

**BYLAWS
OF
EAST WAKE FOOTBALL LEAGUE INC.
APRIL 2018**

I. Name and Purpose

- a. Name. The name of the organization is East Wake Football League Inc. (League).
- b. Purpose. The purpose of the League is the transaction of any lawful activity and to provide an organizational framework conducive to a safe, healthy, and enjoyable environment in which independently operated youth football teams compete, with the ultimate goal that the youth who participate in the football teams learn football and cheerleading fundamentals, sportsmanship, self-pride, discipline, and team spirit. The League, which is organized under the North Carolina Nonprofit Corporation Act, Chapter 55A of the North Carolina General Statutes, shall operate exclusively for charitable purposes and in a manner consistent with Chapter 55A of the North Carolina General Statutes, and with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).
- c. Offices. The League shall maintain a principal office and a registered office at such place or places within Wake County, North Carolina, as the League's Board of Directors shall from time to time determine. The League may have such other offices, within or without Wake County, as the League's Board of Directors shall from time to time determine.

II. Membership and Affiliation

- a. No Members. The League shall not have members.
- b. Affiliates. Youth football teams, howsoever organized (e.g., non-profit corporations, for-profit corporations, limited liability companies, unincorporated associations, etc.) may affiliate with the League by written agreement (any team affiliating with the League being referred to as an Affiliate, and all such teams being referred to collectively as the Affiliates) for the purpose of engaging in youth football and cheerleading within the organizational structure (e.g., rules) promulgated and provided by the League. Affiliates are independent entities, associations, or persons which / who are solely responsible for the control and performance of their own operations, and are not, by way of affiliation with the League or otherwise, agents, employees, partners, or joint venturers with the League. At present, there are twenty Affiliates, as set forth in Schedule A to these Bylaws.
- c. Number, Qualifications, Rights, and Responsibilities of Affiliates Established by the Board. The League's Board of Directors shall establish by written resolution the number of Affiliates; the qualifications for becoming or remaining an Affiliate; the provisions governing the withdrawal, suspension, or expulsion of an Affiliate from the League; and the rights, privileges, obligations, responsibilities, dues, and fees of Affiliates. Neither this nor any other provision of these Bylaws gives the League the right to control or direct the operations of Affiliates, each Affiliate being solely responsible for its own operations. No Affiliate shall have authority to enter into any agreements or contracts in behalf of, or to otherwise bind, the League.
- d. League Property. An Affiliate shall have no right, title, or interest in and to the League, including but not limited to the League's property, provided, however, that neither this nor any other provision of these Bylaws shall prevent the League's Board of Directors from adopting written resolutions providing for an Affiliate's use of the League's logo(s).

- e. Admission as an Affiliate. Any youth football team, howsoever organized, shall become an Affiliate of the League upon the affirmative vote of a majority of the League's Board of Directors present in person or by proxy at a duly constituted meeting of the League's Board of Directors upon nomination by at least one member of the League's Board of Directors, and the Affiliate's execution of a written agreement with the League.
- f. Compensation. No Affiliate, including any director, officer, employee, or agent thereof, shall receive any compensation from the League in connection with League matters, except that the League's Board of Directors may by resolution provide for reimbursement of actual and reasonable expenses incurred by the Affiliate (including any director, officer, employee or agent thereof) under circumstances which the League's Board of Directors believe to benefit the League (e.g., attending a conference at which matters of interest to the League are presented), any such resolution to be consistent with written reimbursement policies which the League's Board of Directors may from time to time establish. Neither this nor any other provision of these Bylaws renders any Affiliate (including any director, officer, employee or agent thereof) an employee, agent, partner, or joint venturer of or with the League for any purpose.
- g. Voting. No Affiliate shall have voting rights in or with respect to the League.

III. Directors

- a. General and Specific Powers. All corporate powers of the League shall be exercised by or under the authority of, and the business and affairs of the League shall be managed under the direction of, the Board of Directors. Without limitation, the Board is responsible for the overall policy and direction of the League, and may delegate responsibility for day-to-day operations of the League to one or more of the Officers provided for by these Bylaws. Without limiting the generality of the foregoing, specific powers of the Board of Directors include but are not limited to:
 - i. defining the mission, goals, and objectives of the League, and assigning priorities among the goals and objectives;
 - ii. selecting the League's Officers and periodically reviewing their performance;
 - iii. approving major personnel policies for any person the League may employ;
 - iv. adopting, revising (including deletions, modifications, and additions), and promulgating / publishing League Rules,
 - v. reviewing and approving the League's budget;
 - vi. raising the financial resources required to meet the League's goals and objectives, and establishing general fund raising policies; and
 - vii. conducting a biennial review and evaluation of the League's performance.
- b. Initial Post-Adoption Directors. Immediately prior to the adoption of these Bylaws, Stacey A. Smith has been the sole Director of the League. Upon adoption of these Bylaws, Stacey A. Smith and four other natural persons appointed by Mr. Smith by written resolution shall serve as Directors of the League, and are referred to herein as the Initial Post-Adoption Directors. The terms of the Initial Post-Adoption Directors, and the term of any Director elected to fill a vacancy in the Initial Post-Adoption Directors, shall expire at the next Annual Meeting.
- c. Number and Qualifications of Directors. The number of Directors of this League shall consist of such number, not less than five nor more than nine, as shall be determined from time to time by written resolution of the Directors then serving. No such resolution reducing the number of Directors below the number of Directors then in office shall of itself have the effect of removing any Director prior to the expiration of

such Director's term of office. Any positions on the Board of Directors created by an increase in the number of Directors pursuant to such a resolution shall be treated as vacancies to be filled by and in the discretion of the Board of Directors. The number of Directors fixed pursuant to such a resolution shall be deemed to be the number of Directors prescribed by these Bylaws. Directors shall have a demonstrated commitment to the League's purpose and mission.

d. Election of Directors. At each Annual Meeting, the then-serving Directors shall elect Directors for as many seats on the Board of Directors as shall then be open.

e. Staggered Terms. The term of Directors, other than the term of Initial Post-Adoption Directors, any Director elected to fill a vacancy in the Initial Post-Adoption Directors, and any Director elected to fill a vacancy resulting from an increase in the number of Directors, shall be staggered, as follows:

i. The total number of authorized Directors shall be divided into three groups, namely: the Group A Directors; the Group B Directors; and the Group C Directors. The number of each such group of Directors shall be as follows:

a) There shall be 2 Group A Directors if the total number of authorized Directors shall be 5, 6, or 7. There shall be 3 Group A Directors if the total number of authorized Directors shall be 8 or 9.

b) There shall be 2 Group B Directors if the total number of authorized Directors shall be 5. There shall be 3 Group B Directors if the total number of authorized Directors shall be 6, 7, or 8. There shall be 4 Group B Directors if the total number of authorized Directors shall be 9.

c) There shall be 1 Group C Director if the total number of authorized Directors shall be 5 or 6. There shall be 2 Group C Directors if the total number of authorized Directors shall be 7, 8, or 9.

ii. The Group A Directors shall serve a term of one year.

iii. The Group B Directors shall serve a term of two years.

iv. The Group C Directors shall serve a term of three years.

v. Except as otherwise provided herein, the terms for Directors provided shall be measured from the Annual Meeting at which each Director is elected. No person shall serve as a Director for more than six consecutive years, unless the other then-serving Directors shall by written resolution waive this restriction; provided, however, that the term of any Initial Post-Adoption Director, any Director elected to fill a vacancy in the Initial Post-Adoption Directors, and any Director elected to fill a vacancy created by an increase in the number of Directors, shall not be considered for purposes of computing the six consecutive year restriction. The term of any person elected to fill the unexpired term of a Director shall be until the conclusion of the unexpired term. Notwithstanding the stated terms of Directors, a Director shall continue to serve after expiration of his stated term until his successor is elected and qualifies or there is a decrease in the number of Directors eliminating his position, and a Director shall cease to serve as such and his position shall be deemed vacant upon his death, resignation, removal, or disqualification.

f. Voting for Directors. Directors shall be elected by a plurality of the votes cast by the then-serving Directors, with each Director having one vote per open Board seat. Cumulative voting shall not be allowed (e.g., if there should be two open Board seats, a voting Director shall be entitled to cast a single vote for each seat, and shall not be entitled to cast both votes for a single seat). Directors shall be elected from the slate of nominees provided for herein.

- g. Slate of Nominees.** Whenever it shall be necessary to for Directors to vote for one or more seats on the Board of Directors, whether by reason of the expiration of a then-serving Director's term or due to one or more vacancies on the Board of Directors, the Chairman of the Board of Directors shall, within a reasonable period of time prior to the time for voting for the election of Directors, appoint a Nominations Committee which shall produce a slate of candidates for election to the Board of Directors in accordance with such procedures as the Board of Directors may by written resolution determine. The Board shall prescribe qualifications (e.g., a demonstrated commitment to the League's purpose and mission) which the Nominations Committee shall consider in developing a slate of nominees, and the Nominations Committee shall provide each Affiliate a description of procedures for suggesting nominees to the Nominations Committee.
- h. Removal.** Any Director may be removed at any time, with or without cause, by two-thirds vote of the other Directors (i.e., the Director whose removal is under consideration shall not be entitled to vote on his removal). A Director may not be removed by the other Directors at a meeting unless the notice of the meeting stated that a purpose of the meeting is removal of such Director. If any Directors are so removed, new Directors may be elected at the same meeting.
- i. Vacancies.** A vacancy occurring in the Board of Directors, including those resulting from an increase in the number of Directors, may be filled by a majority of the remaining Directors, though less than a quorum. In the case of a vacancy as a result of an increase in the number of Directors, the term of the person elected to fill the vacancy shall expire at the next Annual Meeting.
- j. Committees.** The Board of Directors, by written resolution adopted by a majority of Directors, may designate and appoint from among its members one or more Committees (including an Executive Committee), each consisting of two or more Directors, who shall serve as members of such Committee at the pleasure of the Board of Directors. Each such Committee, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the League, except that no such Committee shall have authority to: (i) authorize distributions; (ii) approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the League's assets; (iii) elect, appoint, or remove Directors, or fill vacancies on the Board of Directors or any of its Committees; (iv) adopt, amend, or repeal the League's Articles of Incorporation or Bylaws; or (v) amend or repeal any resolution of the Board of Directors. Nothing herein shall preclude the Board of Directors from establishing and appointing any committee, whether of Directors or otherwise, not having or exercising the authority of the Board of Directors. The Chairman of the Board shall appoint the chairmen of all Committees. If an Executive Committee is created, it shall include the Chairman of the Board and the President/Executive Director/Commissioner. A majority of any such Committee may determine its action and fix the time and place of its meetings, unless the Board of Directors shall provide otherwise.
- k. Compensation.** No Director shall receive any compensation for his or her service in such capacity, except that the Board of Directors may by resolution provide for the reimbursement of actual travel and lodging expenses incurred in the performance of duties of Directors, to the extent provided by such resolution, and except as otherwise provided in these Bylaws.

IV. Meetings of Directors

- a. Regular Meetings / Annual Meeting.** Regular Meetings of the Board of Directors shall be held at least quarterly. The Board shall by written resolution fix one such Regular Meeting as the Annual Meeting of the Board. Regular Meetings, including the Annual Meeting, of the Board of Directors shall be held at such place, within or outside of North Carolina, as may be fixed by resolution of the Board, or as may be specified in the notice of the meeting sent to the Directors by any usual means of communication, including but not limited to e-mail and U.S. mail, provided, however, that

notice need not be given of Regular Meetings, including the Annual Meeting, held at times fixed by resolution of the Board.

- b. Special Meetings.** Special Meetings of the Board may be called by or at the request of the Chairman of the Board, the President/Executive Director/Commissioner, or any three Directors. Notice of any Special Meeting must be given to the Directors at least one week in advance by any usual means of communication, including but not limited to e-mail and U.S. mail. Such notice need not specify the purpose for which the meeting is called unless required by the North Carolina Nonprofit Corporation Act, Chapter 55A of the North Carolina General Statutes, the League's Articles of Incorporation, or by these Bylaws.
- c. Conference Calls.** During the football season, it may be desirable for the Board to communicate at frequent intervals, including but not limited to weekly intervals. To facilitate prompt communication and action, the Board may by written resolution provide for telephonic and/or video conference calls at such intervals as the Board deems necessary and appropriate, including but not limited to standing conference calls. Notice need not be given of conference calls authorized by resolution of the Board. Action taken as a result of any such conference call shall be memorialized in the manner specified by these Bylaws for action without meeting.
- d. Quorum.** Two thirds of the Directors present in person (including as specified in item h. of this Section IV of these Bylaws) or by proxy shall constitute a quorum for the transaction of any business at any meeting of the Board. If at any meeting of the Board of Directors there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is obtained.
- e. Manner of Acting.** Except as otherwise provided in these Bylaws, the act of the majority of the Directors present in person or by proxy at a meeting at which a quorum exists shall be the act of the Board of Directors. A Director who is present in person or by proxy at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her contrary vote is recorded or his or her dissent is otherwise entered in the minutes of the meeting or unless he or she shall file written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the League immediately after the adjournment of the meeting. Such right to dissent shall not apply to Directors who voted in favor of such action.
- f. Waiver of Notice.** Any Director may waive notice of any meeting. The attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- g. Action Without Meeting.** Any action required or permitted to be taken by the Board of Directors or a Committee at a meeting may be taken without a meeting if one or more written consents describing the action taken are signed by each of the Directors or members of the Committee, as the case may be, whether before or after the action so taken, and filed with the League records or the minutes of the proceedings of the Board or Committee. Action so taken is effective when the last Director or Committee member signs such consent, unless the consent specifies a different effective date. Such consent has the effect of a meeting vote and may be described as such in any document.
- h. Miscellaneous.** Any and all meetings of the Board of Directors authorized by these Bylaws may be conducted through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, and any or all Directors may participate in any and all such meetings through the use of such means. A Director participating in a meeting by such means is deemed to be present in person at the meeting.

V. Officers

- a. General.** The officers of the League shall consist of a Chairman of the Board of Directors, Vice Chairman of the Board of Directors, a President/Executive Director/Commissioner, a Secretary, a Treasurer, and such Vice Chairs, Vice Presidents/Vice Commissioners, Assistant Secretaries, Assistant Treasurers, and other officers as may be appointed by the Board of Directors or otherwise provided in these Bylaws. Any two or more offices may be simultaneously held by the same person, but no person may act in more than one capacity where action of two or more officers is required. The title of any officer may include any additional designation descriptive of such officer's duties as the Board of Directors may prescribe.
- b. Appointment and Term.** The officers of the League shall be appointed from time to time by the Board of Directors; provided that the Board of Directors may authorize a duly appointed officer to appoint one or more other officers or assistant officers, other than the appointment of the Chairman of the Board and the President/Executive Director/Commissioner. Each officer shall serve as such at the pleasure of the Board of Directors.
- c. Removal.** Any officer may be removed by the Board of Directors at any time with or without cause.
- d. Compensation.** No officer shall receive compensation for his or her service in such capacity, except that the Board of Directors may by resolution provide for the reimbursement of actual travel and lodging expenses incurred in the performance of duties of officers, to the extent provided by such resolution, and except as otherwise provided in these Bylaws.
- e. Chairman of the Board.** The Chairman of the Board (Chairman) shall chair the meetings of the Board of Directors and shall perform the following duties and responsibilities:

 - i.** appoint the chairmen of all Board Committees and serve as liaison between the League's Board, Committees, and any staff the Board may employ;
 - ii.** as needed, serve as liaison with foundations supporting the League and other potential funding sources;
 - iii.** facilitate and coordinate the Board's discharge of its responsibilities as set forth in these Bylaws and by Board resolutions; and
 - iv.** such other responsibilities as provided in these Bylaws or as may be directed by the Board.
- f. Vice Chairman of the Board.** The Vice Chairman of the Board of Directors, or Vice Chairs if authorized, shall have such powers and perform such duties as the Board of Directors may prescribe or as the Chairman may delegate, provided that the first Vice Chairman shall sit in the stead of the Chairman in his absence.
- g. President/Executive Director/Commissioner.** The President of the League, who also holds the title of Executive Director and Commissioner, shall direct and execute all decisions of, or programs adopted by, the Board of Directors, shall act as the chief executive officer of the League and shall have all of the duties and authorities of that office, and shall perform such other duties as the Board of Directors may prescribe or authorize. The foregoing duties shall include, but not be limited to, the hiring and discharging of all employees; the execution of contracts or other instruments in behalf of the League, except in cases where the execution thereof is expressly delegated by the Board of Directors or these Bylaws to some other officer or agent of the League, or shall be required by law to be otherwise signed or executed; and serving on the Executive Committee if the Board of Directors authorizes an Executive Committee.

The President/Executive Director/Commissioner shall furnish the Board with an operating and financial report at each Regular Meeting thereof,

provided, however, that the said financial report may be provided by the Treasurer.

- h. Secretary.** The Secretary shall have the responsibility and authority to maintain and authenticate the records of the League; shall keep, or cause to be kept, accurate records of the acts and proceedings of all meetings of the Directors and Committees, including all votes and resolutions adopted; shall give, or cause to be given, all notices required by law and by these Bylaws; shall file all reports required by governmental authorities; shall have general charge of the League books and records and of the League seal, and shall affix the League seal to any lawfully executed instrument requiring it; shall sign such instruments as may require the signature of the Secretary; and in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the Board of Directors.
- i. Treasurer.** The Treasurer shall have custody of all funds and assets belonging to the League and shall receive, deposit, or disburse the same under the direction of the Board of Directors; shall keep, or cause to be kept, full and accurate accounts of the finances of the League in books especially provided for that purpose, and shall generally have charge over the League's accounting and financial records; shall cause a true statement of its assets and liabilities as of the close of each fiscal year, and of the results of its operations and of cash flows for such fiscal year, all in reasonable detail, to be made as soon as practicable after the end of such fiscal year. The Treasurer shall also prepare and file, or cause to be prepared and filed, all reports and returns required by Federal, State, or local law, and shall generally perform all other duties incident to the office of Treasurer and such other duties as may be assigned to him from time to time by the Board of Directors.
- j. Surety.** The Board of Directors may require any officer or assistant officer to furnish such surety as the Board may determine.

VI. Contracts, Loans, and Deposits

- a. Contracts.** The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any document or instrument in behalf of the League, and such authority may be general or confined to specific instances. Any resolution of the Board of Directors authorizing the execution of documents by the proper officers of the League or by the officers generally and not specifically particular officers shall be deemed to authorize such execution by the Chairman of the Board, the Vice Chairman of the Board, the President/Executive Director/Commissioner, any Vice President/Vice Commissioner, or by any other officer if such execution is within the scope of the duties of such other office. The Board of Directors may by resolution authorize such execution by means of one or more facsimile signatures.
- b. Loans.** No loans shall be contracted in behalf of the League and no evidences of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.
- c. Checks and Drafts.** All checks, drafts, or other orders for the payment of money issued in the name of the League shall be signed by such officer or officers, or agent or agents, of the League, and in such manner, as shall from time to time be determined by written resolution of the Board of Directors.
- d. Deposits.** All funds of the League not otherwise employed or invested shall be deposited from time to time to the credit of the League in such depositories as the Board of Directors direct.

VII. Records and Reports

- a. General.** The League shall keep all records and submit and file all reports and filings as are required by applicable law. Unless the Board of Directors otherwise directs, the Treasurer

shall be responsible for keeping, or causing to be kept, all financial and accounting records of the League and for submitting or filing, or causing to be submitted or filed, all reports and filings of a financial or accounting nature, and the Secretary shall be responsible for keeping or causing to be kept, all other records and for submitting or filing, or causing to be submitted or filed, all other reports and filings.

The League shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by Committees of the Board of Directors. The League shall maintain appropriate accounting records. The League shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

The League may, but is not required to, conduct its business and to create and maintain its reports and records by electronic means, including but not limited to means provided by the Uniform Electronic Transactions Act, Article 40 of Chapter 66 of the North Carolina General Statutes.

b. Records at Principal Office. The League shall keep a copy of the following records at the League's principal office:

- i. Its Articles or restated Articles of Incorporation and all amendments to them currently in effect;
- ii. Its Bylaws or restated Bylaws and all amendments to them currently in effect;
- iii. Resolutions adopted by the Board of Directors relating to the number or classification of Directors.
- iv. The minutes of all Board of Directors meetings, and records of all action taken by the Board without a meeting, for the past three years;
- v. The minutes of all Committees; and
- vi. list of the names and business or home addresses of its current Directors and officers.

c. Financial Statements. The League shall make available to the Directors annual financial statements that include a balance sheet as of the end of the fiscal year, an income statement for that year, and a statement of cash flows for the year unless that information appears elsewhere in the financial statements. If financial statements are prepared for the League on the basis of generally accepted accounting principles, the annual financial statements shall also be prepared on that basis.

If the annual financial statements are reported upon by a public accountant, such accountant's report shall accompany them. If not, the statements shall be accompanied by a statement of the President/Executive Director/Commissioner or the Treasurer or other person responsible for the League's accounting records:

- i. Stating his reasonable belief whether the statements were prepared on the basis of generally accepted accounting principles and, if not, describing the basis of preparation; and
- ii. Describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year.

VIII. Miscellaneous Provisions

- a. Seal.** The corporate seal of the League shall consist of two concentric circles between or within which are the name of the League, the State of incorporation, the year of incorporation,

and the word "SEAL". The seal may be used by causing it or a facsimile thereof to be impressed, affixed, stamped, or reproduced by any means. Any officer of the League authorized to execute or attest a document on behalf of the League may affix or reproduce on such document, as and for the corporate seal of the League, a seal in any other form sufficient to evidence that it is intended by such officer to represent the corporate seal of the League, in which case such seal shall be as effective as the corporate seal in the form herein prescribed.

- b. Transactions by Electronic Means. The League may, but is not required to, conduct its business and transactions, including but not limited to giving notice required by these Bylaws or by law, voting, and creation and maintenance of its reports and records, by electronic means, including but not limited to means provided by the Uniform Electronic Transactions Act, Article 40 of Chapter 66 of the North Carolina General Statutes.
- c. Notice and Waiver of Notice. Except as otherwise provided in the Articles of Incorporation or these Bylaws, any notice permitted or required to be given pursuant to these Bylaws may be given in any manner permitted by applicable law and with the effect therein provided.

Whenever any notice is required to be given to any Director under the provisions of any law or under the provisions of the Articles of Incorporation or Bylaws of the League, a waiver thereof in writing signed by the person or persons entitled to such notice and included in the minutes or filed with the corporate records, whether done before or after the time stated in the notice, shall be equivalent to the giving of such notice.

- d. Fiscal Year. The fiscal year of the League shall be the calendar year, subject to the power of the Board of Directors to fix some other fiscal year by written resolution.
- e. Immunity. To the fullest extent permitted by law, the Directors and Officers of the League shall enjoy individual immunity from civil liability for monetary damages as provided by G.S. 55A-8-60 of the North Carolina General Statutes.
- f. Construction. All personal pronouns used in these Bylaws shall include persons of any gender. All terms used herein and not specifically defined herein but defined in the North Carolina Nonprofit Corporation Act shall have the same meanings herein as given under the North Carolina Nonprofit Corporation Act, unless the context otherwise requires.
- g. Amendments. These Bylaws may be altered, amended, or repealed and new Bylaws adopted upon the vote of two thirds of the Board of Directors present in person or by proxy at a duly constituted meeting of the Board, provided that notice of such proposed action, including the content thereof, be included in the notice for the meeting.
- h. Activities of the League. No substantial part of the activities of the League shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the League shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the League shall not carry on any other activities not permitted to be carried on: (a) by an entity exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law); or (b) by an entity, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).
- i. Dissolution and Distribution of Assets. No part of the net earnings of the League shall inure to the benefit of, or be distributable to, its Directors, officers, or other private persons, except that the League shall (except as otherwise prohibited by these Bylaws) be authorized and empowered to pay

reasonable compensation for services rendered, and to reimburse for reasonable expenses incurred, for the benefit of the League, and to make payments and distributions in furtherance of the purposes set forth herein. The League may be dissolved and its assets and liabilities liquidated in such manner as the Board of Directors shall resolve, provided that upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any Director or officer of the League, but shall be distributed as the Articles of Incorporation direct in accordance with such laws and regulations as may be applicable thereto, provided, however, that the distribution must be to another organization exempt under 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or to the United States, State, or local governments, for a public purpose.