

**BY-LAWS**  
**OF**  
**THE CHICAGO BLAZE RUGBY CLUB, INC.**

**ARTICLE I**

**Offices**

The Chicago Blaze Rugby Club, Inc. (the "Corporation" or the "Club") shall continuously maintain in the State of Illinois a registered office and a registered Agent whose business office is identical with such registered office and may have other offices within or without the state.

**ARTICLE II**

**Members**

**SECTION 1. CLASSES OF MEMBERS.** The Corporation shall have two classes of Members.

- a. **Full Members**, which are entitled to participate as players on the Rugby Teams fielded by the Club, and are entitled to serve as Directors and/or Officers of the Club. Life Members, who have met donation criterion set by the Board of Directors, are Members of the Full Members class.
- b. **Associate Members**, which are not entitled to participate as players on the Rugby Teams fielded by the Club, are not entitled to serve as Directors and/or Officers of the Club, but can participate in other Club sponsored activities.

**SECTION 2. APPLICATION FOR MEMBERSHIP.** Individuals wishing to become Members of the Corporation shall file a written petition with the Secretary of the Corporation.

**SECTION 3. ELECTION OF MEMBERS.** Members shall be elected by the Board of Directors. A Majority Vote by the Board of Directors shall be required for election to Membership. The Board of Directors shall vote on a petition for Membership within thirty days of the receipt of said petition by the Secretary of the Corporation.

**SECTION 4. VOTING RIGHTS.** Each Full Member of the Corporation has voting rights, and shall be entitled to one vote on each matter submitted to a vote of the Members. Associate Members shall not have voting rights.

**SECTION 5. TERMINATION OF MEMBERSHIP.** The Board of Directors, by a Majority Vote, may suspend or expel a Member for cause after an appropriate hearing, and may, by a Majority Vote, terminate the Membership of any Member who becomes ineligible for Membership, or suspend or expel any Member who shall be in default in the payment of dues, if any, or for any act deemed by the Board of Directors to be detrimental to the Corporation.

**SECTION 6. RESIGNATION.** Any Member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

**SECTION 7. REINSTATEMENT.** Upon written request signed by a former Member and filed with the Secretary, the Board of Directors may, by a Majority Vote, reinstate such former Member to Membership upon such terms as the Board of Directors may deem appropriate.

**SECTION 8. TRANSFER OF MEMBERSHIP.** Membership in this Corporation is not transferable or assignable.

**SECTION 9. NO MEMBERSHIP CERTIFICATES.** No Membership Certificates of the Corporation shall be required. The Board of Directors may provide for the issuance of Membership Certificates evidencing Membership in the Corporation, which shall be in such form as may be determined by the Board of Directors.

### **ARTICLE III**

#### **Meeting of Members**

**SECTION 1. ANNUAL GENERAL MEETING.** An Annual General Meeting of the Full Members shall be held in the second quarter of each year for the purpose of electing Directors and Officers, and for the transaction of such other business as may come before the meeting.

**SECTION 2. SPECIAL GENERAL MEETING.** Special General Meetings of the Full Members may be called by any two Directors, the President, or not less than one-fifth of the Full Members, for the purpose or purposes stated in the call of the meeting.

**SECTION 3. PLACE OF MEETING.** The Board of Directors may designate any place as the place of meeting for any Annual General Meeting or for any Special General Meeting. If no designation is made or if a Special General Meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Illinois.

**SECTION 4. NOTICE OF MEETINGS.** Written notice stating the place, date, and hour of any meeting of the Full Members shall be delivered to each Member entitled to vote at such meeting not less than five nor more than sixty days before the date of such meeting, or, in the case of a removal of one or more Directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty nor more than sixty days before the date of the meeting. In case of a Special General Meeting or when required by statute or by these By-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

**SECTION 5. INFORMAL ACTION BY MEMBERS.** Any action required to be taken at a meeting of the Full Members of the Corporation, or any other action which may be taken at a meeting of Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed either (i) by all the Members entitled to vote with respect to the subject matter thereof, or (ii) by the Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voting. If such consent is signed by less than all of the Members entitled to vote, then such consent shall become effective on: (1) if, at least five days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all of the Members entitled to vote with respect to the subject matter thereof, and (2) if, after the effective date of such consent, prompt notice in writing of the taking of the corporate action without a meeting is delivered to those Members entitled to vote who have not consented in writing.

**SECTION 6. FIXING OF RECORD DATE.** For the purpose of determining the Members entitled to notice of or to vote at any meeting of Members, or in order to make a determination of Members for any

other proper purpose, the Board of Directors of the Corporation may fix in advance a date as the record date for any such determination of Members, such date in any case to be no more than 60 days and, for a meeting of Members, not less than five days, or in the case of a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than 20 days before the date of such meeting. If no record date is fixed for the determination of Members entitled to notice of or to vote at a meeting of Members, the date on which notice of the meeting is delivered shall be the record date for such determination of Members. When the determination of Members entitled to vote at any meeting of Members has been made, such determination shall apply to any adjournment of the meeting.

**SECTION 7. QUORUM.** The holders of two-fifths of the votes which may be cast at a meeting of the Full Members of the Corporation, represented in person or by proxy, shall constitute a Quorum for consideration of such matter at any meeting of Members, except for those votes requiring a Super Majority Vote as noted in the Constitution and the By-laws of the Corporation. If less than a Quorum of the outstanding votes are represented at said meeting, a majority of the votes so represented may adjourn the meeting at any time without further notice. At any adjourned meeting at which a Quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of Members from any meeting shall not cause failure of a duly constituted Quorum at that meeting.

**SECTION 8. PROXIES.** Each Member entitled to vote at a meeting of Members or to express consent or dissent to corporate action in writing, may authorize another person or persons to act for him or her by written proxy, but no such proxy shall be voted or acted upon after eleven months from its date, unless the written proxy provides for a longer period.

**SECTION 9. VOTING.** Each Full Member shall be entitled to one vote in each matter submitted to vote at a meeting of Members. Each such Member may vote either in person or by proxy as provided in SECTION 8 hereof. The President of the Corporation shall have an additional vote, which he shall use to break an otherwise tied vote.

A Majority Vote of the Full Members is defined as a vote of 51% or more of the votes of a Quorum of the Full Members of the Corporation.

A Super Majority Vote of the Full Members is defined as a two-thirds or greater vote of the Full Members of the Corporation.

**SECTION 10. INSPECTORS.** At any meeting of Members, the Secretary of the meeting may appoint one or more persons as Inspectors for such meeting.

Such Inspectors shall ascertain and report the number of votes represented at the meeting, based upon their determination of the validity and effect of proxies; count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all the Members.

Each report of an Inspector shall be in writing and signed by him or her or by a majority of them if there be more than one Inspector acting at such meeting. If there is more than one Inspector, the report of a majority shall be the report of the Inspectors. The report of the Inspector or Inspectors on the number of votes represented at the meeting and the results of the voting shall be prima facie evidence thereof.

**SECTION 11. VOTING BY BALLOT.** Voting on any question or in any election may be by voice unless the Secretary of the meeting shall order that voting be by ballot.

## ARTICLE IV

### Board of Directors

**SECTION 1. GENERAL POWERS.** The affairs of the Corporation shall be managed by or under the direction of its Board of Directors. A majority of the Board of Directors may establish reasonable compensation for the services of others, including Officers, irrespective of any personal interest.

**SECTION 2. NUMBER, TENURE AND QUALIFICATIONS.** The number of Directors shall be three. Each Director shall take office immediately after election and shall hold office until the election and qualification of their successor, or until his or her death, unless otherwise replaced per the Constitution or By-laws of the Club. Only Full Members of the Corporation may be elected as a Director of the Corporation. Three Directors shall serve in dual roles as Corporation Officers, and shall hold the offices of President, Vice-President, and Treasurer. The number of Directors may be decreased to not fewer than three or increased to any number from time to time by amendment of this section, unless by amendment of the Articles of Incorporation. No decrease shall have the effect of shortening the term of an incumbent Director.

**SECTION 3. REGULAR MEETINGS.** An Annual General Meeting of the Board of Directors shall be held without other notice than these By-laws, immediately after, and at the same place as, the Annual General Meeting of the Full Members. The Board of Directors may provide, by resolution, the time and place for the holding of additional Regular Meetings of the Board of Directors without other notice than such resolution.

**SECTION 4. SPECIAL GENERAL MEETINGS.** Special General Meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call Special General Meetings of the Board of Directors may fix any place as the place for holding any Special General Meeting of the Board of Directors called by them.

**SECTION 5. NOTICE.** Notice of any Special General Meeting of the Board of Directors shall be given at least five days previous thereto by written notice to each Director at his or her address as shown by the records of the Corporation except that no Special General Meeting of Directors may remove a Director unless written notice of the proposed removal is delivered to all Directors at least 20 days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegram company. Notice of any Special General Meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any Regular or Special General Meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-laws.

**SECTION 6. QUORUM.** A majority of the Board of Directors shall constitute a Quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

**SECTION 7 VOTING.** Each Director shall have a single vote. No Director may act by proxy on any matter. The President of the Corporation shall have an additional vote, which he will only use to break an otherwise tied vote.

A Majority Vote of the Board of Directors is defined as a vote of 51% or more of the votes of a

Quorum of the Board of Directors.

**SECTION 8. VACANCIES.** Any vacancy occurring in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors shall be filled by a Majority Vote of the Full Members of the Corporation, unless the Articles of Incorporation, a statute, or these By-laws provide that a vacancy or a Directorship so created shall be filled in some other manner, in which case such provision shall control. A Director elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

**SECTION 9. RESIGNATION AND REMOVAL OF DIRECTORS.** A Director may resign at any time upon written notice to the Board of Directors. A Director may be removed without cause, as specified by statute.

**SECTION 10. INFORMAL ACTION BY DIRECTORS.** The authority of the Board of Directors may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the Directors entitled to vote.

**SECTION 11. COMPENSATION.** The Board of Directors shall not be compensated. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board. No such payment previously mentioned in this section shall preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

**SECTION 12. PRESUMPTION OF ASSENT.** A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any Corporation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her 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 or certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

## ARTICLE V

### Officers

**SECTION 1. OFFICERS.** The Officers of the Corporation shall be a President, a Vice-President, a Treasurer, a Secretary, a Social Chairperson, a Recruitment Chairperson, a Team Captain and such other Officers as may be elected or appointed by the Board of Directors and Members. Officers whose authority and duties are not prescribed in these By-laws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person.

**SECTION 2. ELECTION, TENURE, AND QUALIFICATIONS.** The Officers of the Corporation shall be elected annually by the Members at the regular annual meeting of the Members. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled by a Majority Vote of the Board of Directors at any meeting of the Board of Directors. Each Officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, unless otherwise replaced per the Constitution or By-laws of the Club. Only Full Members of the Corporation may be elected as an Officer of the Corporation. Election of any Officer shall not of itself create contract rights.

**SECTION 3. REMOVAL.** Any Officer may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without

prejudice to the contract rights, if any, of the person so removed.

**SECTION 4. PRESIDENT AND DIRECTOR.** The President shall be the principal executive Officer of the Corporation. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the Corporation; he or she shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general, he or she shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. He or she shall preside at all meetings of the Members and of the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another Officer or Agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors or these By-laws, he or she may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, or any other Officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. He or she may vote all securities which the Corporation is entitled to vote except as and to the extent such authority shall be vested in a different Officer or Agent of the Corporation by the Board of Directors.

**SECTION 5. VICE-PRESIDENT AND DIRECTOR.** The Vice-President shall assist the President in the discharge of his or her duties as the President may direct and shall perform such other duties as from time to time may be assigned to him or her by the President or the Board of Directors. In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Except in those instances in which the authority to execute is expressly delegated to another Officer or Agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors or these By-laws, the Vice-President may execute for the Corporation any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, or any other Officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

**SECTION 6. TREASURER AND DIRECTOR.** The Treasurer shall be the principal accounting and financial Officer of the Corporation. He or she shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the Corporation; (b) have charge and custody of all funds and securities of the Corporation, and be responsible therefor, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

**SECTION 7. SECRETARY.** The Secretary shall: (a) record the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; (c) be a custodian of the corporate records and of the seal of the Corporation; (d) keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member; and (e) perform all duties incident to the office of Secretary and such other duties as from time to time may be designated to him or her by the President or by the Board of Directors.

**SECTION 8. SOCIAL CHAIRPERSON.** The Social Chairperson has the duty of providing various social activities for the Club. The Social Chairperson will organize and conduct post-game activities, plan and implement Club special events and celebrations.

**SECTION 9. RECRUITMENT CHAIRPERSON.** The Recruitment Chairperson is given the

responsibility of recruiting new Members of the Club. This responsibility includes publicity, pamphlets, news releases, college visits, phone lists, etc. The Recruitment Chairperson will formulate a Committee and a strategy to increase Club Membership.

**SECTION 10. TEAM CAPTAIN.** The Team Captain is responsible for the following tasks: determining practice schedule, indoor practice, jersey and equipment needs, and is a Member of the Team Selection Committee, if any. The captain will supervise team selections. The Team Captain will also oversee the scheduling of all season games.

**SECTION 11. SALARIES.** The salaries of the Officers shall be fixed from time to time by the Board of Directors and no Officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the Corporation.

## ARTICLE VI

### Committees, Commissions and Advisory Boards

**SECTION 1. COMMITTEES.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more Committees each of which will consist of two or more Directors and such other persons as the Board of Directors designates provided that a majority of each Committee's Membership are Directors. The Committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such Committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it, him or her by law.

**SECTION 2. COMMISSIONS OR ADVISORY BODIES.** Commissions or Advisory Bodies not having and exercising the authority of the Board of Directors in the Corporation may be designated or created by the Board of Directors and shall consist of such persons as the Board of Directors designates. A Commission or Advisory Body may or may not have Directors as Members, as the Board of Directors determines. The Commission or Advisory Body may not act on behalf of the Corporation or bind it to any actions but may make recommendations to the Board of Directors or to the Officers of the Corporation.

**SECTION 3. TERM OF OFFICE.** Each Member of a Committee, Advisory Board or Commission shall continue as such until the next Annual General Meeting of the Full Members of the Corporation and until his or her successor is appointed, unless the Committee, Advisory Board or Commission shall be sooner terminated, or unless such Member be removed from such Committee, Advisory Board or Commission by the Board of Directors, or unless such Member shall cease to qualify as a Member thereof.

**SECTION 4. CHAIRMAN.** One Member of each Committee, Advisory Board or Commission shall be appointed Chairman.

**SECTION 5. VACANCIES.** Vacancies in the Membership of any Committee, Advisory Board or Commission may be filled by appointments made in the same manner as provided in the case of the original appointments.

**SECTION 6. QUORUM.** Unless otherwise provided in the resolution of the Board of Directors designating a Committee, Advisory Board or Commission, a majority of the whole Committee, Advisory Board of Commission shall constitute a Quorum and the act of a majority of the Members present at a meeting at which a Quorum is present shall be the act of the Committee, Advisory Board or Commission.

**SECTION 7. RULES.** Each Committee, Advisory Board or Commission may adopt rules for its

own government not inconsistent with these By-laws or with rules adopted by the Board of Directors.

**SECTION 8. INFORMAL ACTION.** The authority of a Committee may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the Members entitled to vote.

**SECTION 9. EXECUTIVE COMMITTEE.** The Officers of the Corporation shall constitute the Membership of the permanent executive Committee mandated the by the Constitution of the Corporation.

## ARTICLE VII

### Contracts, Checks, Deposits and Funds

**SECTION 1. CONTRACTS.** The Board of Directors may authorize any Officer or Officers, Agent or Agents of the Corporation, in addition to the Officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

**SECTION 2. CHECKS, DRAFTS, ETC.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, Agent or Agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer and countersigned by the President or a Vice-President of the Corporation.

**SECTION 3. DEPOSITS.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**SECTION 4. GIFTS.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the Corporation.

## ARTICLE VIII

### Certificates of Membership

**SECTION 1. CERTIFICATES OF MEMBERSHIP.** The Board of Directors may provide for the issuance of certificates evidencing Membership in the Corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice-President and by the Secretary, and may bear the Corporation's seal which may be in facsimile. The name and address of each Member shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

**SECTION 2. ISSUANCE OF CERTIFICATES.** When a Member has been elected to Membership and has paid any initiation fee and dues that may then be required, a certificate of Membership shall be issued in his or her name and delivered to him or her by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of Membership under the provisions of Section 1 of this article.



## **ARTICLE IX**

### **Books and Records**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors, and Committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the Corporation may be inspected by any Member, or his or her Agent or Attorney for any proper purpose at any reasonable time.

## **ARTICLE X**

### **Fiscal Year**

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

## **ARTICLE XI**

### **Dues**

**SECTION 1. ANNUAL DUES.** The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by Members.

**SECTION 2. PAYMENT OF DUES.** Dues shall be payable semi-annually in advance of the first day of Spring practice and Fall practice in each year. Dues of a new Member shall be prorated from the first day of the month in which such new Member is elected to Membership, for the remainder of the season then due.

**SECTION 3. DEFAULT AND TERMINATION OF MEMBERSHIP.** When a Member shall be in default in the payment of dues for a period of three months from the beginning of the period for which such dues became payable, his or her Membership may thereupon be terminated by the Board of Directors in the manner provided in Article II of these By-laws.

## **ARTICLE XII**

### **Seal**

The corporate seal, if any, shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided that the affixing of the corporate seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof, and the use of the corporate seal is not mandatory.

## **ARTICLE XIII**

### **Waiver of Notice**

Whenever any notice is required to be given under the provisions of the general Not For Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the By-laws of the Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether

before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

#### **ARTICLE XIV**

##### **Indemnification**

To the fullest extent permitted by law, the Corporation shall indemnify and advance and pay indemnification expenses to its Directors, Officers, Employees and Agents and to any person who is or was serving at the request of the Corporation as a Director, Officer, Employee or Agent of another corporation, partnership, joint venture, trust or other enterprise; provided, however the individual seeking indemnification provide the Corporation with an undertaking which states that the individual shall immediately reimburse the Corporation for all payments or advancements if there be a finding that the individual engaged in self-dealing or gross misconduct.

#### **ARTICLE XV**

##### **Amendments**

These By-laws may be amended by a Super Majority Vote of the Full Members of the Corporation. A Quorum for a vote to amend these By-laws shall be the representatives of two-thirds of the Full Members of the Corporation. Such action may be taken at a Regular or Special General Meeting for which written notice of the purpose shall be given. These By-laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.