

**By-Laws
Of
Barrington Youth Baseball, Inc.**

ARTICLE I

Offices

The corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state. The corporation shall be referred to herein as “BYB/S” or the “corporation.”

ARTICLE II

The purpose of BYB/S is to conduct a recreational youth baseball and softball program for boys and girls ages five and older in the Barrington Illinois community. The objectives of the program are to foster principles of sportsmanship and teach baseball and softball skills through a recreational program.

ARTICLE III

Members

The members of the corporation shall be the families registered in the prior year to participate in any program sanctioned by the corporation.

ARTICLE IV

Board Of Directors

Section 1. General Powers. The affairs of the corporation shall be managed by or under direction of its board of directors. The members of the board of directors shall serve as volunteers, and no compensation for their services or the services of any officers shall be allowed absent a vote by a minimum of eight of the eleven directors.

Section 2. Nominating Committee. At least sixty (60) days before each annual election of directors (as set forth in Section 3 of this Article), the President shall appoint a Nominating Committee comprised of two (2) current directors and the BYB/S Executive Director. The members of the Nominating Committee shall investigate and consult with members and shall, as the result of such investigation and consultation, nominate candidates for election to the Board of Directors.

Section 3.. *Other Nominations.* Other nominations may be made by petition signed by not less than seventy-five (75) members who satisfy the following criteria:

- A. No child of the member could have participated in the preceding season on a non-BYB/S baseball or softball program if that child was eligible to participate in a BYB/S program in the preceding season (as used herein, the term “program” shall mean and included a team or league that plays during the same general time frame as the BYB/S season, but shall not include private lessons). (For clarification purposes only, if a member had any child participating in a non-BYB/S program in the spring or summer before an election, that member would be ineligible to sign a petition).
- B. No child of the member could have accepted a position on a non-BYB/S baseball or softball program if that child would be eligible to participate in a BYB/S program in the next season. (For clarification purposes only, if a member has any child who has agreed to participate in a non-BYB/S program in the spring or summer following an election, that member would be ineligible to sign a petition).

Such petitions must be filed with the Executive Director at least forty-five (45) days before the first Thursday of September.

Section 4. *Number, Tenure and Qualifications.* The number of directors shall be eleven (11). Each director shall hold office for two years. Five directors shall be elected in a year ending with an even number and six directors shall be elected in the year ending with an odd number. The number of directors may be decreased to no fewer than nine (9) or increased to any number from time to time by amendment of this section, unless the articles of incorporation provide that a change in the number of directors shall be made only by amendment of the articles of incorporation. No decrease shall have the effect of shortening the term of an incumbent director. A representative of CUSD 220 will hold one additional, non-voting advisory seat. The school district advisory representative will be appointed by the school district in whatever manner they deem appropriate. No person first elected after January 1, 2007 may serve on the Board of Directors for more than eight (8) consecutive years. To be elected to serve on the Board of Directors, an individual must meet the following requirements:

- A. At least one child of the individual must have been a registered BYB/S participant in the preceding season. If an individual did not have a child participate in the preceding season, that individual may not run for election to serve on the Board of Directors for the next year. For example, if an individual did not have a child participate in the 2007 Spring/Summer season (April-June/July 2007), that individual would be ineligible to be included in the September 2007 ballot for election to serve on the Board of Directors for the next year.
- B. No child of the individual could have participated in the preceding season as a member of a non-BYB/S baseball or softball program if that child was eligible to participate in a BYB/S program in the preceding season (as used herein, the term

“program” shall mean and included a team or league that plays during the same general time frame as the BYB/S season, but shall not include private lessons). For example, if an individual had a child participate on non-BYB/S team during the 2007 Spring/Summer season (April-June/July 2007), that individual would be ineligible to be included in the September 2007 ballot for election to serve on the Board of Directors for the next year.

- C. The individual must have volunteered a minimum of fifteen (15) hours worth of non-coaching service to BYB/S in the preceding year. For purposes herein, volunteering as a House League commissioner shall be deemed to have satisfied this requirement. Volunteering as a team manager or coach does not satisfy this requirement.

In order to serve in the second year of the term, a member of the Board of Directors must satisfy the following three (3) requirements:

- A. The member must attend a minimum of 2/3 of all scheduled meetings of the Board of Directors.
- B. Non-officer members must serve on either the House Committee or the Travel Committee, as needed, and must agree to sit on either the House Committee or the Travel Committee, as needed, in the last year of the term.
- C. The member must provide a minimum of twenty (20) hours of service in the first year of the term, and must agree to provide twenty (20) hours of service in the last year of the term.

Section 5. *Elections.* Elections to fill empty board seats shall be held on the first Thursday in September. Those persons nominated by the Nominating Committee and by petition shall be presented to the membership for election in accordance with the procedures hereunder. A vote by ballot shall be conducted at a time and place to be determined by the Board of Directors. All families that had at least one child in the BYB/S baseball or softball program during the immediately preceding season will be entitled to cast a single vote for one person per board seat open in a given year. For example, if there are six board seats open for election, a family may vote for up to six candidates. At least fourteen (14) days prior to the election, the board secretary shall cause to be posted on the BYB/S website a Notice of Election on, and shall cause to be sent, via email, a Notice of Election to all families who have provided BYB/S with an email address and who are entitled to vote. The Notice of Election shall include a list of those candidates for election, some biographical information if provided by the candidates, as well as the time, place, and date of the election.

Section 6. *Regular Meetings.* A regular annual meeting of the board of directors shall be held with out notice pursuant to these by-laws on the second Tuesday after September 1. The board of directors may provide, by resolution, the time and place for the holding of additional regular meetings of the board without other notice than such

resolution. All meetings will be open to the public except for portions of the meeting, which consider disciplinary actions. Disciplinary actions may be heard in closed session if approved by a 2/3 majority of the board members present.

Section 7. *Special Meetings.* Special meetings of the board of directors may be called by or at the request of the president or any four directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them. The notice of special meeting must include a statement of the purpose of the special meeting and an agenda.

Section 8. *Notice.* Notice of any special meeting of the board of directors shall be given at least three days previous thereto by written notice delivered by e-mail, facsimile, courier, US Postal Service, hand delivery or another reasonable means simultaneously to each director at his or her address as shown by the records of the corporation except that no special meeting of directors may remove a director unless written notice of the proposed removal is delivered to all directors simultaneously at least 30 days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegram company. Notice of any special meeting of the board of directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a 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 purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 9. *Quorum.* A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

Section 10. *Manner of Acting.* The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by statute, these by-laws, or the articles of incorporation. No director may act by proxy on any matter.

Section 11. *Vacancies.* Any vacancy occurring in the board of directors or any directorship to be filled by reason of an increase in the number of directors may be filled by the board of directors unless the articles of incorporation, a statute, or these by-laws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision shall control. A director elected or appointed, as the case may be, to fill a vacancy shall be elected until the next election.

Section 12. *Resignation and Removal of Directors.* A director may resign at any time upon written notice to the board of directors. A director may be removed without cause by a vote of a minimum of eight of the eleven members of the board of directors no less than thirty days after the motion for removal is made and seconded, or as specified by statute. A director may be removed with cause at any time by a vote of a minimum of eight of the eleven members of the board of directors. “Cause” shall have the meaning as generally understood under Illinois law for not-for-profit corporations.

Section 13. *Informal Action by Directors.* The authority of the board of directors may be exercised without a meeting if a consent in writing, setting forth the action is taken, is signed by all of the directors entitled to vote. Such action may be approved by facsimile or e-mail, provided that such approval is solicited from all directors simultaneously. The board of directors at its next regular meeting shall ratify all informal actions.

Section 14. *Presumption of Assent.* A director of the corporation who is present at a meeting of the board of directors at which action on any corporation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right of the dissent shall not apply to a director who voted in favor of such action.

ARTICLE V

Officers

Section 1. *Officers.* The officers of the corporation shall be members of the board of directors and shall be a president, one or more vice presidents (the number thereof to be determined by the board of directors), a treasurer, a secretary, and such other officers as may be elected or appointed by the board of directors. Officers whose authority and duties are not prescribed in these by-laws shall have the authority and perform the duties prescribed, from time to time, by the board of directors. The same person may hold any two or more offices

Section 2. *Election and Term of Office.* The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Each officer shall hold office for a period of one year or until his or her death, or until he or she shall resign or be removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

Section 3. *Removal.* Any officer may resign at any time upon written notice to the board of directors. Any officer may be removed without cause by a vote of a two-thirds majority of the board of directors no less than thirty days after the motion for removal is made and seconded, or as specified by statute. Any officer may be removed with cause at any time by a vote of a two-third majority of the board of directors. “Cause” shall have the meaning as generally understood under Illinois law for not-for-profit corporations.

Section 4. *President.* The president shall be the principal executive officer of the corporation. Subject to the direction and control of the board of directors, he or she shall be in charge of the business and affairs of the corporation; he or she shall see that the resolutions and the directives of the board of directors are carried into effect in those instances in which that responsibility is assigned to some other person by the board of directors; and, in general, he or she shall discharge all duties incident to the office of the president and such other duties as may be described by the board of directors. He or she shall preside at all meetings of the board of directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these by-laws, he or she may execute for the corporation contracts or other instruments which the board of directors has authorized to be executed. And he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument. He or she shall not manage or coach on the field during a game a BYB/S team during his or her tenure in office.

Section 5. *Vice-President.* The vice-president (or in the event there be more than one vice president, each of the vice-presidents) shall assist the president in the discharge of his or her duties as the president may direct and shall perform such other duties as from time to time may be assigned to him or her by the president or the board of directors. In the absence of the president or in the event of his or her inability or refusal to act the vice-president (or in the event there be more than one vice president, the vice-presidents, in the order designated by the board of directors, or by the president if the board of directors has not made such a designation, or in the absence of any designation, then in the order of their seniority of tenure) shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these by-laws, the vice-president (or any of them if there is more than one) may execute for the corporation any contracts, or other instrument which the board of directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument.

Section 6. Treasurer and Chief Financial Officer. The treasurer and chief financial officer shall be the principal accounting and financial officer of the corporation. He or she shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible thereof, and for the receipt and disbursements thereof; and (c) perform all the duties incident to the office of the treasurer and such duties as from time to time may be assigned to him or her by the president or by the board of directors.

Section 7. Secretary. The secretary shall: (a) record the minutes of the meetings of the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation; (d) keep a register of the post office address, e-mail address, facsimile, and telephone number of each director which shall be furnished to the secretary by such director; and (e) perform all duties incident to the office of the secretary and such other duties as from time to time may be designated to him or her by the president or by the board of directors.

Section 8. Assistant Treasurers and Assistant Secretaries. Assistant treasurers and assistant secretaries, if elected or appointed, shall perform such duties as shall be assigned to them by the treasurer or the secretary, respectively, or by the president or the board of directors.

ARTICLE VI

Committees, Commissions and Advisory Boards

Section 1. Committees. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees for the purpose of handling distinct elements of the corporation's business, each of which will consist of one or more directors and such non-director appointees as approved by a majority of the board. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the board of directors in the management of the particular element of the corporation's business; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it, him or her by law. The board may reverse or amend any committee decision by a majority vote. All committees shall submit an initial budget to the board prior to the board's second scheduled meeting after the regular annual meeting, or prior to December 1, whichever first occurs. The board must approve the committee budgets by no later than December 31. No committee shall have the authority to dispense funds or commit to any expenditure above the approved budget, without the consent of the board. Each

committee shall provide to the board a written (if requested by the President or by a majority of the Board Members) or oral report of its activities and expenditures on a monthly basis.

Section 2. *Operations Committee.* There shall be a standing committee within the BYB/S organization known as the Operations Committee that shall be charged with operating all aspects of baseball and softball house leagues. A Director of Operations, a board member appointed by the board of directors, shall chair the Operations Committee. Within the Operations Committee shall be at least two sub-committees, the Baseball Operations Sub-Committee and the Softball Operations Sub-Committee, both of which shall be chaired by board members appointed by the board of directors. The board of directors shall further appoint at least one additional member to the Baseball Operations Sub-Committee and at least one additional member to the Softball Operations Sub-Committee at the regular annual meeting of the board. The Baseball operations and Softball Operations Sub-Committees may elect or appoint additional members utilizing such methods as they deem appropriate, but in no event shall there be more than 15 additional members elected or appointed to each sub-committee. The Operations Committee shall hold its regular annual meeting following the regular annual meeting of the board of directors, but in no event later than the fourth Friday of September. The Operations Committee shall submit an initial budget to the board prior to the board's second scheduled meeting after the regular annual meeting, or prior to December 1, whichever first occurs. The board must approve the Operations Committee Budget by no later than December 31. The Operations Committee shall have no authority to dispense funds or commit to any expenditure above the approved budget, without the consent of the board. The Operations Committee shall provide to the board a written or oral report of its activities and expenditures on a monthly basis.

Section 3. *Commissions or Advisory Bodies.* Commissions or advisory bodies not having and exercising the authority of the board of directors in the corporation may be designated or created by the president or the board of directors and shall consist of such persons as the president or the board of directors designates. A commission or advisory body may or may not have directors as members, as the president or board of directors determines. The commission or advisory body may not act on behalf of the corporation or bind it to any action but may make recommendations to the board of the directors or to the officers of the corporation.

Section 4. *Travel Operations Committee.* There shall be a standing committee within the BYB/S organization known as the Travel Operations Committee that shall be charged with operating all aspects of full time, part time, and all star baseball and softball teams as the committee deems appropriate. A Director of Travel Operations, a board member appointed by the board of directors, shall chair the Travel Operations Committee. Within the Operations Committee shall be at least two sub-committees, the Travel Baseball Sub-Committee and the Travel Softball Sub-Committee, both of which shall be chaired by board members appointed by the board of directors (the Director of

Travel Baseball and the Director of Travel Softball. The board of directors shall further appoint two additional persons to each of the sub-committees at the regular annual meeting of the board, or within 30 days thereafter. The Director of Travel Operations, the Director of Travel Baseball, the Director of Travel Softball, and the four other appointed persons to the Travel Baseball and Travel Softball sub-committees shall comprise a Travel Operations Executive Committee, whose members shall vote on all matters relevant to Travel Operations. No other members of the Travel Operations Committee or the sub-committees therein shall have any voting rights. The Travel Operations sub-committees may elect or appoint additional members utilizing such methods as they deem appropriate, but in no event shall there be more than 15 members of either the Travel Baseball Sub-Committee or the Travel Softball Sub-Committee. The Travel Operations Committee shall hold its regular annual meeting following the regular annual meeting of the board of directors, but in no event later than the fourth Friday of September. The Travel Operations Committee shall submit a list of proposed full-time travel teams, and a list of the proposed manager and coach candidates for these full-time teams at least three (3) days prior to the August board meeting of each year, and the board shall vote on the recommendations prior to the fourth Friday of August. No voting member of the Travel Operations Committee may be a full time travel manager or coach or candidate to be a full time travel manager. Any Travel Operations Committee member who votes on the selection of a manager shall be precluded from being an on-field coach in the upcoming travel season. At least three (3) days prior to the regular annual meeting, the Travel Operations Committee shall submit a proposed budget for the full-time travel teams to the newly elected board, and the board shall vote on the proposed budget at the regular annual meeting. The full-time travel teams budget must be approved by the board prior to November 1. The Travel Operations Committee shall submit an initial budget, which shall include the approved full-time travel teams budget, to the board prior to the board's second scheduled meeting after the regular annual meeting, or prior to December 1, whichever first occurs. The board must approve the Travel Operations Committee Budget by no later than December 31. The Travel Operations Committee shall submit a list of proposed all-star or other travel teams, and a list of the proposed manager and coach candidates for these all-star or other travel teams, at least three (3) days prior to the May board meeting of each year, and the board shall vote on the recommendations prior to the fourth Friday of May. No voting member of the Travel Operations Committee may be a candidate to be an All Star travel manager or a manager or coach of any other travel team. Any Travel Operations Committee member who votes on the selection of an All Star manager shall be precluded from being an on-field coach in the upcoming travel season. The Travel Operations Committee shall have no authority to dispense funds or commit to any expenditure above the approved budget, without the consent of the board. The Travel Operations Committee shall provide to the board a written or oral report of its activities and expenditures on a monthly basis. The Travel Operations Committee shall appoint a Tournament Director who shall be responsible for the operation of each tournament conducted by the Travel Operations Committee. A Tournament Director may or may not be a manager of a team participating in a particular tournament. There may be one Tournament Director for the entire year or separate Tournament Directors for each tournament.

Section 5. *Term of Office.* Each member of a committee, advisory board or commission shall continue as such until the next regular annual meeting of the board of directors unless his or her successor is appointed, at such meeting or, unless the committee, advisory board or commission shall be sooner terminated, or unless such member be removed from such committee, advisory board or commission by the board of directors, or unless such member shall cease to qualify as a member thereof.

Section 8. *Chairman.* One member of each committee, advisory board or commission shall be appointed chairman by the board of directors or the president.

Section 9. *Vacancies.* Vacancies in the membership of any committee, advisory board or commission may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 10. *Quorum.* Unless otherwise provided in the resolution of the board of directors designating a committee, advisory board or commission, a majority of the whole committee, advisory board or commission shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, advisory board or commission.

Section 11. *Rules.* Each committee, advisory board or commission may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the board of directors.

Section 12. *Functions Applicable to Operations and Travel Operations Committees.*

A. **Playing Rules:** Each committee shall promulgate playing rules applicable to the various levels of play, and shall make such recommendations to the BYB/S Board, as they deem appropriate. These rules shall be submitted to the BYB/S Board for approval and the BYB/S Board shall have exclusive authority to adopt playing rules, revoke playing rules or modify at any time the playing rules of the various levels of play.

B. **Team Selection:** Each team will be assigned a manager. Managers shall be appointed by the respective committees for the respective levels of play and are subject to BYB/S Board approval. Tryouts may be held for each level of play to evaluate players for team selection. The manner of the tryout shall be determined by the standing committee for each level, subject to approval by the BYB/S Board. All teams shall be selected through a draft or some other method approved by the board. For the Operations Committee, the following rules apply: The draft order shall be determined by a random drawing and all managers shall be furnished with the results of the tryouts prior to the draft. Each team in each round of the draft shall select one player. A manager must select his own child in or before the draft round his child appears in based upon the tryout evaluation. A manager may request to select the child of a person with whom the

manager desires to coach. Should either the Baseball Operations or Softball Operations subcommittees determine that the competitive balance of the league would not be unduly affected, then and only then may a manager be granted permission to select the child of any other person. The Operations Committee may promulgate such other rules relating to the draft, as it deems appropriate, subject to BYB/S Board approval.

Section 13. *Informal Action.* The authority of a committee may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the members entitled to vote, and provided that such consent is solicited from each member by a single, simultaneous communication.

ARTICLE VII

Contracts, Checks, Deposits, and Funds

Section 1. *Contracts.* The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specified instances.

Section 2. *Checks, Drafts, Etc. Except as limited below,* all checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice-president of the corporation. . No board member, officer or committee shall enter into any agreement or commit to any expenditure in an amount greater than \$500 without prior board approval. All checks for expenses in amounts greater than \$10,000 shall require the signature of the Treasurer and Chief Financial Officer, and at least one other officer or duly appointed agent of the Board.

Section 3. *Deposits.* All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other federally insured depositories as the board of directors may select.

Section 4. *Gifts.* The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for the special purpose of the corporation.

ARTICLE VIII

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors, and shall keep in the possession and control of the secretary or at the registered or principal office a record giving the names and addresses of directors entitled to vote. Any member, director, or his or her agent or attorney may inspect all books and records of corporation for any purpose authorized under Illinois law at any reasonable time.

ARTICLE IX

Fiscal Year

The fiscal year of the corporation shall be fixed by resolution of the board of directors.

ARTICLE X

Seal

The corporation seal shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided that the affixing of the corporate seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof, and the use of the corporate seal is not mandatory.

ARTICLE XI

Waiver of Notice

Section 1. *Waiver of Notice.* Whenever any notice is required to be given under the provisions of the General not for Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the by-laws of the corporation, 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. Attendance at any meeting shall constitute waiver of notice thereof unless the person appears at the meeting for the sole purpose of objecting to the holding of the meeting because proper notice was not given.

ARTICLE XII

Indemnification

Section 1. *Indemnification In Actions Other Than By Or In The Right Of The Corporation.* The corporation may indemnify any person who or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation, as a director, officer, employee, volunteer 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 such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, 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 which he or she reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2. *Indemnification In Actions By Or In The Right Of The Corporation.* The corporation may indemnify any person 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 corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, volunteer or agent of the corporation, or is or was serving at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstance of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. *Right to Payment Of Expenses.* To the extent that a director, officer, employee, volunteer or agent of the corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be

indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 4. *Determination Of Conduct.* Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee, volunteer or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 or 2 of this Article. Such determination shall be made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the members entitled to vote, if any.

Section 5. *Payment Of Expenses In Advance.* Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this article.

Section 6. *Indemnification Not Exclusive.* The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of 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 such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefits of the heirs, executors and administrators of such a person.

Section 7. *Insurance.* The corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, volunteer or agent of the corporation or who is or was serving at the request of corporation as a director, officer, agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

Section 8. *References To Corporation.* For purposes of this Article, references to "the corporation" shall include, in addition to the surviving corporation, and merging corporation (including any having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees, volunteers or agents, so that any person who was a direction officer, employee, volunteer or agent, or as serving at the request of such merging corporation as a director, officer, employee or agent of another

corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving corporation as if such person would have with respect to the such merging corporation if its separate existence had continued.

Section 9. *Other References.* For purposes of this Article, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the corporation” shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the corporation” as referred to in this Article.

ARTICLE XIII

Amendments

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the board of directors unless otherwise provided in the articles of incorporation or the by-laws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. A vote with two-thirds majority of the board of directors shall be required to alter amend or repeal the by-laws or adopt new by-laws.

ARTICLE XIV

Dedication Of Assets

In the event the corporation in dissolved, the entirety of its assets shall be distributed for an exempt purpose as described in Section 501 (c) (3) of the Internal Revenue Code or to the federal government or to a state or local government for a public purpose.

ARTICLE XVI

Conflict of Interest

No member of the board of directors, a committee, or commission or any entity controlled by a board member, member of a committee, or member of a commission, may enter into any contract with the corporation for any purpose. All members of the board shall, upon presentment, execute an agreement warranting that they will not engage in, participate or advocate any action that would constitute a conflict of interest.