July 1, 2007, to read as follows:

POLICY REGARDING CRITERIA TO BE UTILIZED IN CONSIDERING SELECTION OF SITES FOR DISTRICT AND/OR INTER-DISTRICT CHAMPIONSHIP CONTESTS

The following criteria are used by PIAA in assessing the suitability of sites to host PIAA District and/or Inter-District Championship Contests:

- Quality of the Contest site competition surface.
- Location of the Contest site.
- Accessibility to the Contest site.
- Contest site Emergency Response Plan (ERP).
- Contest site handicapped parking areas and handicapped accessibility to facility, spectator seating, and restrooms.
- Contest site parking areas.
- Contest site security.
- Contest site spectator seating.
- Contest site restroom facilities.
- Contest site locker room and athletic training facilities.
- Accessibility at Contest site to Automatic External Defibrillator (AED).
- Number of telephone lines available to the broadcasting and/or print media.
- Ability to properly display the American Flag and ability to play the National Anthem, prior to the start of each Contest.

If a site proposing to host a Contest, or being asked to host a Contest, is aware of a deficiency in any of the above criteria, such deficiency shall be disclosed to PIAA prior to the selection of the site to host a Contest.

Sport-specific and other relevant criteria may be considered as appropriate under the circumstances. A deficiency in one or more of the criteria shall not, in itself, disqualify a site but such deficiency shall be weighed against the other criteria and the availability of other qualified sites.

On a motion by Mr. Stone, seconded by Mr. Wabby, it was unanimously voted to accept the Minutes of the PIAA Policy Review Committee meeting of Wednesday, January 24, 2007.

PIAA STRATEGIC PLANNING COMMITTEE REPORT

The Chairman of the PIAA Strategic Planning Committee advised the PIAA Board of Directors that that Committee, at its meeting of Wednesday, January 24, 2007, which was held in the Board Room of the PIAA Office, Mechanicsburg, PA, received a presentation from the Market Street Sports Group, regarding procuring sponsorships for PIAA District Championships in the sports of football, wrestling, and basketball.

PIAA HUMAN RESOURCES COMMITTEE REPORT AND RECOMMENDATIONS

The Chairman of the PIAA Human Resources Committee advised the Board of Directors that that Committee, at its meeting of Wednesday, January 24, 2007, which was held in the Board Room of the PIAA Office, Mechanicsburg, PA, voted to recommend to the Board of Directors that it (1) adopt a proposed Pennsylvania Interscholastic Athletic Association, Inc. (PIAA) Medical Reimbursement Plan; (2) appoint a plan administrator; and (3) amend the proposed PIAA Operating Activities Budget for the year ending June 30, 2008, PIAA Administrative Staff salaries and PIAA Support Staff wages.

On a motion by Mr. Majikes, seconded by Dr. Ireson, it was unanimously voted to accept the recommendation of the PIAA Human Resources Committee to adopt the Pennsylvania Interscholastic Athletic Association, Inc. (PIAA) Medical Reimbursement
Plan, effective January 1, 2007, and appoint the PIAA Executive Committee as Administrator of that Plan.

PIAA BUDGET COMMITTEE REPORT AND RECOMMENDATIONS

The Chairman of the PIAA Budget Committee gave a status report on the Wednesday, January 10 and Thursday, January 11, 2007 meeting of that Committee, which was held in the Board Room of the PIAA Office, Mechanicsburg, PA; and the Wednesday, January 24, 2007 joint meeting of that Committee and the PIAA Human Resources Committee.

On a motion by Mr. Wotkowski, seconded by Mr. Geitner, it was unanimously voted to accept the recommendation of the PIAA Budget Committee to adopt, on a first reading basis, the PIAA Operating Activities Budget for the year ending June 30, 2008, as amended.

On a motion by Mr. Culver, seconded by Mr. Pollock, it was unanimously voted to accept the recommendation of the PIAA Budget Committee to adopt, on a first reading basis, the PIAA Cash Flows Budget for the year ending June 30, 2008.

On a motion by Mr. Wabby, seconded by Mr. Coleman, it was unanimously voted to accept the Minutes of the Wednesday, January 10 and Thursday, January 11, 2007 meeting of the PIAA Budget Committee, as presented by the Executive Director.

PROPOSED AMENDMENTS TO PIAA CONSTITUTION

On a motion by Mr. Fullen, seconded by Mr. Majikes, it was voted to accept the recommendation of the Executive Director to submit the following proposed amendment to ARTICLE III, MEMBERSHIP, Section 2, Application for Membership, and Section 3, When Membership Becomes Effective, of the PIAA Constitution, to the member schools for their vote at their 2007 district annual meeting, which, if approved, would (1) clarify that membership applications shall be accepted if the requirements set forth in the PIAA Constitution are met by the applicant schools and (2) provide for the effective date of membership as the next following July 1st upon approval of the PIAA Board of Directors, effective July 1, 2007:

ARTICLE III
MEMBERSHIP
*   *   *

Section 2. Application for Membership.
Application for membership in PIAA shall be made in writing to the District Committee of the District in which the school is geographically located. Each application for membership shall be signed by the Principal and shall be accompanied by the annual dues and a resolution of approval executed by the School Board or the Board having jurisdiction over the applicant school. The resolution shall state that in all matters pertaining to interscholastic athletics, the school shall be governed by the Constitution, By-Laws, Policies and Procedures, and Rules and Regulations of PIAA.
Applications for membership shall be approved by the applicable District and by the Board of Directors if the criteria set forth in Section 1 of this ARTICLE are met.

**Section 3. When Membership Becomes Effective.** Membership in this Association becomes effective the next following July 1st after the school's application receives the approval of the District Committee and the Board of Directors.

* * *

Motion passed: 27-yes, 1-no. PASA Representative voted in the negative.

On a motion by Mr. Coleman, seconded by Mr. Stone, it was unanimously voted to submit to the member schools for their vote at their 2007 district annual meeting, which, if approved, would reduce from four years to three years the period of time provided for the Public Schools in the County of Philadelphia to facilitate integration into the PIAA governance structure and, thereby, permit those Private Schools located in the County of Philadelphia that are members of PIAA or seek membership in PIAA to seek membership in PIAA District XII, effective May 1, 2007:

**ARTICLE V**

**ORGANIZATION AND AUTHORITY**

**Section 1. Pennsylvania Interscholastic Athletic Association, Inc. (PIAA) Districts.**

For the purpose of administration, legislation, and organization, PIAA shall be divided into Districts. One or more Districts, at the discretion of the Board of Directors, may incorporate and operate under and pursuant to the Pennsylvania Nonprofit Corporation Law of 1988, as amended (or successor provisions thereof). These PIAA Districts shall include the following counties, respectively:

- **District 1** - Bucks, Chester, Delaware, and Montgomery
- **District 2** - Lackawanna, Luzerne, Pike, Susquehanna, Wayne, and Wyoming.
- **District 3** - Adams, Berks, Cumberland, Dauphin, Franklin, Juniata, Lancaster, Lebanon, Perry, and York.
- **District 4** - Bradford, Columbia, Lycoming, Montour, Northumberland, Snyder, Sullivan, Tioga, and Union.
- **District 5** - Bedford, Fulton, and Somerset.
- **District 6** - Blair, Cambria, Centre, Clearfield, Clinton, Huntingdon, Indiana, and Mifflin.
- **District 7** - Allegheny (except the City of Pittsburgh), Armstrong, Beaver, Butler, Fayette, Greene, Lawrence, Washington, and Westmoreland.
- **District 8** - City of Pittsburgh.
- **District 9** - Cameron, Clarion, Elk, Jefferson, McKean, and Potter.
- **District 10** - Crawford, Erie, Forest, Mercer, Venango, and Warren.
- **District 11** - Carbon, Lehigh, Monroe, Northampton, and Schuylkill.
- **District 12** - Philadelphia

To facilitate integration of the Public Schools in the County of Philadelphia into the PIAA governance structure, for a period of four (4) school years, beginning July 1, 2004 and ending June 30, 2008, Private Schools located in the County of Philadelphia
that are members of PIAA or seek membership in PIAA shall be members of or seek membership in PIAA District 1.

* * *

On a motion by Mr. Pollock, seconded by Mr. Wotkowski, it was unanimously voted to accept the recommendation of the Executive Director to submit the following proposed amendment to ARTICLE VII, POWERS AND DUTIES OF BOARD OF DIRECTORS AND OFFICERS, Section 1, Powers and Duties of Board of Directors, of the PIAA Constitution, to the member schools for their vote at their 2007 district annual meeting, which, if approved, would eliminate the requirement of an officer sitting on a PIAA Board of Appeal, effective July 1, 2007:

**ARTICLE VII**

**POWERS AND DUTIES OF BOARD OF DIRECTORS AND OFFICERS**

**Section 1. Powers and Duties of Board of Directors.**

The Board of Directors shall have the following powers and duties:

* * *

J. In acting pursuant to the provisions of subsections E, F, G, H, and I of this Section, the Board of Directors shall act at its next regularly scheduled meeting, unless the Executive Director shall determine, or the District Committee shall certify, that immediate disposition of the matter would be in the best interests of this Association. In such event, the President of this Association shall promptly convene a Board of Appeal to hear and determine such matter as expeditiously as possible. The membership of such Board of Appeal shall consist of at least one member of the Executive Committee (President, Vice President, Treasurer) and at least four other five members of the Board of Directors designated by the President for each such matter requiring expeditious disposition. No officer or member of the Board of Directors shall be eligible to serve upon such Board of Appeal in any matter involving such officer's or member's school, school district, or District. Such Board of Appeal's decision shall be final and binding upon all parties to the matter.

* * *

On a motion by Mr. Palumbo, seconded by Mr. Nemes, it was unanimously voted to accept the recommendation of the Executive Director to submit the following proposed amendments to ARTICLE II, PURPOSES; ARTICLE VI, BOARD OF DIRECTORS AND OFFICERS; ARTICLE VII, POWERS AND DUTIES OF BOARD OF DIRECTORS AND OFFICERS; ARTICLE X, AMENDMENTS; AND ARTICLE XI, ADMINISTRATION, of the PIAA Constitution, to the member schools for their vote at their 2007 district annual meeting, which, if approved, would bring the PIAA Constitution into compliance with Internal Revenue Service (IRS) and Commonwealth of Pennsylvania regulations regarding non-profit corporations, effective July 1, 2007:
ARTICLE II
PURPOSES

Section 1. Charitable Purposes.

The purposes of PIAA are:

A. Section 1. Health.
   To organize, develop, and direct an interscholastic athletic program which will promote, protect, and conserve the health and physical welfare of all participants.

B. Section 2. Education.
   To formulate and maintain policies that will safeguard the educational values of interscholastic athletics and cultivate the high ideals of good sportsmanship.

C. Section 3. Competition.
   To promote uniformity of standards in all interscholastic athletic competition.

In carrying out its purposes, PIAA does not contemplate pecuniary gain or profit, incidental or otherwise. PIAA is incorporated exclusively for, and the nature of the activities to be conducted and the purposes to be promoted by PIAA exclusively shall be for, charitable and educational purposes within the purview of Section 501(c)(3) of the Internal Revenue Code of 1986 ("Code"). In fulfilling said purposes, PIAA may engage in any lawful activity which may be conducted on a not-for-profit basis by a Section 501(c)(3) organization.

Section 2. No Inurement.

No part of the net earnings of PIAA shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that PIAA shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth herein. No substantial part of the activities of PIAA shall be the carrying on of propaganda or otherwise attempting to influence legislation and PIAA shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, PIAA shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code or corresponding provisions of any subsequent federal tax laws.

* * *

ARTICLE VI
BOARD OF DIRECTORS AND OFFICERS

Section 3. Term of Office.

The members of the Board of Directors shall serve for a period of one year beginning July 1st next following their election, except the Junior High/Middle Schools' representative, the representative of the Pennsylvania State Athletic Directors' Association (PSADA), the representative of the Pennsylvania Coaches' Association
(PCA), the chairpersons of the Girls’ Athletics and Private Schools’ Steering Committees, and the representatives of the Parents’ Advisory Committee, who shall serve for a period of two years.

Any director may be removed by a vote of two-thirds of the directors at any meeting of the Board of Directors whenever, in the judgment of the directors, the best interest of PIAA would be served thereby.

Section 4. Officers.
The officers of the Association shall be a President, a Vice President, and a Treasurer, and an Executive Director. Any officer may be removed for any or no cause by a vote of two-thirds of the directors.

* * *

ARTICLE VII
POWERS AND DUTIES OF BOARD OF DIRECTORS AND OFFICERS

Section 1. Powers and Duties of Board of Directors.
The Board of Directors shall have the following powers and duties:

A. To have general control over all interscholastic athletic relations and Contests in which a member school of this Association participates.

B. To elect its own officers, who shall be the officers of the Association, and to establish its own rules of procedure.

C. To employ an Executive Director, who shall serve for a term and under conditions established by the Board of Directors, and a Treasurer for terms not to exceed five years and to define their duties of the Executive Director. These officers need not be members of the Board of Directors.

* * *

P. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if prior to such action a written consent thereto is signed by all members of the Board of Directors or of the committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board of Directors or the committee.

Section 2. Powers and Duties of the President, Vice President, Treasurer, and Executive Director.

Officers must be members of the Board of Directors. They shall serve a term of one year and shall be subject to re-election so long as they remain members of the Board of Directors. The officers of PIAA are President, Vice President, and Treasurer. They shall perform the duties ordinarily incident to their offices.

A. President. In addition to his or her duties hereinafter described, the President shall serve as the Chair of the Board, and shall have general supervision over the carrying out of the policies adopted or approved by the Board. He or she shall:
a. Preside at all meetings of the Board and Executive Committee;

b. Perform such other duties as may be designated to him or her by the Board or the Executive Committee;

c. Have the power to appoint any Committee as may from time to time be deemed necessary or advisable in the opinion of the Board; and

d. Be ex-officio member of all committees.

B. Vice-President. In the absence of the President or in the event of an inability or refusal to act, the Vice President shall have all the powers of, and be subject to, all restrictions incident to the office of President.

C.B. Executive Director. The Board may select an Executive Director, who shall be responsible for the active management of the day-to-day operational, administrative, personnel, and programmatic affairs of PIAA. The Executive Director shall see that all orders and resolutions of the Board of Directors are carried into effect. The Executive Director shall have sufficiently broad authority to enable him or her to carry out his or her responsibilities and he or she shall act as the duly authorized representative of the PIAA upon authorization by the Board of Directors. In addition, the Executive Director shall be the custodian of the properties and records of the Association; shall keep a record of all monies received by and due the Association; shall make a financial report at each regular meeting of the Board of Directors; shall prepare the annual budget for the consideration of the Board of Directors; shall remit to the Treasurer all Association monies; shall make reports to the Association as the Board of Directors may direct; and shall perform all other acts and duties in connection with the growth and needs of the Association as the Board of Directors may direct.

* * *

ARTICLE X
LIABILITY AND INDEMNIFICATION

Section 1. No Personal Liability.
A director shall not be personally liable as such for monetary damages for any action taken unless (1) the director has breached or failed to perform his or her duties under the provisions of the Pennsylvania Nonprofit Corporation Law of 1988 ("NCL") and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The foregoing limitation of liability shall not be deemed exclusive of any provision which the Board of Directors now or hereafter may have to limit such liability. The limitation of liability set forth above shall not apply to any responsibility or liability pursuant to any criminal statute or for the payment of taxes pursuant to local, state, or federal laws.

Section 2. Indemnification.
PIAA shall indemnify any director or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to or
who is called as a witness in connection with any threatened, pending, or completed
action, suit or proceeding, whether civil, criminal, administrative, or investigatory,
including an action by or in the right of PIAA, by reason of the fact that he or she is or
was a director, officer, employee, or agent of PIAA or is or was serving at the request of
PIAA as a director, officer, employee, or agent of another corporation, 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 such action, suit, or proceeding unless the act or failure to
act giving rise to the claim for indemnification is determined by a court to have
constituted willful misconduct or recklessness.

Section 3. Not Exclusive Right.
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 those
seeking indemnification or advancement of expenses may be entitled under any bylaw,
agreement, contract, vote of the Board of Directors, or pursuant to the direction,
howsoever embodied, of any court of competent jurisdiction or otherwise, both as to
action in his or her official capacity and as to action in another capacity while holding
such office. It is the policy of PIAA that indemnification of, and advancement of
expenses to, directors and officers of PIAA shall be made to the fullest extent permitted
by law.

Section 4. Payment of Expenses.
PIAA shall pay expenses incurred by an officer or director, and may pay
expenses incurred by any other employee or agent, in defending a civil or criminal
action, suit, or proceeding in advance of the final disposition of such action, suit or
proceeding upon receipt of an undertaking by or on behalf of such person to repay such
amount if it shall ultimately be determined that he or she is not entitled to be indemnified
by PIAA.

Section 5. Applicability to Former Director.
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 director, officer, employee or agent and
shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 6. Fund.
PIAA shall have the authority to create a fund of any nature, which may, but need
not be, under the control of a director, or otherwise secure or insure in any manner, its
indemnification obligations, whether arising under this Constitution or otherwise. This
authority shall include, without limitation, the authority to (i) deposit funds in trust or in
escrow, (ii) establish any form of self-insurance, (iii) secure its indemnity obligation by
grant of a security interest, mortgage or other lien on the assets of PIAA, or (iv)
establish a letter of credit, guaranty or surety arrangement for the benefit of such
persons in connection with the anticipated indemnification or advancement of expenses
contemplated by this Article. The provisions of this Article shall not be deemed to
preclude the indemnification of, or advancement of expenses to, any person who is not
specified in Section 1 of this Article but whom PIAA has the power or obligation to
Section 7. No Impairment if Repeal.

The repeal of this Article or any amendment thereof which may impair or otherwise diminish the protection afforded hereby to the persons described herein shall be effective only with respect to acts or omissions by such persons which occur after the effective date of such repeal or amendment and shall have no effect whatsoever with respect to acts or omissions occurring prior to such effective date.

ARTICLE XI
AMENDMENTS
* * *

ARTICLE XII
ADMINISTRATION

Section 1. Definitions.

Definitions of terms set forth in the Glossary attached to the PIAA By-Laws are applicable to the terms so defined which also appear in this Constitution, the PIAA Policies and Procedures, and the PIAA Rules and Regulations. The Board of Directors has the power to amend the Glossary as it deems appropriate.

Section 2. Seal.

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of PIAA.

Section 3. Fiscal Year.

The fiscal year of the PIAA shall be from July 1 to June 30.

Section 4. Books and Records.

PIAA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

Section 5. Principal Office.

The principal office of PIAA shall be in Mechanicsburg, Pennsylvania, where the executive offices shall be located, or such other place within the Commonwealth of Pennsylvania as the Board of Directors may decide from time to time. The Board of Directors may establish and maintain branch offices in other locations within the Commonwealth of Pennsylvania, when in the judgment of said board such branch offices may be necessary or convenient in carrying out the purposes of PIAA.

Section 6. Meetings.

A. Annual Meeting. The annual meeting of PIAA shall be held on such date as may be determined by the Board of Directors, at the registered office of PIAA, or at such other location, as may be determined by the Board of Directors and as shall be designated in the notice of said meeting, for the purpose of transacting such business as may be properly brought before the meeting.
B. Special Meetings. The President and/or Executive Director may fix any place, either within or without the Commonwealth of Pennsylvania, as the place for holding any special meeting of the Board of Directors called by them.

C. Notice. Notice of any meeting of the Board of Directors shall be given at least five days previously thereto by written notice delivered personally or sent by first-class mail, facsimile, or electronic mail to each Director at his or her address as shown by the records of PIAA. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the business of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, except where otherwise provided by law or this Constitution.

D. Expenses of Attendance. Directors as such shall not receive any stated compensation for their services, but by resolution of the Board of Directors, a fixed sum for expenses of attendance, if any, may be allowed for attendance in each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any Director from serving the PIAA in any other capacity and receiving compensation therefore.

E. Teleconferencing. Any one or more Directors may participate in the meeting of the Board or of a committee of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting. Notwithstanding the foregoing, however, use of conference telephone and similar communications equipment shall be permitted at the discretion of the Board of Directors, which shall be deemed to have permitted such use unless and until it should have taken action to prohibit such use.

Section 7. Waiver of Notice.
Whenever any notice whatever is required to be given under the provisions of the Pennsylvania Nonprofit Corporation Law of 1988 or under the provisions of the Articles of Incorporation or the Constitution of PIAA, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 8. Term of Existence.
PIAA shall continue in existence in perpetuity, unless dissolved by the Board of Directors of PIAA or by vote of 2/3 of the member schools voting or a majority of the total membership, or by the vote of 80% of the members of the Board of Directors. If for any reason, PIAA is dissolved and terminated, all of its assets shall be distributed to such organizations which are then qualified under section 501(c)(3) and section 509(a)(1), (2) or (3), or any successor provision of the Internal Revenue Code of 1986, as determined by vote of two-thirds (2/3) of the members of the Board of Directors of PIAA in attendance at a duly constituted meeting. Such dissolution shall be subject to the provisions of the Articles of Incorporation of PIAA and, further, any funds distributed shall continue to be subject to the restrictions and requirements imposed by donors to PIAA with respect to its component funds, foundations and trusts. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in...
which the principal office of PIAA is then located, exclusively for the purposes stated in the Articles of Incorporation of PIAA, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

PROPOSED AMENDMENTS TO PIAA BY-LAWS

On a motion by Mr. Majikes, seconded by Mr. Kanaskie, it was unanimously voted to accept the recommendation of the Executive Director to suspend the Protocol for Approving and Implementing Changes to the PIAA By-Laws, the PIAA Policies and Procedures, and the Rules and Regulations contained in the Rules and Regulations Section of the PIAA Handbook and amend ARTICLE V, HEALTH, Section 1, Pre-Participation Physical Evaluation Necessary Before Student Begins Practice, B, Comprehensive Initial Pre-Participation Physical Evaluation, Certification, Re-Certification, and Timing, 3, Re-Certification, of the PIAA By-Laws, to make it consistent with the instructions provided under Section 5, PIAA Re-Certification by Parent/Guardian, of the PIAA Comprehensive Initial Pre-Participation Physical Evaluation form, effective immediately, to read as follows:

ARTICLE V
HEALTH

Section 1. Pre-Participation Physical Evaluation Necessary Before Student Begins Practice.

B. Comprehensive Initial Pre-Participation Physical Evaluation, Certification, Re-Certification, and Timing.

3. Re-Certification. Any student who (1) previously participated in PIAA interscholastic athletic competition pursuant to a CIPPE; and, (2) is seeking to participate in Practices, Inter-School Practices, Scrimmages, and/or Contests in subsequent sport(s) in the same school year subsequent to completion of the CIPPE, (a) suffers an illness or injury which renders the student unable to participate in 25% or more of the Regular Season Contests in the immediately preceding sport season and/or (b) suffers an illness or injury which results in absence from school for ten or more days and/or which requires surgery, must, prior to participation in the next sport season, complete and turn in to that student’s Principal the PIAA Comprehensive Pre-Participation Physical Re-Evaluation and Re-Certification by Parent/Guardian Authorized Medical Examiner form. The Principal, or Principal’s designee, of that student’s school must review the Supplemental Health History of that student and make a determination as to whether that student should be re-evaluated and re-certified by an Authorized Medical Examiner.

On a motion by Dr. Tylinski, seconded by Mr. Palumbo, it was unanimously voted to accept the recommendation of the Executive Director to amend, on a first reading basis, the definition of “Principal”, as set forth in the GLOSSARY of the PIAA By-Laws, to make clear that the Principal, for PIAA purposes, is the person having overall
responsibility for operations of the public or Private School, effective July 1, 2007, to read as follows:

GLOSSARY

* * *

PRINCIPAL: The individual designated by a PIAA-member school as being responsible to PIAA, pursuant to ARTICLE IX, LOCAL MANAGEMENT AND CONTROL, Section 1, Responsibility of Principal, of the PIAA Constitution, for all matters pertaining to the interscholastic athletic relations of the Principal's school. In a public school, the Principal is the person holding a certificate issued by the Department of Education as a Principal and who is appointed by the School Board in accordance with Public School Code as Principal of the school. In a Private School, the Principal is the person designated or appointed by the Board having jurisdiction over the school to have comprehensive responsibility for the day-to-day operations of the Private School.

* * *

On a motion by Mr. Wabby, seconded by Mr. Culver, it was unanimously voted to accept the recommendation of the Executive Director to amend, on a second reading basis, ARTICLE VI, TRANSFERS, RESIDENT, AND RECRUITING, of the PIAA By-Laws, to further clarify that (1) student who enrolls at a school between the end of a school year and the first Practice day of fall sports for the next school year, may no longer return to that student's previous school and be athletically eligible if the student's eligibility at the receiving school is considered and determined prior to the student's return to the sending school; and (2) condition of consideration by a District Committee is enrollment at a different school than previously attended, effective July 1, 2007, to read as follows:

ARTICLE VI
TRANSFERS, RESIDENCE, AND RECRUITING

* * *

Section 1. Definition of Transfer.

* * *

A student who enrolls at a school between the end of a school year and the first Practice day of fall sports for the next school year, as established under ARTICLE XVI of these By-Laws, but who neither Practices with nor attends that school, shall, unless a request for determination of eligibility relating to that enrollment has first been ruled upon by a District Committee, be deemed for purposes of this ARTICLE VI not to have transferred to that school.

Section 2. Immediate Eligibility.

A student transferring from one school to another is eligible immediately:

* * *

I. When, following a student's enrollment at a different school, both the Principal of the transferee school and transferor school have completed and executed
the PIAA form entitled "PIAA Athletic Transfer Waiver Request" and the District Committee has approved such request. Said "dual signoff" is effective only if:

* * *

Section 4. District Committee Review.

A. A student who is not otherwise eligible under Section 2 of this ARTICLE may, following enrollment at a different school, request that the District Committee waive the period of ineligibility in all sports. Said waiver shall not be granted if the District Committee finds that there exists a reasonable likelihood that the transfer was materially motivated in some way by an athletic purpose.

B. A student who is not otherwise eligible under Section 2 of this ARTICLE may, following enrollment at a different school, also request that the District Committee waive the period of ineligibility in those specific sports which were not part of the athletic motivation to transfer. Said waiver shall not be granted if the District Committee finds that there exists a reasonable likelihood that the transfer was materially motivated in some way by an athletic purpose relating to those sports or if such determination would otherwise circumvent the intent of this Article, part of which is to deter transfers which are in whole or in part for any athletic purpose.

C. Notwithstanding Section 2 of this ARTICLE, a District Committee may, following enrollment of a student at a different school and upon request of a school or on its own initiative, after giving notice to the student’s school and an opportunity to be heard to the student and the student’s school, (1) declare any transferring student ineligible to participate in each sport in which that student participated within a period of one year immediately preceding the date of transfer, if the Committee finds that there exists a reasonable likelihood that the transfer was materially motivated in some way by an athletic purpose; and/or (2) if a finding is specifically made that there exists a reasonable likelihood that the transfer was materially motivated in some way by an athletic purpose relating to specific sports, declare that the student shall be ineligible to participate in those sports for one year from the date of transfer, regardless of whether the student actually participated in those sports for the year preceding the date of transfer.

* * *

On a motion by Mr. Wotkowski, seconded by Mr. Manners, it was voted to accept the recommendation of the Executive Director to amend, on a second reading basis, ARTICLE XIII, PENALTIES, Section 3, Forfeiture of Contests, of the PIAA By-Laws, to clarify the restrictions on any coach who, while coaching for a PIAA member school, is ejected from a Contest, to prohibit said coach from having any contact with members of that coach’s Team, including other coaches, for the remainder of that Contest and between the time that the Team arrives at the next Contest and the completion of that Contest, and to bar attendance of the Coach at said Contest, effective July 1, 2007, to read as follows:

ARTICLE XIII
PENALTIES
* * *

* * *
Section 3. Forfeiture of Contests.

A. A school shall be required to forfeit a Contest in which an ineligible coach coached and/or an ineligible contestant participated on behalf of the school. For a coach, participation in a Contest includes any contact by the coach with members of the Team, including other coaches, between the time that the Team arrives at the Contest site and the conclusion of the Contest. The Principal shall prohibit attendance of the coach at the Contest.

Motion passed: 27-yes, 1-no. PIAA District I Chairman voted in the negative.

PIAA DISTRICT I COMMITTEE REQUEST TO INVESTIGATE
POTENTIAL OF DIVIDING PIAA CHAMPIONSHIPS INTO
PUBLIC SCHOOL AND NON-PUBLIC SCHOOL CLASSIFICATIONS

On a motion by Mr. Stone, seconded by Dr. Tylinski, it was voted to accept the request of the PIAA District I Committee that PIAA investigate the potential of dividing the PIAA Championships into public school and non-public school classifications.

Motion passed: 22-yes, 5-no, 1-abstention. The roll call vote was:

District 1 - Yes 
PASA Rep. - Yes 
District 1 - Yes 
District 2 - No 
District 3 - Yes 
District 4 - Yes 
District 5 - Yes 
District 6 - Yes 
District 7 - Yes 
District 8 - Yes 
District 9 - Yes 
District 10 - No 
District 11 - Yes 
District 12 - Abstain 
JH/MSs' Rep. - Yes 
PSBA Rep. - Yes 
PASSP Rep. - Yes 
PSADA Rep. - Yes 
PCA Rep. - Yes 
Female Offs. - No 
Male Offs. - Yes 
Girls’ Athletics - Yes 
Private Schools’ - No 
PA Dept. Ed. - No 
Female Parents - Yes

As a result of the foregoing, President Blucas assigned the request to the PIAA Strategic Planning Committee for investigation and scheduled the Committee to meet beginning at 8:00 a.m. on Saturday, March 24, 2007 in Executive Room 1 & 2 of The Penn Stater Conference Center Hotel, State College, PA, to consider the matter.

JAMES M. COUGHLIN HIGH SCHOOL REQUEST FOR RELIEF FROM APPLICATION
OF ARTICLE VII, FOREIGN EXCHANGE AND INTERNATIONAL STUDENTS,
SECTION 1, FOREIGN EXCHANGE STUDENT, 5, PIAA BY-LAWS

On a motion by Mr. Majikes, seconded by Dr. Ireson, it was voted to grant James M. Coughlin High School its request for relief from the application of ARTICLE VII,
FOREIGN EXCHANGE AND INTERNATIONAL STUDENTS, Section 1, Foreign Exchange Student, 5, of the PIAA By-Laws, as applied to a particular student.

Motion passed: 22-yes, 2-no. PIAA District I and V Chairmen voted in the negative.

PIAA DISTRICT II CHAIRMAN UPDATE ON CLOSING OF DIOCESE OF SCRANTON HIGH SCHOOLS

The PIAA District II Chairman gave a status report on the recent decision of the Diocese of Scranton to close its six Catholic high schools, which are all members of PIAA, and establish two new Catholic high schools, effective July 1, 2007.

PIAA DISTRICT II CHAIRMAN UPDATE ON VALLEY VIEW/MID-VALLEY FOOTBALL MATTER

The PIAA District II Chairman gave a status report on the recent Valley View/Mid-Valley football matter. No further action is contemplated.

SOUTHERN COLUMBIA HIGH SCHOOL REQUEST TO INCREASE REIMBURSEMENT TO SCHOOLS PARTICIPATING IN PIAA FOOTBALL CHAMPIONSHIPS

By consensus of the PIAA Board of Directors, the request of Southern Columbia High School to increase reimbursement to schools participating in PIAA Football Championships was referred back to the PIAA District IV Committee for its consideration and review.

PIAA DISTRICT VII/WPIAL COMMITTEE REQUEST TO AMEND ARTICLE VI, TRANSFERS, RESIDENCE, AND RECRUITING, PIAA BY-LAWS

Mr. Constantine moved and Mr. Fullen seconded that motion to accept the recommendation of the PIAA District VII/WPIAL Committee to amend, on a second reading basis, ARTICLE VI, TRANSFERS, RESIDENCE, AND RECRUITING, of the PIAA By-Laws, effective July 1, 2007.

Following extensive discussion, on a motion by Mr. Culver, seconded by Mr. Stone, it was voted to table, for further consideration and review, the recommendation of the PIAA District VII/WPIAL Committee to amend, on a second reading basis, ARTICLE VI, TRANSFERS, RESIDENCE, AND RECRUITING, of the PIAA By-Laws.

Motion passed: 15-yes, 9-no.

As a result of the foregoing, President Blucas established an ad hoc Transfer Rule Committee; appointed to it the PIAA Executive Committee, PIAA District IV, VII, and XII Chairmen, and the Private Schools’ Representative; named the District IV Chairman as Chairman of that Ad Hoc Committee; and scheduled it to meet beginning at 10:00 a.m. on Friday, February 9, 2007, in the Board Room of the PIAA Office, Mechanicsburg, PA, to consider possible revisions to the currently proposed draft language.
ADJOURNMENT

President Blucas adjourned the meeting of the PIAA Board of Directors at 3:00 p.m., Thursday, January 25, 2007.

NEXT BOARD OF DIRECTORS' MEETING: 8:00 A.M., FRIDAY, MARCH 23 AND SATURDAY, MARCH 24, 2007, EXECUTIVE ROOM 1 & 2, THE PENN STATER CONFERENCE CENTER HOTEL, STATE COLLEGE, PA.

Respectfully submitted,

Bradley R. Cashman
Executive Director