

United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS



NOTIFICATION OF REPORTING REQUIREMENTS

provided pursuant to sec. 181.0203(3), Wis. Stats.

Regulation of Charitable Organizations.

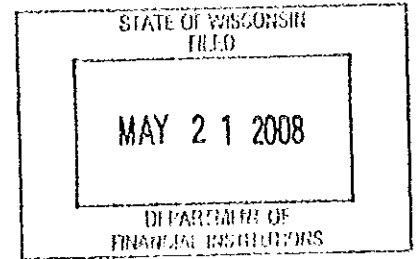
A nonstock, non-profit corporation operating as a "charitable organization" and soliciting contributions, may be subject to regulation under sec. 440.42 of the Wisconsin Statutes and may be obliged to register and file reports with the Department of Regulation and Licensing.

Information on the annual registration requirement, registration statement, annual financial report, audit requirement, acceptance of other information, exemptions from registration, reporting tax exemption or organizational changes, contracts and contribution limits may be obtained from the

Department of Regulation and Licensing
Bureau of Direct Licensing and Real Estate
P O Box 8935
Madison Wisconsin 53708-8935
Phone (608) 266-5511, Extension 441 or 442

2008 MAY 16 AM 9: 25

**ARTICLES OF INCORPORATION
OF
HUDSON AREA LACROSSE, INC.**



The undersigned incorporator, for the purpose of forming a nonstock corporation under and pursuant to the provisions of the Wisconsin nonstock Corporation Law, Chapter 181 of the Wisconsin statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I
Name**

The name of the corporation shall be "Hudson Area LaCrosse, Inc."

**ARTICLE II
Statutory Authority**

The corporation is organized under Chapter 181 of the Wisconsin Statutes.

**ARTICLE III
Registered Office and Registered Agent**

The name of the corporation's initial registered agent and street address of the corporation's initial registered office is as follows:

Rick Hansen
865 Alex Lane
Hudson, WI 54016

**Article IV
Principal Office Address**

The mailing address of corporation's initial principal office is as follows:

865 Alex Lane
Hudson, WI 54016

**ARTICLE V
Members**

The corporation will have members.

-WI - DFI CORP
FILE ID# ➔ 41045239

ARTICLE VI

Purpose

The corporation is organized and shall be operated exclusively for charitable, religious, educational or scientific purposes, all as contemplated and permitted by Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended. Within the framework and limitations of the foregoing, this corporation is organized and shall be operated exclusively:

- (a) To promote the development and growth of the sport of lacrosse through the formation of a youth lacrosse league comprised of active youth lacrosse programs in the Hudson, Wisconsin area and the affiliation of such youth lacrosse leagues with U.S. Lacrosse, Inc.;
- (b) To promote and develop through the operation of a youth lacrosse league knowledge of the rules and skills of lacrosse;
- (c) To promote and develop through boys and girls participating in youth lacrosse the qualities of sportsmanship, teamwork and respect for coaches, officials and players;
- (d) To develop, promote and provide opportunities for coaches and officials to receive training on the rules and skills of lacrosse and the skills necessary to enable coaches and officials to serve as positive role models for boys and girls participating the sport of lacrosse, with an emphasis on the positive qualities of sportsmanship, teamwork and the building of character; and
- (e) In general to do all things as may be appropriate to promote and accomplish any of the foregoing purposes.

The corporation shall engage in, advance, support, promote and administer charitable, religious, educational and scientific activities, causes and projects of any kind and nature whatsoever in its own behalf or as the agent, trustee, or representative of others and, but only if and to the extent consistent with the foregoing purposes, to aid, assist, and contribute to the support of corporations, associations, trusts, foundations and institutions: (1) that are organized and operated exclusively for one or more purposes described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986; (2) that are described in Section 501(c)(3) of the Internal Revenue Code of 1986; and (3) that are exempt from federal income taxes under Section 501(a) of the Internal Revenue Code of 1986, as amended.

For such purposes, and not otherwise, this corporation shall have and exercise only such powers as are required by and are consistent with the foregoing purposes.

ARTICLE VII
Nonstock Corporation

The corporation is not organized for profit and does not afford pecuniary gain incidentally or otherwise, to any person by reason of membership therein or as a member thereof. No part of the net earnings of the corporation shall inure to the benefit of any member, director, officer, or any private individual, provided, however, that reasonable compensation may be paid for services rendered to the corporation affecting one or more of its purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. The corporation shall not lend any of its assets to any officer, director or member of the corporation or guarantee to any person the payment of a loan by any officer, director or member of the corporation.

Notwithstanding any other provisions of these Articles of Incorporation, neither the corporation nor any member, officer, director, employee or representative of the 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 (1) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they may now exist, or as they may hereafter be amended, or (2) by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 and Regulations as they now exist or as they may hereafter be amended.

- (a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code or corresponding provisions of any subsequent Federal tax laws.
- (b) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code or corresponding provisions of any subsequent Federal tax laws.
- (c) The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code or corresponding provisions of any subsequent Federal tax laws.
- (d) The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code or corresponding provisions of any subsequent Federal tax laws.
- (e) The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws."

ARTICLE VIII
Directors

The management and direction of the business and affairs of the corporation shall be vested in its Board of Directors.

The number of directors of the corporation shall be not greater than eleven and not less than three, and each director shall hold office until his or her successor is elected and has qualified, or until his or her earlier death, resignation, removal or disqualification.

ARTICLE IX
Written Action

An action required or permitted to be taken at a meeting of the directors may be taken by written action signed by all of the directors, except that such action may be taken by written action signed by at least two-thirds of the directors then in office provided all directors are noticed immediately of the text of the written consent and of its effective date and time, which shall not be less than the 10th day after the date on which such notice is given.

ARTICLE X
Personal Liability

The officers and directors of the corporation shall not be personally liable to any extent whatsoever for any debts or obligations of the corporation.

ARTICLE XI
Dissolution

The corporation may be dissolved in accordance with the laws of the State of Wisconsin. Upon dissolution of the corporation, and after the payment of all liabilities and obligations of the corporation and all costs and expenses incurred by the corporation in connection with such dissolution, and subject always to the further provisions of this Article XI, any remaining assets shall be distributed to and among such one or more corporations, associations, trusts, foundations and institutions that are then in existence, that are organized and operated exclusively for one or more purposes described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, that are described in Section 501(c)(3) of the Internal Revenue Code of 1986, and that are exempt from federal income taxes under Section 501(a) of the Internal Revenue Code of 1986, all in such proportions as shall be determined (1) by the Board of Directors of the corporation if the dissolution of the corporation is not required by the laws of the State of Wisconsin then in existence to be conducted under court supervision, or (2) by a court of competent jurisdiction if the dissolution of the corporation is required by the laws of the State of Wisconsin then in existence to be conducted under court supervision. Notwithstanding anything apparently or expressly to the contrary hereinabove contained in this Article XI, if any assets are then held by the corporation in trust or upon condition or subject to any executory or special limitation and if the condition or limitation occurs by reason of the dissolution of the corporation, such assets shall revert or be returned, transferred or conveyed in accordance with the terms and provisions of such trust, condition or limitation.

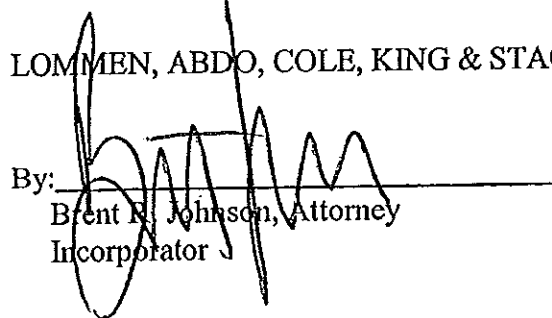
**ARTICLE XII
Incorporator**

The name and street address of the incorporator of the corporation is as follows:

Lommen, Abdo, Cole, King & Stageberg, P.A.
400 South Second Street
Suite 210
Hudson, WI 54016

IN WITNESS WHEREOF, I have hereunto set my hand this 14th day of May, 2008.

LOMMEN, ABDO, COLE, KING & STAGEBERG, P.A.

By: 
Brent R. Johnson, Attorney
Incorporator J

This document was drafted by:

LOMMEN, ABDO, COLE, KING & STAGEBERG, P.A.
Brent R. Johnson, Esq.
Grandview Professional Building, Suite 210
400 South Second Street
Hudson, WI 54016

Please return this document to:

LOMMEN, ABDO, COLE, KING & STAGEBERG, P.A.
Brent R. Johnson, Esq.
Grandview Professional Building, Suite 210
400 South Second Street
Hudson, WI 54016

HUDSON AREA LACROSSE, INC. CONFLICT OF INTEREST POLICY

Article I Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. **Interested Person.** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all

material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. **Procedures for Addressing the Conflict of Interest.**

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. **Violations of the Conflicts of Interest Policy.**

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV
Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V
Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI
Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,

- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

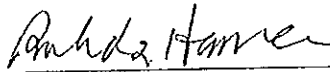
- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ACKNOWLEDGMENT

The undersigned President of Hudson Area LaCrosse, Inc., does hereby certify that the foregoing Conflict of Interest Policy was adopted for the Organization by its Board of Directors pursuant to Written Action of its Officers and Directors on January ~~30~~ 31, 2009.



Rick Hansen, President

WRITTEN ACTION
OF
OFFICERS AND DIRECTORS
OF
HUDSON AREA LACROSSE, INC.

THE UNDERSIGNED, being all of the officers and all of the directors of Hudson Area LaCrosse, Inc., a Wisconsin nonstock corporation, (the "Company") do hereby, as of the 31st day of January, 2009, pursuant to Wisconsin Statutes §180.0704 and the Articles of Incorporation of the corporation, execute this Written Action adopting the resolutions and taking the actions hereinafter set forth.


WHEREAS, attached hereto is a Conflict of Interest Policy (the "Policy") for Hudson Area LaCrosse, Inc.; and

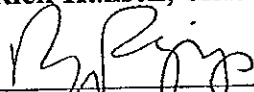
WHEREAS, the officers and directors of the Company deem adopting the Conflict of Interest Policy to be in the best interest of the Company;

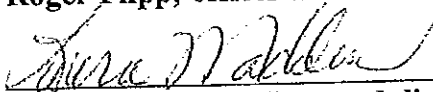
NOW, THEREFORE, BE IT RESOLVED, that the Conflict of Interest Policy, and all related instruments and documents necessary to effectuate said Policy, are hereby approved by the officers and directors of the Company.

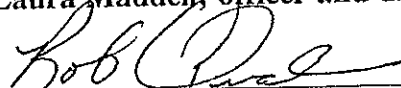
FURTHER RESOLVED, that Rick Hansen is hereby authorized and directed to execute and deliver all such instruments and documents and to take such actions, including but not limited to the authority to negotiate and execute any final changes to the aforementioned documents, including any amendments or addenda thereto, in the name and on behalf of the Company, as deemed necessary or appropriate in order to fully carry out the intent, accomplish the purposes of the foregoing resolutions, and consummate the transaction.

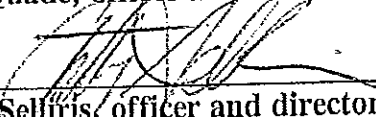
IN WITNESS WHEREOF, the undersigned have signed this Written Action as of the date and year first above written, which shall be the effective date hereof.

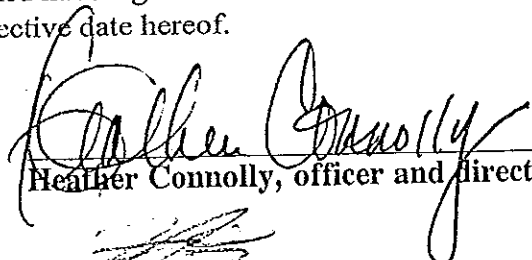

Rick Hansen, officer and director

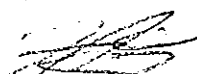

Roger Flipp, officer and director



Laura Madden, officer and director

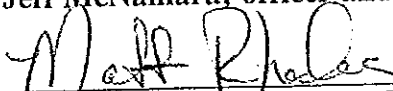

Bob Quade, officer and director



Tony Selliris, officer and director


Heather Connolly, officer and director


Rich Grinstead, officer and director


Jeff McNamara, officer and director


Matt Rhodes, officer and director


Dan Takkunen, officer and director

(c) any such director of this Corporation may be counted in determining the existence of a quorum at a meeting of the directors or of any committee thereof which shall authorize any such contract, transaction, or act, and may vote to authorize the same. The term "interest" as used herein shall include personal interest and interest as a director, officer, stockholder, shareholder, trustee, member or beneficiary of any concern; the term "concern" as used herein shall include any corporation, association, trust, partnership, firm, person, or other entity other than this Corporation; and

Section 8.11. The Corporation may exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is formed; provided, however, that no such power shall be exercised in a manner inconsistent with the applicable state law or the requirements contained in Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder.

ARTICLE IX Indemnification

Each present or future director or officer, whether or not in office, and the executors, administrators or other legal representatives of any such director or officer, shall be indemnified by the corporation against all reasonable costs and expenses (including the cost of reasonable settlements made with a view to curtailment of the cost of litigation, but exclusive of any amount paid to the corporation in settlement) and counsel fees paid or incurred in connection with, or arising out of, any action, suit or proceeding to which any such director or officer or his executors, administrators or other legal representatives may hereafter be made a party of reason of his being or having been a director or officer of the corporation; provided (1) the action, suit or proceeding shall be prosecuted to final determination, and it shall not be finally adjudged that he had been derelict in the performance of his duties as such director or officer, or (2) the action, suit or proceeding shall be settled or otherwise terminated as against such director or officer or his executors, administrators or other legal representatives without a final determination on the merits, and it shall be determined that such director or officer had not in any substantial way been derelict in the performance of his duties as charged in such action, suit or proceeding, such determination to be made by a majority of the members of the Board of Directors who were not parties to such action, suit or proceeding, although less than a quorum, or by any one or more disinterested persons to whom the question may be referred by the Board of Directors. For the purposes of the preceding sentence, (a) "action, suit or proceeding" shall include every action, suit or proceedings, civil, criminal or other; (b) the right of indemnification conferred thereby shall extend to any threatened action, suit or proceeding, and the failure to institute it shall be deemed its final determination; (c) a judgment of conviction in any criminal action, suit or proceeding shall not constitute a determination that the person so convicted has been derelict in the performance of his duties if it is determined by a majority of the members who were not a party thereto, although less than a quorum, or by one or more disinterested persons to whom the question may be referred by the Board of Directors that the person so convicted acted in good faith, for a purpose which he reasonably believed to be in the best interest of the corporation, and that he had no reasonable cause to believe that his conduct was unlawful. The corporation shall also indemnify an employee who is not an officer to the same extent that it does an officer.

The foregoing right of indemnification shall not be exclusive of any other rights to which any director or officer or employee may be entitled as a matter of law or which may be lawfully granted to him.

ARTICLE X
Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December, next succeeding.

ARTICLE XI
Seal

The corporation shall have no corporate seal.

ARTICLE XII
Amendment


These Bylaws may be amended or repealed and new Bylaws may be adopted by the Board of Directors, as provided in Chapter 181, Wisconsin Statutes.

ARTICLE XIII
Governing Law

The corporation has been formed under and pursuant to the provisions of Chapter 181, Wisconsin Statutes. All references in these Bylaws to Chapter 181, Wisconsin Statutes, shall mean and include such chapter as currently enacted or hereafter amended.

ACKNOWLEDGMENT

The undersigned President of Hudson Area LaCrosse, Inc., does hereby certify that the foregoing Bylaws were adopted for the corporation by its Board of Directors pursuant to Written Action of its Board of Directors on December 15, 2008.



Rick Hansen, President

MISSION AND BYLAWS

OF

HUDSON AREA LACROSSE, INC.

A WISCONSIN NONSTOCK CORPORATION

MISSION AND BYLAWS
OF
HUDSON AREA LACROSSE, INC.
A WISCONSIN NONSTOCK CORPORATION

MISSION

Hudson Area LaCrosse, Inc. is a charitable non-profit corporation whose purpose is to promote sportsmanship, teamwork, and respect through the formation, operation, and funding of a youth lacrosse league in the Hudson, Wisconsin area.

BYLAWS

ARTICLE I
Offices

Section 1.01. Location. The principal office of the corporation shall be located in Wisconsin. The corporation may have such other offices, either within or without Wisconsin, as the Board of Directors may designate or as the business of the corporation may require from time to time.

The registered office of the corporation required by Chapter 181, Wisconsin Statutes, to be maintained in Wisconsin may be, but need not be, identical with the principal office in Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II
Members

As provided in the Articles of Incorporation, the corporation has no members. Therefore, no provision is made in these Bylaws for meetings of the membership.

ARTICLE III
Board of Directors

Section 3.01. Board to Manage. The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors.

Section 3.02. Number, Qualifications. The number of directors of the corporation shall not be greater than eleven nor less than three, but shall at all times comprise an odd number of directors, which shall be established from time to time by majority vote of the directors present

at any duly called meeting. Directors shall be natural persons at least eighteen (18) years of age. Directors need not be residents.

Section 3.03. Terms. The initial directors shall serve staggered terms of one (1) to three (3) years. All subsequent directors elected shall serve for terms of two (2) years, except that directors who are elected for purposes of altering the size of the Board of Directors or to fill vacant directors' positions may be elected for lesser terms as deemed necessary to maintain the staggered terms, such determination to be made by the Board of Directors. The foregoing notwithstanding, each director shall hold office until his or her successor is elected and has qualified, or until his or her earlier death, resignation, removal or disqualification.

Section 3.04. Annual Meeting. The annual meeting of the Board of Directors shall be held for the purpose of electing directors and officers of the corporation and for the transaction of such other business as may come before the meeting. Notice of such meeting shall be given as provided in Section 3.07 hereof.

Section 3.05. Regular Meetings. Regular meetings of the Board of Directors shall be held from time to time at such time and place, either within or without the State of Wisconsin, as may be fixed by resolution adoption by the Board of Directors.

Section 3.06. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Wisconsin, as the place for holding any special meeting of the Board of Directors called by them.

Section 3.07. Notice. Notice of any meeting shall be given at least five days prior thereto by written notice mailed to each director at his or her business address, or at least 24 hours prior thereto by notice delivered personally or by telephone, facsimile, email or other forms of electronic communication. If mailed, such notice shall be deemed delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by electronic means, such notice shall be deemed delivered when the notice is sent. If notice be given in person, such notice shall be deemed delivered when communicated. The notice need not state the purpose of the meeting, except in the case of special meetings.

A director may waive notice of a meeting of the Board of Directors. A waiver of notice by a director entitled to notice shall be effective whether given before, at or after the meeting, and whether given in writing, orally or by attendance. Attendance by a director at a meeting shall be a waiver of notice of that meeting, except where the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting.

Section 3.08. Quorum. A majority of the directors currently holding office present at a meeting shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of directors originally present leaves less than the number otherwise required for a quorum.

Section 3.09. Manner of Acting. Except as otherwise provided in Wisconsin Statutes, Chapter 181, the Board of Directors shall take action by the affirmative vote of a majority of directors present at a duly held meeting.

Section 3.10. Presumption of Assent. A director who is present at a meeting of the Board of Directors when an action is approved by the affirmative vote of a majority of the directors present is presumed to have assented to the action approved, unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting, votes against the action at the meeting or is prohibited from voting on the action due to a conflict of interest.

Section 3.11. Action Without a Meeting. An action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by all of the directors, except that action may be taken by written action signed by at least two-thirds of the directors then in office, provided all directors are notified immediately of the text of the written action and its effective date, which effective date shall not be less than the 10th day after the date on which such notice is given.

The written action shall be effective when signed by the required number of directors, unless a different effective time is provided in the written action.

When written action is permitted to be taken by less than all directors, failure to provide the notice shall not invalidate the written action. A director who does not sign or consent to the written action shall have no liability for the action or actions taken thereby.

Section 3.12. Action by Electronic Communication. A conference among directors by any means of communication through which the directors may simultaneously hear each other during the conference shall constitute a meeting of the Board of Directors, if the same notice is given of the conference as would be required by Section 3.06 of these Bylaws for a meeting, and if the number of directors participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by such means shall constitute presence in person at the meeting.

A director may participate in a meeting of the Board of Directors by any means of communication through which the director, other directors participating, and all directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes personal presence at the meeting.

Section 3.13. Resignation. A director may resign at any time by giving written notice to the corporation. The resignation shall be effective without acceptance when the notice is given to the corporation, unless a later effective time is specified in the notice.

Section 3.14. Removal. A director may be removed at any time, with or without cause, by the affirmative vote of a majority of the number of directors present and voting at a special meeting called for the purpose.

Section 3.15. Vacancies. Any vacancy occurring on the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum. Vacancies on the Board of Directors resulting from newly created directorships shall be filled by the affirmative vote of a majority of the directors serving at the time of the increase. A director elected to fill a vacancy shall hold office until the earlier of the end of the term of the directorship or until a qualified successor is elected by the Board of Directors at the next annual, regular or special meeting of the Board of Directors, or until his or her earlier death, resignation, removal or disqualification.

Section 3.16. Compensation. Directors shall serve without compensation except that directors may be reimbursed for expenses incurred by him or her in connection with such service. Serving as a director of the corporation shall not preclude an individual from serving the corporation in any other capacity and receiving compensation therefor.

Section 3.17. Honorary Directors. The Board of Directors of the corporation may, at any meeting, designate and elect an honorary director without voting powers. Individuals qualified to serve as honorary directors are: (1) any director of the corporation whose term of office expires and who is not re-elected as a director; (2) any former director of the corporation; or (3) an individual who has not formerly served as a director of the corporation but who's position, experience or standing in the community affords the individual the ability to substantially contribute to the mission and development of the corporation. Honorary directors shall not be deemed members of the Board of Directors and shall not possess the rights, powers or obligations of directors, except that they shall have the right to be present and receive notice of Board of Directors meetings, participate in any discussion at any meeting of the Board of Directors and shall receive copies of meeting minutes and actions in writing of the Board of Directors.

ARTICLE IV
Committees

Section 4.01. Generally. A resolution approved by the affirmative vote of a majority of the directors currently holding office may establish committees having the authority of the Board of Directors in the management of the business of the corporation to the extent provided in the resolution. Committees shall be subject at all times to the direction and control of the Board of Directors.

Section 4.02. Membership. A committee shall consist of one or more natural persons, who need not be directors, appointed by affirmative vote of a majority of the directors present.

Section 4.03. Procedure. The provisions of Sections 3.05, 3.06, 3.07, 3.08, 3.09, 3.11 and 3.12 of these Bylaws shall apply to committees and members of committees to the same extent as those sections apply to the Board of Directors.

Section 4.04. Minutes. Minutes, if any, of committee meetings shall be made available upon request to members of the committee and to any director.

ARTICLE V
Officers

Section 5.01. Number. The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be natural persons and elected by the Board of Directors. A Chairman of the Board of Directors, one or more additional Vice Presidents (the number thereof to be determined by the Board of Directors) and such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person.

Section 5.02. Election and Term of Office. The officers of the corporation shall be elected by the Board of Directors. In the absence of an election or appointment of officers by the Board of Directors, the person or persons exercising the principal functions of the President or the Treasurer shall be deemed to have been elected to those offices. The election or appointment of a person as an officer or agent shall not, of itself, create contract rights.

Officers may not be elected to successive terms of the same office. Each officer shall hold office until his or her successor is elected and has qualified, or until his or her earlier death, resignation, removal or disqualification.

Section 5.03. Resignation. An officer may resign at any time by giving written notice to the corporation. The resignation shall be effective without acceptance when the notice is given to the corporation, unless a later effective date is specified in the notice.

Section 5.04. Removal. An officer may be removed at any time, with or without cause, by a resolution approved by the affirmative vote of a majority of the directors present.

Section 5.05. Vacancy. A vacancy in any office because of death, resignation, removal, disqualification or other cause may, or in the case of vacancy in the office of President or Treasurer shall, be filled by the Board of Directors for the unexpired portion of the term.

Section 5.06. President. The President shall:

- (a) Have general active management of the business of the corporation;
- (b) When present, preside at all meetings of the Board of Directors and of the members;
- (c) See that all orders and resolutions of the Board of Directors are carried into effect;
- (d) Sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles or these Bylaws or by the Board of Directors to some other officer or agent of the corporation; and
- (e) Perform other duties prescribed by the Board of Directors.

Section 5.07. Vice President. In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President, if any, (or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties prescribed by the Board of Directors or by the President.

Section 5.08. Secretary. The Secretary shall:

- (a) Maintain records of and, whenever necessary, certify all proceedings of the Board of Directors;
- (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) Be custodian of the corporate records and of the corporate seal, if any; and
- (d) Perform other duties prescribed by the Board of Directors or by the President.

Section 5.09. Treasurer. The Treasurer shall:

- (a) Keep accurate financial records for the corporation;
- (b) Deposit all moneys, drafts and checks in the name of and to the credit of the corporation in the banks and depositories designated by the Board of Directors;
- (c) Endorse for deposit all notes, checks and drafts received by the corporation as ordered by the Board of Directors, making proper vouchers therefor;
- (d) Disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board of Directors;
- (e) Render to the Board of Directors and the President, whenever requested, an account of all transactions by the Treasurer and of the financial condition of the corporation; and
- (f) Perform other duties prescribed by the Board of Directors or by the President.

Section 5.10. Assistant Secretaries and Assistant Treasurers. Assistant Secretaries and Assistant Treasurers shall perform such duties as shall be prescribed by the Secretary or the Treasurer, respectively, or by the Board of Directors or by the President.

Section 5.11. Chairman of the Board. A Chairman of the Board of Directors may be elected by the Board of Directors. He or she shall perform such duties as shall be prescribed by the Board of Directors.

Section 5.12. Compensation. Officers shall serve without compensation except that officers may be reimbursed for expenses incurred by him or her in connection with such service. Serving as a director of the corporation shall not preclude an individual from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VI **Standard of Care**

Section 6.1. Duty of Good Faith. It is the responsibility of each officer and director of this corporation to discharge his or her duties as a director in good faith and in a manner he or she reasonably believes to be in the best interests of this corporation. In discharging his or her duties to the corporation, and in determining what he or she believes to be in the best interests of the corporation, a director or officer may consider the following:

- (a) The effects of the action on employees, suppliers and customers of the corporation.

- (b) The effects of the action on communities in which the corporation operates.
- (c) The effects of the action on the corporation's accomplishment of its mission and objectives.
- (d) Any other factors that the director or officer considers pertinent.

Section 6.2. Director Conflict of Interest. A contract or other transaction between this corporation and one or more of its directors, or between this corporation and an organization in or of which one or more of this corporation's directors are directors, officers or legal representatives or have a material financial interest, is not void or voidable because the director or directors or the other organizations are parties or because the director or directors are present at the meeting of the Board of Directors or a committee at which the contract or transaction is authorized, approved or ratified, if:

(a) The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the corporation at the time it was authorized, approved or ratified; or

(b) The material facts as to the contract or transaction and as to the director's relationship or interests are fully disclosed or known to the Board or committee that authorizes, approves or ratifies the contract or transaction and the contract or transaction was authorized, approved or ratified by a vote or consent sufficient for the purpose without counting the votes or consents of interested directors. However, interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee where the contract or transaction is authorized, approved or ratified.

For the purpose of this Section:

(a) A director does not have a material financial interest in a resolution fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee or agent of the corporation, even though the first director is also receiving compensation from the corporation; and

(b) A director has a material financial interest in each organization in which the director, or the spouse, parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters of the directors, or any combination of them have a material financial interest.

ARTICLE VII

Finance

Section 7.1. Gifts. Any dues, contributions, grants, bequests or gifts made to the corporation shall be accepted or collected only as authorized by the Board of Directors.

Section 7.2. Deposit of Funds. All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks as shall be designated by the Board of Directors.

Section 7.3. Contracts. All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the corporation shall be as provided by the Board of Directors.

Section 7.4. Budget. The annual budget of estimated income, income expense and capital expense shall be approved by the Board of Directors.

Section 7.5. Title to Property. Title to all property shall be held in the name of the corporation.

Section 7.6. Summary of Financial Condition. A summary report of the financial operation of the corporation shall be made by the Treasurer at least annually to the Board of Directors.

Section 7.7. Loans to Directors and Officers. The corporation may not lend money or guaranty the obligation of a director or officer of the corporation unless the Board of Directors determines that the loan or guaranty benefits the corporation, will not adversely affect the corporation's tax exempt organization status and approves the specific loan or guaranty. The foregoing shall not apply to advances made to director or officer or reimbursement for expenses incurred by the director or officer in the ordinary course of the corporation's business.

ARTICLE VIII

Corporate Authority

The purpose of the Corporation, as stated herein, shall be carried out by its board of directors in a manner that will enable the Corporation to qualify as an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder. Toward this end, the Corporation shall have the following powers in furtherance of its purposes:

Section 8.1. The Corporation may purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and deal in and with real or personal property, or any interest therein, wherever situated, in an unlimited amount;

Section 8.2. The Corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest;

Section 8.3. The Corporation may sell, convey, lease, exchange, transfer, mortgage, pledge, encumber, create a security interest in or otherwise dispose of, by gift or in any other manner, any or all of its property, or any interest therein, wherever situated and however acquired;

Section 8.4. The Corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use or otherwise deal in and with, bonds and other obligations, shares or other securities or interests issued by others, whether engaged in similar or different business, governmental or other activities;

Section 8.5. The Corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine and issue its notes, bonds and other obligations with or to any person, firm association, corporation, municipality, country or any other entity;

Section 8.6. The Corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

Section 8.7. The Corporation may be an incorporator of other corporations of any type or kind;

Section 8.8. The Corporation may be a partner in any business enterprise which it would have power to conduct by itself;

Section 8.9. The directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law or the by-laws requires action by the members;

Section 8.10. No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, officer or member of this Corporation individually, or any individual having any interest in any concern in which any such directors, officers, members, or individuals have any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction or other act of this Corporation, and

(a) no contract, transaction, or act shall in any way be invalidated or otherwise affected by that fact;

(b) no such director, officer, member or individual shall be liable to account to this Corporation for any profit realized through any such contract, transaction, or act; and