

BYLAWS
OF
MAINE GLADIATORS

Effective January 31, 2023

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ARTICLE I

Articles of Incorporation, Registered Office, Registered Agent, Seal and Section Headings

Section 1.1. Articles of Incorporation. The name of this Corporation shall be as set forth in the Articles of Incorporation. References in these Bylaws to the Articles of Incorporation shall mean the Articles of Incorporation of the Corporation as from time to time in effect. References to the Maine NonProfit Corporation Act (the “Act”) shall mean 13-B M.R.S.A. §101 et. seq., or to any successor provisions, as in effect from time to time.

Section 1.2. Registered Office. The registered office shall be that office specified in the Articles of Incorporation.

Section 1.3. Registered Agent. The Registered Agent of the Corporation shall be a resident of the State of Maine. The initial Registered Agent shall be as named in the Articles of Incorporation and shall serve until his or her resignation from office or until a successor is elected by vote of the Board of Directors. The Secretary shall keep on file a list of all Members of the Corporation. The Registered Agent shall keep, in a book kept for such purpose, the records of all meetings of the Members, including records of all votes and minutes of the meetings. The Registered Agent may certify votes and actions of the Board of Directors and its committees, and shall perform such other duties and have such powers as are prescribed by the Act. The Registered Agent shall have custody of the corporate seal and may affix the same on documents requiring it, and attest to the same.

Section 1.4 Section Headings. The headings of Articles and Sections set forth herein are for convenience only, and shall not be taken into account in construing these Bylaws.

ARTICLE II

Membership

Section 2.1. Classes and Qualifications. The Board of Directors shall determine and set forth in separate documents the qualifications, dues, terms, and other conditions of each class of member. There shall be the following classes of members:

- a. Player Membership: Player Membership shall be comprised of any youth between the ages of 9 and 17½ and who are of good moral character and good reputation.
- b. Officer/Coach Membership: Officer/Coach Membership shall be comprised of adult volunteers of good moral character and good reputation with an interest in promoting the principles of good sportsmanship and fair play, take an active interest in the physical and moral development of the youth participants, and make the aforementioned sporting activities a positive

and fun experience for all youths in their growing years through a safe and drug-free environment.

c. Honorary Members: The Board of Directors may designate individuals who do not qualify under the foregoing categories as honorary members, using such criteria as the Board may develop.

Section 2.2. No Voting Rights. Members do not have voting rights except for the vote for the election of the 2 parent elected directors.

ARTICLE III

Reserved

ARTICLE IV

Directors

Section 4.1. Powers. The Board of Directors shall manage and control the business, property and affairs of the Corporation. In the management and control of the business, property and affairs of the Corporation, the Board of Directors is hereby vested with all of the powers and authority of the Corporation itself, so far as not inconsistent with other laws of the State of Maine, the Articles of Incorporation or these Bylaws.

Section 4.2. Number, Qualification and Term. The number of directors shall be as provided in the Articles of Incorporation. Directors need not be residents of the State of Maine nor Members of the Corporation. Initially, there shall be 2 elected by the Board of Directors and 2 Directors elected by the parents of a player member in the Gladiator Program. The following Officers shall be elected by the Board of Directors: President, Vice President, Treasurer, Registrar and Cap Director. Upon their election, each Officer shall serve as a Director. From the 2 board elected Directors and the 2 parent elected Directors, the secretary shall be appointed by the Board. Except for the initial terms set below, each director elected shall serve a staggered 3 year term. The President, Treasurer and Cap Director shall serve initially until May 31, 2015. The Vice-President, Registrar and one board elected Director shall serve initially until May 31, 2014. One board elected Director and the two parent elected directors initial terms shall expire May 31, 2013.

Section 4.3 Parent Elected Directors. The initial parent elected directors and thereafter whose terms have expired, none of whom need be a member of the Board, shall be elected at the Board of Directors annual meeting by a nominating and voting procedure adopted by the Board of Directors. The parents as one unit of player members in good standing shall be entitled to one vote. All siblings by adoption, natural or otherwise as determined by the Board shall be combined for one vote. For example, Brother Adam plays for Peewees and sister Jill plays for U-16 girls team, their parents shall be entitled to one vote as a family unit regardless of whether they live in separate households due to divorce, separation or other reasons.

Honorary members and coaches shall be entitled to one vote unless they are part of an immediate family unit of a player member.

Section 4.4. Vacancies, Resignation and Removal. Any vacancy in the Board of Directors including newly created directorships created by increase in the numbers of directors, shall be appointed by the remaining Directors to serve the withdrawing directors remaining term from amongst themselves or outside of the board if they so choose. Any director may resign his or her office by delivering a written resignation to the President or Registered Agent. Directors may be removed from office in the manner prescribed by the Act.

Section 4.5. Compensation. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to pay each director for his or her expenses, if any, of attendance at each meeting of the Board or Directors and establish reasonable compensation for all directors for services to the Corporation as directors, officers or otherwise. Members of either standing or special committees may be allowed such compensation as the directors may determine for attending committee meetings.

ARTICLE V

Meetings of the Board of Directors

Section 5.1. Annual Meeting. An annual meeting of the Board of Directors shall be held the first Wednesday of June of each year unless another place and time shall be fixed by written notice to all directors. Otherwise, no notice of such meeting shall be necessary.

Section 5.2. Regular Meetings. Regular meetings of the Board of Directors may be held on the third Wednesday of each month at such time and place within or without the State of Maine as shall from time to time be fixed by the Board. Unless otherwise specified by the Board, no notice of regular meetings shall be necessary, except as otherwise provided by the Act.

Section 5.3. Special Meetings, Notice. Special meetings of the Board of Directors may be called by the President or, if the President is absent or is unable to act, by any Vice President or by any two directors. The person or persons calling the special meeting shall fix the time and place thereof. Notice of each special meeting of the Board of Directors shall be given by the Registered Agent or the person or persons calling the special meeting at least two days prior to the time fixed for the meeting and shall specify the date, time and place thereof. Notice may be given by any usual means of communication, including email. If mailed, such notice shall be deemed to be delivered on the third day following the date on which it was deposited in the United States mail, properly addressed, with postage prepaid. Notice given by any other means shall be deemed to be delivered when received. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of meeting, except as otherwise required by law. The giving of notice of a special meeting of the Board of Directors by the person or persons authorized to

call the same shall constitute the call thereof. Any director may waive notice of any meeting by signing a waiver of notice, either before or after the meeting.

Section 5.4. Attendance as Waiver of Notice. A director's attendance at or participation in a meeting waives any required notice to that director of the meeting unless the director at the beginning of the meeting or promptly upon the director's arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 5.5. Quorum and Vote Required. Except as otherwise required by the Act, at any meeting of the Board of Directors, a majority of the directors then in office shall constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of the directors present is the act of the Board of Directors. If at any time there are fewer directors in office than the minimum number of directors fixed by the Articles of Incorporation, the directors then in office may transact no other business than the filling of vacancies on the Board of Directors, until sufficient vacancies have been filled so that there are in office at least the minimum number of directors fixed by the Articles of Incorporation.

Section 5.6. Vote. All matters shall be decided by vote of a majority of the votes cast. Each Director shall have 1 vote.

Section 5.7. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless: (i) the director objects at the beginning of the meeting or promptly upon arrival to holding or transacting business at the meeting; (ii) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (iii) the director delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or such dissent is forwarded by certified or registered mail to the Registered Agent of the Corporation immediately after adjournment of the meeting. The right of dissent or abstention shall not be available to a director who votes in favor of an action taken.

Section 5.8. Action by Consent. Any action required or permitted to be taken at a meeting of the Board of Directors, or of a committee of the Board, may be taken without a meeting if each director or committee member, as the case may be, either signs a consent describing the action to be taken and delivers it to the Corporation or by an electronic transmission containing or accompanied by information from which one can determine that the Director, or the Director's league authorized the transmission. Such consents may be signed or transmitted in separate counterparts and shall be filed with the minutes of directors' meetings or committee meetings, as the case may be, and shall have, and may be stated by any officer of the Corporation to have, the same effect as a unanimous vote or resolution of the Board of Directors at a legal meeting thereof.

Section 5.9. Participation in Meetings. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the

use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 5.10. Proxies. At all meetings of Directors, a Director may vote in person or by proxy. A Director may appoint a proxy to vote or otherwise act for the Director by signing an appointment form or by an electronic transmission containing or accompanied by information from which one can determine that the Director, or the Director's league authorized the transmission. Such proxy shall be effective when a signed appointment form or an electronic transmission of the appointment is received by the Registered Agent of the Corporation or the inspector of election, if one has been appointed, either before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution unless it expressly and conspicuously states that it is irrevocable and unless it otherwise complies with the requirements of law.

ARTICLE VI

Committees

The Board of Directors, by a resolution adopted by a majority of the full Board of Directors then in office, may designate from among its members one or more committees, each committee to consist of two or more directors. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any committee, to the extent provided by the Board, shall exercise the powers of the Board of Directors in the management of the Corporation's business and affairs, subject to limitation imposed by the Act. Committees shall keep regular minutes of their proceedings and report the same to the Board of Directors. Members of the committees may be removed from office, with or without cause, by resolution adopted by a majority of the full Board of Directors then in office. So far as practicable, the provisions of these Bylaws relating to the calling, noticing and conduct of meetings of the Board of Directors shall govern the calling, noticing and conduct of meetings of the committees.

ARTICLE VII

Officers

Section 7.1. Title and Number. The officers of the Corporation shall be elected by the Board of Directors and shall be a President, a Vice-President, Registrar, a CAP Director and a Treasurer and such other officers as may be elected by the Board of Directors. Any two or more offices may be held by the same person. All officers shall be members of the Board of Directors. The secretary shall be appointed from amongst the 4 at large directors(2 parent elected directors and 2 board elected directors).

Section 7.2. When Chosen. The Board of Directors at its initial meeting after the incorporation of the Corporation and at each annual meeting of the Board of Directors thereafter shall elect the officers and the 2 at large directors whose terms have expired, none of whom need be a member of the Board.

Section 7.3. Additional Officers. The Board of Directors may appoint other officers and agents who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. If expressly approved by the Board of Directors, a duly appointed officer may appoint one or more additional officers or assistant officers.

Section 7.4. Vacancies, Term and Removal. The officers of the Corporation shall hold office until their successors have been chosen and qualified or until their earlier death, resignation or lawful removal. Each Officer shall serve a three year term as outlined above. Any officer may be removed at any time, with or without cause, by the Board of Directors or by the officer appointing him or her. Any vacancy occurring in any office of the Corporation may be filled by the Board of Directors or by the officer authorized to appoint such officer.

Section 7.5. President. The President shall be the chief executive officer of the Corporation and, shall preside at all meetings of the Board of Directors. Subject to the control of the Board of Directors, the President shall be responsible for the general management of the business and affairs of the Corporation and shall see that all orders and resolutions of the Board of Directors are implemented. The President may sign, together with the treasurer or any other proper officer of the Corporation authorized by the Board of Directors, may execute on behalf of the Corporation any notes, bills, checks, drafts, contracts and other obligations of the Corporation. The President, in addition to the Treasurer, may sign any deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation or shall be required by law to be otherwise signed or executed. The President shall have the authority to institute or defend legal proceedings whenever the directors are deadlocked. The President shall be the Corporation's representative with MEAHA

Section 7.6. Vice President. The Vice President, if any, or if there shall be more than one, the Vice Presidents, in the order determined by the Board of Directors, shall, in the absence of or in the case of the disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe. If the Board of Directors shall appoint or elect an Executive Vice President, it shall be presumed that he is the Vice President determined by the Board of Directors to act in case of the absence or disability of the President. The Vice-President shall be responsible for organizing equipment and uniform purchasing based on polices set by the Board of Directors.

Section 7.7. Treasurer. The Treasurer shall see that full and accurate accounts of receipts and disbursements are kept in books belonging to the Corporation and shall see that all moneys and other valuable effects are deposited in the name and to the credit of the

Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall see that funds of the Corporation are disbursed as may be ordered by the Board of Directors, and shall see that the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, is rendered an accounting of all transactions and of the financial condition of the Corporation. The Treasurer may sign checks, drafts or orders for the payment of money unless otherwise provided by resolution of the Board of Directors and shall in general perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors. In addition to the President, the Treasurer may sign deeds, leases, contracts and agreements of the Corporation authorized by a vote of the Board of Directors, unless some other person is designated by vote of the Board.

Section 7.8. Secretary. The Secretary, if any, shall act as Secretary of the Board of Directors and as such the Secretary shall give, or cause to be given notices of all meetings of the Members and the Board of Directors, all other notices required by law or these Bylaws, and in case of the Secretary's absence or refusal or neglect to do so, then such notice shall be served by any person thereunto directed by the President. The Secretary shall keep true records of the meetings of the Board of Directors. The Secretary shall be elected by the Board of Directors.

Section 7.9. Delegation of Authority. In the case of the absence of any officer of the Corporation or for any reason that the Board may deem sufficient, the Board of Directors may delegate some or all of the powers or duties of an officer to any other officer or to any director, employee, Member or agent for whatever period of time it deems desirable.

Section 7.10. Compensation of Officers. The salaries of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that such officer is also a director of the Corporation.

Section 7.11. Certification by Officers. Each of the President, any Vice President, the Treasurer and the Assistant Registered Agent, if any, hereby is authorized to act as a second certifying officer of the Corporation.

Section 7.12 Director of Coach and Player Development("CAP" Director). The CAP Director will be responsible for providing assistance and training clinics to all coaches and players. The CAP Director shall supervise and organize the annual tryouts, including assigning for locker room supervision, bench supervision, check-in volunteers, on-ice volunteers and on ice evaluation process.

ARTICLE VIII

Contracts, Loans, Checks or Deposits

Section 8.1. Contracts. The Board of Directors may authorize any officer or officers or agent or agents to enter into any contract or to execute and deliver any instrument in the

name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 8.2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 8.3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President, the Treasurer, or such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 8.4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX

Voting Shares of Other Corporations

The President, the Vice President or Vice Presidents and the Treasurer, in that order, shall have authority to vote shares of other corporations or ownership interests of other entities standing in the name of the Corporation, and the President or Registered Agent is authorized to execute in the name and on behalf of this Corporation proxies appointing any one or more of the officers first above named, in the order above named, as proxies for such purpose.

ARTICLE X

Resignations

Section 10.1. Resignations. Any director or other elected officer or member of any committee, may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein or when delivered if no time is specified. If no time is specified, it shall take effect from the time of its receipt by the Registered Agent, who shall record such resignation, noting the day, hour and minute of its reception. The acceptance of a resignation shall not be necessary to make it effective.

Section 10.2. Resignation of Registered Agent. The Registered Agent may resign only as provided by law.

ARTICLE XI

Inspection of Records

As a condition to allowing inspection of the records of all meetings, including record votes and minutes of the Corporation by a Member who requires the records to fulfill duties and responsibilities conferred upon them Members by the Articles of Incorporation, Bylaws or by Law the Board of Directors may require that the Member enter into a written confidentiality agreement with the Corporation pursuant to which the Member agrees (i) to keep confidential all information provided by the Corporation; (ii) not to disclose any such information to third parties or other members without the express prior written consent of the Corporation; and (iii) not to use, directly or indirectly, any information provided in order to compete with the Corporation or for any other purpose not in the best interests of the Corporation. The Corporation may withhold disclosure of financial information from a Member until such an agreement, if requested, has been executed and delivered. In addition, the Board of Directors may withhold or restrict disclosure of financial information to any Member upon making a determination that such disclosure or request for disclosure has or will be used to harass the Corporation, the Board of Directors or any Officer, to gain advantage in a suit or claim brought or threatened against the Corporation, or for any other purpose that, in the sole judgment of the Board, is inconsistent with the interest of the Corporation. The inspection rights granted by the Act, law or statute shall be deemed to apply to only the last three (3) years of Internal Revenue Services filed returns prepared by the Corporation's outside accounting firm but shall not include work papers and notes used in compiling such returns, customer lists, sales records or other data or records which reveal competitively sensitive information.

ARTICLE XII

Indemnification of Officers, Directors, Employees and Agents; Insurance

Section 12.1. General. Subject to Section 12.4 of this Article XII, the Corporation shall in all cases 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, arbitrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation, or who, while a director or officer, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another domestic or foreign corporation, limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement to the extent actually and reasonably incurred by that person in connection with such action, suit or proceeding; provided that the person to be indemnified acted in good faith and did not reasonably believe (i) in the case of conduct in the individual's capacity as a director or officer, that his or her conduct was not in the best interests of the Corporation; (ii) in all other cases, that his or her conduct was in or not opposed to the best interests of the Corporation; and (iii) in the case of any criminal action or proceeding, that his or her conduct was unlawful. The termination of a

proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent is not of itself determinative that the director did not meet the relevant standard of conduct described in this section.

Section 12.2. Indemnification Prohibited. Unless ordered by a court of competent jurisdiction pursuant to the Act, the Corporation may not indemnify one of its directors (i) in connection with a proceeding by or in the right of the corporation, except for reasonable expenses incurred in connection with the proceeding, if it is determined that the director or officer has not met the relevant standard of conduct under Section 12.1 of this Article XII; or (ii) in connection with any proceeding with respect to conduct for which the director or officer was adjudged liable on the basis that he or she received a financial benefit to which he or she was not entitled, whether or not involving action in the director's official capacity.

Section 12.3. Mandatory Indemnification in Certain cases. Any provisions of these Bylaws to the contrary notwithstanding, the Corporation shall indemnify a director or officer who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because he or she was a director or officer of the Corporation against reasonable expenses, including attorneys' fees, incurred by him or her in connection with the proceeding. The right to indemnification granted by this subsection may be enforced by a separate action against the Corporation, if an order for indemnification is not entered by a court in the action, suit or proceeding wherein that director or officer was successful on the merits or otherwise.

Section 12.4. Determination in Specific Cases. Any indemnification under Section 12.1 shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is consistent with the terms of this Article XIII and the Act. Such determination shall be made as follows:

- A. if there are two or more disinterested directors, the Board of Directors by a majority vote of all the disinterested directors, a majority of whom for this purpose constitutes a quorum, or by a majority of the members of a committee of two or more disinterested directors appointed by a majority vote of all the disinterested directors;
- B. by special legal counsel:
 - (1) selected in the manner prescribed in Paragraph A; or
 - (2) if there are fewer than two disinterested directors, selected by the Board of Directors in which selection directors who did not qualify as disinterested directors may participate; or
- C. by the Members, but shares owned by or voted under the control of a director or officer who at the time does not qualify as disinterested may not be voted with respect to the determination.

Section 12.5. Advancement of Expenses. The Corporation may, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding because the person is a director or officer of the Corporation if the director or officer delivers to the Corporation:

- A. a written affirmation of the director's or officer's good faith belief that he or she has met the relevant standard of conduct described in Section 12.1 of this Article XII or that the proceeding involves conduct for which liability has been eliminated under a provision of the corporation's Articles of Incorporation as permitted under the Act: and
- B. a written undertaking by the director or officer to repay any funds advanced if the director or officer is not entitled to mandatory indemnification under Section 12.3 of this Article XII and it is ultimately determined that the director or officer has not met the relevant standard of conduct set forth in Section 12.1.

The undertaking required by Paragraph B shall be an unlimited general obligation of the person seeking the advance, but need not be secured and may be accepted without reference to financial ability to make the repayment.

Section 12.6. Bylaw Indemnification Rights Not Exclusive; Enforceable by Separate Action. The indemnification and entitlement to advances of expenses provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Act or pursuant to the provisions of the Corporation's Articles of Incorporation. A right to indemnification required by this Article may be enforced by a separate action against the Corporation, if an order for indemnification has not been entered by a court in any action, suit or proceeding in respect to which indemnification is sought.

Section 12.7. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer or is or was serving at the request of the Corporation as a director, officer, trustee, partner, fiduciary, employee or agent of another corporation, partnership, joint venture, trust, pension or other employee benefit plan or other enterprise against any liability asserted against that person and incurred by that person in any such capacity, or arising out of that person's status as such, whether or not the Corporation would have the power to indemnify that person against such liability under this section.

Section 12.8. Miscellaneous. For purposes of this Article, references to the "Corporation" shall include, in addition to the surviving corporation or new corporation, any participating corporation in a consolidation, merger, domestication or conversion. For purposes of this Article, the Corporation shall be deemed to have requested a person to serve an employee benefit plan whenever the performance by him or her of his or her duties to the Corporation also imposes duties on, or otherwise involves services by, him or her to the plan or participants or beneficiaries of the plan; excise taxes assessed on a person seeking indemnification with respect to an employee benefit plan pursuant to applicable law shall be deemed "fines," and action taken or omitted by him or her with respect to an employee benefit plan in the performance of his or her duties for a purpose reasonably believed by him or her to

be in the interests of the participants or beneficiaries of the plan shall be deemed to be for a purpose which is in the best interests of the Corporation.

Section 12.9. Amendment. Any amendment, modification or repeal of this Article XII shall not deny, diminish or otherwise limit the rights of any person to indemnification or advance hereunder with respect to any action, suit or proceeding arising out of any conduct, act or omission occurring or allegedly occurring at any time prior to the date of such amendment, modification or repeal.

ARTICLE XIII

Fiscal Year

The fiscal year of the Corporation shall be the calendar year unless otherwise fixed by resolution of the Board of Directors.

ARTICLE XIV

Amendments

Alteration, amendment or repeal of these Bylaws, and the adoption of new Bylaws shall require the affirmative vote of a majority of the Board of Directors.

Date adopted: June 1, 2012

Daniel A. D'Auteuil, Jr., Registered Agent