

**AMENDED - 23-DEC-2009  
BY-LAWS**

**OF**

**RSGSA, NFP**

***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.

***ARTICLE II***

**Purposes**

The purpose for which the corporation is organized are:

- 2.1 To promote interest and participating in the game of soccer by children and adults.
- 2.2 To administer a social soccer club and to organize soccer games for children and adults.
- 2.3 To provide training and coaching for participants in the game of soccer and to help such participants and/or their parents understand the rules and regulations of the game of soccer.
- 2.4 To develop the physical, mental and emotional well-being of the participants in soccer games organized by the corporation, including the development of the personal character traits of discipline, self-esteem, perseverance, respect for authority, teamwork and sportsmanship.
- 2.5 To affiliate and associate with other soccer organizations, including without limitation, the Illinois Youth Soccer Association, and its successor organizations.
- 2.6 To do any and all acts that are desirable in furthering and foregoing purposes.

The corporation is organized exclusively for charitable, educational, religious and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The corporation shall exercise functions that are consistent with the purposes and objects authorized by the articles of incorporation, as amended from time to time, and these by-laws, as the board of directors may in its discretion deem proper. No part of the revenue raised by the corporation shall benefit officers or directors of the corporation or any other individual person, except that the corporation is authorized to pay for the cost of uniforms for participants in its programs, to pay for the cost of coaching and training, to pay tournament costs and to pay other administrative expenses.

### ***ARTICLE III***

#### **Members**

All voting rights are vested solely in the board of directors. A member is then considered a legal guardian or mother/father of a current registered participant, coach, or serves as a board appointed chairman/chairwoman of a committee. These members may propose changes to the board and engage in active discussion periods during board meetings. To vote for a new board position, a member must be present at the annual meeting (see section 4.3), there are no proxies. A nomination meeting for new positions will be before the annual meeting. Persons interested in becoming involved with soccer should attend this nomination meeting as well as the annual meeting.

### ***ARTICLE IV***

#### **Board of Directors**

- 4.1 **GENERAL POWERS:** The affairs of the corporation shall be managed by or under the directions of its board of directors. These affairs shall include, but are in no way limited to content and modification of organizational rules, by-laws, allocation of funds, player team assignment procedures, coach selection and related procedures for recreational and travel play.
- 4.2 **NUMBER, TENURE AND QUALIFICATIONS:** The number of directors shall be eight (8). Each director shall hold office until the next meeting for the election of directors following his or her election and until his or her successor shall have been elected and qualified. Directors need not be residents of Illinois. The number of directors may be decreased to not fewer than five (5) or increased to any number not more than ten (10) 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.

- 4.3 **ANNUAL MEETINGS:** At the discretion of the board, the annual meeting of the board of directors of the corporation shall be held on the third Wednesday of November of each year, unless a legal holiday, in which event said annual meeting shall be held on the next succeeding day not a holiday, and at such place as may be designated 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 to dissent shall not apply to a director who voted in favor of such action.
- 4.4 **MONTHLY MEETINGS:** The monthly meeting of the board of directors shall be held at the discretion of the board. Normal business and reports of business transacted through the month, issues and other topics will be reported and discussed at this time. The next monthly meeting site and proposed time will be designated before the adjournment thereof and shall be confirmed via email, the website, telephone, or by certified mail to each member of the Board of Directors.
- 4.5 **SPECIAL MEETINGS:** Special meetings of the board of directors may be called by or at the request of the president or any two 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.
- 4.6 **NOTICE:** Notice of any special meeting of the board of directors shall be given at least seven (7) days previous thereto by written notice 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 at least twenty (20) 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 be 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.
- 4.7 **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.

- 4.8 **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.
- 4.9 **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 shall 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 for the unexpired term of his or her predecessor in office.
- 4.11 **INFORMAL ACTION BY DIRECTORS:** The authority of the board of directors may be exercised without a meeting if consent in writing, setting for the action take, is signed by all of the directors entitled to vote.
- 4.12 **COMPENSATION:** The board of directors shall serve without compensation as directors or officers of the corporation. By resolution of the board of directors, the directors may be paid their expenses, if any, of attendance at each meeting of the board. No such payment previously mentioned in this section shall preclude any director from serving the corporation in any other capacity and receiving reasonable compensation therefore.
- 4.13 **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 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 to dissent shall not apply to a director who voted in favor of such action.

## *ARTICLE V*

### **Officers**

- 5.1 **OFFICERS:** The officers of the corporation shall be a president, executive vice president, vice president of recreational soccer, vice president of travel soccer, treasurer, secretary, and such vice presidents, assistant treasurers, assistant secretaries or 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. Any two or more offices may be held by the same person.
- 5.2 **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 officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient to the directors. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Each officer shall hold office until his or her successor shall have been duly elected and qualified, 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. The terms are bi-annual with the President, Vice President of Travel Soccer, Secretary and Director of Equipment and Uniforms elected in odd years and the Treasurer, Executive Vice President, Vice President of Recreational Soccer, and Director of Fields and Maintenance to be elected in even years.
- 5.3 **REMOVAL:** Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. In the event any director is removed, resigns, or retires from the board for any reason, the balance of the board of directors will convene immediately to consider a replacement. The board of directors will in its absolute and unfettered discretion select a director to serve out the unexpired term of the removed, resigned or retired director. The replacement director may come from the existing board or from outside the board.
- 5.4 **PRESIDENT:** The president shall be the principal executive officer of the corporation and all its affairs. This person shall also be the principle executive officer to manage the affairs of recreational soccer. 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.

- (a) He or she shall see that the resolutions and directives of the board of directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the board of directors.
- (b) He or she shall discharge all duties incident to the office of president and such other duties as may be prescribed by the board of directors.
- (c) 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 of these by-laws.
- (d) He or she may execute for the corporation any contracts, deeds, mortgages, bonds, 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 instrument.
- (e) He or she may vote all securities which the corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the board of directors.
- (f) He or she is responsible for making sure that there is a designated Risk Management Coordinator (volunteer position) that will have background checks conducted on current coaches and assistant coaches.
- (g) He or she will also serve as the liaison to the Fox Valley Soccer Association as its representative and secure game schedules for all participating levels.
- (h) He/she may appoint, with the concurrence of a majority of the Board, coordinators to oversee various functions necessary to maintain recreational and travel soccer.
- (i) He or she will also be responsible for reserving the board meeting dates and locations, the coaches meeting dates and locations and the picture day location, times and contract.
- (j) He or she is also responsible for gathering the key to open these facilities. All dates and times must be reported to the person keeping up the website.
- (k) This position is a two year term that will change in odd numbered years.

5.5 **EXECUTIVE VICE PRESIDENT:** The executive vice president shall be the principal executive officer to manage the affairs of travel soccer.

This position will also assume the role of President in the absence of said party. He or she shall:

- (a) Assumes the duties of the President in absence of the President
- (b) Assumes the office of President in the event the President leaves the Corporation.
- (c) He or she will also serve as the liaison to the IWSL and YSSL as its representative and secure game schedules for all participating levels.
- (d) Needs to keep in direct contact with Director of Fields and Maintenance to provide field information and directions to IWSL and YSSL .
- (e) Responsible for scheduling travel league tryout dates, times, locations and for getting keys to open needed facilities at these locations.
- (f) Maintains direct contact with Vice President of Recreation and Vice President of Travel.
- (g) May appoint, with the concurrence of the majority of the board, coordinators to oversee various functions necessary to maintain travel soccer.
- (h) This position is a two year term that will change in even numbered years.

5.5 **TREASURER:** The treasurer 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 therefore, and for the receipt and disbursement thereof;
- (c) Perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or by the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of this or her duties in such sum and with such surety or sureties as the board of directors shall determine.
- (d) Will prepare an annual budget and get approval on the budget a month before the annual meeting.
- (e) He/she will also file taxes and maintain the post office box as the corporation address in Spring Grove, retrieving mail from the post office box and distributing it to the proper members of the board.
- (f) Will be responsible for making sure that the concession stand stays

- stocked and in working operation.
- (g) This position is a two year term that will change in odd numbered years.
  - (h) The treasurer shall also 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 the president and executive vice president or in the event of their inability or refusal to act, the treasurer shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the 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.

5.6 **SECRETARY:** The Secretary shall:

- (a) Prepare an agenda for every monthly, special and the annual board meeting;
- (b) Record the minutes of the meetings of the board of directors in one or more books provided for that purpose;
- (c) See that all notices are duly given in accordance with the provisions of these by-laws or as required by law;
- (d) Be a custodian of the corporate records and of the seal of the corporation;
- (e) Make sure that the league newsletter is distributed in May and in February directly by postal mail or other electronic means to each family within the league;
- (f) Prepare and provide the necessary registration information to IYSA, IWSL, or other supporting organizations for the purpose of securing player registration and insurance.;
- (g) Shall distribute any and all voice mail messages that have collected on the business phone or voice mail and call back the members to answer general questions;
- (h) Perform all duties incident to the office of 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;
- (i) This position is a two year term that will change in odd numbered years.
- (j) In the absence of the treasurer, or in the event of their inability or refusal to act, the secretary will carry out the duties of the treasurer.

5.7 **VICE PRESIDENT OF RECREATIONAL SOCCER:** The Vice President of recreational Soccer will be responsible for:

- (a) Collecting registration forms, medical release information, and fees for all player participants and maintaining the entrants into the league computer database. All fees collected will be forwarded to

the treasurer, noting the date, amount paid, check number on each players registration forms.

- (b) Providing the secretary with player information for the purpose of submitting the required player information to IYSA (Illinois Youth Soccer Association)
- (c) Organizing a committee that will assist in forming teams, finding coaches to coach these teams, and setting up game schedules for U5,6,7,8,9.
- (d) With the assistance of the secretary, prepares coaches folders which includes various information necessary for coaches to successfully administer their assigned team.
- (e) Make sure that the registration forms were approved and have been distributed in the grade schools and appropriate day-care centers;
- (f) This position has a two year term that will change in even numbered years

5.8 **VICE PRESIDENT OF TRAVEL SOCCER:** This person shall be responsible for:

- (a) Collecting registration forms, medical release information, and fees for all player participants and maintaining the entrants into the league computer database. All fees collected will be forwarded to the treasurer, noting the date, amount paid, check number on each players registration forms.
- (b) Providing the secretary with player information for the purpose of submitting the required player information to IYSA (Illinois Youth Soccer Association)
- (c) Organizing a committee that will assist in forming teams and finding coaches to coach these teams.
- (d) With the assistance of the secretary, prepares coaches folders which include various information necessary for coaches to successfully administer their assigned team.
- (e) Make sure registration forms have been distributed to appropriate venues for the purpose of recruitment of players for travel soccer.
- (f) This position has a two year term that will change in odd numbered years

5.8 **DIRECTOR OF EQUIPMENT AND UNIFORMS:** This person shall be responsible for:

- (a) Making sure that all uniform orders have been placed for each child; that all items have been received; these items have been sorted out appropriately for each team and placed in the

appropriate age-level sized bag to be handed out at the coaches meeting.

- (b) Making sure that all merchandise such as balls, flags and other necessary equipment is available.
- (c) This position has a two year term that will change in odd numbered years.

5.9 **DIRECTOR OF FIELDS AND MAINTENANCE:** This person shall be responsible for:

- (a) Making sure that the fields are prepared to be played on which includes striping and that the necessary equipment is available at each field location every Saturday.
- (b) Ordering field/goal equipment that is necessary to maintain the fields.
- (c) Reserving the use of practice fields and game fields.
- (d) Maintaining the keys to the sheds in the various towns where our equipment is being stored.
- (e) Managing the goal securement/safety program as required by IYSA
- (f) This position has a two year term and will be elected in even numbered years.

5.10 **ASSISTANT TREASURERS AND ASSISTANT SECRETARIES:** The assistant treasurers and assistant secretaries 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. If required by the board of directors, the assistant treasurer shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine.

## *ARTICLE VI*

### **Committee, Commissions and Advisory Boards**

6.1 **COMMITTEES:** The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees each of which will consist of two or more directors and such other persons as the board of directors designates provided that a majority of each committee's member are directors. 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 corporation; 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, him or her by law.

6.2 **COMMISSIONS:** Commissions may be designated or created by the board of directors and shall consist of such persons as the board of directors designates. These positions are not paid positions but are strictly voluntary in nature and are usually appointed by the board of directors. Some of the positions include, but are not limited to the coaching staff, scheduling coordinators, field coordinators, hearing/appeals officer, hearing/appeals committee (which does not contain board members) and a risk management disclosure coordinator. Commissions, 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 corporation; but the designation of such commissions 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.

(a) **Coaches:** Are responsible for holding practices and attending games. They are also responsible for the following: 1) must uphold good sportsmanship; 2) provide respect to all players, other coaches, and referee officials; 3) provide all players a positive playing experience; 4) act on the side of safety; 5) avoid abusive or profane language; 6) respect and adhere to the rules of the game, policies and procedures; 7) refrain from the use of tobacco or alcohol at practices and games.

(b) **Assistant Coaches:** Are responsible for aiding and helping the team's main coach. In the advent a coach cannot be present; he/she will act as the coach of the team. The assistant coach is bound to follow and adhere to all the responsibilities of the coach.

(c) **Certified Referee Assignor:** A referee that has gone through a certified assignor program. RSGSA, NFP will pay or reimburse this individual their class fee each year to meet this qualification. Persons that take on this position must remain in this position for a period of one year which covers the Fall and the following Spring Season. This person will be responsible for assigning referees to games, maintaining accurate records of who refereed what and that each referee has been paid appropriately at the end of the day.

(d) **Coordinator of Coaching and Training:** This person will develop coach and player training programs for both recreational and travel soccer programs. This person may assist in travel tryouts and provide insight on player capability and development.

(e) **Recreational Schedule Coordinator:** This person makes sure that schedules are completed at least 1 week before the season opener coaches meeting preceding the Fall or the Spring Soccer Season in each age group.

(f) **Hearing/Appeals Office and Committee:** Will consist of three persons that are not currently active board members. Their names will not be publicly listed in any way to preserve their identity and for security purposes. These members will be chosen

by and among their peers at the season opener coaches meeting.  
(g) **Risk Management Coordinator**: Is responsible for collecting and maintaining disclosure information for all persons involved with the organization as mandated by IYSA and their risk management policy. He/she is also responsible for developing and maintaining a system to conduct, document, and track appropriate background checks on all volunteers and persons actively involved with the children of this league have been conducted.

- 6.3 **ADVISORY BODIES**: Advisory bodies not having and exercising the authority of the board of directors in the corporation may be designated or created by the board of directors and shall consist of such persons as the board of directors designates. An advisory body may or may not have directors as members, as the board of directors determines. The advisory body may not act on behalf of the corporation or bind it to any actions but may make recommendations to the board of directors or to the officers of the corporation.
- 6.4 **TERM OF OFFICE**: Each member of a committee, advisory board or commission shall continue as such until the next annual meeting of the members of the corporation and until his or her successor is appointed, 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.
- 6.5 **CHAIRMAN**: One member of each committee, advisory board or commission shall be appointed chairman.
- 6.6 **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.
- 6.7 **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.
- 6.8 **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 boards of directors.
- 6.9 **INFORMAL ACTION**: The authority of a committee may be exercised without a meeting if consent in writing, setting forth the action taken, is signed by all the members entitled to vote.

## ***ARTICLE VI***

### **Paid Positions**

**REFEREES and THE CERTIFIED REFEREE ASSIGNOR:** Certified, grade 8 referees will be paid according to the age-level they are officiating and after receipt of their completed referee card to the registered business address.

(a) The certified referee assignor will make sure that each game of the weekend has a certified or similarly qualified referee. They will be reimbursed for their time and phone calls should the expense necessitate such actions.

(b) Certified referees that officiate (8) eight games in a single season will be refunded the Grade 8 fee within three weeks of the end of the soccer season in which they have refereed. The fee will only be reimbursed one time in the course of the soccer year.

(c) Trainers – paid trainers will be used as deemed appropriate for both recreational and travel soccer. These activities and fees should be described in a written contract agreed upon by both parties prior to execution of services.

## ***ARTICLE VI***

### **Contracts, Checks, Deposits and Funds**

- 8.1 **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 specific instances.
- 8.2 **CHECKS, DRAFTS, ETC.** 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 any assistant treasurer and countersigned by the president or a vice president of the corporation.
- 8.3 **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 depositories as the board of directors may select.
- 8.4 **GIFTS:** The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

*ARTICLE IX*

**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 board of directors, and committees having any of the authority of the board of directors.

*ARTICLE X*

**Fiscal Year**

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

*ARTICLE XI*

**Seal**

The board of directors may provide for the corporation to have a corporate seal. The corporate 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**

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 at the meeting objects to the holding of the meeting because proper notice was not given.

*ARTICLE XI*

**Indemnification**

12.1 **INDEMNIFICATION IN ACTIONS OTHER THAN 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, 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 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.

- 12.2 **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 or suit 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 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 circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

- 12.3 **RIGHT TO PAYMENT OF EXPENSES:** To the extent that a director, officer, employee 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 12.1 and 12.2 of these by-laws 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.

- 12.4 **DETERMINATION OF CONDUCT:** Any indemnification under Sections 12.1 and 12.2 of these by-laws (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 or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 12.1 and 12.2 of these by-laws. 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.
- 12.5 **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.
- 12.6 **INDEMNIFICATION NOT EXCLUSIVE:** The indemnification provided by this Article shall not be deemed exclusive or any other rights to which those seeking indemnification may be entitled under any bylaws, agreement, vote of 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 benefit of the heirs, executors and administrators of such a person.
- 12.7 **INSURANCE:** The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who 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 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 XII.

12.8 **REFERENCES TO CORPORATION:** For purposes of this Article, references to “the corporation” shall include, in addition to the surviving corporation, any merging corporation (including any corporation 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 or agents, so that any person who was a director, officer, employee or agent of such merging corporation, or was 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 such person would have with respect to such merging corporation if its separate existence had continue.

12.9 **OTHER REFERENCES:** For purposes of this Article XII, reference to “other enterprise” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to any employee benefit plan, and reference 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 any 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 XII.

## *ARTICLE XI*

### 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. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

## *ARTICLES XIV*

### Dissolution

Upon dissolution of the corporation or the winding up of its affairs, the

assets of the corporation shall be distributed exclusively to charitable, religious, educational or scientific organizations which would then qualify under the provision of Section 501(c)(3) of the Internal Revenue Code. Any assets not so distributed shall be distributed by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations that such court shall determine, that are organized and operated exclusively for charitable, religious, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.