

**AMENDED AND RESTATED
CODE OF BYLAWS
OF THE
INDIANAPOLIS BRIDGE CENTER, INC.**

Vision: The Indianapolis Bridge Center will be the best bridge center in the country, a welcoming community with the facilities, amenities, people, and funding to make the Indianapolis Bridge Center an outstanding place to learn and play bridge and to accommodate the resulting growth.

Mission: The Indianapolis Bridge Center will promote the learning and playing of bridge for players of all ages and all playing levels in an inviting environment.

ARTICLE I Identification

Section 1. Name: The name of the Corporation shall be Indianapolis Bridge Center, Inc. (hereinafter referred to as the “Corporation”).

Section 2. Principal Office and Registered Agent: The post office address of the Corporation, and the address of its Registered Agent, Sharon Austin, is 8030 Castleway Drive, Indianapolis, Indiana, 46250. The location of the principal office of the Corporation or the designation of its Registered Agent, or both, may be changed at any time when authorized by the Board of Directors by filing with the Secretary of State, on or before the day any such change is to take effect, or as soon as possible after the death of its Registered Agent or other unforeseen termination of its Agent, the form provided by the Secretary of State for such purposes.

Section 3. Fiscal Year: The fiscal year of the Corporation shall begin on the first day of January of each year and end on the last day of December next succeeding.

ARTICLE II Membership

Section 1. Classes: The Corporation shall have one (1) class of members which shall be the following:

A. **Voting Members:** Subject to such additional qualifications and conditions as may be prescribed in the Amended and Restated Code of Bylaws of the Corporation (these “Bylaws”), the class of voting members shall be as follows:

1. **Members:** Persons who have paid their dues as prescribed by these Bylaws as adopted and/or amended by the Board of Directors.

Section 2. Rights, Preferences. Limitations and Restrictions of Classes: Except as may otherwise be provided in the Articles of Incorporation or these Bylaws, all members of the Corporation shall have the same and equal rights, privileges, duties, liabilities, limitations and restrictions. All of a member's right, title and interest in or to the Corporation shall cease upon termination of the membership. The members of the Corporation shall not be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation.

Section 3. Voting Rights of Members: Each member in good standing shall be entitled to one (1) vote, exercisable in person or by absentee ballot, on each matter submitted to the membership for a vote at each meeting of the membership, except as otherwise provided by law.

Section 4. Resignation and Expulsion of Members: A member may resign from the Corporation at any time by providing notice thereof to the Secretary of the Corporation or the club manager. The Board of Directors need not approve the resignation in order for it to be effective. However, resignation of a member does not entitle such member to a rebate of his/her membership fee or any other dues paid to the Corporation.

A member may be expelled only by a two-thirds (2/3) vote of the Board of Directors upon the recommendation of club management at a Board meeting called specifically for that purpose. A member expelled without cause, as determined by the Board of Directors, shall be entitled to a full rebate of his/her initial membership fee previously paid to the Corporation. A member expelled for cause, as determined by the Board of Directors, shall receive no rebate of his/her membership fee or any other dues paid to the Corporation.

ARTICLE III Meetings

Section 1. Annual Meetings: An annual meeting of the members of the Corporation shall be held during the month of November of each calendar year for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The annual meeting shall be held at such place within or without of the state of Indiana as may be determined by the Board of Directors.

Section 2. Special Meetings: A special meeting of the members of the Corporation may be called by resolution of the Board of Directors or upon a written petition of the members who have not less than one-tenth (1/10) of all members authorized to vote by the Articles of Incorporation. The resolution or petition shall be presented to the President or Secretary of the Corporation and shall state the purpose for which the meeting is to be called. No business shall be transacted at a special meeting except as stated in the petition or resolution.

Section 3. Notice of Meetings: Notice stating the date, time and place of any meeting of the members, and in the case of a special meeting or when otherwise required by law the purpose or purposes for which the meeting is called, shall be given by the Secretary of the Corporation or

by the officer or persons calling the meeting, to each member of the Corporation entitled to vote thereon at least ten (10) days before the date of such meeting. Said notice shall be given in any or all of the following manners:

- A. Inclusion in the monthly newsletter of the Indianapolis Bridge Center.
- B. By email.
- C. By US Postal mail.

As an additional measure, but not as a substitution for the methods of providing notice listed above, notice may also be posted on the bulletin boards at the Indianapolis Bridge Center and/or posted on the main page of the Indianapolis Bridge Center's website.

Section 4. Participation in Meetings: Any or all of the members may participate in a meeting by or through the use of any means of communication by which all persons participating may simultaneously communicate with each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.

Section 5. Waiver of Notice: Notice of any meeting may be waived in writing by any member if the waiver sets forth in reasonable detail the time and place of the meeting and the purposes thereof. Attendance at any meeting in person shall constitute a waiver of notice thereof unless such attendance is for the purpose of objecting to the transaction of any business on grounds that the meeting was not lawfully called or convened.

Section 6. Voting Rights: Each member in good standing shall be entitled to one (1) vote, exercisable in person or by absentee ballot, on each matter submitted to the membership for a vote at each meeting of the membership, except as otherwise provided by law. To be considered in good standing a member's dues must be paid and he/she shall not have been suspended from tournament play by the American Contract Bridge League.

Section 6. Voting by Absentee Ballot: A member may exercise his/her vote at any meeting of the members of the Corporation either in person or by absentee ballot or proxy executed in writing. The absentee ballot or appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. No proxy shall be valid after eleven (11) months from the date of its execution unless a longer period of time is expressly provided therein. An appointment of a proxy is revocable by a member. No absentee ballot shall be valid except for the purpose(s) for which it is intended.

Section 7. Quorum: Except where otherwise expressly provided in the Articles of Incorporation or these Bylaws, at any meeting of the members the representation in person or by proxy of ten percent (10%) of the eligible votes shall constitute a quorum.

Section 8. Action Without a Meeting: Any action which may be taken at a meeting of the members of the Corporation may be taken without a meeting, if prior to such action, a consent in

writing, setting forth the action so taken, is signed by all members of the Corporation and such written consent is filed with the minutes of the proceedings of the Corporation.

Section 9. Rules of Order: Meetings of the members of the Corporation shall be governed by the rules contained in Roberts Rules of Order Amended in all cases in which such rules are applicable and in which they are not inconsistent with the Articles of Incorporation, these Bylaws or any special rules of order adopted by the Board of Directors.

Section 10. Nominating Committee: On or before August 31 of each year, the President shall appoint a Nominating Committee to recruit candidates for the election of new Board Members. In addition to candidates recruited by the committee, additional nominations may be made from the floor at the Annual Meeting of the members. On or before October 15 the Board shall publish by posted notice the nominees for Board membership and the rules and time for submission of absentee ballots.

ARTICLE IV Board of Directors

Section 1. Number: The number of directors of the Corporation shall be eleven (11).

Section 2. Qualifications of Directors: All directors shall be members in good standing of the Corporation at the time of their election to office and during their term as director.

Section 3. Election and Terms of Office: The members of the Board of Directors shall be elected to serve for terms of three (3) years and until their respective successors are elected and qualified. Members of the Board of Directors may be elected to successive terms. Newly elected directors take office on January 1 of the year following their election.

Section 4. Vacancies: Any vacancy on the Board of Directors caused by the death, disqualification or resignation of a director may be filled by a majority vote of the remaining directors. Any director thus selected shall hold office until the next annual meeting of the members of the Corporation and until his/her successor is elected and qualified.

When the number of directors is increased by an amendment to these Bylaws, or when a director is removed according to the provisions of Section 5 of this Article, the vacancy or vacancies thus created shall be filled by the vote of the membership of the Corporation.

Section 5. Resignation and Removal of Directors: Any director may resign at any time. A resignation shall be made in writing to the Board of Directors and shall take effect at the time specified therein, or, if no time is specified, at the time of its receipt by the Board of Directors. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective. A director or directors other than the initial Board of Directors may be removed with or without cause by majority vote of the members at a special meeting thereof duly called and

constituted. In such case, the successor shall be elected at the same meeting from eligible members nominated at the meeting or any subsequent meeting of the members. The director so elected shall serve until the next annual meeting of the members or until his/her successor is duly elected and qualified.

Section 6. Annual Meeting: The annual meeting of the Board of Directors shall be held on the first Monday of the calendar year. This meeting shall be held for the purpose of electing officers of the Corporation and considering any other business that may be brought before the meeting.

Section 7. Special Meetings: Special meetings of the Board of Directors may be held upon the call of the President or of a majority of the directors then in office. A written notice stating the time, place and purpose of such meeting shall be given to each director by the Secretary of the Corporation, or by the persons calling the meeting, at least three (3) days prior to the date of the meeting. Said notice shall be given in any or all of the following manners:

- A. By inclusion in the minutes of the previous meeting distributed to the directors in any manner set forth below.
- B. By email
- C. By phone
- D. In person

Section 8. Waiver of Notice: Notice of any meeting may be waived in writing by any director if the waiver sets forth in reasonable detail the time and place of the meeting and the purposes thereof. The attendance by any director at a meeting shall, as to such director, constitute a waiver of notice the time, place and purpose thereof unless such attendance is for the purpose of objecting to the transaction of any business on grounds the meeting was not lawfully called or convened.

Section 9. Quorum; Participation in Meetings: A majority of the total number of directors then in office, but in no case fewer than two (2) directors, shall be necessary to constitute a quorum for the transaction of any business, and the action of a majority of the directors present at any meeting at which a quorum is present shall be the decision of the Board of Directors unless the decision of a greater number is required by law, the Articles of Incorporation or these Bylaws. Any or all of the members of the Board of Directors or of any committee designated by the Board of Directors may participate in a meeting by or through the use of any means of communication by which all persons participating may simultaneously communicate with each other during the meeting, and participation in a meeting using these means constitutes presence in person at the meeting.

Section 10. Executive Committee: The Board of Directors may, by resolution adopted by a majority of the whole Board, designate an Executive Committee consisting of the President, Vice-President, Secretary, and Treasurer, which committee, to the extent provided in such resolution, shall have and exercise all the authority of the Board of Directors in the management of the Corporation, but the designation of the Executive Committee and delegation of authority

to it shall not operate to relieve the Board of Directors or any member from any responsibility imposed upon it or him/her.

Section 11. Other Committees: The Board of Directors may, by resolution adopted by a majority of the whole Board, designate one (1) or more other committees, each of which shall consist of one (1) or more directors, which committees shall have and exercise such powers and responsibilities as provided by the Board of Directors' resolution. The Board of Directors may, by resolution adopted by a majority of the whole Board, also designate one (1) or more advisory committees whose members need not be directors. An advisory committee shall not (i) be a committee of the Board of Directors, nor (ii) exercise any of the powers of the Board of Directors. The designation of any committees and delegation of authority thereto shall not operate to relieve the Board of Directors or any member from any responsibility imposed upon it or him/her.

Section 12. Compensation: The directors shall not receive any compensation for acting in such capacity but may be reimbursed by the Corporation for their reasonable expenses and disbursements on behalf of the Corporation.

Section 13. Employment of Manager: The Board of Directors may hire a general manager to conduct the regular business of the Corporation and shall determine at its annual meeting the manager's compensation therefor. Adjustment to such compensation may be made at any special board meeting thereafter subject to the special meeting notice requirements set forth in Section 7 of this Article IV.

Section 14. Insurance: The Board of Directors shall purchase and maintain liability and casualty insurance in the name of the Corporation. Worker's compensation may, if feasible, be purchased.

Section 15. Bonding: The Board of Directors may purchase indemnity bonding of all agents, employees, and general contractors having responsibility for the collections and handling of corporate funds.

ARTICLE V Officers

Section 1. Officers of the Corporation: At its annual meeting, the Board of Directors shall elect from among the members of the Corporation a President, one or more Vice Presidents (if the Board of Directors deems such office necessary), a Secretary and a Treasurer, and such assistants and other officers it may decide upon, for a term of one year. Any two or more offices may be held by the same person, except that the duties of the President and Secretary shall not be performed by the same person. If the annual meeting of the Board of Directors is not held at the time designated in these Bylaws, such failure shall not cause any defect in the corporate existence of the Corporation, but the officers for the time being shall hold over until their

successors are chosen and qualified, unless sooner removed as provided for by applicable law or these Bylaws.

The President, any Vice Presidents, and the Secretary must be elected members of the Board of Directors. The immediate past President may remain on the Board for one year in a non-voting, *ex officio*, advisory position.

Section 2. Removal: Any officer may be removed from office, with or without cause, by a vote of the majority of the directors present and voting at a meeting of the Board of Directors at which a quorum exists.

Section 3. Resignations: Any officer may resign at any time by delivering notice to the Board of Directors, the President or the Secretary. A resignation is effective upon delivery unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective.

Section 4. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. The President: The President shall be the chief executive officer of the Corporation and Chairman of the Board of Directors. He/she shall preside at all meetings of the members of the Corporation and of the Board of Directors. He/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

Section 6. The Vice President: The Vice President shall perform all duties incumbent upon the President during the absence or disability of the President and, when so acting, shall have all the powers and be subject to all the restrictions upon the President. The Vice President also shall perform such other duties as these Bylaws may prescribe or as shall, from time to time, be imposed upon him/her by the Board of Directors or by the President. If the Board of Directors shall elect more than one Vice President, their right to act during the absence or disability of the President shall be in order their names appear in the resolution or resolutions electing them.

Section 7. Treasurer: The Treasurer shall keep correct and complete records of account, showing at all times the actual financial condition of the Corporation. He/she shall be the legal custodian of all monies, notes, securities and other valuables which may come into the possession of the Corporation. He/she shall furnish a statement of the financial condition of the Corporation at the annual meeting of the members of the Corporation. He/she shall prepare and timely file, on behalf of the Corporation, its annual Not-for-Profit Corporation Report and other such reports and returns as may be required to maintain the Corporation in good standing under the laws of the State of Indiana. He/she shall further prepare and timely file or cause to be prepared and timely filed, on behalf of the Corporation, any annual federal or state income tax returns required to be filed by the Corporation and such other reports and returns as may be required to establish and maintain the exempt status of the Corporation for purposes of federal

and state income taxation. In the event no Vice Presidents have been elected by the Board of Directors, the Treasurer shall perform all duties incumbent upon the President during the absence or disability of the President. If the Treasurer is not an elected member of the Board they will be a voting, *ex officio* member.

Section 8. Secretary: The Secretary shall attend all meetings of the Board of Directors and shall keep, or cause to be kept, in a book provided for that purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty for all standing committees appointed by the Board of Directors, when required. He/she shall see that all notices of the Corporation are duly given and served in accordance with the provisions of these Bylaws or as required by law. He/she shall keep a list of the members of the Corporation and their respective post office addresses. (The actual keeping of this list may be assigned to an assistant.) He/she shall be the legal custodian of the corporate records and, in general, shall perform all duties incident to the office of Secretary.

Section 9. Assistant Officers: The Board of Directors may designate and elect from among the members an Assistant Secretary and Assistant Treasurer who shall have such powers and duties as the officers whom they are elected to assist shall delegate to them and such other persons and duties as these Bylaws or the Board of Directors may prescribe. Assistant officers are not *ex officio* members of the Board of Directors.

Section 10. Delegation of Authority: In the case of the absence of any officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other officer or to any director, for the time being, provided a majority of the entire Board of Directors concurs therein.

ARTICLE VI Dues and Assessments

Annual dues (if any) and assessments shall be determined by the Board of Directors. Even in the event there are no dues assessed upon the members of the Corporation, both members and non-members of the Corporation shall be assessed a fee for participation in games occurring on the premises of the Corporation. This fee may be waived or reduced for certain members at the discretion of the Board of Directors.

ARTICLE VII Contracts, Checks, Notes, etc.

All contracts and agreements entered into by the Corporation and all checks, drafts and bills of exchange and orders for the payment of money shall, in the conduct of the ordinary course of business of the Corporation, unless otherwise directed by the Board of Directors or unless otherwise required by law, be signed by the manager or the assistant manager, if one is selected

by the manager, who are authorized by the Board of Directors to sign such contracts, agreements, checks, drafts, bills of exchange or orders for the payment of money, singly. Any one of the documents heretofore mentioned in this section for use outside the ordinary course of business of the Corporation, or any notes or bonds of the Corporation, shall be executed by and require the signatures of the Treasurer and President of the Corporation.

ARTICLE VIII Purposes and Powers

Section 1. Purposes: The purposes for which the Corporation is formed are:

- A. To promote the learning and playing of bridge for players of all ages and all playing levels in an inviting environment, and to operate, equip, and maintain a facility to carry out the purposes described herein all within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 as amended and any regulations promulgated thereunder.
- B. In furtherance of the aforesaid purposes, to transact any business for which corporations may be incorporated under the Indiana Not-For-Profit Corporation Act of 1971, as amended (the "Act"), provided such business is not inconsistent with the Corporation being organized exclusively for not-for-profit purposes as set out herein.

Section 2. Not-For-Profit Purposes:

- A. The Corporation is organized and operated exclusively for social welfare, charitable, educational or recreational purposes and its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any private shareholder, member, director, officer, other private person or to any for-profit organizations (except for goods and services purchased at market value) except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1.
- B. The Corporation shall operate for the benefit of the bridge-playing public as a whole and not solely for the benefit, pleasure or recreation of its members.
- C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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.
- D. The Corporation shall function primarily as a Club, Unit or District of the American Contract Bridge League (ACBL) and not as a business that competes with other for-profit organizations or enterprises.
- E. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

Section 3. Powers: Subject to any limitation or restriction imposed by the Act, any other law, or any other provisions of the Articles of Incorporation or these Bylaws, the Corporation shall have the power:

- A. To do everything necessary, advisable or convenient for the accomplishment of any of the purposes hereinbefore set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation and to do all of the things incidental thereto or connected therewith which are not forbidden by law.
- B. To engage in transactions, financial or otherwise, with a class of not-for-profit corporations exempt from federal taxation pursuant to Section 501(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws. Such transactions shall include but not be limited to the transfer of assets, bargain sales, the borrowing or leasing of employees, the sharing of goods or services, the guarantee of the payment of principal, interest or other payment in whatever form or obligations evidenced by any form of indebtedness, and the guarantee of performance of any obligation of any member of said class of not-for-profit corporations. Each member of said class shall be affiliated with the Corporation by:
 - 1. Supporting the Corporation, being supported by the Corporation, or supporting or being supported by the same corporation or corporations as the Corporation pursuant to Section 509(a) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law, or
 - 2. Being described in Sections 501(c)(2) or 501(c)(25) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law, by paying over its income, less expenses, to the Corporation or to an organization described in Section 3(B)(1) above.

In any event, the foregoing power or powers shall not be exercised or exercisable in a manner inconsistent with the Corporations status under Section 501(c)(4) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

- C. To have, exercise and enjoy in furtherance of the purposes hereinbefore set forth all the general rights, privileges and powers granted to corporations by the Act, as now existing or hereafter amended and by the common law.

Section 4. Limitations on Powers:

- A. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

- B. The Corporation shall not engage in any act of self-dealing that would subject any person to the taxes imposed on acts of self-dealing by Section 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law.
- C. The Corporation shall not retain any excess business holdings which would subject it to the tax on excess business holdings imposed by Section 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law.
- D. The Corporation shall not make any investments in such a manner as to subject it to the tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law.
- E. The Corporation shall not make any expenditures which would subject it to the taxes on taxable expenditures imposed by Section 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law.
- F. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) or Section 501(c)(4) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Judge of the Circuit Court of Marion County, Indiana, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX Provisions for Regulation of Business and Conduct of Affairs of Corporation

Section 1. Indemnification of Directors and Officers:

- A. The Corporation shall indemnify every director made a party to a proceeding because such individual is or was a director, as a matter of right, against all liability incurred by such individual in connection with the proceeding; provided that it shall be determined in the specific case in accordance with paragraph (D) of this Section that indemnification of such individual is permissible in the circumstances because the individual has met the standard of conduct for indemnification set forth in paragraph (C) of this Section. The Corporation shall pay for or reimburse the reasonable expenses incurred by a director in connection with any such proceeding in advance of final disposition thereof if:
 - 1. The individual furnishes the Corporation a written affirmation of the individual's good faith belief that he/she has met the standard of conduct for indemnification described in paragraph (C) of this Section.

2. The individual furnishes the Corporation a written undertaking, executed personally or on such individual's behalf, to repay the advance if it is ultimately determined that such individual did not meet such standard of conduct.
3. A determination is made in accordance with paragraph (D) that based upon facts then known to those making the determination, indemnification would not be precluded under this Section.

The undertaking described in paragraph A.2 of this section must be an unlimited general obligation of the individual but need not be secured and may be accepted without reference to financial ability to make repayment. The Corporation shall indemnify a director who is wholly successful, on the merits or otherwise, in the defense of any such proceeding, as a matter of right, against reasonable expenses incurred by the individual in connection with the proceeding without the requirement of a determination as set forth in paragraph (D) of this Section. Upon demand by a director for indemnification or advancement of expenses, the Corporation shall expeditiously determine whether the director is entitled thereto in accordance with this Section. The indemnification and advancement of expenses provided for under this Section shall be applicable to any proceeding arising from acts or omissions occurring before or after the adoption of this Section.

B. Every individual who is or was an officer of the Corporation shall be indemnified, and shall be entitled to an advancement of expenses, to the same extent as if such individual was a director. The Corporation shall have the power to indemnify any individual who is or was an employee or agent of the Corporation to the same extent as if such individual was a director or officer.

C. Indemnification is permissible under this Section only if:

1. The conduct of the individual seeking to be indemnified was in good faith.
2. The individual reasonably believed
 - a. In the case of conduct in the individual's official capacity with the Corporation, that the individual's conduct was in the Corporation's best interests.
 - b. In all other cases, that the individual's conduct was at least not opposed to Corporation's best interests.
3. In the case of any criminal proceeding, the individual either had reasonable cause to believe the individual's conduct was lawful or had no reasonable cause to believe the individual's conduct was unlawful.

The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent is not, of itself, determinative that the individual did not meet the standard of conduct described in this paragraph (C).

- D. A determination as to whether indemnification or advancement of expenses is permissible shall be made by any one of the following procedures:
1. By the Board of Directors by a majority vote of a quorum consisting of directors not at the time parties to the proceeding.
 2. If a quorum cannot be obtained under paragraph (D.1) above, by a majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding.
 3. By special legal counsel:
 - a. Selected by the Board of Directors or its committee in the manner prescribed in paragraph (D.1) or (D.2) above.
 - b. If a quorum of the Board of Directors cannot be obtained under paragraph (D.1) and a committee cannot be designated under paragraph (D.2), selected by a majority vote of the full Board of Directors (in which selection directors who are parties may participate).
 4. By the members of the Corporation by a majority vote of a quorum thereof excluding members who are at the time parties to the proceeding.
- E. A director of the Corporation who is a party to a proceeding may apply for indemnification from the Corporation to the court, if any, conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court, after giving notice the court considers necessary, may order indemnification if it determines:
1. In a proceeding in which the director is wholly successful, on the merits or otherwise, the director is entitled to indemnification under this Section, in which case the court shall order the Corporation to pay the director his/her reasonable expenses incurred to obtain such court ordered indemnification, or
 2. The director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the director met the standard of conduct set forth in paragraph (C) of this Section.
- F. Nothing contained in this Section shall limit or preclude the exercise or be deemed exclusive of any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any individual who is or was a director, officer, employee or agent of the Corporation or is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, association, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not. Nothing contained in this Section shall limit the ability of the Corporation to otherwise indemnify or advance expenses to any individual. It is the intent of this Section to provide indemnification to directors and officers to the fullest extent now or hereafter permitted by the law consistent with the terms and

conditions of this Section. Indemnification shall be provided in accordance with this Section irrespective of the nature of the legal or equitable theory upon which a claim is made, including without limitation negligence, breach of duty, mismanagement, corporate waste, breach of contract, breach of warranty, strict liability, violation of federal or state securities law, or violation of any other state or federal law; provided that no individual shall be indemnified under this Section in respect of any proceeding wherein the individual shall have been adjudged to be liable to the Corporation for having gained any personal profit or advantage to which the individual is not legally entitled. In addition, there shall be no indemnification with respect to matters as to which indemnification would result in inurement of the net earnings of the Corporation “to the benefit of any private shareholder or individual” within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or similar provision of any subsequent Federal tax law.

G. For purposes of this Section:

1. The term “director” means an individual who is or was a director of the Corporation or an individual who is or was serving at the Corporation’s request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for-profit or not, including without limitation any subsidiary corporation of the Corporation. “Director” includes, unless the context requires otherwise, the estate or personal representative of a director.
2. The term “expenses” includes all direct and indirect costs (including without limitation counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees and all other disbursements or out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement or appeal of a proceeding or establishing or enforcing a right to indemnification under this Section, applicable law or otherwise.
3. The term “liability” means the obligation to pay a judgment, settlement, penalty, fine, excise tax (including an excise tax assessed with respect to an employee benefit plan) or reasonable expenses incurred with respect to a proceeding.
4. The term “party” includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.
5. The term “proceeding” means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

- H. The Corporation may purchase and maintain insurance for its benefit, the benefit of any individual who is entitled to indemnification under this Section, or both, against any liability asserted against or incurred by such individual in any capacity or arising out of such individual’s service with the Corporation, whether or not the Corporation would have the power to indemnify such individual against such liability.

ARTICLE X Amendments

The power to make, alter, amend or repeal these Bylaws is vested in the Board of Directors but such action shall be taken only at a meeting of the Board of Directors specifically called for this purpose. The affirmative vote of the majority of the entire Board of Directors shall be necessary to effect any such changes in these Bylaws, unless otherwise provided in the Articles of Incorporation or these Bylaws.

These Bylaws replace all prior Codes of Bylaws of the Corporation, including those certain bylaws adopted by the Board of Directors on February 6, 2017.

Perry Olsen
President

_____/_____/_____ (date)

Beth Morton
Secretary

_____/_____/_____ (date)