

27 August 2013

# By-Laws

Of the



## 501 ( c ) 3

27 August 2013

# BY-LAWS

for the

## FRIENDS of BREVARD LACROSSE 501( c)3

Approved by:

R. Melchiori, President \_\_\_\_\_ Date \_\_\_\_\_

Dermot Whelehan, Vice President \_\_\_\_\_ Date \_\_\_\_\_

C. Crawford, General Counsel \_\_\_\_\_ Date \_\_\_\_\_

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# Table of Contents

1. NAME, PURPOSE, LOCATION, and FISCAL YEAR.....	6
1.1 Name.....	6
1.2 Purpose.....	6
1.3 Location.....	6
1.4 Fiscal Year.....	6
2. VOTING MEMBERS.....	6
3. NONVOTING MEMBERS.....	7
3.1 Program Members.....	7
3.2 Eligibility.....	7
3.3 Additional Members.....	7
3.4 Payment.....	7
3.5 Other Criteria.....	7
3.6 Removal.....	7
3.7 Other Members.....	8
4. BOARD OF DIRECTORS.....	8
4.1 Number and Tenure.....	8
4.2 Powers.....	8
4.3 Program Members Advisory Committee .....	8
4.4 Additional Committees.....	9
4.5 Committees Generally.....	9
4.6 Suspension or Removal.....	9
4.7 Resignation.....	9
4.8 Vacancies.....	9
5. MEETINGS.....	9
5.1 Regular Meetings.....	9
5.2 Special Meetings.....	10

5.3 Call or Notice of Regular Meetings.....	10
5.4 Call or Notice of Special Meetings.....	10
5.5 Reasonable and Sufficient Notice.....	10
5.6 Waiver of Notice.....	10
5.7 Quorum.....	10
5.8 Action by Vote.....	10
5.9 Action by Writing.....	11
5.10 Compensation.....	11
6. OFFICERS AND AGENTS.....	11
6.1 Number and Qualification.....	11
6.2 Tenure.....	11
6.3 President.....	11
6.3(i) Immediate Past President .....	12
6.4 Treasurer.....	12
6.5 Vice President.....	12
6.6 General Counsel.....	12
6.7 Secretary.....	12
6.8 Public Relations/Web, Social Media Promotion .....	12
6.9 Chairman of the Program Members' Advisory Comm.....	12
6.10 Fundraising/Grant Coordinator.....	13
6.12 Suspension or Removal.....	13
6.13 Resignation.....	13
6.14 Vacancies.....	13
7. EXECUTION OF PAPERS.....	13
8. PERSONAL LIABILITY.....	13
9. INDEMNIFICATION.....	13
10. GENDER.....	14
11. AMENDMENTS.....	14
12. INTERPRETATION OF WRITTEN.....	14

13. PROVISIONS TO BE INCLUDED IN ORGANIZATIONAL DOCUMENTS TO SATISFY REQUIREMENTS OF 501(c )3 OF THE INTERNAL REVENUE CODE.....	14
13.1 Powers.....	15
13.2 Limitations.....	16
13.3 Further Details.....	16
13.4 No Personal Liability.....	17
13.5 Indemnity.....	17

## **Name**

This organization shall be an incorporated association, not for profit. The name of the Corporation shall be FRIENDS OF BREVARD LACROSSE, INC.

## **Purposes**

The purposes of the Corporation shall be:

1. To promote the development and growth of the sport of boys and girls lacrosse through the formation of high school lacrosse teams in Brevard County Public Schools and the affiliation of such high school lacrosse leagues with U.S. Lacrosse, Inc. and the FHSAA.
2. To promote and develop knowledge of the rules and skills of lacrosse through the operation of a high school lacrosse support group;
3. To promote and develop the qualities of sportsmanship, teamwork, and respect for coaches, officials and players, through the participation of boys and girls in high school lacrosse;
4. 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 in the sport of lacrosse, with an emphasis on the positive qualities of sportsmanship, teamwork, and the building of character; and
5. To serve as a central repository for collecting, maintaining, and dispersing finances of all individually collected funds of participating schools. Each member's finances shall be self-funded and maintained individually within the collective.
6. In general to do all things as may be appropriate to promote and accomplish any of the foregoing purposes including fund raising and promotion of the sport so that all high schools with sufficient interest in lacrosse can each have a boys and girls team.

## **Location**

The mailing address of the Corporation shall be:

Friends of Brevard Lacrosse  
P.O. Box 411665  
Melbourne, FL.  
32941-1665

The Directors may change the mailing address in such manner as is in accordance with the laws of such jurisdiction of organization of the Corporation.

## **Fiscal Year**

The fiscal year of the Corporation shall, unless otherwise decided by the Directors, be from the first day of July to the 30th day of June in each year.

## **2. VOTING MEMBERS**

The board shall comprise the voting members of the corporation for all business purposes and there shall be no shareholders of the corporation.

### **3. NONVOTING MEMBERS**

#### **3.1 Program Members**

Each high school lacrosse program admitted by the Board of Directors to membership in the Corporation shall constitute a nonvoting member of the Corporation (a "Program Member"). Except, each Member School Program Director or Program Members School Committee Member may vote for the Board of Directors (except President which will be elected by the prior year's Board) at the annual meeting or special meeting. (Each member school will have 1 vote)

The following requirements and rights shall be applicable to the admission by the Board of Directors of a Program Member to the Corporation;

#### **3.2 Eligibility**

Any Brevard Public High School shall be eligible for admission to the Corporation as a Program Member if such school has an active boys or girl's high school lacrosse program. The high school lacrosse program shall be active if the school allows one or more boys and girls high school lacrosse teams that actively participate or will actively participate in games involving high school lacrosse programs sponsored by other high schools sanctioned by the FHSAA. In order to be eligible for membership in the Corporation as a Program Member, any such high school lacrosse program shall include boys and girls in grades nine through twelve (excepting schools classified as junior/senior high schools) subject to the current cooperative agreement with the Brevard County School Board.

#### **3.3 Additional Members**

Notwithstanding the foregoing, the Board of Directors expressly reserves the right from time to time to admit as a Program Member of the Corporation another high school lacrosse program as the Board of Directors may determine satisfies generally the requirements for membership as a Program Member even though such high school lacrosse program is not sanctioned but in development.

#### **3.4 Payment**

The Board of Directors requires the payment by each Program Member based on their number of players in an annual membership. The fee amount will be established by the Board of Directors. Decision regarding membership fees and the amount of the membership shall be determined by the Board of Directors.

#### **3.5 Other Criteria**

Each Program Member shall be responsible for providing sufficient fundraising opportunities for all players to "earn" costs/fees associated with his or her participation. The Board of Directors shall be entitled to establish such other criteria and qualifications for membership in the Corporation, as a Program Member, as the Board of Directors may deem necessary.

#### **3.6 Removal**

The Board of Directors may remove any Program Member from membership in the Corporation with or without cause at any time. Any proposed removal of a Program Member from membership in the Corporation with cause shall require that the Program Member be provided with reasonable notice and an opportunity to be heard. Any decision to remove a Program Member from membership in the Corporation, either with or without cause, shall constitute a Major Decision.

### **3.7 Other Members**

The Directors may designate certain persons or groups of persons as nonvoting members from time to time, and the Directors may confer upon nonvoting members such powers, rights or responsibilities, individually or in groups, as they deem necessary or appropriate.

## **4 BOARD OF DIRECTORS**

The Board of Directors is comprised of: President, Immediate Past President, Vice President, Treasurer, Secretary, General Counsel, Advisory Committee Chairman, Fundraising/Grant Coordinator, Public Relations/Web Promotion Coordinator, and High School Expansion Coordinator. The Executive Board shall consist of the Officers of the Corporation along with the General Counsel. The Executive Board shall conduct all matters of the Corporation allowable by law and not otherwise restricted by these bylaws. The Executive Board shall meet at the request of any Officer or the General Counsel with no less than 4 days notice unless waived by all Executive Board Members.

President of the Board must have served a minimum of one year on the Board of Directors in a voting board position. Only the current year Board of Directors members may vote for the President. After the President is elected in August of each year from the current Board, he or she shall conduct the election for the following year at the annual election meeting. Prior to the annual election meeting, the President will call for candidates and a slate of candidates will be presented at the annual election meeting. The President shall also take any nominations from the floor at the annual election meeting and remove the contested position from the slate and the contested position will be voted on separately. If there is no opposition the slate will be voted on as a group.

### **4.1 Number and Tenure**

The Directors shall fix the number of Directors at their annual meeting or special meeting. Each Director shall hold office until the next annual meeting of Directors that coincides with the end of his or her term and until his or her successor is appointed and qualified, or until such Director dies, resigns, is removed or becomes disqualified.

### **4.2 Powers**

The affairs of the Corporation shall be managed by the Directors who shall have and may exercise all the powers of the Corporation.

### **4.3 Program Members Advisory Committee**

There shall be a Program Members Advisory Committee composed of one representative from each school. All Committee Members shall be affiliated in some manner with a Program Member School. The Program Director of each school advisory committee shall appoint a member to the Program Members Advisory Committee, the Director may appoint themselves and serve on the Committee. A Chairman of the Program Members Advisory Committee shall be elected as a member of the Board of Directors. The Program Members Advisory Committee shall make the following recommendations to the Board of Directors:

- The requirements for a lacrosse program to become a Program Member.
- Any variances with respect to any such age requirements.
- Membership fees.



- Rules of conduct for coaches and players participating in H.S. lacrosse games.
- Each Member School Program Director or Program Members School Committee Member may vote for the Board of Directors (except President which will be elected by the prior year's Board) at the annual meeting or special meeting. (Each member school will have 1 vote)
- Noncompliance by a team with the membership and conduct requirements.
- Any other items of interest to the member school.

#### **4.4 Additional Committees**

The Board of Directors may appoint such additional committees as in his or her judgment in the way that it may be necessary or appropriate for the conduct of the business and affairs of the Corporation.

#### **4.5 Committees Generally**

Each Committee may elect a Vice Chairman. Unless otherwise expressly provided in these By-Laws, a majority of the members of each Committee shall constitute a quorum for the transaction of business. The secretary of each Committee or, in the absence of the secretary, a temporary secretary appointed by the Chairman of the Committee, shall keep a true record of all proceedings, and such record shall always be open for the inspection of any Director. A vacancy in any Committee occasioned by the death, resignation, inability, or refusal of a member to serve may be filled by an appointment by the president. Any member of the Board of Directors shall be entitled to attend any Committee Meeting, and each Committee shall provide to the secretary a schedule of its meetings which shall be made available to any member of the Board of Directors.

#### **4.6 Suspension or Removal**

A Director may be suspended or removed with cause by vote of a majority of the Directors then in office. A Director may be removed with cause only after reasonable notice and opportunity to be heard.

#### **4.7 Resignation**

A Director may resign by delivering his or her written resignation to the president, treasurer or secretary of the Corporation, to a meeting of the members or Directors or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

#### **4.8 Vacancies**

Any vacancy in the Board of Directors shall be filled by the Board of Directors and the program members entitled to vote for the Director whose death, resignation, removal, or disqualification creates the vacancy. Each successor shall hold office for the unexpired term or until he or she dies, resigns, is removed or becomes disqualified. The Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

### **5. Meetings**

#### **5.1 Regular Meetings**

At least four (4) regular meetings of the Directors shall be held each year. The first regular meeting of the Directors shall be held prior to the beginning of league play, on such date and at such time as shall be determined by the President. The second regular meeting of the Directors shall be held following

the end of each lacrosse season, at such time and on such date as shall be determined by the President. Additional meetings shall be set by the President or other Directors.

## **5.2 Special Meetings**

Special meetings of the Directors may be held at any time and at any place when called by the president or by two or more Directors.

## **5.3 Call or Notice for Regular Meetings**

No call or notice shall be required for regular meetings of Directors, provided that reasonable notice:

- (i) of the first regular meeting following the determination by the Directors of the times and places for regular meetings shall be given to absent members;
- (ii) specifying the purposes of a regular meeting shall be given to each Director if either contracts or transactions of the Corporation with interested persons or amendments to these by-laws are to be considered at the meeting; and
- (iii) shall be given as otherwise required by law, the articles of organization, or these by-laws.

## **5.3 Call or Notice for Special Meetings**

Reasonable notice of the time and place of special meetings of the Directors shall be given to each Director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the articles of organization, or these by-laws or unless there is to be considered at the meeting:

- (i) contracts or transactions of the Corporation with interested persons;
- (ii) amendments to these by-laws;
- (iii) an increase or decrease in the number of Directors; or
- (iv) removal or suspension of a Director.

## **5.5 Reasonable and Sufficient Notice**

Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a Director to send notice by mail or email at least four (4) days addressed to him at his usual or last known business or residence address or to give notice to him in person or by telephone at least forty-eight (48) hours before the meeting.

## **5.6 Waiver of Notice**

Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by him (or his attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

## **5.7 Quorum**

At any meeting of the Directors a majority of the Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

## **5.8 Action by Vote**

When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, including election of officers which shall take place between August 15<sup>th</sup> and September 30<sup>th</sup> of each year after the Program Members Committee votes have taken place, unless otherwise provided by law, the articles of organization, or these by-laws. Roberts Rules of Order shall be utilized to conduct meetings in an orderly fashion.

All votes will be by raised hand or secret ballot at the discretion of the President. The person receiving the majority of the votes will be declared the winner. Ties will be decided by the President.

Upon certification of the vote by the current Officers, the newly elected board will be seated. The newly elected board will then select a temporary chairperson who will conduct an election of the executive board from its members.

### **5.9 Action by Writing**

Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

### **5.10 Compensation**

Directors shall not be entitled to receive compensation for their services as Directors. Directors shall not be precluded from serving the Corporation in any other capacity and receiving compensation for any such services.

## **6. OFFICERS AND AGENTS**

### **6.1 Number and Qualification**

The officers of the Corporation shall be the elected president, immediate past-president, a vice president, general counsel, treasurer and secretary, together with such other officers, if any, as the Directors may determine. The secretary shall be a resident of the state where this corporation is organized unless the Corporation has a resident agent duly appointed for the purpose of service of process. A person may not hold more than one office at the same time. If required by the Directors, any officer shall give the Corporation a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the Directors.

### **6.2 Tenure**

The president, treasurer, each vice president and the secretary shall be elected by the Directors at the annual meeting of the Board of Directors that coincides with the end of his or her term.

The president, vice president, and secretary shall each hold office for a term of one year. The Treasurer shall hold office for a 2 year term. Each may be reelected for a maximum of two additional consecutive terms for a maximum of 3 consecutive 1 year terms. After a full year off the board, they may again be elected to an annual term, with two consecutive terms maximum with this process repeating itself with at least 1 year out of office before being reelected. If an officer is appointed or elected to serve out an existing term for an officer who cannot fill his/her term, the time of the newly appointed officer shall not count against the two term maximum. Any other officer shall hold office for a term of one year, unless a shorter period shall have been specified by the terms of his or her election or appointment, or in each case until her or she dies, resigns, is removed, or becomes disqualified. Each agent shall retain his or her authority at the pleasure of the Directors.

The Executive Board shall consist of the Officers of the Corporation along with the General Counsel. The Executive Board shall conduct all matters of the Corporation allowable by law and not otherwise restricted by these bylaws. The Executive Board shall meet at the request of any Officer or the General Counsel with no less than 4 days notice unless waived by all Executive Board Members.

### **6.3 President**

The president shall preside at all meetings of the Directors, except as the Directors shall otherwise determine, and shall have such other powers and duties as may be determined by the Directors.

### **6.3 (i) Immediate Past President**

The Immediate Past President provides advice and leadership to the Board of Directors regarding past practices and other matters to assist the Board in governing the Association. The Immediate Past President supports the president and the President-Elect on an as-needed basis.

### **6.4 Treasurer**

The treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. The treasurer shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. The treasurer shall have such other duties and powers as designated by the Directors.

### **6.5 Vice President**

The vice president shall preside at meetings of the Directors in the absence of the president. The vice president shall have and may exercise such other duties and powers as may be designated by the Directors. The vice president shall have and may exercise all of the powers and duties of the president during the absence of the president or in the event of the inability of the president to act, except as otherwise determined by the Directors.

### **6.6 General Counsel**

The General Counsel shall be responsible for contract compliance on all levels, insure corporate and state compliance, General Counsel will provide advice on legal responsibilities and the legal environment. The General Counsel serves at the pleasure and direction of the President.

### **6.7 Secretary**

The secretary shall record and maintain records of all proceedings of the members and Directors in a book or series of books kept for that purpose. Upon request, the book(s) shall be made available for inspection by any member. The book(s) shall also contain records of all meetings of incorporators and the original, or attested copies, of the articles of organization and by-laws and names of all members and Directors and the address of each. If the secretary is absent from any meeting of members or Directors, a temporary secretary chosen at the meeting shall exercise the duties of the secretary at the meeting.

### **6.8 Public Relations/Web Promotion Social Media Coordinator**

The Coordinator will be responsible for increasing the awareness of FBL and its mission, generate publicity, update and promote FBL's web presence, handle press releases, advertising and all media matters as directed by the Board.

### **6.9 Chairman of the Program Members' Advisory Committee**

The **Chairman of the Program Members' Advisory Committee** will meet with the Program Members' Advisory Committee in order to coordinate and provide uniformity in fundraising activities, equipment/uniform purchases, and to develop an overall strategy to carry out the goals and functions of FBL and to communicate the direction and activities of the board. The **Chairman of the Program Members' Advisory Committee** shall report back to the full board on any issues raised at the program members' level that need to be addressed by the board.

### **6.10 Fundraising/Grant Coordinator**

The coordinator will be responsible for applying for grants and coordinating, designing and implementing fundraising opportunities for FBL. Additionally, the coordinator will be responsible for offering guidance and direction to related booster clubs regarding fundraising opportunities and techniques.

### **6.11 Suspension or Removal**

An officer may be suspended or removed with cause by vote of a majority of Directors then in office at any special meeting called for such purpose. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

### **6.12 Resignation**

An officer may resign by delivering his written resignation to the president, treasurer or secretary of the Corporation, to a meeting of the members or Directors, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

### **6.13 Vacancies**

If the office of any officer becomes vacant, the Directors may elect a successor. Each such successor shall hold office for the unexpired term, and in the case of the president, treasurer, and secretary until his successor is elected and qualified, or in each case until he dies, resigns, is removed or becomes disqualified.

## **7. EXECUTION OF PAPERS**

Except as the Directors may generally or in particular cases authorize the execution thereof in some manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the president, by the treasurer, or by the vice president and chief financial officer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by two of its officers, of whom one is the president or a vice-president and the other is a treasurer or an assistant treasurer, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the articles of organization, by-laws, resolutions, or votes of the Corporation.

## **8. PERSONAL LIABILITY**

The Directors and officers of the Corporation shall not be personally liable for any debt, liability, or obligation of the Corporation. All persons, Corporations, or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

## **9. INDEMNIFICATION**

The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, is not affected thereby, indemnify each of its Directors, officers, employees and other agents (including persons who serve at its request as Directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a Director, officer, employee or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such Director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the Directors then in office; or (b) by a majority of the disinterested Directors then in office, provided that there has been obtained an

opinion in writing of independent legal counsel to the effect that such Director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation; or (c) by a majority of the disinterested members entitled to vote, voting as a single class. Expenses including counsel fees, reasonably incurred by any such Director, officer, Director, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if he shall be adjudicated to be not entitled to indemnification under applicable state law. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "Director", "officer", "employee", and "agent" include their respective heirs, executors and administrators, and an "interested" Director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

#### **10. GENDER**

The use of the masculine herein shall also refer to the feminine, unless otherwise expressly provided, and the use of the singular herein shall also refer to the plural, unless the context otherwise requires.

#### **11. AMENDMENTS**

These By-laws may be amended or repealed in whole or in part at any annual, regular, or special meeting of the Board of Directors by a vote of the majority of the members of the Board of Directors present and voting at any such meeting. Notice of a proposed amendment or repeal of these By-laws in whole or in part shall be mailed to all Directors at least seven (7) days prior to the date of any such meeting.

#### **12. INTERPRETATION OF WRITTEN**

The use of the word "written" in these bylaws shall be satisfied by electronic means of written communication, in keeping with the times.

#### **13. PROVISIONS TO BE INCLUDED IN ORGANIZATIONAL DOCUMENTS TO SATISFY REQUIREMENTS OF 501(c)(3) OF THE INTERNAL REVENUE CODE**

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. References to specific IRS section numbers may be preempted as the required sections may change per the Internal Revenue Code:

##### **13.1 Powers**

- (i) 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;
- (ii) 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;(iii) 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;
- (iii) 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;

- (iv) 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;
- (v) 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;
- (vi) The Corporation may be an incorporator of other corporations of any type or kind;
- (vii) The Corporation may be a partner in any business enterprise which it would have power to conduct by itself;
- (viii) 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;

Meetings of the members may be held anywhere in the United States; 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,

- (1) and no contract, transaction, or act shall in any way be invalidated or otherwise affected by that fact;
- (2) 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
- (3) 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
- (4) 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.

### **13.2 Limitations**

Notwithstanding any powers granted to this Corporation by these Articles, its by-laws or by applicable law the following limitations upon said powers shall apply and be paramount:

- (i) No part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer of the Corporation, or any private individual; provided, however, that reasonable compensation

may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes. No member, director, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

(ii) No substantial part of the activities of the Corporation shall involve the dissemination of propaganda or otherwise attempting to influence legislation;

(iii) 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;

(iv) Notwithstanding any other provision of these Articles of Organization, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or by an organization to which contributions are deductible under Sections 170(c)(2) and 2055(a) of the Internal Revenue Code; and

(v) Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to such organizations which then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code as the board of directors may decide.

### **13.3 Further Details**

(i) The Corporation will distribute its income for each tax 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 Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws;

(ii) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws;

(iii) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws;

(iv) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws; and

(v) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws.

### **13.4 No Personal Liability**

The directors and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

### **13.5 Indemnity**

The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its directors, officers, employees and other agents (including persons who serve at its request as directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the



defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director, officer, employee or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification:

- (i) by a disinterested majority of the directors then in office; or
- (ii) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation.

Expenses including counsel fees, reasonably incurred by any such director, officer, trustee, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if he shall be adjudicated to be not entitled to indemnification under applicable state law. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled.

Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "director", "officer", "employee", and "agent" include their respective heirs, executors and administrators, and an "interested" director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending. All references to the "Internal Revenue Code" shall be deemed to refer to the Internal Revenue Code now or hereafter in effect and the regulations promulgated thereunder or corresponding provisions of any subsequent Federal tax laws.