

**AMENDED AND RESTATED BYLAWS
OF
WESTHILL BOOSTER CLUB, INC.**

As of May 9, 2016

**ARTICLE I
NAME AND OFFICE**

Section 1. Name. The name of this corporation shall be Westhill Booster Club, Inc., a New York not-for-profit corporation (the "**Corporation**").

Section 2. Office. The principal office of the Corporation shall be in the Town of Geddes, County of Onondaga, State of New York. The Corporation may also have offices at such other place or places as the Board of Directors may determine from time to time.

Section 3. Members. There will be no members of the Corporation.

**ARTICLE II
PURPOSES AND ORGANIZATION**

Section 1. Purposes. The purpose or purposes for which the corporation is formed are exclusively charitable, religious, scientific, testing for public safety, literacy or educational purposes all within the meaning of Section 501 (c)(3) of the Internal Revenue Code, as amended or the corresponding provision of any future United States Internal Revenue Law. The Corporation shall be authorized as follows:

(i) To provide financial support to students and athletes enrolled in the Westhill Central School District in the form of stipends used to subsidize educational events and athletic competitions and related travel, equipment, lodging and meals.

(ii) To promote and encourage the participation in educational events, athletics for competition and pleasure by students at the Westhill Central School District through programs such as fundraisers and pep rallies.

(iii) To foster the preservation of academics and athletics within the Westhill Central School District through the provision of funding and administrative support.

(iv) To accept, hold, solicit, receive, invest, reinvest and administer any gifts, bequests, devises, benefits of trust (but not to act as trustee of any trust), and property of any sort, without

limitation as to amount or value, and to use, disburse, or donate the income or principal thereof for exclusively charitable purposes.

(v) To expend, disburse, apply or dispose of any money or property received for the purpose of accomplishing the aforementioned purposes.

(vi) To lease, or by gift, devise or purchase, to own and operate real estate for the aforementioned purposes.

(vii) To do any other act or thing necessary, incidental to or connected with the foregoing purposes or in advancement thereof and to do whatever is deemed necessary, useful, advisable or conducive, directly or indirectly, to carry out any of the purposes of the Corporation as set forth herein, but not for the pecuniary profit or financial gain of its members, directors, or officers except as permitted under Article 5 of the Not-for-Profit Corporation Law.

(viii) Nothing herein shall authorize the corporation to engage in the practice of any profession, or to use professional title of any profession, required to be licensed by Title VIII of the Education Law.

(ix) Nothing herein shall authorize the corporation to operate or maintain a library, museum, historical society or to own or hold collections in connection therewith, except that the corporation may own, hold, produce, reproduce, sell, dispose of, and otherwise make available music, sound recordings, audio tapes, film, video tapes, and similar audiovisual materials.

(x) Nothing herein shall authorize the corporation to operate or maintain a nursery school, elementary school or secondary school.

(b) **Section 501(c)(3) Purposes.** The Corporation is a voluntary association of individuals the purposes of which, as set forth in the Certificate of Incorporation, are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**"). The purposes for which it is to be formed are to do any and all of the things hereafter set forth to the same extent as natural persons might or could do in any part of the world, and shall include, but not be limited to, the following:

(i) To accept, hold, invest, reinvest, and administer any gifts, bequests, devises, benefits of trusts (but not to act as trustee of any trust), and property of any sort, without limit as to amount or value, and to disburse or donate the income or principal thereof exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the providing of facilities or equipment) or for the prevention of cruelty to children or animals as specified in Section 501 (c)(3) of the Code.

(ii) To sponsor, promote and provide funding for general charitable and educational purposes.

(iii) To solicit, collect, and expend funds in carrying out the foregoing purposes.

(iv) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in the Certificate of Incorporation and these By-Laws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the New York Not-For-Profit Corporations Law, but not for the pecuniary profit or financial gain of the directors or officers.

ARTICLE III DIRECTORS

Section 1. Number; Management. The number of directors (individually the "**Director**" and collectively the "**Directors**") constituting the entire Board of Directors (the "**Board**" or "**Board of Directors**") shall be not less than four (4) and not more than fifteen (15). The actual number of Directors within such limits shall be fixed at any annual, regular or special meeting of the Board of Directors. The management and control of the business, affairs and property of the Corporation shall be vested in the Board of Directors.

Section 2. Advisory/Honorary Directors/Term. In addition to the Directors, the Superintendent and athletic director for the Westhill Central School District shall be an advisory members of the Board of Directors (the "**Advisory Directors**") as Ex Officio Directors. The Advisory Directors shall not count toward the quorum requirement of any meeting and shall not vote on any matter presented to the Board of Directors.

Section 3. Directors' Election and Term. Directors shall be elected at the annual meeting, regular meeting or special meeting (called for such purpose) of the Board of Directors. The elected Directors shall be elected to serve for a term of three (3) years commencing on July 1 of each year. There shall not be any limit on the number of consecutive terms a Director may serve. One third (1/3rd) of the Directors shall be elected annually.

Section 4. Nomination. At least fifteen (15) days prior to the annual meeting of the Board of Directors, the Nominating Committee shall meet for the purpose of nominating persons to be elected as Directors. At least ten (10) days prior to the annual meeting, the Directors shall report to the Board as to the names of the persons nominated. In the alternative, nominations for Directors may be made from the floor of the annual meeting of the Board of Directors.

Section 5. Resignation. Any Director may resign at any time by giving written notice of such resignation to the President or Secretary of the Corporation. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 6. Removal. Any Director may be removed for any reason, or without reason, as a Director by the affirmative vote of a majority of all of the Directors then in office at any regular or special meeting called for that purpose. The Advisory Directors shall be automatically removed if he/she ceases to be the Superintendent and/or athletic director for the Westhill Central School District.

Section 7. Vacancy. A vacancy on the Board of Directors occurring for any reason shall be filled by the Board of Directors at any regular meeting or special meeting (called for such purpose) until the next annual meeting of the Board of Directors, at which meeting a Director shall be elected for a term expiring at the end of the term of the former Director.

ARTICLE IV
DUTIES AND POWERS OF BOARD OF DIRECTORS

Section 1. Duties and Powers. The Board of Directors of the Corporation shall have the general management of the affairs, property and business of the Corporation and subject to these bylaws and the Not-For-Profit Corporation Law may adopt such rules and regulations for that purpose and for the conduct of its meetings as the Board of Directors may deem proper. It shall ensure that the Corporation adheres to the fundamental and basic purposes of the Corporation as expressed in the Certificate of Incorporation and these bylaws. It shall have the power to appoint an executive committee and such other committees as from time to time shall be deemed advisable, each such committee to have such number of members and such powers as shall be fixed in the resolution of the Board of Directors creating and appointing such committee. It shall have the power to elect and remove officers, appoint and discharge agents and employees.

Section 2. Compensation. Each Director shall serve without compensation for the benefit of the Corporation.

Section 3. Action Requiring Majority and Supermajority Vote.

(a) **Majority Vote.** Notwithstanding anything to the contrary herein, or limiting in any way any other provisions set forth in these Bylaws, a vote of a majority of the Entire Board shall be required for the following actions: (i) to change the number of Directors; (ii) to create a Committee of the Board; or (iii) amend these Bylaws.

(b) **Supermajority Vote.** Notwithstanding anything to the contrary herein, or limiting in any way any other provisions set forth in these Bylaws, a vote of two-thirds of the Entire Board (if there are less than 21 directors) shall be required for (i) the purchase, sale, lease exchange or other disposition of all, or substantially all, the assets of the Corporation; or (ii) a purchase sale, mortgage or lease of real property.

(c) **Entire Board.** "Entire Board" means (i) if there are a fixed number of directors, the total number of directors entitled to vote which the Corporation would have if there were no vacancies; or (ii) if there is a range and the number of directors is not fixed, the number of directors that were elected or appointed as of the most recently held election of directors, as well as any director whose term has not yet expired.

ARTICLE V
MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held during the month of June for the purpose of electing directors, officers, appointing committees and for the transaction of such other business as may properly come before the meeting.

Section 2. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as may be determined by resolution of the Board of Directors and no notice shall be required for any regular meeting except as otherwise provided by law. Any business may be transacted at any regular meeting.

Section 3. Special Meetings. Special meetings of the Board of Directors may, unless otherwise prescribed by law, be called at any time by the President or the Secretary. On the written request of any two (2) Directors, the Secretary shall call a special meeting of the Board of Directors. Special meetings shall be held at the office of the Corporation in the Town of Geddes, Onondaga County, State of New York, or at such other place as may from time to time be designated by resolution of the Board of Directors.

Section 4. Notice of Special Meetings. Unless otherwise prescribed by law, notice of the time, place and purpose of any special meeting of the Board of Directors shall be served in person upon each Director, by electronic mail, by facsimile transmission, by telephone or by mail to his or her address as it appears upon the records of the Corporation or to his or her last known post office address not later ten (10) days before the meeting.

Section 5. Waiver of Notice. Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the Director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director.

Section 6. Quorum. At all meetings of the Board of Directors, (i) if the Corporation has fifteen (15) Directors or less, then one-third (1/3rd) of the number of Directors shall constitute a quorum; or (ii) if the Corporation has more than fifteen (15) Directors, then five (5) Directors

plus one (1) additional Director for every ten (10) Directors in excess of fifteen (15) (or any fraction thereof) shall constitute a quorum. If at any meeting of the Board of Directors the Corporation shall fail to achieve a quorum then the Directors present at such meeting may adjourn such meeting from time to time without further notice until a quorum is present. Directors who are present at a meeting but not present at the time of a vote due to a conflict of interest or Related Party Transaction (as such term is defined in the Corporation's Conflict of Interest Policy) shall be determined to be present at the time of the vote.

Section 7. Action. Except as otherwise provided by law or these bylaws, any act of a majority of the Directors constituting a quorum shall be the act of the Board of Directors.

Section 8. Unanimous Written Consent. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the Director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 9. Presence at a Meeting. Any one or more members of the Board or of any committee thereof who is not physically present at a meeting of the Board or a committee may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board or committee.

ARTICLE VI **OFFICERS**

Section 1. Officers. The officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors may from time to time appoint. Any two (2) offices, except those of President and Secretary, may be held by the same person.

Section 2. Election and Term. All officers shall be members of the Board of Directors and shall be elected at the organization meeting of the Board of Directors and thereafter at each annual meeting, regular meeting or special meeting (called for such purpose) of the Board of Directors. The officers so elected shall hold office for one (1) year and until their

successors are elected. If a vacancy occurs among the officers, such vacancy shall be filled for the unexpired term by the Board of Directors.

ARTICLE VII **DUTIES OF OFFICERS**

Section 1. Generally. No employee of the corporation shall serve as chair of the Board or hold any other title with similar responsibilities.

Section 2. President. The President shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the Board of Directors and appoint such committees as he or she or the Board of Directors shall consider expedient or necessary. The President shall have general management of the affairs of the Corporation subject to the approval of the Board of Directors and shall perform all other duties incidental to the office of President. The President shall be an ex officio member of all standing committees.

Section 3. Vice President. In the absence of the President, the Vice President shall perform the duties of President, and when so acting, shall have all the powers and be subject to all of the responsibilities of the office of President, and shall have such powers and perform such duties and functions as usually pertain to the office or as the Board of Directors may prescribe. In the absence of both the President and the Vice President, the Secretary shall preside and perform the duties of the President.

Section 4. Secretary. The Secretary shall have charge of such books, documents and papers as the Board of Directors may determine and shall have the custody of the corporate seal. The Secretary shall attend and keep the minutes of all the meetings of the Board of Directors and shall attend to the giving and waiving of all notices of the Corporation. The Secretary shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as the Board of Directors may determine from time to time.

Section 5. Treasurer. The Treasurer shall have care and custody of all receipts, monies and securities of the Corporation and shall deposit the same in the name of the Corporation in such banking institution or institutions as the Board of Directors may designate, and shall disburse funds of the Corporation as ordered and authorized by the Board of Directors. The Treasurer shall keep regular accounts of the receipts and disbursements and shall deliver a report of the same at regular meetings of the Board of Directors. The President or an assistant treasurer, if any, shall in the absence or incapacity of the Treasurer, perform the duties of that office. The Board of Directors shall determine whether a bond for the faithful performance of the duties of the Treasurer shall be required and the amount thereof and also whether an annual audit of the affairs of the Corporation shall be made by independent accountants, in accordance with Section 712-a of the Not-For-Profit Corporation Law.

Section 6. Removal. Any officer may be removed for any reason, or without reason, from office by the affirmative vote of a majority of the Directors at a regular or special meeting called for that purpose, and his authority to act as officer may be suspended by the Board of Directors for cause.

Section 7. Compensation. The officers of the Corporation shall serve without compensation; provided, however, that any officer who is also an employee of the Corporation may receive compensation as determined by the Board of Directors for services rendered as an employee. No person who may benefit from such compensation may be present at or otherwise participate in any Board or committee deliberation or vote concerning such person's compensation; provided that nothing in this Article VII, Section 7 shall prohibit the Board or authorized committee from requesting that a person who may benefit from such compensation present information as background or answer questions at a committee or Board meeting prior to the commencement of deliberations or voting relating thereto.

ARTICLE VIII **COMMITTEES**

Section 1. Executive Committees; Committees of the Corporation and Board. The Board of Directors at any regular or special meeting thereof, shall, upon the affirmative vote of a majority of the entire Board of Directors, may, but not be required to, appoint from the Directors, an Executive Committee, committees of the Board and committees of the Corporation. Committees of the Corporation may be elected or appointed in the same manner as officers of the Corporation, as set forth in Article VI, Section 1 hereof, but no such committee shall have the authority to bind the Board. The designation of any such committee and the delegation thereto of authority shall not alone relieve any Director of his duties as required by the Not-For-Profit Corporation Law. Each committee of the Board shall serve at the pleasure of the Board and shall have authority to bind the Board of Directors, if authorized by the Board.

Section 2. Executive Committee. The Executive Committee shall consist of the officers as described in Article VII hereof. The President shall be the Chair of the Committee. Meetings of the Executive Committee shall be held on the call of the President or any two (2) members of the Committee. In the absence of the Chair of the Committee, another Committee member designated by the Committee shall chair meetings of the Executive Committee. At each meeting of the Board of Directors, the Executive Committee shall present a report of actions taken by the Committee subsequent to the preceding meeting of the Board. The members of the Executive Committee shall hold a term for one (1) year running from July 1 through June 30, and shall be elected in accordance with Article VI, Section 1 hereof.

Section 3. Committees of the Corporation. Committees of the Corporation may include a Scholarship Committee, Communications Committee, Fundraising Committee, Team Representatives Committee, Events Committee, Banquet Committee and Nominating Committee. The Board may establish such other committees of the Corporation as the Board may deem desirable.

Section 4. Team Representatives Committee. The Team Representatives Committee shall be an advisory committee to the Board of Directors. Each Westhill athletic team or other academic or extracurricular club shall be eligible to nominate a team representative to the Team Representatives Committee. Upon approval of the Board of Directors such nominee shall be elected to the Team Representatives Committee. An individual may be a team representative of multiple teams or clubs. The Board of Directors shall have the authority at any regular or special meeting of the Board of Directors to remove, replace or elect not to replace any member of the Team Representatives Committee. Each member of the Team Representatives Committee shall have one (1) vote on the Committee or at any Board of Directors meeting for the purpose of indicating the advice and counsel of the Team Representatives Committee to the Board of Directors. The Board of Directors shall not be bound by the recommendation or vote of the Team Representatives Committee. The role and purpose of the team representative shall be to provide advice and counsel to the Board of Directors and to provide a line of communications between the Board of Directors and the various athletic teams or other academic or extracurricular clubs.

Section 5. General Powers of the Committees. No committee shall have authority to: (i) submit any action to the members, if any, for a vote; (ii) fill any Board or committee vacancy; (iii) fix the compensation of the Directors for serving on the Board or a committee; (iv) amend, repeal or adopt bylaws; or (v) amend or repeal any Board resolution which by its terms is not amendable or repealable by a committee.

Section 6. Audit Committee.

(a) In the event the Corporation elects, or is required by law to have an Audit Committee, the Directors who qualify as Independent Directors within the meaning of Section 102(21) of the not-for-profit corporation law (“**N-PCL**”) shall act as the Audit Committee. The Audit Committee shall have the duty of: (i) overseeing the accounting and financial reporting process of the Corporation; (ii) overseeing the audit of the Corporation; (iii) annually retaining or renewing the retention of an Independent Auditor; (iv) reviewing and approving the results of the audit; and (v) in the event the Corporation shall reach certain revenue thresholds, performing other acts as prescribed by the N-PCL, specifically, to: (1) review with the Independent Auditor the scope and planning of the audit prior to the audit's commencement; (2) upon completion of the audit, review and discuss with the Independent Auditor: (A) any material risks and weaknesses in internal controls identified by the auditor, (B) any restrictions on the scope of the auditor's activities or access to requested information, (C) any significant disagreements between the auditor and management, and (D) the adequacy of the Corporation's accounting and financial reporting processes; (3) annually consider the performance and independence of the Independent Auditor; and (4) report on the committee's activities to the Board.

(b) The Audit Committee shall oversee the adoption, implementation of, and compliance with the Conflict of Interest Policy and Whistleblower Policy (if required by law)

adopted by the Corporation if this function is not otherwise performed by another Committee of the Board comprised solely of Independent Directors.

(c) Nothing contained in the Section 5 shall prohibit the Audit Committee or Independent Directors of the Board (as the case may be) from requesting that a person with an interest in the matter present information as background or answer questions prior to deliberations or voting relating thereto.

ARTICLE IX
PROHIBITION AGAINST SHARING IN
CORPORATE EARNINGS AND DISSOLUTION

Section 1. No Private Inurement. No Director, officer or employee of or member of a committee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided that this shall not prevent the payment to any such person such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors.

Section 2. Distribution Upon Dissolution. No Director, officer or employee of or member of a committee of or person connected with the Corporation, or any other private individual shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All members of the Board of Directors of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors may determine, subject to order of a Justice of the Supreme Court of the State of New York or the consent of the Attorney General, as may be required, exclusively to charitable, religious, scientific testing for public safety, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE X
EXEMPT ACTIVITIES

Notwithstanding any other provision of these bylaws, no Director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they may exist or as they may hereafter be amended.

ARTICLE XI

AMENDMENTS

These bylaws may be amended, added to or altered or repealed or new bylaws may be adopted at any meeting of the Directors by a vote of the majority of at least the entire Board; provided that notice of the proposed action to be considered and acted upon and stating the nature thereof, is inserted in the notice or waiver of notice of said meeting.

ARTICLE XII **INDEMNITY**

Section 1. Right to Indemnification. To the extent and in the manner permitted by law, the Corporation shall indemnify (a) any person made a party to an action or proceeding by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that he, his or her testator or intestate, is or was a director, officer or employee of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, or in connection with an appeal therein, except in relation to matters as to which such person is adjudged to have breached his or her duty to the Corporation, and (b) any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, any director, officer or employee of the Corporation served in any capacity at the request of the Corporation, by reason of the fact that he, his or her testator or intestate was a director, officer or employee of the Corporation, or served such other corporation in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such person acted in good faith, for a purpose which he or she reasonably believed to be in the interests of the Corporation and, in criminal action or proceedings, in addition had no reasonable cause to believe that his or her conduct was unlawful.

Section 2. Advancement of Expenses. Expenses incurred by a Director, officer or employee in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article XII may be paid by the Corporation in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such director, officer or employee to repay such advance in case such director, officer or employee is ultimately found not to be entitled to indemnification as authorized by this Article XII; and (b) approval by the Board of Directors acting by a quorum consisting of directors who are not parties to such action or proceeding. To the extent permitted by law, the Board of Directors shall not be required to find that the director, officer or employee has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the Corporation makes any advance payment of expenses hereunder.

Section 3. Availability and Interpretation. To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article XII (a) shall be available with respect to events occurring prior to the adoption of this

Article XII; (b) shall continue to exist after any rescission or restrictive amendment of this Article XII with respect to events occurring prior to such rescission or amendment; (c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the director, officer or employee (or, if applicable, at the sole discretion of the testator or intestate of such Director, officer or employee seeking such rights), on the basis of applicable law in effect at the time such rights are claimed; and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Corporation and the director, officer or employee for whom such rights are sought were parties to a separate written agreement.

Section 4. Other Rights. The rights of indemnification and to the advancement of expenses provided in this Article XII shall not be deemed exclusive of any other rights to which any director, officer or employee of the Corporation or other person may now or hereafter be otherwise entitled, whether contained in the Corporation's Certificate of Incorporation, these bylaws, a resolution of the Board of Directors, or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article XII shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any director, officer or employee of the Corporation or other person in any action or proceeding to have assessed or allowed in his or her favor, against the Corporation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

Section 5. Severability. If this Article XII or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article XII shall remain fully enforceable. Any payments made pursuant to this Article XII shall be made only out of funds legally available therefore.

ARTICLE XIII **CORPORATE FINANCE**

Section 1. Corporate Funds. The funds of the Corporation shall be deposited in its name with such banks, trust companies or other depositories as the Board of Directors may from time to time designate. All checks, bills, notes, drafts and other negotiable instruments of the Corporation shall be signed by such officer or officers, agent or agents, employee or employees as the Board of Directors may from time to time designate. No officer, agent, employee or independent contractor of the Corporation, alone or with others, shall have the power to make any checks, bills, notes, drafts or other negotiable instrument, or endorse the same in the name of the Corporation, or contract or cause to be contracted any debt or liability in the name of the Corporation or otherwise bind the Corporation thereby, except as provided in these bylaws. All checks, disbursements or withdrawals of corporate funds shall require the signature of two (2) Officers or otherwise authorized individuals.

Section 2. Fiscal Year. The fiscal year of the Corporation shall commence July 1 of each year and end on June 30 of each year unless otherwise provided by the Board of Directors.

Section 3. Gifts. The Board of Directors or any authorized officer, employee or agent of the Corporation may accept on behalf of the Corporation any contribution, gift, bequest or devise for any general or special purpose or purposes of the Corporation.

Section 4. Voting of Securities Held by the Corporation. Stocks or other securities owned by the Corporation may be voted in person or by proxy as the Board of Directors shall specify. In the absence of any direction by the Board of Directors, such stocks or securities shall be voted by the President as he or she shall determine.

Section 5. Income from Corporation Activities. All income from activities of the Corporation shall be applied to the maintenance, expansion or operation of the lawful activities of the Corporation.

ARTICLE XIV
CONSTRUCTION

If there is any conflict between the provisions of the Certificate of Incorporation and these bylaws, the provisions of the Certificate of Incorporation shall govern.

ADOPTED: May 9, 2016