

**BYLAWS
OF
THE UNITED STATES INTERNATIONAL
420 CLASS ASSOCIATION
a California corporation
(as Amended January 29, 2009)**

**ARTICLE I.
NAME**

The name of this corporation shall be THE UNITED STATES INTERNATIONAL 420 CLASS ASSOCIATION (the "Corporation"). The Corporation is a California non-profit public benefit corporation.

**ARTICLE II.
PURPOSE AND OBJECTIVES**

The purpose of the Corporation is the support, development and growth of the International 420 Class, double-handed dinghy sailors in the United States and its Territories, at all levels of experience, that aspire to train and compete in this international class dinghy, and to achieve success at the highest levels of competition. At the forefront of the mission is: achievement of a sustainable communication and management organization that succeeds in developing medal winners in international competition; sailor, program and fleet development; education; training, sponsorship of sailors, events and activities that support development; and, the promotion of sailing and Corinthian seamanship in both international and domestic events.

The primary objectives of the Corporation are:

- To develop young motivated sailors that want to compete within the International 420 Class worldwide and achieve sustainable success through proper education, training, guidance and support, evidenced by winning performances in international competition;
- To train young sailors to travel and compete at the highest levels of International 420 double-handed dinghy events worldwide, and to manage all aspects of the logistics, travel and support resources to instill independence and confidence in the sailors;
- To organize and support travel Teams (Team USA & Euro Team Tour), training clinics and sailing competitions in support of sailor development within the Class Association in both domestic and international events;

- To promote and support communications for the sailors within the US I-420 CA, and provide a platform for the sailors to access and share information;
- To assist the I-420 Class, through its Regional Governors, in the development of local fleets, sailor development; boat ownership, regattas and training clinics;
- To represent the US I-420 Class and its members as the authorized Member National Authority (MNA) of the United States in all matters pertaining to the International 420 Class Association;
- To teach, advance and actively promote the Corinthian Spirit, sportsmanship, teamwork, excellence in seamanship, and safety to existing and new generations of sailors through their teenage and young adult years.

ARTICLE III. MEMBERSHIP

Section 1. CATEGORIES. There are three classes of membership to the Corporation: (1) Sailor Members, (2) Institutional/Fleet Members and (3) Sustaining Members.

Section 2. QUALIFICATIONS. The qualifications for the member classes shall be as follows:

(a) **Sailor Members** of the Corporations shall consist of any individual who wishes to join the class as a past, current or future sailor of the I-420 Dinghy in domestic or international competition. A Sailor Member must remain current with the payment of the annual dues to the Corporation when and as established by the Board. A Sailor Member does not have to have his or her own I-420 to be a Sailor Member, but a sailor must be a Member in order to compete in I-420 regattas and events. A Sailor Member shall be a voting Member of the Corporation.

(b) **Institutional/Fleet Members** of the Corporation shall consist of entities that may or may not own any number of I-420's that are registered as a "Fleet" with the Corporation, that, if boats are owned, use the boats for training and competition purposes. To qualify as a Fleet Member, the entity must be a recognized yacht or sailing club or association; the boats in the Training Fleets cannot be owned and registered with the Corporation by individuals; and they must be current with the payment of dues to the Corporation when and as established by the Board. One person affiliated with the Training Fleet who is not also a Sailor Member or Sustaining Member shall be designated as the voting Member for each Fleet.

(c) **Sustaining Members** of the Corporation shall consist of any individual or entity that wishes to support the organization annually, and is current with the payment of Sustaining Member

dues to the Corporation when and as established by the Board. Sustaining Members shall not be voting Members of the Corporation. Sustaining Members are encouraged to submit questions, comments or proposals to the Board of Governors through their Regional Governor at any time.

Section 3. OBLIGATIONS OF MEMBERSHIP. By becoming a Member of the Corporation, the member accepts that while sailing in competition or training, his or her conduct while sailing is governed by the *Racing Rules of Sailing*, and that the Member otherwise agrees to be bound by the “Code of Conduct”, Sailor Contract” and the provisions of the Election & Waiver Form of the US I-420 Class-Team USA; the Bylaws and any amendments of the Corporation, the Class Rules, the Class Technical Manual, and the Sailing Instructions. Sailor Members competing in I-420 events must be current with the Class Association Dues, and also current members of US Sailing and registered with ISAF: Memberships are not transferable.

Section 4. DUTY AND POWERS. The Members shall have the following duties and powers and no others:

(a) A voting Member shall have the duty and power to nominate candidates for the Regional Governor positions from their geographic area as those Governor(s) terms expire as required by the California Nonprofit Public Benefit Corporation Law.

(b) The voting Members shall have the power to vote on the selection of the Regional Governors of the Corporation for their Region, and may submit, through their Regional Governors, candidates for any of the Executive Committee positions when they are up for election.

(c) The Members shall have the power, at any time and from time to time, to review the financial books and records of the Corporation.

(d) The Members shall have all duties and powers afforded members under the California Nonprofit Public Benefit Corporation Law, including, without limitation, the Member’s right to receive from the Board of Governors those certain reports as described in Chapter 13 of the California Nonprofit Public Benefit Corporation Law.

Section 5. MEMBERSHIP DUES. Membership dues shall be established annually by the Board of Governors, and may vary for the different classes of Membership.

Section 6. ANNUAL MEETING. Except as the Board of Governors of the Corporation may otherwise provide by resolution duly adopted pursuant to the authority granted herein, the Annual Meeting of the Members of the Corporation shall be held prior to the Annual Meeting of the Board of Governors.

Section 7. SPECIAL MEETINGS. Special Meetings of the Members may be called by the voting Members, President or the Board of Governors.

Section 8. PLACE OF MEETINGS. The Board of Governors may, by resolution, designate any convenient location for any Annual or Special Meeting of the Members. Because of the wide geographic diversity, the Board of Governors and or the Executive Committee may, by electronic confirmation, choose to hold meeting in a telephonic or other electronic format.

Section 9. NOTICE OF MEETINGS. All notice of meetings of the Member shall be sent or otherwise given to the Members in the manner provided in Section 5511 of the Corporations Code of California.

Section 10. PROXIES. The Member may not vote by proxy on any matter.

Section 11. ACTION BY WRITTEN CONSENT. Any action required or permitted to be taken by the Members may be taken without a meeting, if the Members shall consent in writing or by electronic mail to the action.

Section 12. SUSPENSION OR REMOVAL. Any member may be suspended or removed from membership in this Corporation for conduct prejudicial to the objectives of this Corporation or inconsistent with the purposes for which it is formed. If grounds appear to exist for suspending or terminating a Member, the following procedures shall be followed: Such Member shall be given at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given in any manner reasonably calculated to provide actual notice. Notice given by mail shall be sent first class or registered mail to the Member's last address as shown on the Corporation's records. The Member shall be given an opportunity to be heard, either orally or in writing, at least 5 days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board, or by a committee or person authorized by the Board to determine whether the suspension or termination should occur. The Board, committee or person shall decide whether the Member should be suspended, expelled or sanctioned in any way. The decision of the Board, committee or person shall be final. Any action challenging an expulsion, suspension, or termination of Membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, termination or suspension.

ARTICLE IV. PRINCIPAL OFFICES

The principal office for the transaction of business is located at 1301 Dove Street, Suite 330, Newport Beach, in the County of Orange, State of California. The Board may change the principal office from one location to another. Any change of this location shall be noted by the Secretary on these bylaws opposite this Article, or this Article may be amended to state the new location.

ARTICLE V. GOVERNORS

Section 1. Number and Type of Governors. The business, property and affairs of this Association shall be managed and its corporate powers exercised by the Board of Governors, who shall act, unless otherwise prescribed, by a majority vote of the Governors present in person or by proxy. The authorized number of Governors of the Corporation shall be not less than twelve (12) but not more than thirty (30). There shall be two types of Governors: Regional Governors elected by the voting Members ("Regional Governors") and Governors serving by virtue of their position with the Corporation ("Executive Committee Members") elected by the Regional Governors. Collectively the Regional Governors and the Executive Committee Members shall be known as the Board of Governors. The exact number of Governors shall be set from time to time, within the limits specified above, by a resolution duly adopted by the Board of Governors.

Section 2. Executive Committee Members. The Executive Committee will consist of at least one representative from either US Sailing's Youth or One Design development committees; two parent representatives, one from the west coast and one from the east coast (the Mississippi River being the dividing line between east and west); three members chosen from the volunteer sailing community, one of which is the Director of Coach Development. From this group shall be chosen all of the officers of the Corporation. Such members could include individuals whose sailors and/or relatives currently sail in the Class, however, such members would be prohibited from constituting a majority of the Executive Committee for the purposes of voting to avoid an obvious conflict of interest, and also excluded from participating in the Selection Committee while their sailor or relative is sailing in the Class. Voting Members may submit names to their Regional Governors for consideration for nomination to the Executive Committee and Officers and such persons, if qualified, shall be placed in nomination for a vote of the Regional Governors, at the annual meeting. If an insufficient number of qualified candidates have been submitted by the voting Members to the Regional Governors, one or more Regional Governors may also submit names in nomination for the Executive Committee.

Section 3. Regional Governors. The Regional Governors shall consist of up to fourteen (14) individuals, or more as may be authorized, who are either employed as collegiate level sailing coaches, sailing program directors or professional coaches or sailors who are not parents or relatives of sailors who are now or may soon be Sailors Members of the Corporation. In the event that during their tenure as a member of the Board of Governors of the Corporation, either as a Regional Governor or Executive Committee Member, a Governor has a family member or relative submit an application to

be considered for one of the slots on any I-420 sailing team that would represent the Corporation in any International Championship event, that Board Member would be excluded from the selection process as long as that relative is a current or pending Sailor Member. The regions from which the Regional Governors are chosen are based loosely on the US Sailing Area map so as to provide adequate national representation on the Board of Governors somewhat indicative of the areas of sailor concentration. The breakdown of areas and the number of Governors per area is as follows:

- (a) Region 1 – Northeast - Two Governors: US Sailing Areas A & B
- (b) Region 2 – Mid-Atlantic – Two Governors: US Sailing Area C
- (c) Region 3 – Southeast – Two Governors: US Sailing Area D (FL-GA-SC-NC only)
- (d) Region 4 – Great Lakes/Mid-West – One Governor: US Sailing Areas E & K
- (e) Region 5 – Gulf Coast – One Governor: US Sailing F & D (TX-LA-MS-AL-FL Panhandle)
- (f) Region 6 – Pacific Northwest – One Governor: US Sailing Area L
- (g) Region 7 – Northern & Central California – Two Governors: US Sailing Area G
- (h) Region 8 – Southern California & Hawaii – Two Governors: US Sailing Areas J & H
- (i) Region 9 – At Large Non-Voting - One Governor: (optional for US Territories)

In the event that there are no Sailor or Fleet Members from any of the Regions outlined above from which a nominee is put forward for election as a Regional Governor from the Region, then the Executive Committee would authorize a Selection Committee made up of Executive Committee and Regional Governors to seek out a Regional Governor for that Region. This method of choosing a Regional Governor from any Region would remain until such time as Sailor and Fleet Members from the Region constituted a voting body for the region.

Section 4. Advisory Board. The Executive Committee may appoint persons to serve in an advisory, non-voting, capacity to the Board of Governors. Such advisory positions may include the following:

(a) Director of Fleet Development. This Director will have full access to Board and Executive Committee meetings and a place on meeting agendas to report progress and seek resources and assistance. This person can also hold the Director of Regatta Development position and can serve as long as the Board and the individual agree.

(b) Director of Regatta Development. This Director will have full access to Board and Executive Committee meetings and a place on meeting agendas to report progress and seek resources and assistance. This person can also hold the Director of Fleet Development position and can serve as long as the Board and the individual agree

(c) Judge Advocate. The Board may, if such a person is desirable, develop the criteria for and recruit such a person.

(d) Such other advisory positions as the Board may, from time to time, deem necessary or advisable to further the goals of the Corporation.

Section 5. Responsibilities & Conflicts. The Board of Governors shall have general charge and control of the affairs, funds and property of the Corporation. In addition, the Board of Governors may exercise the following powers:

(a) To select and remove all officers, agents and employees of the Corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles or these Bylaws, and fix their compensation.

(b) To delegate the management of the activities of the Corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Governors. In the event that a member of the Board of Governors (Executive Committee; Regional Governors; or Member in good standing) is chosen by a vote of the Executive Committee to provide management or other professional services to the Corporation while they are a member of the Board of Governors, then any issue regarding conflict of interests will be acknowledged in the term of the contract for services, and the fees for such services provided to the Corporation that are charged by the Member of the Board of Governors shall be based on a rate that is at or below the published industry standard for similar services by that industry.

(c) To conduct, manage and control the affairs and activities of the Corporation and to make such rules and regulations therefore not inconsistent with law, the Articles or these Bylaws, as they may deem best.

(d) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best.

(e) To borrow money and incur indebtedness for the purpose of the Corporation, and to cause to be executed and delivered therefore, in the corporate name, hypothecations or other evidences of debt and securities therefore.

(f) To approve and appoint, for such term as it shall decide, Class Measurers for either or both sails and I-420 boats.

(g) To vote on the adoption and modification of the Class Rules, Technical Manual and all other documents approved or modified as requested by the International Class Association, as the United States MNA of International Class Association.

(h) To approve and disapprove sailors chosen for the I-420 World Championship, European Championship, Junior European Championship and other such I-420 events where sailor

performance is the criteria for such a selection based upon the published “Selection Criteria” of the US I-420 Class Association as currently established or as may be modified in the future.

Section 6 Nominations and Elections. Except as provided herein, Governors shall serve for a term of three (3) years. The election of Governors shall take place at the Corporation’s Annual Meeting and shall be run pursuant to the latest edition of Roberts Rules of Order. Notice of the Annual Meeting shall be sent to the Board of Governors and the Membership at least 30 but no more than 90 days prior to the date of the Annual Meeting, which notice shall include a list of the Board positions that are subject to election at the Annual Meeting. Members of the Board of Governors, the Sailor Members and the representative Fleet Members shall be invited to submit nominations for each such Board position, which nominations shall be submitted to the Secretary at least 10 days prior to the Annual Meeting.

The President of the Association may appoint a Nominating Committee to nominate candidates for the Board positions that are subject to election at the following Annual Meeting. At least 15 days prior to the Annual Meeting, the Members shall be notified of any nominations received from the Members as well as the nominations of the Nominating Committee. The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to voting Members the nominee’s qualifications and the reasons for the nominee’s candidacy, a reasonable opportunity to solicit votes, and a reasonable opportunity for Members to choose among the nominees. Section 3 of these By-Laws also make reference to the election of Governors from areas where the Corporation has no Voting Members.

If the position of any Governor becomes vacant, the remaining Governors may elect a successor, who shall fill the position for the unexpired term of the Governor whom he or she replaces, or they may choose to leave the position vacant until the next scheduled election.

Section 7. Compensation. Directors shall serve without compensation.

Section 8. Meetings. The Board shall hold the annual meeting in May or June of each year. The Board may hold meetings from time to time, in person or by telephone or video conference, as determined by the President or the Executive Committee, upon three (3) days notice by first-class mail or twelve hours notice given personally or by telephone, electronic mail, telegraph, telex or other similar means of communication.

Section 9. Quorum. A quorum shall consist of a majority of the Governors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal

of a Governor, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 10. Vacancies. Notwithstanding the provisions of Section 4 above, any Governor elected to fill a vacancy occurring in the Board of Governors will be elected to serve for the remainder of the calendar year in which such Governor is elected followed by a two (2) year term. Vacancies on the Board of Governors will be filled by the Board of Governors from recommendations made by the Nominating Committee.

Section 11. Waiver of Notice. Notice of a meeting need not be given to any Governor who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Governor. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 12. Adjournment. A majority of the Governor s present, whether or not a quorum is present, may adjourn any Governor s' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Governor s if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice shall again be-given before any further matters may be considered by the Board of Governors.

Section 13. Action Without Meeting. Any action required or permitted to be taken by the Board of Governors may be taken without a meeting if all members of the Board of Governors shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board of Governors and shall be filed with the minutes of the proceedings of the Board of Governors.

Section 14. Rights of Inspection. Every Governor shall have the absolute right at any reasonable time to inspect and copy all corporate books, records and documents pertaining to corporate business and to inspect the physical properties of the Corporation

Section 15. Removal of Directors. Every Governor may be removed, either with or without cause, upon the vote of a majority of all Governors.

ARTICLE VI. OFFICERS

Section I. Officers. The Corporation shall have a President, one or more Vice Presidents, Secretary, Treasurer, and Director of Coach Development. The Executive Committee may add an

additional Officer, the position of Class Measurer, as it may deem necessary in the future, by a vote of the Executive Committee. The Officers shall be elected at the Annual Meeting of the Board of Governors. The Corporation may also have, at the discretion of the Board of Governors, such other officers as the business of the Corporation may require with such authority and to perform such duties as the Board of Governors may from time to time determine. Any number of offices may be held by the same person except as provided in the Articles or in these Bylaws and except that neither the Secretary nor the Treasurer may serve currently as the President or Chairman of the Board of Governors. Other than the Parent Directors, no officer may be a parent of a sailor actively sailing in the I-420 Fleet. The office of Parent Director shall be rotated among regions.

Section 2. Nominations and Elections. The Nominating Committee shall present to the Board of Governors the slate of officer nominees for annual election. The election and installation of officers shall be at the Annual Meeting.

Section 3. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board of Governors at any time or, except in the case of an officer chosen by the Board of Governors, by any officer upon whom such power of removal may be conferred by the Board of Governors. Any officer may resign at any time by giving written notice to the Corporation, but without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Term of Office. The term of office shall be two (2) years , except the Director of Coach Development, who shall serve for a term of three (3) years.

Section 5. Duties.

(a) President. The President shall be the executive officer and shall preside at all meetings of the organization, Board of Governors, and Executive Committee. The President, with Executive Committee approval, shall appoint all committee chairs and members of committees and all special chairpersons.

(b) Vice President. The First Vice President shall perform the duties of the President when the President is absent or otherwise unable to act. The First Vice President shall be the President elect. Additional vice presidents and their duties may be designated from time to time by the Board of Governors.

(c) Secretary. The Secretary shall keep or cause to be kept minutes of all meetings of the Board of Governors.

(d) Treasurer. The Treasurer of the Corporation shall be custodian of the funds of the Corporation.

(e) Class Measurer. The Class Measurer shall be responsible for obtaining, publishing, and enforcing the Class Rules and Construction Rules and shall rule on all questions and challenges relating to the Class Rules and or Construction Rules, and shall issue interpretations thereof deemed necessary by him or her. All such interpretations shall be based upon the rules and guidelines established by the International Class Association Chief International Measurer and shall be supported by the Board, and duly published to the Members of the Corporation.

(f) Director of Coach Development. The Director of Coach Development shall be responsible for the overseeing the training mission of the Corporation. This Officer/Director may also serve as a Regional Governor, and shall be responsible to work with the Regional Governors to recruit and train new coaches for the Class and to organize and coordinate with the International 420 Class Development Director any and all future coach's clinics that are to be held in the United States.

(e) The duties of other positions created by the Board of Governors shall be determined from time to time by the Board of Governors. The Board of Governors may employ a staff officer upon such terms and conditions of employment as the Board determines. Such staff officer shall be know as the Executive Director and shall be responsible for the administration of all affairs of the Corporation under the policy guidance of the Board of Governors. The Executive Director shall report and be responsible to the President of the Board of Governors.

Section 6. Vacancies. Vacancies shall be filled for the unexpired term of office by the Board of Governors. Consideration shall be given to recommendations of the Nominating Committee.

ARTICLE VII. OTHER PROVISIONS

Section 1. Endorsement of Documents: Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when signed by the President or any Vice President and the Secretary, or the Treasurer of the Corporation shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officer had no authority to execute the same. Any such instrument may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board of Governors. No officer, 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 for any purpose or amount.

Section 2. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provision of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporations Law shall govern the construction of these Bylaws.

Section 3. Amendments. Subject to the voting Members rights under Article III, Section 3, and the limitations set forth below, these Bylaws may be amended or repealed by approval of the Board of Governors, unless doing so would materially and adversely affect the voting Members' rights as to voting.

Section 4. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board of Governors or the President are each authorized to vote, represent and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the Corporation. The authority herein granted may be exercised either by any officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.

Section 5. Standing Rules. The Board of Governors may adopt such Standing Rules as from time to time it deems necessary.

ARTICLE VIII. COMMITTEES

Section 1. Board Committees. The Board of Governors may appoint one or more committees, each consisting of two or more Directors, and, subject to the provisions of the California Nonprofit Public Benefit Corporations Law, delegate to such committees any of the authority of the Board of Governors ("Board Committees"). Board Committees must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of Governors then in office. The Board of Governors shall have the power to prescribe the manner in which proceedings of any Board Committee shall be conducted. In the absence of any such prescription, such Board Committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board of Governors or such Board Committee shall otherwise provide, the regular and special meetings and other actions of any such Board Committee shall be governed by the provisions

of these bylaws applicable to meetings and actions of the Board of Governors. Minutes shall be kept of each meeting of each Board Committee.

Section 2. Executive Committee. The Executive Committee shall be a Board Committee. The President shall serve as Chair. The Executive Committee is empowered to act for the Board of Governors in conducting the business of the Corporation between Board of Governors meetings.

Section 3. Sportsmanship Committee. The Corporation shall have a Sportsmanship Committee that shall consist on no less than three and no more than five individuals whose responsibility is, upon request from the President, the Executive Committee, or the Board, to investigate any complaints of unsportsmanlike behavior in or out of racing and, upon request from the President, the Executive Committee, and or the Board, to impose discipline up to and including a recommendation to the Board for the removal of a member from membership in the Corporation for such conduct.

Section 4. Committees of Non-Board of Governors Members. The Board of Governors may appoint, by resolution of the Board of Governors, such other advisory committees, special events committees whose special talents and expertise would be of benefit to the Corporation and honorary committees formed of people with past experience with the Corporation and those persons who are especially supportive of the goals of the Corporation. Members of those committees need not be Directors. Membership on these committees does not confer any voting rights as set forth in California Corporation Code Section 5056 and therefore, a "member" of said committees who is not also a Governor, is not a "member" of the Corporation.

ARTICLE IX. FINANCES

Section 1. Fiscal Year. The fiscal year shall be from January 1 to December 31, unless otherwise fixed by resolution of the Board of Governors.

Section 2. Budget. To the extent that the operations of the Corporation incorporates finances beyond simple membership accounting, and the Board of Governors and Executive Committee determine that an annual budget is necessary there shall be no annual budget. A monthly accounting of membership revenues and expenses shall be kept current. However if it is determined by the Board and Executive Committee that an annual budget is required, the next year's annual budget shall be presented to the Board of Governors for approval prior to the end of the fiscal year.

ARTICLE X.
INDEMNIFICATION OF DIRECTORS,
OFFICERS, EMPLOYEES AND OTHER AGENTS

Section 1. Definitions. For the purpose of this article,

(a) "agent" means any person who is or was a Governor, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a Governor, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise;

(b) "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

(c) "expenses" includes, without limitation, all attorneys' fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

Section 2. Successful Defense by Agent. To the extent that an agent of the Corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Section 3 through 5 shall determine whether the agent is entitled to indemnification

Section 3. Actions Brought by Persons Other Than the Corporation. Subject to the required findings to be made to Section 5 below, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of: the Corporation, by reason of the fact that such person is or was an agent of the Corporation, for all expenses, judgments, fines, settlements, and other amounts actually reasonably incurred in connection with the proceeding.

Section 4. Action Brought By or On Behalf of the Corporation.

(a) Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.

(b) Claims and suits awarded against agent. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or

completed action brought by or on behalf of the Corporation by reason of the fact that the person is or was an agent of the Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(i) The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and

(ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expense incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 5. Determination of Agent's Good Faith Conduct. The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

(a) Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believed to be in the best interest of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any, proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of the Corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

(b) Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with Paragraph (a) above shall be made by:

(i) the Board of Governors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or

(ii) the court in which the proceeding is or was pending. Such determination may be made on application brought by the Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by the Corporation.

Section 6. Limitations. No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5 (b) (ii), in any circumstance when it appears:

(a) That the indemnification or advance would be inconsistent with a provision of the articles or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the

proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

ARTICLE XI. DISSOLUTION

The Corporation may be dissolved upon the vote of a majority of the Governors and the approval of the voting Members. On dissolution or winding up of the Corporation, its assets remaining after payment of or provision for payment of all debts and liabilities of this Corporation, shall be distributed to an organization organized and operated exclusively for charitable purposes under Section 501(c)(3), 509(a), 170(c) and 170(b)(1)(A) of the Internal Revenue Code.

CERTIFICATE OF SECRETARY

This is to certify that the foregoing is a true copy of the Bylaws adopted by the Board of Governors on _____, 2009.

IN WITNESS WHEREOF, I have hereunto set my hand as the Secretary of the Corporation on this ____ day of _____, 2009.

Secretary