

BYLAWS OF CHIEFS HOCKEY CLUB, INC.

ARTICLE I NAME, STATUS, OFFICE

1.1 Name

The name of this corporation shall be the Chiefs Hockey Club, Inc. (hereinafter the “Club”).

1.2 Status of Corporation

The Club shall be a not-for-profit corporation, located in and governed by the statutes and regulations of the State of Illinois.

1.3 Office

The Club shall maintain a registered office and registered agent in the State of Illinois

ARTICLE II PURPOSES

2.1 The purposes for which the Club is organized are:

2.1.1 To operate exclusively for charitable and educational purposes, including, without limitation, to provide a positive hockey experience for all members by developing skills, sportsmanship and equal participation on the Club’s hockey teams; the foundation for program excellence shall consist of instruction, competition and fair play~~;~~.

2.1.2 To operate exclusively for charitable purposes, including, but not by way of limitation, the making of distributions for such purposes to selected organizations that qualify as exempt organizations under section 501(c)(7) of the Internal Revenue Code, as amended (the “Code”) or the corresponding provision of any future United States Internal Revenue statute, as the Board of Directors may so determine~~;~~.

2.1.3 To accept, hold, invest and administer any property, real, personal, or mixed, whether received by gift, devise, bequest, purchase, lease, loan or otherwise, absolutely or in trust, for the foregoing purposes or any of them, and to carry out the directions and exercise the powers contained in any trust or other instrument under which such property may be so received, including, without limitation, the expenditure of the principal, as well as the income, of any property so received, if authorized or directed in such trust or other instrument; and, if so received without any designation of specific use, to expend the income and principal thereof for any one or more of the foregoing purposes in such manner and amount and at such time or times as deemed proper by the Board of Directors of the Club.

2.1.4 To engage in any and all lawful activities that may be incidental or reasonably related to any of the foregoing purposes, and to have and exercise all other powers and authority now or hereafter conferred upon not-for-profit corporations under the laws of the State of Illinois.

2.2 Notwithstanding the foregoing or any other provisions of the articles of incorporation or of these by-laws:

2.2.1 The Club is organized and shall be operated exclusively for the charitable purposes described above, and no part of the net earnings of Club shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth above.

2.2.2 No substantial part of the activities of the Club shall be the carrying on of any propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

2.2.3 The Club shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(7) of the Code or the corresponding provision of any future United States Internal Revenue statute or (ii) by a corporation the contributions to which are deductible under section 170(b)(1) of the Code or the corresponding provision of any future United States Internal Revenue statute.

2.2.4 In the event of the dissolution of the Club, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Club, dispose of all of the remaining assets of the Club exclusively for the purposes of the Club to such organization or organizations organized and operated exclusively for charitable, religious, educational, literary or scientific purposes as shall at the time qualify as an exempt organization or organizations described in Section 501(c)(7) of the Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Club is then located, exclusively for the purposes of the Club in such manner, or to such organization or organizations qualifying under Section 501(c)(7) of the Code, as said court shall determine.

ARTICLE III MEMBERS

3.1 Membership Classes

3.1.1 Membership in the Club shall be made available without regard to race, creed, gender or national origin. There shall be two categories of membership, voting and non-voting.

3.1.2 Voting Members of the Club shall consist of:

(1.) Any parent or guardian with a child participating on a team in the Club, provided that all required player fees must be current; and

(2.) Any person who was appointed by the Board of Directors as a head coach, an assistant coach, or a manager of a Club team, who is then serving in such capacity.

Each Voting Member shall be entitled to one vote on each matter submitted to a vote of members

3.1.3 Non-Voting Members of the Club shall consist of:

- (1.) Any person playing on a Club team, provided that all required fees must be current; and
- (2.) Any other person who is an aficionado of the Club but who does not have a player in the Club, and who is not a coach, who has been accepted as a member by the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

4.1 Composition of the Board of Directors

The Board of Directors shall be composed of the Officers of the Club as described in Article V below.

4.2 Powers and Duties of the Board of Directors

The governing body of the Club shall be the Board of Directors. The Board of Directors shall supervise, control and direct the business and affairs of the Club, shall actively promote its purposes, and shall supervise the disbursements of the Club.

4.3 Voting

Each Director shall have one vote on all matters coming before the Board of Directors so long as they are a voting member of the club as defined in 3.1.2 above.

ARTICLE V OFFICERS

5.1 Officers. The officers of the Club shall be:

1. President
2. Vice President
3. Registrar/Secretary
4. Treasurer
5. Director of Hockey – Coed Mite/Squirt Levels
6. Director of Hockey – Coed Pee Wee/Bantam/Midget Levels
7. Director of Girls Hockey
8. Director of Ice Scheduling
9. Director of Promotions and Marketing
10. Director of Events
11. Director of Spirit Wear and Uniforms
12. Webmaster

5.2 Tenure

The Officers shall serve for a term of one (1) year. All Officers shall serve until the next election of the Officers, or if later, until the Officer's successor shall have been elected and qualified. Unless otherwise specified at the time of election, newly elected Officers shall take office at the Board of Directors meeting following the election. Unless otherwise specified herein, an Officer shall hold office for a one-year term or until his or her successor shall have been duly elected and qualified, or until his or her death, resignation or removal. An Officer shall not hold the same office for more than three (3) consecutive terms, but may then be elected to a different office.

5.3 Resignations

A Officer may resign at any time by written notice to the President. A resignation is effective when the notice is received by the President or on such other date as specified in the notice.

5.4 Removal

An Officer may be removed by a 2/3 vote of the entire Board, excluding the Officer subject to the vote to remove. An Officer shall be removed if he or she fails to attend three consecutive meetings over a three-month period.

5.5 Vacancies

Any vacancy shall be appointed by the Board of Directors at any meeting of the Board, unless otherwise required by law, the Articles of Incorporation or these Bylaws. An Officer appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor, and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation or removal. Service of a portion of an unexpired term, shall not count towards the three-year consecutive office term limit.

5.6 Voting and Elections

5.6.1 Officers shall be elected by the Voting Members. At each election, a Voting Member shall have one vote for each Officer to be elected.

5.6.2 The annual election of the directors shall take place prior in March and prior to March 15 of each year. The Board of Directors shall call for nominations at least 28 days prior to the election. Any Voting Member may nominate himself or herself to any office, which shall be in writing to the Board of Directors in the manner as the Board of Directors shall direct. The Board of Directors shall provide written notice to all Voting Members of the candidates at least 14 days prior to the election.

5.6.3 Director and Officer Candidate Qualification

Nominated candidates must be Voting Members in good standing, must have all required player fees current with no balance due at time of nomination and not have received two disciplinary actions from the Club's Rules and Conduct Committee over the previous five years.

5.6.4 Election Committee

The Board shall appoint a three-person committee to oversee the election, the members of which shall not be candidates for any office. The election of officers shall be by private vote using any reasonable method determined by the Board of Directors, including electronic voting applications, provided the confidentiality of each Voting Member's vote is protected. If no candidate is nominated to fill an office, and the incumbent Officer has reached his/her term limit and is willing to serve until a candidate is found, that Officer may remain in office if approved by the Board of Directors.

5.6.5 Compensation

Officers shall not receive any remuneration for their services as Officers or Directors; however, the Board of Directors, by the affirmative vote of the majority of the Directors then in office and irrespective of any personal interest of any of its members, may authorize reimbursement for reasonable expenses incurred in connection with Club business.

5.7 President

The duties of the President are to:

5.7.1 Act as chief executive officer and oversee all the affairs of the Club;

5.7.2 Serve as Chairperson of the Board of Directors and preside over all meetings of the Board of Directors;

5.7.3 Act as principal negotiator for the Club with respect to all contracts, including but not limited to ice and referee contracts;

5.7.4 Sign any contracts, deeds, mortgages, bonds, and other instruments on behalf of Club which the Board of Directors has authorized to be executed, except documents, the execution of which shall be expressly delegated by law, the Articles of Incorporation, these Bylaws, or the Board of Directors to some other officer or agent of the Club;

5.7.5 Appoint the members of committees or task forces with the approval of the Board of Directors;

5.7.6 Act as the Club's representative to the Northwest Hockey League, or any other League to which the Club may belong;

5.7.7 Act in the event of any contingency or emergency not covered by the Bylaws;

5.7.8 Approve and sign corporate annual report, and have signing authority, in addition to the Treasurer, on all bank accounts; and

5.7.9 Perform all other duties incident to the office of President and such other duties as the Board of Directors may assign.

5.8 Vice-President

The duties of the Vice-President are to:

5.8.1 In the absence of the President or in the event of his or her death, inability or refusal to act or perform the duties of the President, and when so acting, have all the powers of and be subject to all the restrictions upon the President;

5.8.2 Serve as the Vice-President of Club and perform all duties incident to the office of Vice-President, including acting as director of administration to assist the President in carrying out his or her tasks; and such other duties as the Board of Directors may prescribe;

5.8.3 Be responsible for communication with team managers, including a mandatory managers' meeting at the beginning of each season;

5.8.4 Oversee recruitment of new players for the Club;

5.8.5 Organize and maintain procedures for evaluation and drafting of players for the fall and spring seasons;

5.8.6 Maintain game score sheet files during the fall season;

5.8.7 Chair the Rules and Conduct Committee and select the Committee's members (in addition to the Director of Hockey Mite/Squirt Levels , Director of Hockey/Pee Wee/Bantam/Midget Levels and Director of Girls Hockey) with the approval of President;

5.8.8 Notify the Treasurer of the failure of officials to show up for games;

5.8.9 Perform such other duties as the President or Board of Directors may assign.

5.9 Registrar/Secretary

The duties of the Secretary are to:

5.9.1 Serve as the Secretary of the Club and perform all duties incident to the office of Secretary;

5.9.2 Ensure that accurate and appropriate minutes are kept of all meetings of the Board of Directors;

5.9.3 Distribute agendas and minutes in a timely manner;

5.9.4 Ensure that all notices are duly given in accordance with the provisions of the Articles of Incorporation, these Bylaws, or as required by law;

5.9.5 Maintain a register of the most current post office addresses and other identifying information of each Director;

5.9.6 Act as liaison with AHAI and register teams with appropriate organizations, including, but not limited to, USA Hockey, AHAI, NWHL and NIHL;

5.9.7 Maintain all Club contracts, tax returns, corporate records and other required documents and files; act as liaison with legal counsel (approved by the Board of Directors) and ensure that all federal, state, and local registration and reporting requirements are fulfilled, including the filing of necessary tax returns; and

5.9.8 Perform such other duties as the President or the Board of Directors may assign.

5.10 Treasurer

The duties of the Treasurer are to:

5.10.1 Serve as the principal accounting and financial officer of the Club, and have charge of and be responsible for the maintenance of adequate books of account for the Club, including bank statements;

5.10.2 Act as a signatory, along with the President, on all of the Club's bank accounts;

5.10.3 Maintain oversight responsibilities for all funds, securities, and other assets of the Club;

5.10.4 Develop and present an annual budget to the Board of Directors at such time as the President directs; develop and present a budget for each of the Fall/Winter and Spring hockey season,

5.10.5 Ensure that the financials of the Club are annually filed for tax purposes by a Certified Public Accountant, approved by the Board of Directors;

5.10.6 Ensure that a current Balance Sheet and Profit and Loss Statement are prepared and presented to the Board of Directors monthly and that a year-end Balance Sheet, Income and Expenses and Profit and Loss Statement are prepared promptly after the close of the Club's fiscal year and are available for Club member review;

5.10.7 Make bank statements available for review by the Board of Directors;

5.10.8 Recommend program fees and payment schedules to the Board of Directors for its approval;

5.10.9 Ensure that membership fees are collected and that the Club's bills are paid in a timely manner;

5.10.10 Gather information and make recommendations to the Board of Directors concerning insurance to indemnify Board Members and Club Coaches and representatives;

5.10.11 Pick up post office box correspondence and distribute as needed; and

5.10.12 Perform such other duties as the President or the Board of Directors may assign.

5.11 Director of Hockey—Mite/Squirt Levels

The duties of the Director of Hockey—Mite/Squirt Levels are to:

5.11.1 Interview and recommend for Board-approval all Club coaches and assistant coaches for teams at the Mite/Squirt levels;

5.11.2 Develop and assist coaching staff at the Mite/Squirt levels;

5.11.3 Assist the Board of Directors in developing and implementing Club policy and procedures for the Mite/Squirt levels;

5.11.4 Conduct player evaluations, oversee assignment of players to teams and coaching and player clinics;

5.11.5 Assist in the timely flow of information between teams and the Board of Directors;

5.11.6 Work with the Director of Hockey for the Pee Wee/Bantam/Midget Levels and the Director of Girls Hockey;

5.11.7 Oversee the care and procurement of Club equipment;

5.11.8 Serve as a member of the Rules and Conduct Committee; and

5.11.9 Perform such other duties as the President or Board of Directors may assign.

5.12 Director of Hockey—Pee Wee/Bantam/Midget Levels

The duties of the Director of Hockey—Pee Wee/Bantam/Midget Levels are to:

5.12.1 Interview and recommend for Board-approval all Club coaches and assistant coaches for teams at the Pee Wee/Bantam/Midget levels;

5.12.2 Develop and assist coaching staff at the Pee Wee/Bantam/Midget levels;

5.12.3 Assist the Board of Directors in developing and implementing Club policy and procedures for the Pee Wee/Bantam/Midget levels,

5.12.4 Conduct player evaluations, oversee assignment to teams and coaching and player clinics;

5.12.5 Assist in the timely flow of information between teams and the Board of Directors;

- 5.12.6 Work with the Director of Hockey Mite/Squirt levels and the Director of Girls Hockey;
- 5.12.7 Oversee the procurement and care of Club equipment;
- 5.12.8 Serve as a member of the Rules and Conduct Committee; and
- 5.12.9 Perform such other duties as the President or Board of Directors may assign.

5.13 Director of Girls Hockey

The duties of the Director of Girls Hockey are to:

- 5.13.1 Interview and recommend for Board-approval all Club coaches and assistant coaches for teams at the Girls level;
- 5.13.2 Develop and assist coaching staff at the Girls level;
- 5.13.3 Assist the Board of Directors in developing and implementing Club policy and procedures for the Girls level;
- 5.13.4. Plan and conduct player tryouts in accordance with all USA Hockey, NIHL, AHAI and/or any applicable league rules. The Director has final say in all matters pertaining to team and player selection. Attend NIHL Board Meetings and operate girls hockey program per USA Hockey, NIHL, AHA rules.
- 5.13.5 Assist in the timely flow of information between teams and the Board of Directors;
- 5.13.6 Work with the Director of Hockey for the Mite and Squirt Levels and Director of Hockey for the Pee Wee/Bantam/Midget Levels;
- 5.12.7 Oversee the care and procurement of Club equipment;
- 5.13.8 Serve as a member of the Rules and Conduct Committee; and
- 5.13.9 Perform such other duties as the President or Board of Directors may assign.

5.14 Director of Ice Scheduling

The duties of the Director of Ice Scheduling are to:

- 5.14.1 Schedule ice time for practices and home games for all Chiefs' teams and production of schedules for all teams/players.
- 5.14.2 Attend NHWL and NIHL scheduling meetings;
- 5.14.3 Serve as primary contact with the management of all rinks and other facilities to secure appropriate ice and synthetic ice slots to accommodate practices, clinics and games;

5.14.4 Coordinate and act as primary contact with the referee scheduler approved by the Board of Directors, and with NWHL and NIHL regarding referee scheduling; and

5.14.5 Perform such other duties as the President or Board of Directors may assign.

5.15 Director of Marketing and Promotion

The duties of the Director of Marketing and Promotion are to:

5.15.1 Oversee promotion of the Chiefs Hockey Club, including publicity, promotional and recruiting materials, and communication with members;

5.15.2 Maintain and produce and distribute flyers and other appropriate hand-outs at the Edge Ice arenas and through other means;

5.15.3 Timely develop and produce the Chiefs Sponsorship Book; and

5.15.4 Perform such other duties as the President or Board of Directors may assign.

5.16 Director of Events

The duties of the Director of Events are to:

5.16.1 Plan and oversee the year-end banquet, including date selection, decoration, program/cost alternatives, and organizing the raffle at the banquet, including obtaining the prizes;

5.16.2 Arrange for and oversee team pictures, including vendor selection and scheduling of photo sessions; and

5.16.3 Perform such other duties as the President or Board of Directors may assign.

5.17 Webmaster

The duties of the Webmaster are to:

5.17.1 Maintain the Club's communications systems, including the Club's e-mail and other message systems;

5.17.2 Maintain the Chiefs website;

5.17.3 Lead, develop and maintain each season's on-line registration and payment system, on-line Director elections, as needed, and the on-line spiritwear ordering site for club jerseys and socks;

5.17.4 Develop and maintain a database of all members for all fall and spring programs; and

5.17.5 Perform such other duties as the President or Board of Directors may assign.

5.18 Director of Spiritwear, Jerseys and Socks

The duties of the Director of Spiritwear, Jerseys and Socks are to:

5.18.1 Assign player jersey numbers, maintain the player jersey numbers database, and ensure that jerseys are ordered as needed; and

5.18.2 Oversee team/spirit wear selection, sales and distribution and;

5.18.3 Perform such other duties as the President or Board of Directors may assign.

ARTICLE VI MEETINGS

6.1 Regular Meetings

The regular meetings of the Board of Directors shall be held at such time and place as shall be determined by the Board of Directors. The Board of Directors may provide by resolution the time and place for the holding of regular meetings, and provide notice of any such meeting to the Directors.

6.2 Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President of the Club or any two Directors. The person or persons calling any special meeting of the Board of Directors may fix any place within 5 miles of Elmhurst, Illinois as the place for holding such special meetings.

6.3 Notice of a Meeting

Notice of any regular or special meeting of the Board of Directors, including a statement of the purpose or purposes for which any special meeting is called, shall be given at least five (5) days prior thereto, by written notice delivered personally or by email to each Director at his or her address as shown in the records of the Club. Any Director may waive notice of any 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 purposes of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless otherwise specified by these Bylaws.

6.4 Telephone or Electronic Meetings

Unless specifically prohibited by law, any action required to be taken at a meeting of the Board of Directors may be taken at a meeting at which communication occurs by use of the telephone or other methods of electronic transmission. Participation in such meetings shall constitute attendance and presence in person at the meeting of the person or persons so participating. The

action taken by such telephonic meeting at which a quorum is present shall be deemed to be the action of the Board of Directors.

6.5 Quorum

A majority of the total members 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 Directors is present, a majority of those Directors present may adjourn the meeting without further notice.

6.6 Manner of Acting

The act of the majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Club's Board of Directors, except where otherwise provided by law, the Articles of Incorporation, or these Bylaws.

6.7 Informal Action by Directors

Unless specifically prohibited by law, the Articles of Incorporation, or these Bylaws, any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all Directors entitled to vote. Any such consent signed by all of the Directors shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the Board of Directors.

ARTICLE VII AMENDMENTS TO THE BYLAWS

An amendment to or action to repeal the Club's Bylaws must be approved by a two-thirds (2/3) vote of the Club's Board of Directors present and voting. A proposed amendment to the Club's Bylaws must be submitted in writing to the Secretary of the Board of Directors for distribution to the Voting Members of the Board of Directors at least thirty (30) days prior to the meeting where it will be considered.

ARTICLE VIII COMMITTEES

8.1 The Club shall have the following standing Committees:

8.1.1 Rules and Conduct

8.1.2 Season Planning

8.1.3 Recruitment

8.1.4 Ice Scheduling

8.1.5 Publicity

8.1.6 Sponsorship

8.1.7 Banquet

8.2 The Board of Directors may, at its discretion, create other Committees and define their duties. The Board of Directors also may appoint special and temporary committees and task forces.

ARTICLE IX INDEMNIFICATION

9.1 Settlements and Judgments

The Club shall 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 Club), because he or she was a director, officer, employee or agent of Club, or is or was serving at the request of the Club 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 the individual in connection with such action, suit or proceeding, if:

9.1.1 He or she acted in good faith;

9.1.2 He or she acted in a manner he or she reasonably believed to be in or not opposed to the best interests of Club; and

9.1.3 With respect to any criminal action or proceeding, he or she 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, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

However, 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 a person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

9.2 Successful Defense

To the extent that a director, 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 paragraph 9.1,

or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the individual in connection therewith.

9.3 Specific Cases

Any indemnification under paragraph 9.1 (unless ordered by a court) shall be made by the Club only as authorized in the specific case, upon 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 paragraph 9.1. Such determination shall be made:

9.3.1 By the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to such action, suit or proceeding; or

9.3.2 If a quorum of the disinterested members of the Board of Directors is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

9.4 Advance Payment of Expenses

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 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 Club as authorized in these Bylaws.

9.5 Indemnification Not Exclusive

The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the provisions of these Bylaws, agreement, vote of the Board of Directors of the Club or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

9.6 Insurance

The Club may maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Club, or who is or was serving at the request of the Club as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against the individual and incurred by the individual in any such capacity or arising out of his or her status of such, whether or not the Club would have the power to indemnify the individual against such liability under the provisions of these Bylaws.

ARTICLE X LEGALLY MANDATED CHANGES

If the Board of Directors, by a majority vote of the Directors present and voting, determines that changes are required in the corporate, tax status, policy resolutions or other positions of the Club because of the enactment, modification, repeal, amendment, re- interpretation or other changes in any legislation or regulations, whether federal, state or local, such changes shall be made immediately to ensure complete compliance with the law.

ARTICLE XI FINANCES

11.1 Contracts

The Board of Directors may authorize any agent(s) of the Club to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Club. Such authority may be general or confined to specific instances.

11.2 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 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 of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President or the Treasurer.

11.3 Deposits

All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies, or other depositories as the Board of Directors may select, provided such banks, trust companies or depositories are federally insured.

11.4 Gifts

The Board of Directors may accept, on behalf of the Club, any contribution, gift, bequest or device for the general purposes or for any special purpose of the Club. Such gift shall be remitted in kind to the Club.

11.5 Fiscal Year

The fiscal year shall be the 12-month period ending on June 30 of each year, or some other 12-month period as determined by the Board of Directors.

11.6 Books and Records

The Club shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of the Board of Directors.

11.7 Expenditures

The Treasurer will be authorized to expend funds only in accordance with the approved budget, except that specific expenditure categories may be exceeded by the greater of 10% or Two Hundred Dollars (\$200.00) without prior Board approval of a budget amendment. The Treasurer will have discretion to expend up to an aggregate of Five Hundred Dollars (\$500.00) prior to approval of the budget. Board members are authorized to spend up to One Hundred Dollars (\$100.00) for Club related expenses without prior Board approval of the expenditure. Board members will be reimbursed for any reasonable and verifiable expenses paid on behalf of the Club, provided such expenses are approved in advance by the Board of Directors (except as provided in the previous sentence).

ARTICLE XII WAIVER OF NOTICE

Whenever any notice is required to be given under applicable law, the Articles of Incorporation, or these Bylaws, 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 XIII RULES OF ORDER

In the absence of any provisions in these Bylaws, all meetings of the Club and duly appointed committees or task forces shall be governed by standard parliamentary procedures that provide for adequate notice and fair opportunity for debate. The President may be guided by, but not bound by, the most current edition of Robert's "Rules of Order."

v.6 03-12-21