

BY-LAWS OF CENTRAL NIAGARA BASEBALL & SOFTBALL ASSOCIATION, INC

These By-Laws of Central Niagara Baseball & Softball Association (the "Corporation") were adopted by Unanimous Written Consent of the Board of Directors of the Corporation as of October 30, 2008 (the "Effective Date").

Article I. ORGANIZATION

Section 1. Name. The name of the organization shall be Central Niagara Baseball and Softball Association, Inc.

Section 2. Office. The principal office of the Corporation shall be located in the County of Niagara, in the State of New York. The Corporations postal address shall be, 5677 S. Transit Rd., PMBox 290, Lockport, NY 14094.

Section 3. Books and Records. There shall be kept at the office of the Corporation:

- (a) correct and complete books and records of account;
- (b) minutes of the proceedings of the Board of Directors;
- (c) a current list of the directors and officers of the Corporation and their residence and email addresses;
- (d) a current list of "Members" and their residence and email addresses.
- (e) a copy of these Bylaws;
- (f) a copy of the Corporation's application for recognition of exemption with the Internal Revenue Service, and
- (g) copies of the past three (3) year's information returns to the Internal Revenue Service.

Section 4. Seal. The corporate seal shall be in the form of a circle and shall have inscribed thereon the following: Central Niagara Baseball and Softball Association, Inc., 2008, a New York Not-for-Profit Corporation.

Section 5. Fiscal Year. The fiscal year of the Corporation shall commence on January 1 of each calendar year and end on December 31.

Article II. PURPOSES

Section 1. Purposes. The purposes for which the Corporation is formed are those set forth in the Certificate of Incorporation, as amended from time to time. As of the Effective Date, the purposes for which the Corporation has been organized shall include the promotion of fun, safe, supervised, recreational & competitive baseball & softball activities, with an emphasis on teaching youth baseball & softball skills, team play of baseball & softball, leadership and an overall attitude of good sportsmanship. This objective can be best achieved through the concerted effort of all the individuals who have agreed to take positions of responsibility in the Corporation. Coaches, League Coordinators, Umpires and other involved participants must stress, through example, that baseball & softball competition can be a positive learning experience, whether in victory or defeat. The benefit to the youth will depend largely on the overall attitude created by the individuals supervising the program.

Article III. MEMBERSHIP

Section 1. Classes/Qualifications. The Corporation shall have members. Membership in the Corporation shall be open to all individuals 18 years of age and older and who pay the dues set forth in Section 2 below. The Board of Directors may set such other qualifications for membership as it shall determine in its sole discretion, including, without limitation, execution of an agreement by such member to abide by the policies, rules and regulations of the Corporation, including the Code of Conduct attached hereto and made a part hereof as **Exhibit A**.

Section 2. Dues. Each member shall be required to pay dues of \$5.00 per year or such other amount as may be determined by the Board of Directors from time to time. Player registration includes membership

Section 3. Evidence of Membership. The books of the Secretary, or a receipt signed by the Secretary, shall be the only evidence required of membership in good standing. Membership shall not be transferable.

Section 4. Annual Meeting. An annual meeting of members shall be held **3rd Tuesday of October** each year.

Section 5. Special Meetings. Special meetings of the members may be called at any time by the President, the Board of Directors or at the written request of no less than 20% of the membership by proof of signature/petition.

Section 6. Action by Written Consent. Whenever under the Not-for-Profit Corporation Law, the members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by a majority of all members entitled to vote upon such action.

Section 7. Place of Meetings. Meetings of members shall be held at the principal office of the Corporation or at such other place, within or without the State of New York, as may be fixed by the Board of Directors.

Section 8. Notice of Meetings.

(a) Written notice shall be given of each meeting of members, shall state the place, date and hour of the meeting and, unless it is an annual meeting, shall also indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting shall also state the purpose or purposes for which it is being called.

(b) A copy of the notice of any meeting shall be given, Notice shall be given orally, by facsimile, or by regular or electronic mail and shall be given at least 10 days before the scheduled date set for a meeting. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at the member's address as it appears on the record of members, or if the member shall have filed with the Secretary a written request that notices to the member be mailed to some other address, then directed to the member at such other address.

(c) Notice of meeting need not be given to any member who submits a signed waiver of notice, whether before or after the meeting. The attendance of any member at a meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice.

Section 9. Waivers of Notice. Notice of a meeting need not be given to any member who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice.

Section 10. Qualification of Voters. The Board may fix a date as the record date for the purpose of determining the members entitled to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting. The record date shall not be more than fifty (50) nor less than ten (10) days before the date of the meeting.

Section 11. Quorum and Adjourned Meetings.

(a) A quorum for the transaction of any business at a meeting of the members shall be a majority of the members present at any meeting.

(b) Members present may adjourn the meeting to another time and place and it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. If a member is present at the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. If after the adjournment, however, the Board of Directors fixes a new record date for determining the members entitled to vote at the adjourned meeting, a notice of the adjourned meeting shall be given to each member then entitled to notice under Section 7 of this Article of the Bylaws.

Section 12. Organization. At every meeting of the members, the President, or in the absence of the President, a person selected by the meeting, shall act as chairperson of the meeting. The Secretary or, in the absence of the Secretary, person selected by the meeting, shall act as secretary of the meeting.

Section 13. Voting. Whenever any corporate action is to be taken by vote of the members, it shall, except as otherwise required by law or by the Certificate of Incorporation, be authorized by a majority of the votes cast at such meeting. At any such meeting, each member shall be entitled to one (1) vote. Notwithstanding any rights that may be conferred upon members pursuant to the New York Not-For-Profit Corporation Law, the members of the Corporation shall only have the right to vote upon the members of the Board of Directors of the Corporation and shall not have the right to vote upon any other matter relating to the Corporation.

Section 14. Proxies. Each member shall have one vote and such voting may not be done by proxy.

Section 15. Inspectors of Election. The Board of Directors, in advance of any meeting of members, may appoint one (1) or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a meeting of members may, and on the request of any member shall, appoint one or more inspectors. In case any person appointed fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance of the meeting by the person presiding thereat. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his or her ability.

Section 16. List of Members at Meeting. A list or record of members entitled to vote, certified by the Secretary or any Assistant Secretary, shall be produced at any meeting of members upon the request therefor of any member who has given written notice to the corporation that such request will be made at least ten days prior to such meeting. If the right to vote at any meeting is challenged, the inspectors of election, or person presiding thereat shall require such list or record of members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list of record to be members entitled to vote thereat may vote at such meeting.

Section 17. Expulsion/Removal. A member may be removed for cause (including, without limitation, the non-payment of dues) as shall be determined by the Board of Directors in good faith.

Article IV. BOARD OF DIRECTORS

Section 1. Number of Directors. The Board of Directors shall consist of 13 members, of which 4 members shall serve *ex officio*. The *ex officio* directors with full voting rights shall be the President, Vice President, Secretary and Treasurer of the Corporation. The balance of Directors shall be; Director House League, Director Travel Teams, Director Player Development & Coaching Certification, Director Field Operations, Director Communications, Director Equipment & Supplies, Director Fundraising & Sponsors, Director Concessions, Director Umpires & Rules. Directors in the Corporation shall abide by their specific duties and made a part of hereto as **Exhibit D**, the policies, rules and regulations of the Corporation, including the Code of Conduct attached hereto and made a part hereof as **Exhibit A**, and the Conflict of Interest Policy attached hereto and made a part hereof as **Exhibit B**.

Section 2. Qualification of Directors. At least one of the directors elected shall be a resident of the State of New York and a citizen of the United States.

Section 3. Nomination and Term. The Directors to be chosen for the ensuing year shall be nominated by August 31st and chosen at the annual meeting of the Board of Directors in the same manner and style as the officers of this organization. Except for the term of the President as set forth in Article IV, Section 15 below, each Director shall serve for a term of 1 year.

Section 4. Powers of the Board. The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

Section 5. Vote. Each director shall have one vote and such voting may not be done by proxy.

Section 6. Vacancies. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors. Directors elected to fill vacancies shall serve until the next annual meeting at which directors are elected, and until their successors are elected and qualified.

Section 7. Resignation and Removal of Directors.

- (a) Any Director may be removed or suspended at any time upon the two-third vote of the entire Board of Directors. Any such vote shall be conducted by anonymous balloting.
- (b) Any Director may resign at any time by giving written notice to the President or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery.

Section 8. Action by the Board of Directors.

- (a) Except as otherwise provided by law or in these Bylaws, the act of the Board of Directors means action at a meeting of the Board by vote of a majority of the Directors then in office, regardless of their number.
- (b) Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

- (c) Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 9. Annual Meetings. The Board of Directors shall meet at least annually for the purpose of organization and the transaction of other business. Notice of such annual meetings shall be given not later than fourteen (14) days prior to the date of such meeting.

Section 10. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly, without notice, on the 3rd Tuesday of each month at the Ship N Shore Restaurant, Tonawanda Creek Rd., Pendleton, NY 14094 or at such place or places within or without the State of New York as the Board of Directors may determine.

Section 11. Waivers of Notice. Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice.

Section 12. Quorum. The presence of not less than two-thirds of the Board of Directors shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than 2 weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

Section 13. Special Meetings. Special meetings of the Board of Directors may be called by the President when he deems it for the best interest of the organization. Notice shall be given orally, by facsimile, or by regular or electronic mail and shall be given at least 2 days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of not less than two (2) of the members of the Board of Directors, the President shall cause a special meeting to be called but such request must be made in writing at least 14 days before the requested scheduled date. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

Section 14. Manner of Voting.

(a) At all meetings of the Board of Directors, except for the election of officers and directors, all votes shall be cast as determined by the Board of Directors. For election of officers and directors, paper ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

(b) At any regular or special meeting, if a majority so requires, any matter may be voted upon in the manner and style provided for election of officers and directors. At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

(c) No inspector of election shall be a candidate for office or shall be personally interested in the matter voted upon.

Section 15. Order of Business. At all meetings of the Board of Directors, the following shall be the order of business:

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

Article V. OFFICERS

Section 1. Number. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may in its discretion determine. Any two (2) or more offices may be held by the same person.

Section 2. Term of Office and Qualifications. The President shall serve for a term of two (2) years and until his successor is duly elected and qualified. Aside from the President, each other Officer of the Corporation shall serve for a term of one (1) year and until his successor is duly elected and qualified. Each Officer shall be elected by the Board of Directors at its appropriate annual meeting.

Section 3. President. The President shall by virtue of his/her office be Chairman of the Board of Directors. He/she shall present at each annual meeting of the Board of Directors an annual report of the work of the Corporation. He/she shall see all books, reports and certificates required by law are properly kept or filed. He/she shall be one of the officers who may sign the checks or drafts of the Corporation. He/she shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

Section 4. Vice President. The Vice President shall in the event of the absence or inability of the President to exercise his/her office become acting president of the organization with all the rights, privileges and powers as if he/she had been the duly elected president.

Section 5. Secretary. The Secretary shall keep the minutes and records of the Corporation in appropriate books. It shall be his/her duty to file any certificate required by any statute, federal or state. He/she shall give and serve all notices to members of the Board of Directors. He/she shall be the official custodian of the records and seal. He/she shall submit to the Board any communications which shall be addressed to him/her as Secretary of the organization. He/she shall attend to all correspondence of the Corporation and shall exercise all duties incident to the office of Secretary.

Section 6. Treasurer. The Treasurer shall have the care and custody of all monies belonging to the Corporation and shall be solely responsible for such monies or securities of the Corporation. He/she shall cause to be deposited in a regular business bank or trust company all monies received except that the Board of Directors may cause such funds to be invested in such investments as determine by the Board of Directors, in its sole discretion, all in accordance with applicable law. He/she must be one of the officers who shall sign or co-signs checks or drafts of the Corporation. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. He/she shall render at stated periods as the Board of Directors shall determine a written account of the finances of the Corporation and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He/she shall exercise all duties incident to the office of Treasurer.

Section 7. Removal of Officers. Any officer may be removed by the Board of Directors at any time by vote of two-thirds (2/3) of the entire Board of Directors.

Section 8. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery.

Section 9. Vacancies. A vacancy in any office shall be filled by the majority vote of the Board of Directors.

Article VI. SALARIES

Section 1. Salaries. The Board of Directors shall hire and fix the compensation of any and all employees or contractors which they in their discretion may determine to be necessary for the conduct of the business of the organization. No Director shall receive compensation for his services but may be reimbursed for the expenses reasonably incurred by him in the performance of his duties, as determined by the Board of Directors, in its sole discretion. Nothing herein shall be construed to prevent a Director for receiving any compensation from the Corporation for duties other than as a Director.

Article VII. COMMITTEES

Section 1. General. All committees of this organization shall be designated by the Board of Directors and shall have such powers as authorized by the Board of Directors. All members of such committees shall be appointed by the Board of Directors and shall serve for a term of office of one (1) year, unless earlier terminated by the action of the Board of Directors. Committees shall consist of no fewer than three (3) members. One (1) member of each committee shall be appointed Chairperson of such committee and shall be elected by the Board of Directors. Such committee or committees shall have such name or names as may be determined from time to time by the resolution or resolutions adopted by the Board of Directors. Except as otherwise provided in these By-laws, any Director may also serve as a member of any one or more committees of the Corporation. The committee Chairperson shall report to the Board monthly on their findings or progress regarding their purpose. All committees shall keep regular minutes of their proceedings and report the same to the Board when required.

Section 2. Permanent Committees. The permanent committees shall be:

Sanction Committee The purpose of this committee shall be to research, present and recommend to the Board of Directors their findings regarding National Baseball and Softball Sanctioning Organizations. This committee will also monitor the relevancy and effectiveness of existing Sanctioned Organizations by this organization and recommend at this organizations Annual Meeting actions for the coming season.

Volunteers Committee The purpose of this committee shall be to search out, develop and fulfill volunteer needs of the organization. This committee will work closely with the Board of Directors on identifying volunteer needs of the organization to include; field maintenance, concessions, fundraisers, future board positions, etc....

Article VIII ELIGIBILITY, LEAGUES & RULES

Section 1. General. Player eligibility, leagues for play and rules for play are clearly outlined within the Corporation's Eligibility, Leagues, Teams & Rules set forth in **Exhibit C** attached hereto and made a part hereof. The organizations Board of Directors will assess periodically the need to revise, adjust, include or eliminate specific provisions made within the Corporation's Eligibility, Leagues, Teams & Rules. Any revision, amendment or addition of the Corporation's Eligibility, Leagues, Teams & Rules must be approved by two-thirds of the Board. In addition, provided a quorum is present, the affirmative vote of a majority those members present at a meeting of the members will be required to approve any such revision, amendment or addition.

Article IX. INTERESTED DIRECTORS AND OFFICERS/LOANS TO DIRECTORS AND OFFICERS

Section 3. Interested Directors and Officers. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such director or directors or officer or officers are present at the meeting of the Board of Directors or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose:

- (a) If the material facts as to such director's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested director or officers; or
- (b) If the material facts as to such director's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the members entitled to vote thereon, if any, and such contract or transaction is authorized by vote of such members.

If such good faith disclosure of the material facts as to the director's or officer's interest in the contract or transaction and as to any such common directorship, officership or financial interest, is made to the directors or members, or known to the Board of Directors or committee or members authorizing such contract or transaction, as provided in this Section, the contract or transaction may not be avoided by the Corporation for the reasons set forth in this Section. If there was no such disclosure or knowledge, or if the vote of such interested director or officer was necessary for the authorization of such contract or transaction at a meeting of the Board or committee at which it was authorized, the Corporation may avoid the contract or transaction unless the party or parties thereto shall establish affirmatively that the contract or transaction was fair and reasonable as to the Corporation at the time it was authorized by the Board, a committee or the members.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction.

Section 4. Loans to Directors and Officers. No loans other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Corporation to its directors or officers, or to any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers or hold a substantial financial interest except as allowed by law.

Article X. CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

Section 5. Execution of Contracts. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, no officers, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

Section 6. Loans. No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Directors.

Section 7. Checks, Drafts, Etc. All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the

Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 8. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Article XI. INDEMNIFICATION AND INSURANCE

Section 9. Authorized Indemnification. To the fullest extent permitted by law and except as otherwise set forth in this Article, the Corporation shall indemnify an individual who is made a party to a proceeding because he or she is or was a director or officer, against liability incurred by him or her, in a proceeding if the individual: (i) conducted himself or herself in good faith; (ii) reasonably believed (a) in the case of conduct in his or her official capacity as a director or officer of the Corporation, that his or her conduct was in the Corporation's best interest, and (b) in all other cases, that his or her conduct was at least not opposed to the Corporation's best interest; and (iii) in the case of any criminal proceeding, the individual had no reasonable cause to believe that his or her conduct was unlawful.

The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, be determinative that the proposed indemnitee did not meet the standard of conduct set forth in this Section. A person shall be deemed to have been found liable in respect of any claim, issue or matter only after the person shall have been so adjudged by a court of competent jurisdiction, and after exhaustion of all appeals therefrom.

Section 10. Prohibited Indemnification. The Corporation shall not indemnify a person under this Article in connection with: (i) a proceeding by or in the right of the Corporation in which such person was adjudged liable to the Corporation; or (ii) any proceeding in which such person was adjudged liable on the basis that personal benefit was improperly received by him or her, whether or not the benefit resulted from an action taken in the person's official capacity.

Indemnification permitted under this Article in connection with a proceeding by or in the right of the Corporation is limited to reasonable and necessary expenses incurred in connection with the proceeding.

Section 11. Advancement of Expenses. The Corporation shall pay for or reimburse reasonable expenses incurred by a director or officer as a party to a proceeding in advance of final disposition of the proceeding if: (i) such person furnishes the Corporation a written affirmation under oath of his or her good faith belief that he or she has met the standard of conduct set forth in this Article; and (ii) such person furnishes the Corporation a written undertaking (meeting the qualifications set forth in this Section), executed personally or on his or her behalf, to repay any advances if it is ultimately determined that he or she is not entitled to indemnification under this Article or otherwise.

The undertaking required by this Section must be an unlimited general obligation of the proposed indemnitee, but, at the discretion of the Board of Directors, need not be secured and may be accepted without reference to financial ability to make repayment.

Section 12. Indemnification of Others. Unless clearly prohibited by law or this Article, the Corporation may, but shall not be required to, indemnify and advance expenses under this Article to an employee, agent, member of an authorized committee or volunteer of the Corporation who is not a director or officer to the same or any lesser extent as to a director or officer.

Section 13. Determination of Indemnification. To the extent that a director or officer has been successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party, or in defense of any claim, issue or matter therein, because he or she is or was a director or officer, the Corporation shall indemnify such person against reasonable expenses incurred by him or her in connection therewith. After termination or disposition of any actual or threatened action or proceeding

against an Indemnified Person, if indemnification has not been ordered by a court, any indemnification under this Section shall be made by the Corporation only if authorized in the specific case by a separate determination that indemnification of such person is permissible under the circumstance because he or she has met the standard of conduct set forth in this Article. The determination referred to in this Section shall be made:

- (a) by the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding; or
- (b) by special legal counsel:
 - (i) selected by the Board of Directors or its committee in the manner prescribed in subdivision (a); or
 - (ii) if a quorum of the Board of Directors cannot be obtained under subdivision (a), selected by a majority vote of the full Board of Directors (in which selection directors who are parties may participate).

As acknowledged above, the Corporation shall pre-authorize the indemnification of directors and officers hereunder, subject to a case-by-case determination that the proposed indemnitee met the applicable standard of conduct under this Article. Consequently, no further decision need or shall be made on a case-by-case basis as to the authorization of the Corporation's indemnification of directors or officers hereunder. Nevertheless, evaluation as to reasonableness of expenses of a director or officer in the specific case shall be made in the same manner as the determination that indemnification is permissible, as described in this Section, except that if the determination is made by special legal counsel, evaluation as to reasonableness of expenses shall be made by those entitled under this Section to select counsel.

Section 14. Binding Effect. Any person entitled to indemnification under these Bylaws has a legally enforceable right to indemnification, which cannot be abridged by amendment of these Bylaws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 15. Insurance. To the extent permitted by law and as authorized and approved by the Board of Directors, the Corporation may: (i) purchase and maintain insurance on behalf of its directors and officers; (ii) insure the Corporation for any obligation it incurs as a result of this Article; and (iii) insure the directors and officers for liabilities against which they are not entitled to indemnification under this Article.

Section 16. Nonexclusive Rights. The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract.

Section 17. Severability. In the event that any of the provisions of this Article (including any provision within a single section, subsection, division or sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions of this Article shall remain enforceable to the fullest extent permitted by law.

Article XII. AMENDMENTS

Section 18. Amendments to By-Laws. These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than two-thirds of the Board of Directors.

Article XIII. Exhibits

The following Exhibits attached hereto and made a part hereof.

Exhibit A – Code of Conduct

Exhibit B - Conflict of Interest Policy

Exhibit C - Eligibility, Leagues, Teams & Rules

Exhibit D – Directors Duties

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