

**SECOND AMENDED AND RESTATED BY- LAWS OF
CHICAGO BLUES HOCKEY ASSOCIATION**

September, 13 2012

ARTICLE I - PURPOSES OF THE CORPORATION

To organize, operate, maintain and sponsor, without profit to the Chicago Blues Hockey Association (the "Corporation), a hockey program for young people; to foster an appreciation and interest in the game of youth hockey and to promote and encourage physical and mental discipline, sportsmanship and social interaction;

To provide, either alone or in cooperation with park districts and other entities or persons, hockey facilities and equipment for use by its members and youth participants, and coaching, officiating, timekeeping and other game-related staff;

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

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered;

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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office;

Notwithstanding any other provisions of the Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE II - OFFICES

The Corporation shall maintain in the State of Illinois a registered office and a registered agent at such office and may have other offices within or without the State of Illinois.

ARTICLE III - MEMBERS

Section 1. Classes of Members. The Corporation shall have two classes as members. The designation of each class and the qualifications of the members of each class shall be as

follows:

- A. Regular Members which shall consist of parents of children enrolled in the traveling team hockey program and in good standing.
- B. Sustaining Members which shall consist of all members who are not Regular Members, including individuals, corporations and any other entities which are interested in promoting the purposes of the Corporation.

All applicants for membership shall file with the Secretary, or such other officer as the Board of Directors shall designate, a written application in such form as the Board of Directors shall from time to time determine.

Section 2. Voting Rights. Only one vote per child enrolled in the traveling team is permitted on each matter submitted to a vote. All voting rights are vested in the Regular Members, except that where two parents of a child or children enrolled in the traveling team are both Regular Members, for purposes of this provision, said parents shall be considered jointly as one Regular member per child enrolled.

Section 3. Termination of Membership. In addition to the procedures and penalties set forth in Articles VIII and XII governing Rules & Ethics violations and nonpayment of membership fees, the Board of Directors may otherwise by affirmative vote of two-thirds of all of the members of the board suspend or expel a member for cause after an appropriate hearing

Section 4. Resignation. Any member entitled to vote may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any unpaid membership fees, assessments or other charges.

Section 5. Reinstatement. Upon written request signed by a former member who was expelled by vote of the Board, the Board of Directors may by the affirmative vote of two-thirds of the members of the board reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 6. Transfer of Membership. Membership in this corporation is not transferable or assignable.

Section 7. No Membership Certificates. No membership certificates of the Corporation shall be required.

ARTICLE IV - MEETINGS OF MEMBERS

Section 1. Meetings. A meeting of the Regular Members may be called either by the president, the Board of Directors or not less than 15 of the members having voting rights. If such a day be a Sunday or legal holiday, the meeting shall be held at the same hour on the next succeeding business day.

Section 2. Place of Meeting. The persons calling the meeting may designate the place of meeting.

Section 3. Notice of Meetings. Written notice stating the place, date, and hour of any meeting of members shall be delivered to each Regular Member not less than five nor more than sixty days before the date of such meeting. The purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered two days after being deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid. The Board of Directors shall provide the addresses of the members to facilitate the notice or may, at its option, either: (a) mail the notice on behalf of the person calling the meeting, in which case the person calling the meeting shall pay in advance the cost of the postage, or (b) email the notices to the members.

Section 4 . Informal Action by Members. Any action required to be taken at a meeting of the members of the Corporation, or any other action which may be setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 5. Quorum. A majority of the Regular Members shall constitute a quorum at a meeting. If a quorum is not present at any meeting of members, a majority of the Regular Members present may adjourn the meeting at any time without further notice. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting; withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 6. Proxies. A Regular Member may authorize another person or persons to act for him by proxy at a meeting of members or to express consent or dissent to corporate action in writing without a meeting. No such proxy shall be voted or acted upon after eleven months from its date, unless the proxy provided for a longer period.

ARTICLE V - BOARD OF DIRECTORS

Section 1. General Powers. The Corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of directors shall be fixed by the Board of Directors of the Corporation at a number not less than 3 and not greater than 12. Directors shall be elected to hold office for 2 year terms to terminate on May 31 of the applicable year. Any director elected at any time other than in June of any year shall have his term of office set at the time of election to terminate on the May 31 closest to two years after the date of election. The terms of all directors in office as of the date of the adoption of these by-laws shall, at their option, terminate on May 31 of either 2013 or 2014, with said option to be stated at the time these by-laws are adopted. Each director shall hold office until his successor has been elected and qualified. Directors need not be residents of Illinois or members of the Corporation.

Section 3. Election of Directors. Directors shall be nominated and elected by the

currently serving Board of Directors at any regular or special meeting. Notice of any director election shall be given at least three days in advance of the meeting at which the election shall occur.

Section 4. Meetings. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the board without other notice than such resolution. Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. The person authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least seven days previously thereto by written notice to each director, which may be sent by U.S. mail, electronic mail, or facsimile transmission. If mailed, such notice shall be deemed to be delivered two days after being deposited in the United States mail in a sealed envelope so addressed, with postage thereupon prepaid. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the 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 purpose 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 specifically required by law or by these by-laws.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time with notice to the directors given as soon as possible. .

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which the quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these by- laws, or the articles of incorporation.

Section 8. Removal. Any director elected by the voting members or the Board of Directors may be removed by a vote of two-thirds of the total members of the Board of Directors (other than the director who is the subject of the vote) for misconduct, nonparticipation or whenever in its judgment the best interest of the Corporation would be served thereby. A majority of the total Regular Members may remove any director at any special meeting of the Members called for that purpose.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of removal or any increase in the number of directors shall be filled by the Board of Directors unless the articles of incorporation, a statute, or these bylaws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision shall control. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 10. Compensation. Directors shall not receive any stated salaries for their services, provided that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

ARTICLE VI – OFFICERS

Section 1. Officers. The officers of the Corporation shall be a president, one vice president, a treasurer, a secretary, and such assistant treasurers, assistant secretaries or other officers as may be elected by the Board of Directors. Officers whose authority and duties are not prescribed in these by- laws shall have authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at its regular meeting in May of each year. Vacancies may be filled or new offices created and filled by any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. Election of any officer shall not of itself create contract rights.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by a majority vote of total members of the Board of Directors for misconduct, nonparticipation or whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

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

Section 5 . Vice President. The vice-president shall assist the president in the discharge of his duties as the president may direct and shall perform such other duties as from time to time may be assigned to him by the president or by the Board of Directors. In the absence of the president or in the event of his inability or refusal to act, the vice-president shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all

the restrictions upon the president.

Section 6. Treasurer The treasurer shall be the principal accounting and financial officer of the Corporation. He shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the Corporation; (b) have charge and custody of all funds and securities of the Corporation, and be responsible therefore, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

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

Section 8. Assistant Treasurers & Assistant Secretaries. The assistant treasurer and assistant secretaries shall perform such duties as shall be assigned to them by the treasurer or the secretary, respectively, or by the president or the Board of Directors. If required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

ARTICLE VII - COMMITTEES

Section 1. Committees of Directors. Other than the Rules & Ethics Committee, which is governed by Article VIII, the Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the Corporation, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, or any responsibility imposed upon it or him by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the Corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation and the president of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until his successor is appointed, unless the committee shall be sooner terminated, or unless such member

is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman.

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

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules or resolutions adopted by the Board of Directors.

ARTICLE VIII - RULES AND ETHICS

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

Section 2. Purpose. The R & E Committee is appointed for the purpose of investigating and submitting findings with respect to alleged violations by corporation members, players, coaches, employees or agents of any applicable by-laws, rules and regulations, and/or policies, whether promulgated by the Corporation, the Amateur Hockey Association of Illinois (AHA), the Northern Illinois Hockey League (NIHL), the Central States Developmental Hockey League (CSDHL), the Corporation, or other governing body having jurisdiction over the Corporation, and its members, coaches, and players (the "Rules").

Section 3. R&E Committee Process. Upon receipt by the Corporation president or any member of the R & E Committee of a written complaint alleging a violation or violations by corporation members, players, coaches, employees or agents of any Rules, the R & E Committee shall timely do the following:

(A) Review of Complaint: The R&E Committee shall review the written complaint. A complaint shall not be considered unless it is stated in writing and identifies the complainant. Upon review of the complaint, the R&E Committee shall make an initial determination as to whether the facts set forth in the complaint, if accepted as true, encompass acts or omissions that would constitute a violation of any Rules. If not,

the R&E Committee should submit to the Board of Directors a written report containing its finding that the complaint does not encompass acts or omissions that would constitute a violation of any Rules, and that the R&E Committee is therefore without jurisdiction to consider said complaint. If the R&E Committee determines that the facts set forth in the complaint, if accepted as true, encompass acts or omissions that would constitute a violation of any Rules, then the R&E Committee shall perform steps (B) and (C) as set forth below.

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

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

Section 4. Hearing. The Board of Directors shall review and consider the written report of the R&E Committee at its next regularly scheduled board meeting or, if deemed necessary, at a special meeting. At that time, the Board, by majority vote and paying due deference to the findings of fact as determined by the R&E Committee, shall either (i) approve and adopt the R&E Committee report, including its ultimate findings and recommended punishment, if any; (ii) approve and adopt the R&E Committee report with modifications; (iii) reject all or any part of the report; or (iv) return the report to the R&E Committee for the purpose of clarification or additional investigation. The ultimate ruling upon the complaint shall be made by the majority vote of board following due consideration of the R&E Committee report. Neither the complainant nor the accused shall have the right to present witnesses, testimony, or any other evidence to the Board other than as presented to the Board by way of the R&E Committee report.

Section 5. Penalties. If the Board concludes that the accused has violated Rules, the Board may then levy any penalty deemed appropriate, including, but not limited to, probation, suspension from corporation activities, or termination of membership, taking into account all underlying facts and circumstances. The expulsion or termination of membership shall be effective only after the affirmative vote of at least two-thirds of the board members present at a regular or duly notice special meeting.

Section 6. Appeal. Members may appeal penalties levied by the Board by submitting a written notice of appeal and an appeal fee in the amount of \$150.00 to the Corporation president. Following receipt of the notice of appeal and appeal fee, the appealing member shall be allowed to appear before the Board at its next regularly scheduled meeting (or at a special meeting, if deemed necessary by the Board) and present witness testimony, other evidence, and/or reasons, factual, legal, or equitable, as to why the Board's ruling was incorrect, or should be reversed or modified. The Board shall give due consideration to the matters presented by the appealing member and then, by majority vote, determine whether the ruling should be affirmed, reversed, or modified. The appealing member may be notified of the Board's decision either at the meeting or in writing sent by email or U.S. mail to the appealing member's last known address of record. The Board's decision shall be final and non-appealable.

Section 7. Emergency Suspension. In the event the president of the Corporation becomes aware of any alleged improper conduct or behavior of any member, player, coach, or corporation agent or employee, which has the potential to result in immediate physical harm, violence, a violation of the law, or similar consequences, the president shall have the emergency power to issue an immediate suspension of the accused member, player, coach, agent or employee. In the event such an emergency suspension is issued, the R&E Committee shall conduct an investigation of the allegations as soon as practicable and should report their findings to the president. Following the presentation of such findings, the president shall either: (i) revoke the suspension subject to a finding that there exists no potential for physical harm, violence, a violation of the law, or similar consequences; or (ii) continue the suspension pending a full investigation and report by the R&E Committee.

ARTICLE IX – FINANCE COMMITTEE

Section 1. Members. There shall be a Finance Committee which shall consist of the president, the treasurer and one or more members of the Board of Directors appointed by the president. A member of the Finance Committee, other than the treasurer, may be removed by the president at his discretion or by a majority vote of the Board of Directors whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 2. Purpose. The Finance Committee has the responsibility and authority for: (a) reviewing and overseeing the finances and accounts of the Corporation, (b) adopting procedures for the safe-keeping of the funds of the Corporation, including audit or review procedures (c) establishing procedures for and considering scholarship requests, subject to any restrictions in these by-laws, (d) setting and reviewing salaries for coaches and other employees of and independent contractors to the Corporation, and (e) negotiating and entering into any ice contracts or other contracts which are for a term in excess of one year.

Section 3. Confidentiality. The members of the Finance Committee shall maintain as confidential the financial information of the Corporation and only disclose such information as may be necessary for the operation and good of the Company.

ARTICLE X - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by- laws,

to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, 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. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice-president of the Corporation.

Section 3. Deposits. All funds of the Corporation 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.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or, devise for the general purpose or for any special purpose of the Corporation.

ARTICLE XI - BOOKS AND RECORDS

The Corporation shall keep correct and complete books and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation, other than financial records, may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time. Financial records and books of account may be inspected upon written request to the Finance Committee at its sole discretion.

ARTICLE XII - FISCAL YEAR

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

ARTICLE XIII - MEMBERSHIP FEES

Section 1. Membership Fees. The Board of Directors shall determine the amount of membership fees payable to the Corporation by members of each class. Dues for Regular Members may be based on age or level of the player on any traveling team, or any other objective criteria.

Section 2. Payment of Membership Fees. Fees shall be payable on the date or dates determined by the Board of Directors.

Section 3. Default and Suspension of Membership. Members who fail to pay membership fees within five days of the date due shall be suspended from all participation in corporation activities, without further notice and without hearing. The suspension shall extend to all children of the non-paying member or members, who shall be

barred from all team or corporation activities. Such suspension shall be lifted and the member or members reinstated upon the payment of all unpaid fees.

Section 4. "Scholarships." The waiver of, awarding a scholarship for or discounting of membership fees ("Scholarship") for any individual member is prohibited unless such Scholarship is: (a) approved by the Finance Committee, or (b) made available by way of a written scholarship program containing specific eligibility criteria, which is approved by resolution of the Board of Directors and open to all members. Any request to the Finance Committee for a Scholarship shall be submitted in writing to the president or the treasurer. The total amount of Scholarships awarded in any fiscal year shall not exceed \$10,000.

ARTICLE XIV - SEAL

The Corporation may adopt a corporate seal shall, which shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois."

ARTICLE XV- WAIVER OF NOTICE

Whenever any notice is required to be given under, the provisions of the General Not For Profit Corporation Act of Illinois or under the provision of the articles of incorporation or the by-laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI -AMENDMENTS

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the Board of Directors. Such action may be taken by a vote of a majority of the total members of the Board of Directors at a regular or special meeting for which written notice of the purpose shall be given. The by-laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the articles of incorporation.

ARTICLE XVII - INDEMNIFICATION

Section 1. Indemnification in Actions Other Than By or In the Right of the Corporation. The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation 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 such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The

termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnification in Actions By or In the Right of the Corporation. The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. Right to Payment of Expenses. To the extent that a director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys fees) actually and reasonably incurred by such person in connection therewith.

Section 4. Determination of Conduct. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a 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 Sections 1 or 2 of this Article. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the members entitled to vote, if any.

Section 5. Payment of Expenses In Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation 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 any 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 Corporation as authorized in this Article.

Section 6. Indemnification Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such officer, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE XVIII - RULES OF ORDER

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

ARTICLE XIX - DISSOLUTION

Section 1. Dissolution. The Corporation may dissolve upon the affirmative vote of 75% of the Board of Directors or 2/3 of the Regular Members.

Section 2. Winding-Up. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine.

ADOPTED BY THE BOARD OF DIRECTORS ON SEPTEMBER 13, 2012