



BYLAWS OF THE NASHVILLE ELITE HOCKEY CLUB, INC

Amended February 16, 2019

These Bylaws shall regulate the business and affairs of the Nashville Elite Hockey Club, Inc. (herein called the "Corporation"), doing business as the Nashville Jr. Predators Hockey Club ("NJP").

ARTICLE 1. NAME

1.1 Name. The name of this Corporation is the Nashville Elite Hockey Club, Inc. which is a Tennessee not-for-profit corporation exempt from income tax under Internal Revenue Service Code of 1986, as amended, Section 501 (C) (3), doing business as the Nashville Jr. Predators Hockey Club.

ARTICLE 2. PURPOSE AND ADMINISTRATION OF FUNDS

2.1 Purposes. The purposes of the Corporation are as follows:

- (a) To organize participants in hockey into teams and leagues for competition, primarily in the fall and winter seasons and to provide coaching and other activities necessary for orderly participation in such hockey experience;
- (b) To associate with other hockey and student-athlete development focused organizations to improve youth hockey development programs and create additional opportunities for access to hockey training and development of student-athletes;
- (c) To manage a Tier 1 and Tier 2 youth hockey program that is highly competitive and as affordable as possible to those who participate;
- (d) To develop, implement, and maintain a Screening and Abuse Policy, including, but not limited to, the USA Hockey SafeSport Policy, which is incorporated herein as Addendum A;
- (e) To establish and implement a series of guidelines, including, but not limited to, the legislation enacted by the Tennessee General Assembly, Public Chapter 148, which is incorporated herein as Addendum B. Public Chapter 148 became effective January 1, 2014, and is designed to inform and educate coaches, athletes and other adults involved in youth sport about the nature, risk and symptoms of concussion and head injury in order to reduce the incidence of injury due to head trauma; and
- (f) To support and implement other policies to further the safety of participants and to maintain focus on academic standards for the student-athletes through an academic policy.

2.2 Administration of Funds. In the event the Corporation is a private foundation within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended (the "Code") for a taxable year, the Corporation: (a) shall distribute its income for each tax year in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws; (b) shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws; (c) shall not retain any excess business holdings, as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws; (d) shall not make any



investments in a manner that would incur tax liability under Section 4944 of the Code, or corresponding provisions of any later federal tax laws; and (e) shall not make any taxable expenditures, as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

In order fully to effectuate the provisions of this Section, the Corporation shall adopt such procedures, and shall otherwise adhere to such administrative requirements as may from time to time be necessary, in order fully to comply with all applicable federal tax laws and regulations.

2.3 Prohibitions. The Corporation is not formed for financial or pecuniary gain, and no part of the assets, income, or profits of the Corporation shall be distributable to, or inure to, the benefit of its members, directors, officers, or any other private person, except as provided herein as reimbursement for reasonable expenses on behalf of the Corporation, and except to make payments and distributions in furtherance of the purposes of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and no part of the activities of the Corporation shall be the participation in, or intervention in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office. In no event shall any gift or bequest of property be received or accepted by the Corporation if such gift or bequest is conditioned or limited in such manner as to require the disposition of its income or principal to any person or organization other than in accordance with its purposes.

2.4 Dissolution of the Corporation. The Board of Directors shall have the authority to dissolve the Corporation at any time that, by an affirmative vote of a majority of the Board, it deems such dissolution appropriate or advisable. In such event, after paying, or making provision for the payment of, all liabilities of the Corporation then outstanding and unpaid, the Board of Directors shall distribute the assets of the Corporation to one or more organizations then described under Section 501(c)(3) and Section 509(a)(1), Section 509(a)(2), Section 509(a)(3), or Section 4940(d)(2) of the Code, or any corresponding provision of any future federal tax laws, as the Board of Directors shall determine, to be used for charitable, religious or educational purposes within the meaning of Section 501(c)(3) of the Code consistent with the purposes of the Corporation. Any assets not so disposed of by the Board of Directors shall be disposed of by a court having equity jurisdiction in the county in which the principal office of the Corporation is then located, with the distribution of assets to be made to such organization or organizations which are organized and operated exclusively for charitable, religious or educational purposes, within the meaning of Section 501(c)(3) of the Code, or any corresponding provision of any future federal tax laws, as such court shall determine.

ARTICLE 3. DIRECTORS

3.1 General Powers. The business and affairs of the Corporation shall be supervised and directed by its Board of Directors (the "Board"), each volunteer member of which shall have voting rights. The Board shall exercise, in the name of and on behalf of the Corporation, all of the rights and privileges legally exercisable by the Corporation, except as may otherwise be provided by law or these Bylaws. The Board may delegate via contract or resolution any of its enumerated responsibilities or any of those responsibilities delegated to any director of the Board as it deems necessary. In addition, without limiting the foregoing, the Board shall be authorized and empowered:



- (a) To employ such persons or contract with other entities as in its opinion are needed for the administration of the Corporation and to pay reasonable compensation for services and expenses thereof;
- (b) To receive, accept, administer, invest and distribute on behalf of the Corporation property gifted or bequeathed to the Corporation in accordance with the provisions set forth in these Bylaws; and
- (c) To make distributions of income and principal in furtherance of the Corporation's purposes in such amounts and proportions as the Board, in its discretion, shall determine.

3.2 Number, Eligibility, Tenure, and Qualifications.

- (a) Number of Directors. The number of the members of the Board shall be three (3). However, the number of directors may be increased or decreased from time to time by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of an incumbent director or reducing the number of directors below three (3), unless agreed to via unanimous decision.

(b) Nashville Predators Representative

The Nashville Predators Hockey Club will appoint, at its sole discretion, 1 member to serve on the board of the Corporation, as its President. Without limiting the scope of authority and responsibility of the appointed Board member, this Board member will function as the primary oversight of, as well as foster the relationship between, the Corporation and the Nashville Predators organization.

(c) Appointment and Election of Board Members

- a. The Nashville Predators representative is an appointed position and may change from time to time at the sole discretion of the Nashville Predators Hockey Club.
- b. Nominations to fill the other two Board positions that are expiring will be sought in January of each year. The members of the Board will review nominations and recommend a maximum of three (3) candidates for each position that is due to be filled. The Board will publicize proposed Board members and offer a period of comment and feedback prior to voting on new members.
- c. A special appointment of a new Board of Directors will coincide with the acceptance of these new Bylaws. Thereafter, Directors shall be elected for three (3) year terms.

The initial Board associated with the revised set of Bylaws shall be as illustrated below:

<u>Director</u>	<u>Initial term expires</u>	<u>Begin 3-year term</u>	<u>End 3-year term</u>
CHRIS THIESING	APRIL 2021	APRIL 2024	APRIL 2027
STEVE MILOSEVSKI	APRIL 2022	APRIL 2025	APRIL 2028
JACK BURK	APRIL 2023	APRIL 2026	APRIL 2029



- (d) Each Director shall hold office until his or her term shall have expired and his or her successor shall have been elected and qualified, or until his or her earlier resignation, removal from office, or death. A Director whose term has expired may succeed himself or herself.
- (e) Eligibility. Directors shall be natural persons who have attained the age of twenty-one (21) years but need not be residents of the State of Tennessee. Directors must not be parents of a current NJP player for the full duration of their term, failing which, said director shall be required to resign and be replaced as per section 3.14. Directors or their spouses must not be employees or independent contractors of the Corporation or other entities the Corporation contracts with to provide management or hockey programming services.

3.3 Limited Personal Liability. No current or former Director, or such person's heirs, executors, or administrators (hereinafter collectively referred to for purposes of this Section as a "Director"), shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a Director. However, this provision shall not eliminate or limit the liability of a Director: (a) for any breach of a Director's duty of loyalty to the Corporation; or (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

No repeal or modification of the provisions of this Section, either directly or by the adoption of a provision inconsistent with the provisions of this Section, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

3.4 Advisory Members. The Board may appoint advisory members from time to time, who may attend, without vote, meetings of the Board. Advisory members shall serve at the pleasure of the Board and shall advise and counsel the Board on appropriate matters as requested by the Board.

3.5 Regular Meeting. Regular meetings of the Board shall be held at such time and date as shall be determined by the Board. Regular meetings of the Board shall be held as needed, with meetings held on at least a quarterly basis.

3.6 Annual Meeting. The annual meeting of the Board shall be held at such time and date as shall be determined by the Board. The purpose of the annual meeting shall be to recognize new directors and transact such other business as may properly be brought before the meeting. If the directors are not elected or appointed on the day herein designated for any annual meeting of the Board, or at any adjournment thereof, the Board shall cause a special meeting of the Board to be held as soon thereafter as may be convenient for such purpose.

3.7 Special Meetings. Special meetings of the Board may be called at the request of the Board.

3.8 Notices. Notice of the time and place of each annual or special meeting shall be given to each Director by the Secretary or by the person or persons calling such meeting. Notice of each annual and special meeting shall be given no less than seven (7) days prior thereto. The business to be transacted at, or the purpose of, any special meeting of the Board must be specified in the notice of such meeting. The attendance of a Director at a 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 was not lawfully called or convened.

3.9 Quorum and Participation. A majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board. The members of the Board, or any committee designated by the Board, may participate in a meeting of the Board, or of such committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another; and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. The Board shall be promptly furnished a copy of the minutes of the meetings of the Board.

3.10 Manner of Acting. Each Director shall be entitled to one (1) vote upon any matter properly submitted for a vote to the Board. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, except as may otherwise be specifically provided by law, by the Charter, or by these Bylaws.

3.11 Action without a Meeting. Any action required or permitted to be taken at a meeting by the Board, or by any committee thereof, may be taken without a meeting if all voting members of the Board or committee thereof as the case may be, consent in writing to taking such action without a meeting. If all members entitled to vote on the action shall consent in writing to taking such action without a meeting, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting shall be the act of the Board or committee thereof as the case may be. The action must be evidenced by one (1) or more written consents describing the action taken, signed in one (1) or more counterparts by each member entitled to vote on the action, indicating each signing member's vote or abstention on the action taken. All such written consents and actions shall be filed with the minutes of the proceedings of the Board, or committee thereof. A consent signed under this Section shall have the same force and effect as a meeting vote of the Board, or any committee thereof, and may be described as such in any document.

3.12 Presumption of Assent. A Director who is present at a meeting of the Board at which action on any Corporation matter is taken shall be presumed to have assented to the action taken, unless such Director's dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or forward such dissent by certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

3.13 Resignation. A Director may resign his or her membership at any time by tendering his or her resignation in writing to the President or, in the case of the resignation of the President, to the Secretary. A resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the resignation by the Corporation at its principal place of business.

3.14 Removal. The members of the Board may remove an elected Director with or without cause, by a unanimous vote (excluding the vote of the director subject to removal).

3.15 Vacancies. Any vacancy occurring in the Board shall be filled by a vote of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.



3.16 Conduct of Directors. It is the duty and responsibility of each Director to conduct him/herself in a manner that reflects credit on the Corporation, its members as well as USA Hockey. Every Director of the Corporation shall respect the confidentiality of all matters brought before the Board. Conduct of any Director found to be a discredit to the interest of the Corporation or refusal to render reasonable assistance in carrying out the purpose of the Corporation, shall be grounds for immediate removal as a Director in accordance with the procedure of Section 3.13.

ARTICLE 4. OFFICERS AND COMMITTEES

4.1 Designation. The principal officers of the Corporation shall consist of the President, Vice-President and Secretary/Treasurer.

4.2 Election; Term of Office. The Corporation's Officers shall be elected by the Board at its first meeting. After the initial election of the officers, each position shall be filed by a majority vote of the Board each calendar year.

4.3 Duties of the Officers.

(a) President (Nashville Predators Hockey Club Appointee)

The President shall be the principal executive officer of the Corporation. The President shall, when present, preside at all meetings of the Board and shall, in general, perform all of the duties, and have all of the authority, incident to the office of the chief executive officer of a corporation, and such other duties as may from time to time be prescribed by the Board. The President may sign, with the Secretary/Treasurer there unto authorized by the Board: deeds, mortgages, bonds, contracts, checks or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or these Bylaws to some other director or agent of the Corporation, or shall be required by law to be otherwise signed or executed.

(b) Vice President

The Vice President shall be the primary oversight and administrator of the contract with Total Package Hockey (TPH). The Vice President shall work with their Director of Hockey Operations to make sure coaches meet all applicable qualifications, certifications and are held to the letter of the Code of Conduct. The Vice President shall assist the President with all association matters and duties.

(c) Secretary/Treasurer

The Secretary/Treasurer shall keep the minutes of the proceedings of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the records; and keep a register of the post office address of each member of the Board, which address shall be furnished to the Secretary/Treasurer by each Director.

The Secretary/Treasurer shall also have charge and custody of and be responsible for all funds and securities of the Corporation; shall be responsible for receivables and receipts from monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board; shall sign checks

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with the President as deemed necessary; shall be responsible for filing all required financial statements, returns or other documents as may be required by government agencies to which the Corporation has responsibility; shall prepare, maintain and distribute the Corporation financial reports to the Board; shall prepare an annual budget for the Corporation; shall ensure that an audit of the Corporation financial records is completed as required by law or as requested by action of the Board and ensure that the Corporation nonprofit status with Federal and State authorities is maintained; shall perform such other duties as may be prescribed by the Board or the President from time to time.

4.4 Vacancies. Should the office of President become vacant, the Nashville Predators Hockey Club shall appoint a new President within forty-eight (48) hours.

4.5 Standing Committees. The Board may maintain such standing committees as it may determine from time to time to be necessary or desirable for its proper functioning. Such committees shall consist of one (1) or more members, shall be under the control and serve at the pleasure of the Board, shall have charge of such duties as may be assigned to them by the Board or these Bylaws, shall maintain a permanent record of their actions and proceedings, and shall regularly submit a report of their actions to the Board, which shall ratify the actions of each committee. The President, or the President's designee, shall serve on each committee as an ex-officio, non-voting, member. Such standing committees shall have such authority as may be stipulated by the Board.

4.6 Ad Hoc Committees. The President, with the approval of the Board as evidenced by resolution, may from time to time create such ad hoc committees as the President believes necessary or desirable to investigate matters or advise the Board. Ad hoc committees shall limit their activities to the accomplishment of the tasks for which created and shall have no power to act except as specifically conferred by resolution of the Board. Such committees shall operate until their tasks have been accomplished or until earlier discharged by the Board.

4.7 Parent Committee. After the selection of teams, the Board will establish a Parent Committee comprised exclusively of parents of currently enrolled NJP players. The Committee will consist of one parent representative from each representative age group within the organization, including midget, bantam, peewee, squirt and mite classifications. The purpose of this Committee is to serve as a liaison between the Board and the parents of the NJP players. All members of the Committee will serve a one (1) year term. The Committee will schedule and hold meetings as necessary and can request attendance at Board meetings to discuss issues brought to the Committees attention.

4.8 Fundraising Committee. The Board shall maintain a committee of parent volunteers to organize and execute regular fundraising efforts and events; Funds from these efforts will be kept in an account, separate from the General Operating Account, where they will be held solely for Financial Aid purposes of its members; Objective review of applicants will be conducted by the Board of Directors with absolute confidentiality; Grants will be awarded by discounts to season fees and offset by transfer of funds from Fundraising to General accounts.



ARTICLE 5. CONTRACTS, LOANS, CHECKS, DEPOSITS, INVESTMENTS

5.1 Contracts and Employment of Agents. The Board may authorize any Director or agent to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of the Corporation. The Board shall be specifically authorized, in its sole discretion, to employ and to pay the compensation of such agents, accountants, custodians, experts, scholarship consultants and other counsel, legal, investment or otherwise, as the Board shall deem advisable, and to delegate discretionary powers to, and rely upon information furnished by, such individuals or entities. Such authority may be general or confined to specific instances.

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

5.3 Checks. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by 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.

5.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation with such banks, trust companies, brokerage accounts, investment managers, or other depositories as the Board may from time to time select.

5.5 Investment Authority. The Board shall be authorized to retain assets distributed to it, even though such assets may constitute an over-concentration in one or more similar investments. Further, the Board shall have the authority to make investments in unproductive property, or to hold unproductive property to the extent necessary until it can be converted into productive property at an appropriate time, provided the retention of such property is in the best interest of the Corporation and does not in any way jeopardize the tax-exempt status of the Corporation.

5.6 Property. All Corporation property shall be held in the name of Corporation.

ARTICLE 6. STANDARDS OF CONDUCT

6.1 Standards of Conduct. A Director of the Corporation shall discharge his or her duties as a Director, including duties as a member of a committee:

- (a) In good faith;
- (b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (c) In a manner he or she reasonably believes to be in the best interest of the Corporation.

6.2 Reliance on Third Parties. In discharging his or her duties, a Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- (a) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;



- (b) Legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or
- (c) With respect to a Director, a committee of the Board of which the Director is not a member, as to matters within its jurisdiction, if the Director or officer reasonably believes the committee merits confidence.

6.3 Bad Faith. A Director is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 6.2 unwarranted.

6.4 No Liability. A Director is not liable for any action taken, or any failure to take action, as a Director, if such Director performs the duties of his or her office in compliance with the provisions of this Article.

6.5 No Trustee. No Director shall be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

6.6 Prohibition on Loans. No loans or guarantees shall be made by the Corporation to its Directors. Any Director who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

6.7 Zero Tolerance. The Corporation adopts and endorses all policies contained in USA Hockey's SafeSport Program Handbook which contains the Organizations policies, and programs related to training screening and background checks, reporting response and monitoring and Supervision as well as the USA Hockey Zero Tolerance Policy.

http://assets.ngin.com/attachments/document/0042/6452/USA_Hockey_SafeSport_Program_Handbook.pdf

ARTICLE 7. CONFLICTS OF INTEREST

7.1 General. A conflict of interest transaction is a transaction with the Corporation in which a Director of the Corporation or his/her spouse has a direct or indirect interest. A Director of the Corporation has an indirect interest in a transaction if, but not only if, a party to the transaction is another entity in which the Director has a material interest, or of which the Director is a general partner, officer, or Director. A conflict of interest transaction is not voidable or the basis for imposing liability on the Director if the transaction was fair at the time it was entered into or if the transaction is approved as provided in Section 7.2.

7.2 Manner of Approval. The standard of behavior of the Corporation is that all directors, staff and volunteers scrupulously avoid conflicts of interest between the Nashville Elite Hockey Club on one hand and their personal, professional, and other business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest.

A transaction, or pending or potential transaction, in which a Director of the Corporation has a conflict of interest must be disclosed by said Director and may be approved if:

- (a) the material facts of the transaction and the interest of the Director or officer were disclosed or known to the Board, or to a committee consisting entirely of members of the Board, and the Board or such committee authorized, approved, or ratified the transaction; or



- (b) Approval is obtained from the Attorney General of the State of Tennessee, or from a court of record having equity jurisdiction in an action in which the Attorney General is joined as a party.

7.3 Quorum Requirements. For purposes of Section 7.2, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the members of the Board, or of a committee consisting entirely of members of the Board, who have no direct or indirect interest in the transaction; but a transaction may not be authorized, approved, or ratified under this Article by a single Director. A quorum is present for the purpose of taking action under this Article if a majority of the members of the Board who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction. The presence of, or vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under subsection 7.2(a) if the transaction is otherwise approved as provided in Section 7.2.

ARTICLE 8. INDEMNIFICATION

8.1 Mandatory Indemnification. The Corporation shall indemnify and advance expenses to any person who is or was a Director of the Corporation, or to such person's heirs, executors, administrators and legal representatives, for the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (any such action, suit or proceeding being hereinafter referred to for purposes of this Article as the "Proceeding"), to which such person was, is or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments, penalties and amounts paid in settlement thereof, subject to the following conditions:

- (a) The Proceeding was instituted by reason of the fact that such person is or was a Director of the Corporation; and
- (b) the Director conducted himself or herself in good faith, and he or she reasonably believed: (i) in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in its best interest; (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the Corporation; and
- (c) In the case of any criminal proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful.

The termination of a Proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Director or officer did not meet the standard of conduct herein described.

8.2 Permissive Indemnification. The Corporation may indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Corporation, or to such person's heirs, executors, administrators and legal representatives, to the same extent as set forth in Section 8.1 above, provided that the Proceeding was instituted by reason of the fact that such person is or was an employee or agent of the Corporation and met the standards of conduct set forth in Subsection 8.1(b) above. The Corporation also may indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Corporation to the extent,



consistent with public policy, as may be provided by these Bylaws, by contract, or by general or specific action of the Board.

8.3 Non-Exclusive Application. The rights to indemnification and advancement of expenses set forth in Sections 8.1 and 8.2 above are contractual between the Corporation and the person being indemnified, and such person's heirs, executors, administrators and legal representatives, and are not exclusive of other similar rights of indemnification or advancement of expenses to which such person may be entitled, whether by contract, by law, by a resolution of the Board, by these Bylaws, by the purchase and maintenance by the Corporation of insurance on behalf of a Director, employee, or agent of the Corporation, or by an agreement with the Corporation providing for such indemnification, all of which means of indemnification and advancement of expenses are hereby specifically authorized.

8.4 Non-Limiting Application. The provisions of this Article 8 shall not limit the power of the Corporation to pay or reimburse expenses incurred by a Director, employee, or agent of the Corporation in connection with such person's appearing as a witness in a Proceeding at a time when such person has not been made a named defendant or respondent to the Proceeding.

8.5 Prohibited Indemnification. Notwithstanding any other provision of this Article 8, the Corporation shall not indemnify or advance expenses to or on behalf of any Director, employee, or agent of the Corporation, or such person's heirs, executors, administrators or legal representatives:

- (a) if a judgment or other final adjudication adverse to such person establishes such person's liability for any breach of the duty of loyalty to the Corporation, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (b) In connection with a Proceeding by or in the right of the Corporation in which such person was adjudged liable to the Corporation; or
- (c) In connection with any other Proceeding charging improper personal benefit to such person, whether or not involving action in his or her official capacity, in which such person was adjudged liable on the basis that personal benefit was improperly received by him or her.

8.6 Repeal or Modification Not Retroactive. No repeal or modification of the provisions of this Article 8, either directly or by the adoption of a provision inconsistent with the provisions of this Article, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

ARTICLE 9. NOTICES AND WAIVER OF NOTICE

The notices provided for in these Bylaws shall be communicated in person, by telephone, facsimile, electronic or e-mail, or by mail or private carrier. Written notice is effective at the earliest of: (a) receipt; (b) five (5) days after its deposit in the United States mail, if mailed correctly addressed and with first-class postage affixed thereon; (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

Whenever any notice is required to be given to any Director, or committee member of the Corporation under the provisions of these Bylaws, the Charter, or the Act, 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. In addition, waiver of notice governed by Section 3.7 shall be effective under this Article 9.

ARTICLE 10. AMENDMENTS

These Bylaws may be altered, amended, or repealed, and new Bylaws adopted, upon the affirmative vote of two-thirds (2/3) of the Board at any meeting. No alteration, amendment, or repeal shall be made to the extent that such alteration, amendment, or repeal is inconsistent with Article 12 hereof. No amendment shall authorize the Board to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Code, as now in force or hereafter amended, nor shall any amendment authorize distributions for purposes other than those set forth in Section 2(a) hereto and in the Articles of Incorporation.

ARTICLE 11. EXEMPT STATUS

The Corporation has been organized and will be operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code and, as such, will be exempt from taxation under Section 501(a) of the Code. Any provision of these Bylaws which would in any manner adversely affect the Corporation's tax-exempt status shall be void and shall be deleted or modified as necessary to comply with all applicable federal and state requirements for the maintenance of the Corporation's tax-exempt status.

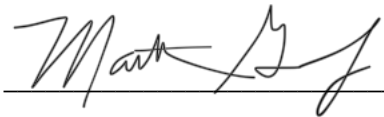
ARTICLE 12. ADDENDA

To the extent that the Corporation enacts or is required to implement certain additional guidelines and/or policies that govern the Corporation or the Board in a material manner, the Board shall have the discretion to incorporate said guidelines and/or policies into these Bylaws.

By affixing their respective signatures below, the Directors of the Corporation do hereby affirm and declare that these Bylaws, and all aforementioned addenda which are attached hereto, are adopted and shall be effective this 10th day of April, 2019.

ADOPTED & APPROVED:

BOARD OF TRUSTEES:

By: 

Matt Goudy, *President*

Date: February 17th, 2019