

**CORNING YOUTH HOCKEY
ASSOCIATION, INC.**

DBA EC Youth Hockey

BYLAWS

July 17, 2019

**Amended as of March 24,
2023**

**BYLAWS
Of
Corning Youth Hockey Association, Inc.**

ARTICLE I - NAME

The name of the association shall be **“CORNING YOUTH HOCKEY ASSOCIATION, INC.”** and by referendum vote assumed name of **EC Youth Hockey** (herein referred to as “CYHA”, ECYH or the “Corporation”). The Corporation operates youth hockey programs in the greater Corning/Elmira area, and skates at the following locations (as may be amended by the Corporation from time to time): Murray Athletic Center at Elmira College, First Arena, and Nasser Civic Center.

ARTICLE II – PURPOSE

The Corporation has been incorporated for the following purposes:

1. The Corporation is formed to educate youth in the fundamentals of athletics and sportsmanship; to provide, encourage, and promote a recreational hockey and skating program for youths of all levels of ability; and for any other purpose(s) for which corporations may be organized under the Not-for-Profit Corporation Law as a charitable corporation.
2. To bring youths closer together through a common interest, and to inspire youths to practice the ideals of sportsmanship, scholarship, and physical fitness.
3. To do anything incidental to, or connected with, the stated purposes or the advancement thereof, without pecuniary profit or financial gain of its members, directors, officers, or any private individual.

ARTICLE III – MEMBERSHIP

Section 3.1. Members. The membership of the corporation shall consist of the following members (each a “Member”):

a. Registered Member

Any person over the age of 18 who is the parent or guardian of a “Registered Child” shall be eligible to become a Registered Member of ECYH, so long as said person remains in compliance with all provisions of these Bylaws and Applicable Rules. As used herein, “Applicable Rules” shall mean the rules and regulations, playing rules, core values and decisions of the Board of Directors, bylaws, and policies of ECYH. “Registered Child” shall mean any child the age of 18 and under, who is a registered player and in good standing, Registration Dues to ECYH, as defined hereinbelow.

b. Coaches and other recognized volunteers, as kept in the Corporation’s records, shall be Members.

Section 3.2. Registration Dues. An annual registration fee, payable to the Corporation, shall be established by the Board of Directors and may be amended from time to time at the discretion of the Board of Directors.

Section 3.3. Resignation. Any Member may withdraw from ECYH by giving written notice of such intention to a Board Member. The notice shall then be presented to the Board Secretary and then be brought to the Board of Directors at the first meeting after its receipt.

Section 3.4. Suspension. A Member may be suspended for a period or expelled for cause for violating any of the bylaws, applicable code of conduct, or rules of ECYH, USA Hockey, and/or Snowbelt Hockey League or for conduct prejudicial to the best interests of ECYH. Suspension or expulsion shall occur by a simple majority vote of the Board of Directors, provided that a statement of the charges shall have been electronically mailed to the Member at his or her last recorded electronic address not less than ten (10) nor more than fifty (50) days before final action is taken thereon. The statement shall be accompanied by a notice of the date, hour, and place where the Board of Directors is to take their action. The member shall be given an opportunity to present a defense at the time and place mentioned in the notice. In any event, the President has unilateral ability to suspend a player immediately, pending investigation and due process outlined in these bylaws.

Section 3.5. Transfer of Membership. Membership in the Corporation shall not be transferable.

Section 3.6. Vote. Each Member shall have one vote only at a meeting of the Members.

ARTICLE IV – MEMBERSHIP MEETING

Section 4.1. Annual Meetings. The annual meeting of Members of the Corporation shall be held in April of each year, between the end of the hockey season and the end of the month (the “Annual Membership Meeting”). Notice of the place, date and hour of the Annual Membership Meeting shall be electronically mailed to each Member not less than ten (10) nor more than fifty (50) days before the meeting date. At such annual meeting, directors shall be elected per Article V below, and such other business of the Corporation may be transacted as may be useful or proper.

Section 4.2. Special Meetings. Special meetings of Members may be called by the Board of Directors or President at any time on his or her or its own initiative., by electronic mail or in writing to the Secretary of the Corporation, with such demand for a meeting to specify the date and month thereof, which shall not be less than two (2) nor more than three (3) months from the date of such written demand. The Secretary of the Corporation upon receiving the demand shall promptly give notice of such meeting.

Section 4.3. Notice of Special Meetings. Notice of a Special Meeting shall state the place, date, and hour of the meeting and indicate by which person or persons the meeting is being called. A

copy of the Notice shall be given by electronic mail to each Member entitled to vote at such meeting not less than ten (10) nor more than fifty (50) days before the date of the meeting.

Section 4.4. Quorum. At all meetings of the Members of the Corporation, either regular or special, a presence of either one-tenth (1/10th) of the total number of votes entitled to be cast or one hundred votes, whichever is lesser, of all Members in good standing shall constitute a quorum. If a quorum is not present, the Members present may adjourn the meeting.

Section 4.5. Proxies. Every Member of the Corporation entitled to vote at any meeting thereof may vote by proxy. A proxy shall be sent by electronic mail or in writing and shall state the name and phone number of the person or persons to act for him or her by proxy and is revocable at the pleasure of the Member executing it. Unless the duration of the proxy is specified, the proxy shall expire after twelve (12) months from the date of its execution.

Section 4.6. Voting. Each Member shall be entitled to one vote. Where the manner of deciding any question is not otherwise prescribed, it shall be decided by a majority vote of the Members present in person, by electronic means recognized by the Board of Directors, or by proxy.

ARTICLE V – BOARD OF DIRECTORS

Section 5.1. Board of Directors. The property, affairs, activities and concerns of the Corporation shall be vested in a Board of Directors, consisting of nine (9) directors (each a “Director”), or as otherwise determined by the Board of Directors.

Section 5.2. Election of Directors and Term. The Members at the Annual Membership Meeting shall elect all Directors whose terms have expired. The term of each director shall be for three (3) years. A Director shall have been elected if he or she receives a majority vote of the Board, if a quorum is present. Notwithstanding the foregoing, the appended Schedule A lists the Directors and Officers of the Corporation and their initially staggered terms of office as of the date of these amended bylaws.

Section 5.3. Duties of Directors. The Board of Directors may: (1) hold meetings at such times and places as they think proper; (2) suspend Members as set forth in Article III, Section 3.4; (3) appoint committees; (4) audit bills and disburse the funds of the Corporation; (5) print and circulate documents and publish articles; (6) carry on correspondence and communicate with other associations interested in youth hockey; (7) employ agents, and (8) devise and carry into execution such other measures as they deem proper and expedient to promote the objects of the Corporation and to best protect the interests and welfare of the Members.

Section 5.4. Meetings of Board of Directors. Regular Meetings of the Board of Directors shall be held once every month except June. Special meetings of the Board of Directors may be called at any time by the President or Board of Directors. Notice of a meeting, signed by the Secretary, shall be electronically mailed to each Director at least ten (10) days before the time appointed for

the meeting specifying the date, hour, and location of the meeting. The President may, when he or she deems necessary, or the Secretary shall, at the written request of one-half (1/2) of the Directors, issue a call for a special meeting of the Board.

Section 5.5. Quorum; Presence at Meetings. The presence of at least five (5) Directors at a meeting shall constitute a quorum for the transaction of business. In the absence of the President and Vice-Presidents, the quorum present may choose a Chairperson for the meeting. If a quorum is not present, the meeting will be adjourned to another date. Any one or more members of the Board of Directors or of any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 5.6. Absence. Should any member of the Board of Directors be absent without acceptable excuse from three (3) consecutive regular meetings of the Board, the Director's seat may be declared vacant, and the President may immediately proceed to fill the vacancy by appointment of a replacement Director for the remaining unexpired term of the absent Director.

Section 5.7. Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by a two-thirds (2/3) vote of the remaining Directors present at a special meeting which shall be called for that purpose. The election shall be held within thirty (30) days after the occurrence of the vacancy. The person so chosen shall hold office until the next annual meeting, or until the end of the unexpired term.

Section 5.8. Removal of Directors. Any one or more of the Directors may be removed for cause by a vote of two-thirds of the Members at a special meeting of the Members called for that purpose, or at a meeting of the Board of Directors by a majority vote of the Directors provided there is a quorum of directors. Any one or more of the Directors may be removed without cause by a vote of two-thirds of the Members at a special meeting of the Members called for that purpose.

Section 5.9. Written Consent of Directors. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors unanimously consent in writing to the adoption of a resolution authorizing such action. Written consent may be given by email. Each resolution so adopted and the written consents thereto by members of the Board of Directors shall be filed with the minutes of the proceedings of the Board of Directors.

Section 5.10. Compensation of Directors. The Corporation shall not pay compensation to directors. Reimbursement for actual expenses incurred by any individual director for the benefit of the Corporation may be reimbursed upon review and approval of adequate documentation.

Section 5.11. Resignation. Any director may resign at any time by giving written notice of such resignation to the President or Secretary of the Corporation. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. Such resignation may be given by mail or electronically.

ARTICLE VI – OFFICERS

Section 6.1. Number of Officers. The Officers of this Corporation shall be a President, Vice-President, a Secretary, Treasurer, Registrar, General Manager, Director of Coaches, Director of Scheduling, and a Digital Director.. Any two or more offices may be held by the same person, except the offices of President and Secretary. Only Directors are eligible to be Officers of the Corporation. All officers of the Corporation are considered voting members

Section 6.2. Election of Officers and Term. The Members at the Annual Membership Meeting shall elect all Officers. An Officer shall have been elected if he or she receives a majority vote of the Members, if a quorum is present. Each Officer shall serve a term of three (3), subject to the initially staggered terms of the Officers set forth in Schedule B as of the date of these amended bylaws.

Section 6.3. Duties of the President. The President shall preside at the meetings of the Corporation, the Board of Directors and Committees. The President shall communicate suggestions to the Corporation or the Board of Directors, and shall carry the authority to execute upon the directives and resolutions of the Board of Directors and to delegate such executive authority as he or she sees fit from time to time, and shall perform other duties incidental to the office of the President in the ordinary course of business of the Corporation.

Section 6.4. Duties of Vice-President. In the event of the death, incapacity, or resignation of the President, the Vice-President shall perform the duties of the President. The Vice-President shall also be responsible for coordinating any tournaments hosted by ECYH.

Section 6.5. Duties of the Secretary. It shall be the duty of the Secretary to give notice of and to attend all meetings of the Corporation. The Secretary shall keep a record of each meeting, conduct all correspondence and execute all orders, votes and resolutions. The Secretary shall also keep a list of the Members of the Corporation and collect fees and deliver them to the Treasurer. The Secretary shall keep a list of all Coaches and Volunteers of the Corporation. The Secretary shall notify the Officers and Directors of the Corporation of their election; notify Directors and Members of their appointment on Committees; furnish the Chairperson of each Committee with a copy of the vote under which the Committee is appointed, and upon request, give notice of the meetings of the Committee. The Secretary shall prepare, under the direction of the Board of Directors, an annual report of the transactions and condition of the Corporation, and generally to devote his or her best efforts to forwarding the business and advancing the interests of the Corporation. The Secretary shall be the keeper of the Corporation's Seal. In addition, the Secretary shall coordinate the review and revision of the bylaws and the Policy and Procedures Handbook on an annual basis; monitoring the ECYH email address and respond to messages as needed; advertise for coaching positions and other advertising as needed.

Section 6.6. Duties of the Treasurer. The Treasurer shall keep an account of all moneys received and expended for the use of the Corporation, and sign checks, drafts, notes, and orders for payment

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of the money, which shall be duly authorized by the Board of Directors, as needed. He or she shall deposit all sums received in a bank, or banks, or trust company approved by the Board of Directors and produce a financial report setting forth the financial condition of the Corporation upon request by the President. He or she shall also present an Annual Report setting forth the full financial condition of ECYH to the Board and perform the Audit Functions, if required. At the expiration of his or her term of office, the Treasurer shall deliver over to his or her successor all books, moneys and other property, or, in the absence of the Treasurer-elect, to the President.

Section 6.7. Duties of the Registrar. The Registrar shall (i) set up dates for registration and late registration of players; (ii) notify Team Managers, the Board, and Digital Director of the dates of registration; (iii) write and distribute letters to school districts who do not offer a youth hockey program or publish notices to newspapers (as appropriate); (iv) pull necessary information from forms for Team Managers, the Board, and the Officers; (v) retain copies of signed medical liability waiver forms; (vi) verify all rosters and additions to rosters with Team Managers and the Board of Directors in early December; (vii) providing completed individual forms and rosters to USA Hockey in accordance with their deadlines; and (viii) work with the Digital Director to ensure Rosters for all teams are updated on the website.

Section 6.8. Duties of Director of Scheduling. The Director of Scheduling shall: (i) work with rink managers to obtain ice times for games and practices, and sign ice time contracts (along with the Treasurer) (ii) maintain records of ice time used and work with Treasurer on billing and payment related thereto; (iii) work with Team Managers and Coaches to schedule ice times for practice and games, both home and away; (iv) work with the Digital Director to ensure schedules are posted in a timely manner on the website; (v) work with the Referee Assignor to assure that officials are present for all games at the times needed; and (vi) assist the Vice President with scheduling appropriate ice times for tournament play.

Section 6.9. Duties of the Director of Coaches. The Director of Coaches shall (i) evaluate all coaching applications and compile a list of all qualified coaches; (ii) be knowledgeable of the latest coaching techniques; (iii) arrange coaching meetings, as needed; (iv) coordinate with the General Manager to obtain ice time, as needed, for player development programs; (v) observe practices at each level of play to ensure they are being conducted properly and effectively; (vi) inform all coaches of any new rule change; (vii) inform Coaches of any coaching clinics, both USA Hockey and ECYH; and (viii) generally manage any problems that may arise related to Coaches or Coaching, and if necessary, bring the problems before the Board.

Section 6.10 Duties of the General Manager. The General Manager shall coordinate the efforts behind all tournaments, spring hockey, spirit wear, player jerseys, equipment manager, and be the liaison for the team managers.

Section 6.11. Duties of the Digital Director: The Digital Director shall (i) maintain and update the ECYH website and social media, including but not limited to, Facebook and Twitter; (ii) work with Team Managers to ensure that practice and game schedules for each team are posted on the ECYH website and League Athletics app; and (iii) pursue other public promotional and public

relations tasks as directed by Board of Directors.

Section 6.12. Bond of Treasurer. The Treasurer shall, if required by the Board of Directors, give to the Corporation such security for the faithful discharge of his or her duties as the Board of Directors may direct.

Section 6.13. Vacancies of office. All vacancies in any office shall be filled by the Board of Directors without undue delay, at its regular meeting, or at a meeting specially called for that purpose. The Board of Directors may make temporary appointments to fill vacancies as it sees fit.

Section 6.14. Compensation of Officers. The Corporation shall not pay any compensation to officers for services rendered to the Corporation, except that officers may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the Board of Directors upon the review of appropriate documentation.

Section 6.15. Additional Leadership Positions. The Corporation may have from time to time create any number of enumerated leadership positions. Such positions may be enumerated in policies or procedures maintained in effect by the Corporation from time to time. Among these are the “Referee Assignor,” “ADM Coordinator,” “Player Safety Coordinator,” and “SafeSport Coordinator.”

Section 6.16.; Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, or to the President of the Board or to the Secretary. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein. Such resignation may be given by mail or electronically.

ARTICLE VII – ORDER OF BUSINESS

All meetings will be conducted in accordance with Robert’s Rules of Order, in compliance with the guidelines of the NYSAHA, Inc. and USA Hockey. At all meetings of the members and directors of ECYH, the order of business shall be as follows:

- a. Presentation of minutes of the last meeting for information and approval.
- b. Reports of officers.
- c. Reports of committees.
- d. Election of directors.
- e. Unfinished business.
- f. New business.

ARTICLE VIII – AMENDMENTS TO THE BYLAWS

The bylaws may be amended, repealed, or altered in whole or in part by affirmative resolution of the Board of Directors at a duly constituted meeting of the Board of Directors. Any adoption, amendment, or repeal of the bylaws by the Board of Directors that affects the composition or election process for the Board of Directors must be ratified by a two-thirds (2/3) vote of the Members present at a duly convened meeting of the Members. A copy of all proposed changes to the bylaws will be posted to the website 14 days in advance of the Annual Membership Meeting. A written rationale for each change will be made available upon request to any Member of ECYH within 7 days of receipt of request.

ARTICLE IX – RESOLUTION OF DISPUTES

In the event that a controversy or dispute arises regarding the construction, interpretation, and/or application of the constitution, bylaws, rules and regulations or decisions of the Corporation and any of its Officers, Directors, Members, such dispute or controversy shall first be submitted in writing, within 20 days from first notification of controversy or dispute, to the Board of Directors for resolution. The Board of Directors shall submit its decision in writing to the affected party or parties no more than 10 days from the receipt of the written notification. The decision of the Board of Directors shall be final unless either the Board of Directors or any of the parties shall within seven days from the date of mailing of the Board's decision, initiate arbitration in the manner provided by the bylaws of USA Hockey, Inc., except as they may be in conflict with this Article IX.

ARTICLE X – COACHES

Coaches shall be selected through the following procedure:

1. The Digital Director will advertise on the website and other identified channels (e.g. social media) for interested persons to contact the Director of Coaches
2. The Director of Coaches, will submit all applications to the Board of Directors along with recommendations for Head Coaches for each team.
3. Selections of Head Coach for each team will be done by secret ballot.

Coaches shall be responsible, through the Director of Coaches, to the Board. All coaches will obtain at least the certification that is the appropriate for the level(s) at which they will coach. The goal shall be to have a minimum of two coaches (one Head Coach and at least one Assistant Coach) for each team.

ARTICLE XI – TEAMS

The selection and composition of teams and level of play will be determined by the Board of Directors, based on recommendation from the Head Coaches. A recommendation from each

Head Coach will be submitted to the Board of Directors for approval at the first scheduled Board of Directors meeting before the league placement meetings.

After the Board of Directors has created teams, temporary team rosters may be established. If significant changes in team composition occur prior to roster and registration deadlines, the Board of Directors may, at any time, request the Head Coach to reevaluate the teams and levels at which the changes occur. Final rosters for all teams, along with deadlines for declaring post-season intent, must be completed in accordance with NYSAHA, USA Hockey rules and regulations.

ARTICLE XII – COMMITTEES

Section 12.1. Committees of the Board. The President may, subject to approval of the Board, appoint Committees of the Board. Committees of the Board must have at least three (3) members of the Board of Directors, shall have no other members, and shall have the authority to bind the Board of Directors if authorized by the Board.

Section 12.2. Committees of the Corporation. Additional committees may be created and appointed by the President with the consent of the Board of Directors as needed for special purposes. These committees must include at least one member of the Board but may include more members of the Board, and may include other members of the community that have related expertise. Committees of the Corporation shall have no authority to bind the Board.

Section 12.3. Audit Committee. In the event the Corporation elects to form an Audit Committee, such Audit Committee shall perform the duties described in Article XIII hereof. The Audit Committee must include at least three Directors, each of whom must qualify as an Independent Directors, described in Article XIII, Section 13.2.

ARTICLE XIII – AUDIT FUNCTIONS (if applicable by law)

Section 13.1. Audit Functions. For any year in which the Corporation is required to file an accountant's audit report with the attorney general pursuant to Section 172-b of the NYS Executive Law, the Corporation shall have the duty of: (i) overseeing the accounting and financial reporting process of the Corporation; (ii) overseeing the audit of the Corporation; (iii) annually retaining or renewing the retention of an Independent Auditor; (iv) reviewing and approving the results of the audit; and (v) in the event the Corporation shall reach certain revenue thresholds, performing other acts as prescribed by the N-PCL, specifically, to: (1) review with the Independent Auditor the scope and planning of the audit prior to the audit's commencement; (2) upon completion of the audit, review and discuss with the Independent Auditor: (A) any material risks and weaknesses in internal controls identified by the auditor, (B) any restrictions on the scope of the auditor's activities or access to requested information, (C) any significant disagreements between the auditor and management, and (D) the adequacy of the Corporation's accounting and financial reporting processes; (3) annually consider the performance and independence of the Independent Auditor; and (4) report on the committee's activities to the Board. Only Independent Directors, as defined below in Article VIII, Section 13.2, are permitted to perform the above described duties.

Section 13.2. Definitions.

A. "**Independent Director**" means a director who:

- (i) is not, and has not been within the last three years, an employee of the Corporation or an affiliate of the Corporation, and does not have a relative who is, or has been within the last three years, a key employee of the Corporation or an affiliate of the Corporation;
- (ii) has not received, and does not have a relative who has received, in any of the last three fiscal years, more than ten thousand dollars in direct compensation from the Corporation or an affiliate of the Corporation (other than reimbursement for expenses reasonably incurred as a director or reasonable compensation for service as a director as permitted by paragraph (a) of section 202 (General and special powers); and
- (iii) is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, any entity that has made payments to, or received payments from, the Corporation or an affiliate of the Corporation for property or services in an amount which, in any of the last three fiscal years, exceeds the lesser of twenty-five thousand dollars or two percent of such entity's consolidated gross revenues.
- (iv) For purposes of this subparagraph, "payment" does not include charitable contributions.

B. Other Definitions:

- (i) An "**affiliate**" of a corporation means any entity controlled by, in control of, or under common control with such corporation.
- (ii) "**Independent Auditor**" means any certified public accountant performing the audit of the financial statements of a corporation required by subdivision one of section one hundred seventy-two-b of the executive law.
- (iii) "**Relative**" of an individual means his or her (i) spouse, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren, and great-grandchildren; or (ii) domestic partner as defined in section twenty-nine hundred ninety-four-a of the public health law.
- (iv) A Member is a guardian or head of household representing a registered player(s).

ARTICLE XIV – PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS AND DISSOLUTION

Section 14.1. No Private Inurement. No director, officer or employee of or member of a committee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors.

Section 14.2. Distribution Upon Dissolution.

(a) No director, officer or employee of or member of a committee of or person connected with the Corporation, or any other private individual shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All members of the Board of Directors of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over, to one or more of the not-for-profit Affiliates of the Corporation, provided, that such distributee(s) then qualifies under Section 501(c)(3) of the Code, pursuant to a plan of dissolution adopted by the board of directors of the Corporation, and subject to any approvals, consents or proceedings required under applicable governing law regarding the dissolution of not-for-profit corporations.

(b) If none of the not-for-profit Affiliates of the Corporation shall so qualify at the time of dissolution, or there shall be no Affiliates of the Corporation, then distribution shall be made to such other organization or organizations that are organized and operated exclusively for charitable, scientific, religious, and educational purposes as shall at the time qualify under Section 501(c)(3) of the Code, pursuant to a plan of distribution adopted by the board of directors of the Corporation, and subject to any approvals, consents or proceedings required under applicable governing law regarding the dissolution of not-for-profit corporations.

For purposes of this Article XIII, Section 14.2, an "Affiliate" shall mean any not-for-profit corporation which controls or is controlled by the Corporation.

ARTICLE XV - ACTIVITIES

Notwithstanding any other provision of these By-laws, no director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they may exist or as they may hereafter be amended.

ARTICLE XVI - INDEMNITY

Section 16.1. Right to Indemnification. To the extent and in the manner permitted by law, the Corporation shall indemnify (a) any person made a party to an action or proceeding by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that he, his or her testator or intestate, is or was a director, officer or employee of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, or in connection with an appeal therein, except in relation to matters as to which such person is adjudged to have breached his or her duty to the Corporation, and (b) any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, any director, officer or employee of the Corporation served in any capacity at the request of the Corporation, by reason of the fact that he, his or her testator or intestate was a director, officer or employee of the Corporation, or served such other corporation in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such person acted in good faith, for a purpose which he or she reasonably believed to be in the interests of the Corporation and, in criminal action or proceedings, in addition had no reasonable cause to believe that his or her conduct was unlawful.

Section 16.2. Advancement of Expenses. Expenses incurred by a director, officer or employee in connection with any action or proceeding as to which indemnification may be given under Section 16.1 of this Article XVI may be paid by the Corporation in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such director, officer or employee to repay such advance in case such director, officer or employee is ultimately found not to be entitled to indemnification as authorized by this Article XVI, and (b) approval by the Board of Directors acting by a quorum consisting of directors who are not parties to such action or proceeding. To the extent permitted by law, the Board of Directors shall not be required to find that the director, officer or employee has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the Corporation makes any advance payment of expenses hereunder.

Section 16.3. Availability and Interpretation. To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article XVI, (a) shall be available with respect to events occurring prior to the adoption of this Article XVI, (b) shall continue to exist after any rescission or restrictive amendment of this Article XVI with respect to events occurring prior to such rescission or amendment, (c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the director, officer or employee (or, if applicable, at the sole discretion of the testator or intestate of such director, officer or employee seeking such rights), on the basis of applicable law in effect at the time such rights are claimed, and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Corporation and the director, officer or employee for whom such rights are sought were parties to a separate written agreement.

Section 16.4. Other Rights. The rights of indemnification and to the advancement of expenses provided in this Article XVI shall not be deemed exclusive of any other rights to which any director, officer or employee of the Corporation or other person may now or hereafter be otherwise entitled, whether contained in the Corporation's Certificate of Incorporation, these By-laws, a resolution of the Board of Directors, or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article XVI shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any director, officer or employee of the Corporation or other person in any action or proceeding to have assessed or allowed in his or her favor, against the Corporation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

Section 16.5. Severability. If this Article XVI or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article XVI shall remain fully enforceable. Any payments made pursuant to this Article XVI shall be made only out of funds legally available therefore.

ARTICLE XVII – CORPORATE FINANCES

Section 17.1. Corporate Funds. The funds of the Corporation shall be deposited in its name with such banks, trust companies or other depositories as the Board of Directors may from time to time designate. All checks, bills, notes, drafts and other negotiable instruments of the Corporation shall be signed by such officer or officers, agent or agents, employee or employees as the Board of Directors may from time to time designate. No officer, agent, employee or independent contractor of the Corporation, alone or with others, shall have the power to make any checks, bills, notes, drafts or other negotiable instrument, or endorse the same in the name of the Corporation, or contract or cause to be contracted any debt or liability in the name of the Corporation or otherwise bind the Corporation thereby, except as provided in these By-laws.

Section 17.2. Fiscal Year. The fiscal year of the Corporation shall be the calendar year unless otherwise provided by the Board of Directors.

Section 17.3. Gifts. The Board of Directors or any authorized officer, employee or agent of the Corporation may accept on behalf of the Corporation any contribution, gift, bequest or devise for any general or special purpose or purposes of the Corporation.

Section 17.4. Voting of Securities Held by the Corporation. Stocks or other securities owned by the Corporation may be voted in person or by proxy as the Board of Directors shall specify. In the absence of any direction by the Board of Directors, such stocks or securities shall be voted by the President as he or she shall determine.

Section 17.5. Income from Corporation Activities. All income from activities of the Corporation shall be applied to the maintenance, expansion or operation of the lawful activities of the Corporation.

ARTICLE XVIII – MISCELLANEOUS

Section 18.1. Fiscal Year. The fiscal year of the Corporation shall be the twelve calendar months beginning on July 1 of each year and ending on June 30 of each year, or, such other period as may be fixed by the Board of Directors from time to time.

Section 18.2. Books and Records. The Corporation shall keep at its principal office: (i) correct and complete books and records of accounts; (ii) minutes of the proceedings of its Members, Board of Directors and any committee of the Corporation; and (iii) a current list or record containing the names and addresses of all Members, Directors and Officers of the Corporation. Any of the books, records and minutes of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 18.3 Notices. Whenever any notice of a meeting of the Members or Directors is required or contemplated in these Bylaws, such notice may be given by electronic mail delivery to the email address last on file with the Secretary for each respective recipient, except (i) where email delivery fails and the person giving notice receives an alert to that effect, or (ii) where a Member or Director requests in writing to the Corporation that such notices be delivered by first class U.S. mail, in which cases, such notices shall be delivered by first class U.S. mail to those recipients.

SECRETARY’S CERTIFICATE

These Bylaws were amended by the Corporation as of the ____ day of July, 2023.

Name:

Title: