

Center Grove Girls Lacrosse, Inc.

BY-LAWS OF CENTER GROVE GIRLS LACROSSE, INC.

A NOT-FOR-PROFIT CORPORATION

August 2025

ARTICLE I

ORGANIZATION AND OFFICES

SECTION 1. NAME

The name of the organization shall be Center Grove Girls Lacrosse, Inc., hereinafter referred to as Center Grove Girls Lacrosse or the Corporation.

SECTION 2. OFFICES

A. The principal office of the Corporation is located in Johnson County, State of Indiana.

SECTION 3. CHANGE OF ADDRESS

The Board of Directors may change the principal office from time to time to a location within Johnson County, and such changes of address shall not be deemed, or require, an amendment of these Bylaws.

ARTICLE II

PURPOSES

SECTION 1. IRC SECTION 501(c)(3) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

SECTION 2. SPECIFIC PURPOSE, OBJECTIVES, ELIGIBILITY, AND MEANS

The specific objectives and purposes of this corporation are to develop and support a program that provides young women the opportunity to excel in competitive lacrosse in White River Township, Johnson County, Indiana.

A. Develop and maintain a properly supervised lacrosse league for female elementary, middle, and high school youth which emphasizes skill development, understanding the history, rules, & strategy of lacrosse, and development of athleticism.

B. Promote improved community relations by demonstrating an interest in the youth of our area.

C. Encourage physical and mental growth through keen competition.

D. Emphasize good citizenship and scholastic achievement.

E. Nurture good sportsmanship and a sense of fair play. The Corporation's primary affiliation is with Center Grove High School. However, the eligibility of individual participants shall be determined as follows:

A. Elementary and Middle School Students: subject to rules of the Indiana Youth Lacrosse Association (IYLA) or any successor organization, as well as other provisions of these Bylaws.

B. Girls High School students: subject to the rules of the Indiana Girls High School Lacrosse Association (INGLA) or any successor organization, Center Grove High School, and any other provisions of these Bylaws.

C. All participants shall: Be current members of USA Lacrosse.

Sign a written release of liability.

Have a parental consent form on file prior to the start of activities.

D. Any player injured during the season who requires medical attention shall provide a written release from their medical professional or a release from the Center Grove High School athletic training staff prior to returning to competition.

F. Players suffering or suspected of suffering concussions are prohibited from returning to play until they are released by a medical professional.

The means of providing such support may include, but not be limited to:

A. Providing adult volunteers to support all the teams related to Center Grove Girls Lacrosse.

B. Raising funds for team enhancements, attendance at tournaments and games, student scholarships, other items deemed appropriate by the Board of Directors and the coaching staff.

C. Developing a community among the students, parents, and coaches of the lacrosse program.

D. Raising awareness of, and increasing interest in lacrosse.

E. Being a contributing member of Center Grove High School and the community.

ARTICLE III

PARTICIPATION

SECTION 1. SUSPENSION OR TERMINATION OF PARTICIPATION

The Board of Directors, after due deliberation and upon a majority vote at a regular or special meeting, may restrict, suspend, or terminate the participation of any player or their parent/guardian in Center Grove Girls Lacrosse, Inc. activities for good cause. Good cause, as determined by the Board, may include, but is not limited to, non-payment of fees, violation of the published code of conduct of the Corporation, USA Lacrosse, Indiana Girls Lacrosse Association (INGLA), or Indiana Youth Lacrosse Association (IYLA), or conduct detrimental to the Corporation's mission, such as harassment of coaches or inciting conflicts among parents. Regarding non-payment of fees: A default in the payment of fees exceeding sixty (60) days shall constitute grounds for the Board to prohibit the player from participating in practices, games, or other activities until the account is current. If the account remains delinquent with no good faith effort by the parent/guardian to bring the account to a zero balance, the Board may terminate the player's participation. Prior to suspension or termination, the affected player or parent/guardian shall be notified in writing of the proposed action and provided a reasonable opportunity to be heard by the Board, unless immediate action is deemed necessary to protect the Corporation's interests.

SECTION 2. CODE OF CONDUCT

All players, parents/guardians, and coaches participating in Center Grove Girls Lacrosse, Inc. activities shall adhere to a code of conduct established by the Board of Directors, aligned with the Corporation's mission, USA Lacrosse, INGLA, and IYLA standards.

A. Content: The code of conduct shall outline expectations for sportsmanship, respect, and behavior, including but not limited to prohibitions on harassment, disruptive conduct, or actions undermining team unity or the Corporation's reputation.

B. Registration Requirement: All players and parents/guardians must acknowledge the code of conduct during online registration and submit a signed hard-copy USA Lacrosse liability waiver and code of conduct agreement before participating in practices or games. Coaches shall sign the code of conduct annually as a condition of their role.

C. Enforcement: Violations of the code of conduct may constitute good cause for suspension or termination under Section 1 of this Article. The Board, in collaboration with the Varsity Head Coach and Vice President of High School, shall investigate alleged violations and determine appropriate actions.

ARTICLE IV

MEETINGS

SECTION 1. PLACE OF MEETINGS

Meetings shall be held at such place as may be designated from time to time by resolution of the Board of Directors. All meetings of the Board of Directors shall occur within Johnson County, Indiana, or within a reasonable distance from Johnson County.

SECTION 2. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held monthly as designated by the Officers. Parents and legal guardians of players who participate in the Corporation may attend any Board meeting, but to manage the agenda, such persons should notify the President, via email, at least seven (7) days prior to the meeting, of any special topics they wish to discuss.

The regular meeting of the Board of Directors held in July of each year shall be considered the first meeting of the year. As such, nomination and appointment/reappointment of officers shall take place in this meeting. This shall be the last meeting that any current board member whose term is expiring will have voting privileges.

SECTION 3. SPECIAL MEETINGS

Special meetings may be called by the President, Vice President of High School, Vice President of Youth, Secretary, or by any three (3) officers or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Such a meeting shall be held at the place designated by the person or persons calling the special meeting. The purpose of the special meeting shall be designated at the time notice is provided to the Board and matters to be considered during the special meeting shall be limited to such designated purpose.

SECTION 4. EXECUTIVE SESSIONS

The Board may conduct an executive session, which excludes the presence of non-Board members except as necessary for the purposes of the executive session, during regular or special meetings solely for the following purposes:

- A. Discussion of planned, threatened, or pending litigation against or involving the Corporation.
- B. Discussion of alleged incidents of misconduct involving the Corporation, its officers, coaches, or participants.
- C. Interview prospective coaches or employees.

Prior to the initiation of the executive session, the Board shall state the purpose of the executive session.

SECTION 5. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- A. Regular Meetings: No notice need be given of any regular meeting of the Board of Directors.
- B. Special Meetings: The Secretary shall give prior notice to each director of each special meeting of the Board, with at least three (3) calendar days notice. Such notice shall be given in writing via email or any other written means.

SECTION 6. MEETING BY TELEPHONE OR SIMILAR COMMUNICATION EQUIPMENT

Any or all Board members may participate in and hold a meeting by means of conference telephone or other similar communications equipment where all persons participating in the meeting can simultaneously hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting. Minutes will be taken at such meetings and put in the official records.

SECTION 7. QUORUM FOR MEETINGS

A quorum shall consist of six (6) of the members of the Board of Directors. In the event that a member will be absent from a meeting in which a scheduled vote will take place, the member may cast a vote by proxy via email to all members prior to the meeting.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 8. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is an act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

Each member of the Board of Directors shall be entitled to one (1) vote.

SECTION 9. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Corporation or, in the President's absence, by the Vice President of High School or, in the absence of each of these persons, by the Vice President of Youth. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in the Secretary's absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Robert's Rules of Order shall govern meetings, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or provisions of law.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1. NUMBER

The Corporation shall have a minimum of nine (9) directors, collectively known as the Board of Directors (The Board). The Board shall consist of five (5) officers (President, Vice President of High School, Vice President of Youth, Secretary, Treasurer) and a minimum of four (4) non-officer directors (Director of IT, Director of Concessions, Director of Youth, Director of Fundraising) whose duties and responsibilities are outlined in Article VI. The Board shall strive to include non-officer directors to represent both youth and high school girls.

SECTION 2. QUALIFICATIONS

Directors shall be of the age of majority in this state, exhibit good standing in the community, and have demonstrated an interest in supporting Center Grove Girls Lacrosse.

Officers and directors are qualified to serve upon a simple majority vote of approval by the Board of Directors with a minimum of six votes in favor of approval.

SECTION 3. POWERS

Subject to the provisions of the laws of this state and any limitation in the Articles of Incorporation and these Bylaws, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. DUTIES

It shall be the duties of the directors to:

- A. Perform all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.
- B. Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe duties and fix the compensation, if any, of all officers, agents, and employees of the Corporation.
- C. Supervise all officers, agents, and employees of the Corporation to assure that their duties are performed properly.
- D. Adopt a budget by September 1st of each year and maintain supervision of said budget.
- E. Provide approval of any proposed expenditure that causes the annual approved budget to be exceeded by more than \$5,000 by a super-majority of not less than seven votes in favor of approval.
- F. Develop annual objectives and provide measurement of progress against said objectives.
- G. Meet at such times and places as required by these Bylaws.
- H. Maintain accurate physical and electronic mail addresses with the Secretary of the Corporation.
- I. Develop and post on the Corporation's website an annual report on the state of the Corporation no later than August 1st of each year.

SECTION 5. TERM OF OFFICE

Terms for new non-officer directors may begin at any time during the calendar year upon (1) submission of a board application, (2) nomination by a current director, and (3) majority approval by the Board of Directors with a minimum of six votes in favor of approval. Terms shall be for two (2) years or until a successor is appointed.

SECTION 6. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any director and (2) whenever the number of authorized directors is increased.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. Any director may resign by giving written notice to the President, Secretary, or Board of Directors, and such resignation shall be effective upon receipt of such notice or at any later date specified therein.

Any Director who cannot attend a scheduled Board meeting shall notify the President as to the reason for their absence. The Board may remove any members who have missed three (3) unexcused Board meetings without a legitimate excuse. After two (2) unexcused absences, the Director will lose their voting rights for one year.

The Board shall regularly seek replacements for board members. Upon filing an application, candidates that exhibit good standing in the community and have demonstrated an interest in supporting Center Grove Girls Lacrosse may be nominated by a Director on the Board. Non-officer Board members may be added at any time during the calendar year upon nomination and majority approval by the Board with a minimum of six votes in favor of approval.

ARTICLE VI

OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the Corporation shall be a President, a Vice President of High School, a Vice President of Youth, a Secretary, a Treasurer, a Director of IT, a Director of Concessions, a Director of Youth, a Director of Fundraising, a Varsity Head Coach, and an Assistant Coach. The Corporation may also have other such officers with such titles as may be determined from time to time by the Board of Directors.

SECTION 2. QUALIFICATIONS

Any person who meets the qualifications of a Director as set forth in Article V, Section 2, may serve as an officer of this Corporation.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors at the regular July meeting and each officer shall hold office for two (2) years or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time, by a majority vote of the Board with a minimum of six votes in favor of removal. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. PRESIDENT

The President shall:

- A. Act as chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers.
- B. Perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be prescribed from time to time by the Board of Directors.
- C. Preside at all meetings of the Board of Directors. In the case the President cannot preside at a specific meeting, the Vice President of High School shall preside.
- D. In the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments, which may from time to time be authorized by the Board of Directors except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws. Any expenditures which obligate the Corporation for up to \$500 may be authorized by the President alone. Any expenditures or instruments, which obligate the Corporation for more than \$500 and up to \$2,000 require authorization by a majority vote of the Board Officers. Any expenditure above and beyond \$2,000 requires authorization by a majority vote of the Board of Directors.

- E. Be a liaison between Center Grove Girls Lacrosse and Center Grove High School.
- F. Represent the Corporation at USA Lacrosse, Indiana Youth Lacrosse Association (IYLA), Indiana Girls Lacrosse Association (INGLA), activities and governance meetings.
- G. Vote as the authorized representative of the Corporation at USA Lacrosse, IYLA, and INGLA meetings.
- H. Report back to the Board of Directors on the plans of USA Lacrosse, IYLA, and INGLA.
- I. Arrange an appropriate substitute from the Board of Directors if unable to attend a USA Lacrosse, IYLA, or INGLA meeting.
- J. Fulfill duties related to officer vacancies on the Board of Directors (Article VI, Section 4).
- K. Oversee, support, and assist all officers and board members in their duties as needed.

SECTION 6. VICE PRESIDENT OF HIGH SCHOOL

The Vice President of High School shall:

- A. In the absence of the President, or in the event of his or her inability or refusal to act, 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.
- B. Send out weekly team communications to parents of high school players.
- C. Coordinate the high school field committee activities with the athletic department.
- D. Ensure bus transportation is obtained for all high school away games, in collaboration with the Varsity Head Coach.
- E. Ensure adequate volunteers and equipment are available at each high school home game.
- F. Be present on high school home game days as a representative to manage events and tasks, including payment of referees and a trainer.
- G. Ensure high school players do not practice until all required documentation and fees are collected, in accordance with Article III, Section 2.
- H. Provide feedback from parents, players, and coaches to the Board of Directors about the high school team experience.
- I. Act as a liaison between the Board and the high school coaching staff.

J. Manage the issuance and return of high school goalie gear, in collaboration with the Assistant Coach, maintaining a sign-out sheet.

K. Ensure the automated external defibrillator (AED) is in working condition at the high school field.

SECTION 7. VICE PRESIDENT OF YOUTH

The Vice President of Youth shall:

A. In the absence of the President and Vice President of High School, or in the event of their inability or refusal to act, 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.

B. Work to develop the youth team schedule by December 1st of each year.

C. Enter and maintain the practice and game schedules on the team communication website (e.g., GameChanger) for youth teams.

D. Coordinate with the Events Committee to plan professional team/individual picture days and yearbook creation for youth teams.

E. Coordinate youth field crew activities with the athletic department or other relevant entities.

F. Obtain bus transportation for all youth away games.

G. Ensure adequate volunteers and equipment are available at each youth home game.

H. Be present on youth home game days as a representative to manage events and tasks.

I. Ensure youth players do not practice until all required documentation and fees are collected, in accordance with Article III, Section 2.

J. Provide feedback from parents, players, and coaches to the Board of Directors about the youth team experience.

SECTION 8. SECRETARY

The Secretary shall:

A. Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

B. Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, recording therein the time and place of holding, whether

regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

C. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

D. Be custodian of the records and of the seal of the Corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Corporation.

E. Exhibit at all reasonable times to any director of the Corporation, or to his or her agent or attorney, on request therefor, the Bylaws, and the minutes of the proceedings of the directors of the Corporation.

F. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. TREASURER

The Treasurer shall:

A. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

B. Pay all bills and obligations of the Corporation as authorized by the Board or President.

C. Create an annual budget in collaboration with the Board of Directors, to be adopted by September 1st of each year.

D. Hire and oversee a bookkeeper to maintain accurate financial records, subject to Board approval (details to be revisited).

E. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.

F. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

G. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

H. Exhibit at all reasonable times the books of account and financial records to any director of the Corporation, or to his or her agent or attorney, on request therefor.

I. Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

J. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

K. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. DIRECTOR OF IT

The Director of IT shall:

A. Download and maintain team rosters on the USA Lacrosse portal.

B. Administer and maintain the Corporation's email accounts for Board and team communications.

C. Support the Board with technology-related needs, including registration systems and website updates.

SECTION 11. DIRECTOR OF CONCESSIONS

The Director of Concessions shall support both the youth and high school programs by managing all aspects of game day concessions operations. Duties shall include:

A. Manage all food, beverage, and paper product inventory by ordering and stocking supplies for youth and high school home games.

B. Organize and maintain all concessions-related equipment, including iPads, charging accessories, cash boxes, and signage.

C. Ensure cash boxes are stocked with a beginning balance of \$300 in \$1 and \$5 denominations before each game day.

D. Make cash deposits as needed at the designated Center Grove Everwise bank account and maintain accurate records of transactions.

- E. Send all receipts and deposit slips to the Treasurer and/or President, as directed, to support accurate financial tracking and reporting.
- F. Develop and oversee a volunteer committee to assist with opening and closing concession stands during game days.
- G. Coordinate with youth and high school team representatives to ensure adequate volunteer coverage for concessions and admissions via SignUpGenius or other scheduling tools.
- H. Maintain communication with team parents and directors regarding volunteer needs and shift coverage.
- I. Update, print, and laminate concession stand menus and pricing displays as needed for each season or event.
- J. Manage online ticket sales through the Square platform by ensuring each home game is entered into the system and the ticket link is shared with high school parents, coaches, and the visiting team.
- K. Collaborate with the Bantam football concession managers, boys youth lacrosse program, and other community sports organizations (e.g., softball) to coordinate shared field and concession responsibilities.
- L. Provide regular updates to the Board of Directors regarding concessions operations, volunteer engagement, and budgetary needs.
- M. Ensure all property of Center Grove Girls Lacrosse used in concessions is maintained and used solely for the official business of the Corporation.
- N. Comply with all applicable food handling and safety guidelines, as determined by the school or local governing authorities.

SECTION 12. DIRECTOR OF YOUTH

The Director of Youth shall:

- A. Support the Vice President of Youth in coordinating youth team activities.
- B. Work to develop the youth team schedule by December 1st of each year.
- C. Enter and maintain practice and game schedules on team communication platforms (e.g., GameChanger).
- D. Coordinate youth field crew activities with the athletic department or other relevant entities.

- E. Ensure adequate volunteers and equipment are available at each youth home game.
- F. Provide hard-copy USA Lacrosse liability waivers and code of conduct agreements to youth parents/guardians, ensuring compliance with Article III, Section 2.
- G. Provide feedback from parents, players, and coaches to the Board of Directors about the youth team experience.

SECTION 13. DIRECTOR OF FUNDRAISING

The Director of Fundraising shall:

- A. Develop and implement fundraising strategies to support team enhancements, tournaments, scholarships, and other Board-approved initiatives.
- B. Coordinate booster volunteering opportunities to engage parents and community members in fundraising activities.
- C. Provide regular updates to the Board of Directors on fundraising progress and financial contributions.
- D. Ensure all fundraising activities comply with the Corporation's 501(c)(3) status and applicable laws.

SECTION 14. VARSITY HEAD COACH

The Varsity Head Coach shall:

- A. Develop the high school team schedule by December 1st of each year.
- B. Enter the girls high school game schedule into the INGLA website.
- C. Enter games into the appropriate website system (e.g., ArbiterSports) to obtain licensed officials for each girls high school game.
- D. Obtain a certified athletic trainer to be present at all high school home games, in collaboration with the Vice President of High School.
- E. Ensure bus transportation is obtained for all high school away games, in collaboration with the Vice President of High School.
- F. Provide feedback from players and assistant coaches to the Vice President of High School for Board consideration.
- G. Ensure compliance with USA Lacrosse, INGLA, and IYLA rules during practices and games.

H. Sign the Corporation's code of conduct annually, per Article III, Section 2. SECTION 15.

ASSISTANT COACH

The Assistant Coach shall:

- A. Support the Varsity Head Coach in all duties related to high school team activities.
- B. Assist in managing the issuance and return of high school goalie gear, maintaining a sign-out sheet in collaboration with the Vice President of High School.
- C. Sign the Corporation's code of conduct annually, per Article III, Section 2.

ARTICLE VII

EVENTS COMMITTEE

SECTION 1. FORMATION AND DUTIES

The Board of Directors may establish an Events Committee to support the Corporation's activities. The Events Committee shall:

- A. Plan and coordinate professional team/individual picture days for youth and high school teams.
- B. Oversee the creation and distribution of team yearbooks.
- C. Assist with other Board-approved events, such as banquets or community outreach activities.
- D. Operate under the supervision of the Vice President of High School or Vice President of Youth, as designated by the Board.

ARTICLE VIII

AMENDMENTS

SECTION 1. AMENDMENT

Subject to the provisions of the Articles of Incorporation, these Bylaws may be altered, amended, or repealed and new Bylaws adopted by approval of a majority of the directors present at any regular or special meeting at which a quorum is present, provided that written notice of such proposed amendment is provided to the directors at least three (3) days prior to the meeting.

MISCELLANEOUS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office:

A. Minutes of all meetings of directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

B. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

C. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

SECTION 2. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee, or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

SECTION 3. FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year, unless otherwise designated by the Board of Directors.

SECTION 4. CONFLICT OF INTEREST

The Board of Directors shall adopt and maintain a conflict of interest policy to protect the Corporation's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation.