

BY-LAWS
OF
FENWICK HOCKEY CLUB

ARTICLE I

Purposes

To organize, operate, maintain and sponsor, without profit, an independent club hockey (“Club”) program in cooperation and in conjunction and support with Fenwick High School (“Fenwick”) for Fenwick students guided by faith, reason and community in the Dominican Catholic tradition of virtue, service, learning and truth; and, to foster an appreciation and interest in high school hockey by promoting and encouraging physical and mental discipline, sportsmanship and social interaction;

To acquire property for the Club purposes by grant, gift, purchase, devise, or bequest, and to hold and to dispose of the same, subject to such limitations as may be prescribed by law; and to solicit donations and to raise and accept money or personal property in aid of such purposes and to maintain the same;

Upon the dissolution of the Club, the Board Members shall, after paying or making provisions for the payment of all the liabilities of the Club, dispose of all of the assets of the Club exclusively for the purposes of the Club in such manner, to Fenwick High School, an organization organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law), as the Board Members shall determine;

No part of the net earnings of the Club shall inure to the benefit of, or be distributable to, its Board Members, Volunteer Members, Members, officers or other private persons except that the Club shall be authorized and empowered to pay reasonable compensation for any professional and coaching services rendered;

No substantial part of the activities of the Club shall be the carrying on of propaganda or otherwise attempting to influence legislation other than hockey related issues with the Amateur Hockey Club of Illinois (AHA) or USA Hockey and the Club 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 provisions of the Articles, the Club shall not carry on any other activities not permitted to be carried on (a) by an Club exempt from federal income tax under Section 501 (c) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law); or (b) by an Club, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE II

Offices

The Club shall maintain its address and place of business at Fenwick High School located at 505 West Washington Blvd., Oak Park, Illinois 60302-4095 in the State of Illinois and the Fenwick Athletic Director shall serve as an agent at such office and may have other offices within or without the state.

ARTICLE III

Members

SECTION 1. CLASSES OF MEMBERS. The Club shall have three classes as members. The designation of each class and the qualifications of the members of each class shall be as follows:

- A. Regular Members which shall consist of parents of children enrolled on any Fenwick High School Hockey team and in good standing.
- B. Volunteer Members which shall consist of up to twelve (12) members with a minimum of one freshman parent, one sophomore parent, one junior parent and one senior parent. Volunteer members may consist of regular members in good standing, school representatives, alumni and/or past regular members. Volunteer Members shall be only responsible for assisting the Board Members with respect to communication, fundraising, spirit wear, registration, website, managerial functions and other hockey functions at the sole request and instance of the Board Members.
- C. Board Members which shall consist of seven (7) voting members comprising of the Fenwick Athletic Director, two (2) Fenwick Hockey Operations Representatives and the Hockey Director chosen by the Fenwick Athletic director, which shall consist of one (1) Regular Member, and the following elected officers: President, Vice President, and Secretary. Board members may consist of regular members in good standing, school representatives, alumni and/or past regular members. Board Members may also include other non-voting Board Members sitting in advisory capacity serving at the discretion of the voting Board Members including but not limited to the Treasurer and the Registrar. The Board Members shall appoint all Volunteer Members.

SECTION 2. VOTING RIGHTS. All voting rights for all matters pertaining to the hockey club shall be vested through its Board Members. The Athletic Director shall only vote, as needed, on any particular item serving as the deciding vote of the remaining six (6) Board Members.

Regular Members shall have no voting rights or direct input in the administration or day to day hockey Operations of the Club or the teams. Regular Members will vote on the

elected officers of the club at the designated annual meeting.

Volunteer Members shall have only one vote per person for matters relating to only communication, fundraising, spirit wear, registration, website and managerial function of the hockey club as a non-binding advisory board to the Board Members.

SECTION 3. TERMINATION OF MEMBERSHIP. In addition to the procedures and penalties set forth in Articles IX and XIII governing Rules & Ethics violations and non-payment of membership fees, the Board Members may otherwise by affirmative vote of two-thirds suspend or expel any Regular Member for cause after an appropriate hearing.

SECTION 4. RESIGNATION. Any Regular Member may resign by filing a written resignation with the Board Members, but such resignation shall not relieve the member so resigning of the obligation to pay any unpaid membership fees, assessments or other charges.

SECTION 5. REINSTATEMENT. Upon written request signed by a former member who was expelled by vote of the Board Members may by the affirmative vote of two-thirds reinstate such former member to membership upon such terms as the Board Members may deem appropriate.

SECTION 6. TRANSFER OF MEMBERSHIP. Membership in this Club is not transferable or assignable.

SECTION 7. NO MEMBERSHIP CERTIFICATES. No membership certificates of the Club shall be required.

ARTICLE IV

Meeting of the General Membership

An annual meeting of the General Members shall be held on the second Wednesday of April of each year, or on such other date as the Board Members may fix, for the purpose of electing Board Members and for the transaction of such other business as may come before the meeting. If such a day be a legal holiday, the meeting shall be held at the same hour on the next succeeding business day. Notice of the date, place and time of the annual meeting shall be posted on the home page of the Fenwick Hockey Club website at least fourteen (14) days prior to the date of said annual meeting.

ARTICLE V

Meetings of Board Members

SECTION 1. ANNUAL AND MONTHLY MEETING. An annual meeting of the Board Members shall be held on the first Wednesday of April of each year, or on such other date as the Board Members may fix. If such a day be a legal holiday, the meeting shall be held at the same hour on the next succeeding business day. Notice of date, time and place of said annual meeting shall be posted on the Fenwick Hockey Club website home page at least fourteen (14) days prior to the date of said annual meeting.

The Board Members shall hold a meeting each month to review, discuss and take actions necessary in the operation of the Club. Notice of the dates, place and time of said monthly meetings shall be posted on the home page of the Fenwick Hockey Club website at least seven days prior to the date of said monthly meeting.

SECTION 2. SPECIAL MEETING. Special meeting of the Board Members may be called either by the Hockey Director or President, or any 4 of 7 Board Members.

SECTION 3. PLACE OF MEETING. The Board Members may designate any place as the place of meeting for any annual meeting, monthly meeting or any special meeting called by the Board Members. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be at the registered office of the hockey club.

SECTION 4. NOTICE OF MEETINGS. Written or E-Mail notice stating the place, date, and hour of any meeting of Board members shall be delivered to each Board Member entitled to vote at such meeting not less than five nor more than sixty days before the date of such meeting unless waived. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Club, with postage thereon prepaid.

SECTION 5. INFORMAL ACTION BY BOARD MEMBERS. Any action required to be taken at a meeting of the Board Members of the Club, or any other action which may be setting forth the action so taken, shall be signed by all of the Board Members entitled to vote with respect to the subject matter thereof.

SECTION 6. QUORUM. Two-thirds or more of all Board members having voting rights shall constitute a quorum at a meeting.

SECTION 7. PROXIES. Each Board Member entitled to vote at a meeting of Board Members or to express consent or dissent to Club action in writing without a meeting may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after eleven months from its date, unless the proxy provided for a longer period.

SECTION 8. REMOVAL. Any Board Member may be removed by a two-thirds vote of the Board Members for misconduct, non-participation or whenever in its judgment the best interest of the Club would be served thereby.

SECTION 9. VACANCIES. Any vacancy occurring in the Board Members to be filled by reason of removal or any increase in the number of Board Members shall be filled by the Board Members upon 2/3 vote.

SECTION 10. COMPENSATION. Board Members shall not receive any stated salaries for their services. Board Members, however, may accept coaching positions and may be compensated for those coaching services.

ARTICLE VI

Meeting of Voluntary Members

SECTION 1. ANNUAL MEETING. An annual meeting of the Voluntary Members shall be held whenever deemed necessary.

SECTION 2. PLACE OF MEETING. The Voluntary Members may designate any place as the place of meeting for any meeting. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be at the registered office of the hockey club.

SECTION 3. NOTICE OF MEETINGS. E-mail notice stating the place, date, and hour of any meeting of Voluntary members shall be delivered to each Voluntary Member entitled to vote at such meeting not less than three days before the date of such meeting.

SECTION 4. INFORMAL ACTION BY VOLUNTARY MEMBERS. Any action required to be taken at a meeting of the voluntary members of the Club, or any other action which may be setting forth the action so taken, shall be signed by all of the Voluntary Members entitled to vote with respect to the subject matter thereof.

SECTION 5. QUORUM. Two-thirds or more of all Voluntary Members having voting rights shall constitute a quorum at a meeting.

SECTION 6. PROXIES. Each Voluntary Member entitled to vote at a meeting of Voluntary Members or to express consent or dissent to Club action in writing without a meeting may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after eleven months from its date, unless the proxy provided for a longer period.

SECTION 7. OPEN MEETINGS. All Voluntary Member meetings shall be open to the public for participation by any Member.

SECTION 8. VACANCIES. Any vacancy occurring in the Voluntary Members to be filled by reason of removal or any increase in the number of Voluntary Members shall be filled by the Board Members Board upon 2/3 vote. A Voluntary Member elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

ARTICLE VII

Board Members

SECTION 1. GENERAL POWERS. All of the affairs of the Club shall be managed by the Board Members.

ARTICLE VIII

Officers

SECTION 1. ELECTED OFFICERS. The elected officers of the Club shall be the president, vice president and secretary which shall be comprised of three (3) of the seven (7) Board Members. The term of each officer shall be for one year. The Board Members shall also empower any advisory Board Members or Volunteer Member to act as registrar of the Club.

SECTION 2. ELECTION AND TERM OF OFFICE. The elected officers of the Club shall be elected annually by all members of the Club at the regular annual meeting of the Club. Interim officer Vacancies may be filled or new offices created and filled by any meeting of the Board Members. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. Election of any officer shall not of itself create contract rights. Any contract rights must be approved or ratified by the Board Members.

SECTION 3. REMOVAL. Any officer elected or appointed by the Board Members may be removed by a two-thirds vote of the Board Members for misconduct, non-participation or whenever in its judgment the best interests of the Club would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. HOCKEY DIRECTOR. The Hockey Director shall be the principal executive officer of the Club. Subject to the direction and control of the Board Members, he shall be in charge of the business and affairs of the Club; he shall see that the resolutions and directives of the Board Members are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board Members; and, in general, he shall discharge all duties incident to the office of Hockey Director and such other duties as may be prescribed by the Board Members. He shall preside at all meetings of the Board Members. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Club or a different mode of execution is expressly prescribed by the Board Members or these by-laws, he may execute for the Club any contracts, deeds, mortgages, bonds, or other instruments which the Board Members has authorized to be executed, and he may accomplish such execution or any other officer thereunto authorized by the Board Members, according to the requirements of the form of the instrument. He may vote all securities which the Club is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the Club by the Board Members.

SECTION 5. PRESIDENT and VICE PRESIDENT. The President and vice-president shall assist the hockey director in the discharge of his duties as the hockey director may direct and shall perform such other duties as from time to time may be assigned to him by the hockey director or by the Board Members. In the absence of the hockey director or in the event of his inability or refusal to act or until such time when the Athletic Director appoints a Hockey Director to fill the vacancy, the President shall perform the duties of the hockey director and when so acting, shall have all the powers of and be subject to all the restrictions upon the

hockey director. In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the hockey director and when so acting, shall have all the powers of and be subject to all the restrictions upon the hockey director. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Club or a different mode of execution is expressly prescribed by the Board Members or these by-laws, the president or vice-president may execute for the Club any contracts, deeds, mortgages, bonds or other instruments which the Board members has authorized to be executed, and he may accomplish such execution either individually or with any other officer thereunder authorized by the Board Members, according to the requirements of the form of the instrument.

SECTION 6. TREASURER. The treasurer shall be the principal accounting and financial officer of the Club. He shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the Club; (b) have charge and custody of all funds and securities of the Club, and be responsible therefore, and for the receipt and disbursement thereof; and (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 by the Hockey Director or by the Board Members. If required by the Board Members, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board members shall determine.

SECTION 7. SECRETARY. The secretary shall record the minutes of the meetings of the members and of the Board Members in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the Club records; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the Hockey Director or by the Board Members.

ARTICLE IX

Committees

SECTION 1. COMMITTEES OF VOLUNTEER MEMBERS. Other than the Rules & Ethics Committee, which is governed by Article X, the Board Members, by resolution adopted by a majority of the Board members, may designate one or more Volunteer Member Committees, each of which shall consist of three or more Volunteer Members, which committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board Members in the management of the Club, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board Members any responsibility imposed upon it or him by law or through these by-laws. The Rules & Ethics Committee shall operate independently from the Board Members.

SECTION 2. OTHER COMMITTEES. Other committees not having and exercising the authority of the Board Members in the Club may be designated by the Hockey Director. Members of each such committee shall be Volunteer or Regular members of the Club. Any member thereof may be removed by the Hockey Director or the Board members whenever in their judgment the best interests of the Club shall be served by such removal.

SECTION 3. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the Board Members of the Club and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 4. CHAIRMAN. One member of each committee shall be appointed chairman.

SECTION 5. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. QUORUM. Unless otherwise provided in the resolution of the Board Members designating a committee, a majority of the whole committee 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.

SECTION 7. RULES. Each committee may adopt rules for its own government not inconsistent with these by- laws or with rules adopted by the Board Members, AHAI or USA Hockey.

ARTICLE X

Rules & Ethics

SECTION 1. RULES & ETHICS COMMITTEE. At each annual meeting the Board Members shall appoint a Rules & Ethics Committee (R & E Committee) consisting of three Voluntary members of the Club. Each member of the R & E Committee shall continue as such until the next annual meeting of the Board Members and until his successor is appointed, unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof. Any member of the R & E Committee may be removed by the majority vote of the Board members whenever in their judgment the best interests of the Club shall be served by such removal.

SECTION 2. PURPOSE. The R & E Committee is appointed for the purpose of investigating and submitting findings with respect to alleged violations by Club members, players, coaches, employees or agents of any applicable by-laws, rules and regulations, and/or policies, whether promulgated by the Amateur Hockey Club of Illinois (AHAI), the Chicago Catholic Hockey League (CCHL) and the Illinois High School Hockey League (IHSHL), the Club, or other governing body having jurisdiction over the Club, and its members, coaches, and players.

SECTION 3. R&E COMMITTEE PROCESS. Upon receipt by the Club or hockey director any member of the R & E Committee of a written complaint alleging a violation or violations by Club members, players, coaches, employees or agents of any applicable by-laws, rules and regulations, and/or policies, whether promulgated by AHAI, CCHL or IHSHL, the Club, or other governing body having jurisdiction over the Club and its members,

the R & E Committee shall timely do the following:

(A) Review of Complaint: The R&E Committee shall review the written complaint. A complaint shall not be considered unless it is stated in writing and identifies the complainant. Upon review of the complaint, the R&E Committee shall make an initial determination as to whether the facts set forth in the complaint, if accepted as true, encompass acts or omissions that would constitute a violation of any applicable by-laws, rules and regulations, and/or policies, whether promulgated by AHAI, CCHL, IHSHL, the Club, or other governing body having jurisdiction over the Club and its members. If not, the R&E Committee should submit to the Board members of Directors a written report containing its finding that the complaint does not encompass acts or omissions that would constitute a violation of any applicable by-laws, rules and regulations, and/or policies, whether promulgated by AHAI, CCHL, IHSHL, the Club, or other governing body having jurisdiction over the Club and its members, and that the R&E Committee is therefore without jurisdiction to consider said complaint. If the R&E Committee determines that the facts set forth in the complaint, if accepted as true, encompass acts or omissions that would constitute a violation of any applicable by-laws, rules and regulations, and/or policies, whether promulgated by AHAI, CCHL, IHSHL, the Club, or other governing body having jurisdiction over the Club and its members, then the R&E Committee shall perform steps (B) and (C) as set forth below.

(B) Investigation: One or more members of the R&E Committee shall promptly interview, in person or by telephone, all pertinent parties as to the facts and circumstances underlying the complaint. Pertinent parties to be interviewed shall include the complainant, the accused, any witnesses identified by the complainant or accused, and any other witnesses otherwise known to the R&E Committee. The investigating member or members of the R&E Committee shall also review any pertinent documents or witness statements.

(C) Report: Following its investigation, the R&E Committee shall prepare a written report, which shall contain the following information: (i) the identities of the complainant and accused; (ii) the identity of all witnesses interviewed by the R&E Committee in its investigation; (iii) the identification of any other evidence considered by the Committee in the course of its investigation, including documents and/or witness statements; (iv) findings of fact as to the truth or falsity of complainant's allegations or other pertinent facts; (v) findings as to whether any applicable by-laws, rules and regulations, and/or policies were violated by the accused; and (vi) in the event a violation is found to have occurred, a recommended penalty. This report shall be reviewed by all members of the R&E Committee and then submitted to the Board Members. The R&E Committee shall have independent jurisdiction separate and apart from the Board Members.

SECTION 5: APPEAL. Members may appeal penalties levied by the R & E Committee by submitting a written notice of appeal and an appeal fee in the amount of \$150.00 to the Hockey Operations Representatives. Following receipt of the notice of appeal and appeal fee, the appealing member shall be allowed to appear before the Board Members its next regularly scheduled meeting (or at a special meeting, if deemed necessary) and present

witness testimony, other evidence, and/or reasons, factual, legal, or equitable, as to why the R&E Committee's ruling was incorrect, or should be reversed or modified. The Board Members shall give due consideration to the matters presented by the appealing member and then, by majority vote, determine whether the ruling should be affirmed, reversed, or modified. The appealing member may be notified of the Board Members' decision either at the meeting or in writing sent by U.S. mail to the appealing member's last known address of record. The Board Member's Board's decision shall be final and appealable to AHAI.

SECTION 6: EMERGENCY SUSPENSION: In the event the Hockey Operations Representatives of the Club becomes aware of any alleged improper conduct or behavior of any member, player, coach, or Club agent or employee, which has the potential to result in immediate physical harm, violence, a violation of the law, or similar consequences, the Hockey Operations Representatives or the chairperson of the R&E Committee shall have the emergency power to issue an immediate suspension of the accused member, player, coach, agent or employee following AHAI rules, regulations and protocol. In the event such an emergency suspension is issued, the R&E

Committee shall conduct an investigation of the allegations as soon as practicable and should report their findings to the Hockey Operations Representatives.

ARTICLE XI

Contracts, Checks, Deposits and Funds

SECTION 1. CONTRACTS. The Board Members may authorize any officer or officers, agent or agents of the Club, 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 Club and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club, shall be signed by such officer or officers, agent or agents of the Club and in such manner as shall from time to time be determined by resolution of the Board members. In the absence of such determination by the Board Members, such instruments shall be signed by the treasurer and countersigned by the hockey director or the president of the Club.

SECTION 3. DEPOSITS. All funds of the Club shall be deposited from time to time to the credit of the Club with Fenwick High School and in such banks, trust companies, or other depositories as the Board Members may select.

SECTION 4. GIFTS. The Board Members may accept on behalf of the Club any contribution, gift, bequest or, devise for the general purpose or for any special purpose of the Club.

ARTICLE XII

Books and Records

The Club shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board Members and committees having any of the authority of the Board Members, and shall keep at the registered principal office a record giving the names and addresses of the members, Volunteer Members and Board Members entitled to vote. All books and records of the Club may be inspected by any Board Member, or his agent or attorney for any proper purpose at any reasonable time and with reasonable notice.

ARTICLE XIII

Fiscal Year

The fiscal year of the Club shall be fixed by resolution of the Board Members.

ARTICLE XIV

Membership Fees

SECTION 1. MEMBERSHIP FEES. The Board Members shall determine the amount of membership fees payable to the Club by members and all hockey and related fees.

SECTION 2. PAYMENT OF MEMBERSHIP FEES. Fees shall be payable on the date or dates determined by the Board Members.

SECTION 3. DEFAULT AND SUSPENSION OF MEMBERSHIP. Members who fail to pay membership fees within fifteen days of the date automatically agree, by virtue of their membership, to and shall be suspended from all participation in Club activities, without further notice and without hearing. The suspension shall extend to all children of the non-paying member or members, who shall be barred from all team or Club activities. Such suspension shall be lifted and the member or members reinstated upon the payment of all unpaid fees.

ARTICLE XV

Waiver of Notice

Whenever any notice is required to be given under, the provisions of the General Not For Profit Act of Illinois or the by-laws of the Club, 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.

ARTICLE XVI

Amendments

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the Board Members 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 Club not inconsistent with law.

ARTICLE XVII

Indemnification

SECTION 1. INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CLUB. The Club 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 Club) by reason of the fact that he or she is or was a Voluntary Member, officer, employee or agent of the Club, or is or was serving at the request of the Club as a Board Member, officer, employee or agent of another Club, partnership, joint venture, trust or other enterprise, against expenses (including attorney's 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 Club, 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 Club 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 CLUB. The Club 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 Club to procure a judgment in its favor by reason of the fact that such person is or was a Board Member, Voluntary Member, officer, employee or agent of the Club, or is or was a Board Member, Voluntary Member, officer, employee or agent of the Club, or is or was serving at the request of the Club as a Board Member, Voluntary Member, officer, employee or agent of another Club, partnership, joint venture, trust or other enterprise, against expenses (including attorney's 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 Club, 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 Club, 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.

SECTION 3. RIGHT TO PAYMENT OF EXPENSES. To the extent that a Board Member, Voluntary Member, officer, employee or agent of the Club 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 attorney's 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 Club only as authorized in the specific case, upon a determination that indemnification of the Board Member, Voluntary Member, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made (a) by the Board Members by a majority vote of a quorum consisting of Board Members 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 Board Members so directs, by independent legal counsel in a written opinion, or (c) by the Board 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 Club in advance of the final disposition of such action, suit or proceeding, as authorized by the Board Members in the specific case, upon receipt of any undertaking by or on behalf of the Board Member, Voluntary Member, 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 Club 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 Board 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 officer, and shall continue as to a person who has ceased to be a Board member, voluntary member, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 7. INSURANCE. The Club may purchase and maintain insurance on behalf of any person who is or was a sustain member, voluntary member, officer, employee or agent of the Club, or who is or was serving at the request of the Club as a Board Member, officer, employee or agent of another Club, 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 Club would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE XVIII

Rules of Order

All meetings of the members and/or directors of the Club shall be held pursuant to Roberts Rules of Order.