

Bylaws of  
New Bern Youth Lacrosse, Inc.,  
a North Carolina non-profit corporation

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## **ARTICLE I**

### Name and Purposes of Corporation

Section 1.1. Name. The name of the non-profit corporation is "New Bern Youth Lacrosse, Inc." ("NBYL" or "Corporation")

Section 1.2. Purposes. The purposes for which NBYL is organized are:

A. To establish and maintain a civic, educational, and charitable institution devoted to fostering and encouraging participation in the sport of lacrosse. NBYL shall attempt to improve the lives of young people through lacrosse programs and associated educational and service programs.

B. To carry on any other charitable or educational activity which is consistent with the Articles of Incorporation of NBYL or other provisions of these Bylaws, and which may be lawfully carried on by a corporation organized under Chapter 55A of the North Carolina General Statutes and described in Section 501(c)(3) of the Internal Revenue Code of 1986 and all subsequent revisions.

C. All policies and activities of NBYL shall be consistent with applicable federal, state, and local laws and other legal requirements, including but not limited to Chapter 55A of the North Carolina General Statutes and described in Section 501(c)(3) of the Internal Revenue Code of 1986 and all subsequent revisions.

## **ARTICLE II**

### Offices

Section 2.1 Principal Office. The principal office of NBYL is currently located at 2113A South Glenburnie Road, New Bern, North Carolina 28562. The Board of Directors of NBYL may change the location of the principal office from one location to another

from time to time, as authorized by law, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

Section 2.2 Registered Office. The registered office of NBYL is currently located at 2113A South Glenburnie Road, New Bern, North Carolina 28562. The Board of Directors of NBYL may change the location of the principal office from one location to another from time to time, as authorized by law, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws. The Registered Office may be, but need not be, identical with the principal office.

### **ARTICLE III**

#### **Board of Directors**

Section 3.1 General Powers. The activities and affairs of NBYL shall be directed by a Board of Directors ("Board") whose members shall be appointed by the Board. The Board shall have charge, control, and management of the property, affairs, and funds of NBYL and the power and authority to perform acts and functions not inconsistent with law, the Articles of Incorporation of NBYL, or these Bylaws. From time to time, the activities and affairs of NBYL may also be directed by such Executive Committee or other committees as the Board may establish pursuant to these Bylaws.

Section 3.2 Number, Term and Qualifications. The number of voting members constituting the Board shall be not less than five (5) or more than twenty-one (21), appointed by the Board. Each Board Member shall hold office for a term of three (3) years from the date of appointment and until the end of his or her term, resignation, retirement, removal, disqualification, or death. No Board Member may serve more than three (3) consecutive terms, without a break in service of at least one (1) year, after which time such Board Member may be

re-appointed in accordance with these Bylaws. Terms of Board Members shall be staggered with equal numbers of Board members being elected in each calendar year.

Section 3.3 Compensation. The Board shall serve without compensation except that Board members shall be entitled to receive reimbursement for travel and expenses reasonably incurred on behalf of NBYL or for performance of duties and responsibilities relating to NBYL; provided, however, that any such travel and other expenses are requested and/or approved by a majority of the Board.

Section 3.4 Resignation or Removal. Any Board Member may resign at any time by giving written notice to the Board, which notice shall be delivered to the President of the Board, unless the President is the resigning Board Member, in which case the notice shall be delivered to the Vice President. Such resignation shall become effective at the time specified in such resignation or, if no time is specified, at the time such resignation is received by the above-described proper recipient. No formal acceptance shall be required in order to make a resignation effective. Any Board Member may be removed from office at any time, with or without cause, by a majority vote of the other Board Members then in office. Such removal shall be effective immediately.

Section 3.5 Vacancies. If a vacancy occurs with regard to a Board Member, the NBYL Board shall appoint a person to fill the vacancy for the remainder of the vacant Board Member's term. The term of a Board Member filling any vacancy shall expire at the end of the unexpired term that such Board Member is filling.

Section 3.6 Limitation of Authority. The Board may manage, disperse, and expend funds and incur expenses consistent with law, the Articles of Incorporation of NBYL, these Bylaws, and the annual budget approved for NBYL; provided, however, that no Board

Member shall have power or authority, without prior written approval of the NBYL Board to do any of the following for or on behalf of NBYL: (1) negotiate or enter into any financing transaction, secured or unsecured, whether a loan, lease, or other transaction; (2) negotiate or enter into any sale, transfer, assignment or lease of real or personal property or assets of NBYL; (3) incur, grant, or permit to be created or to exist any lien, mortgage, security interest or other encumbrance on any real or personal property or assets of NBYL; (4) cause NBYL to assume, guarantee, endorse or otherwise become liable in connection with any obligation or indebtedness or other activity; or (5) take any action in connection with liquidation or dissolution of the NBYL.

#### **ARTICLE IV**

##### Meetings of the Board of Directors

Section 4.1 Annual Meeting. The Board shall hold an annual business meeting during the fourth quarter of each calendar year, or at another time and location as properly decided upon and designated by the Board.

Section 4.2 Regular Meetings. Regular meetings of the Board shall ordinarily be held at least quarterly on such dates and at such times as the Board may from time to time determine. Regular meetings of the Board (including the annual meeting) may be held without notice.

Section 4.3 Special Meetings. Special meetings of the Board may be called by or at the request of the President of the Board, the Vice President of the Board, or any three (3) Board Members. Written notice of special meetings shall be delivered or mailed to each Board Member at least seventy-two (72) hours prior to meeting.

Section 4.4 Notice of Meetings. Notice of regular and special Board meetings shall be deemed delivered when personally delivered or sent via mail, telegram, facsimile transmittal, or e-mail to the address of each Board member as shown in the records filed in the office of NBYL. The notice relating to any Special Meeting shall state the business for which the Special Meeting is called.

Section 4.5 Location of Meetings. All meetings of the Board shall be held at such place as may be determined by the President of the Board, the Vice President of the Board, or otherwise as the Board may from time to time determine.

Section 4.6 Waiver of Notice. The presence of a Board Member at a meeting shall constitute a waiver of notice of that meeting except when such Board Member attends the meeting solely for the purpose of objecting to the transaction of any business at such meeting on the ground that the meeting has not been lawfully called and the Board Member does not otherwise participate in such meeting.

Section 4.7 Quorum. A majority of Board Members present at any meeting at the time the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board. In determining the presence of a quorum, vacancies on the Board shall not be considered. Once a quorum has been established for any meeting of the Board, the departure of any Board member during the meeting shall not affect the fact that a quorum is present for the meeting so long as there are at least five (5) Board Members remaining and present during the meeting. If a quorum is not present at any meeting, a majority of the Board Members present may recess the meeting from time to time without further notice.

Section 4.8 Voting and Manner of Acting. Each Board Member shall be entitled to one (1) vote on all matters that come before the Board of NBYL. Voting by proxy



shall not be permitted. Unless a higher vote is required by the Articles of Incorporation of NBYL or these Bylaws or Chapter 55A of the North Carolina General Statutes, the act of the majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board.

Section 4.9 Presumption of Assent. A Board Member who is present at a meeting of the Board or at a meeting of any committee of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless: (a) such Board Member objects at the beginning of the meeting (or promptly upon the Board member's arrival at such meeting) to holding the meeting or to transacting any business at the meeting, or (b) such Board Member's contrary vote is recorded or such Board Member's dissent or abstention from the action taken otherwise is entered in the minutes of the meeting, or (c) such Board Member files written notice of dissent or abstention to such action with the person presiding at the meeting before the adjournment thereof or forwards such notice by registered or certified mail, return receipt requested, to the Secretary of NBYL immediately after the adjournment of the meeting. Such right of dissent or abstention is not available to a Board Member who voted in favor of the action taken.

Section 4.10 Action Without Meeting. Action required or permitted to be taken at a meeting of the Board may be taken without a meeting if the action is taken by all Board Members and evidenced by one or more written consents signed by each Board Member. Any such action shall be filed with the Secretary of NBYL for inclusion in the minutes as official action of the Board.

Section 4.11 Participation by Telephone, Video, or other Electronic Means. Unless otherwise provided in the Articles of Incorporation of NBYL or these Bylaws, any one or

more Board Members may participate in a meeting of the Board by means of a conference telephone, video conferencing equipment, or similar communication or electronic devices which allow all persons participating in the meeting to hear each other and such participation in a meeting shall be deemed presence in person at such meeting.

## **ARTICLE V**

### **Officers**

Section 5.1 Number of Officers. The officers of NBYL, each of whom shall be a Board Member, shall consist of a President, a Vice President, a Secretary, and a Treasurer and other officers as the Board from time to time may determine to be necessary to carry out the work of NBYL.

Section 5.2 Election and Term. The officers of NBYL shall be nominated, elected, and confirmed by the Board and shall serve for a term of one (1) year. Such elections may be held at the annual meeting of the Board. Each officer shall hold office until such officer's end of term, resignation, retirement, removal or disqualification, or death prior to such officer's end of term, or until the election and qualification of such officer's successor. Nothing herein shall prohibit the Board from nominating, electing, and confirming officers for successive one (1) year terms or multiple terms. In the event of a vacancy of an office as set forth in this Section 5.2, the Board shall elect a Board Member to fill that vacancy for the unexpired term.

Section 5.3 Resignation or Removal. Any officer may be removed by the Board at any time with or without cause. An officer may resign at any time by notifying NBYL, orally or in writing, of such resignation. A resignation shall be effective upon receipt by NBYL, unless the resignation specifies a later effective date. In the event a resignation specifies a later

effective date, the Board may fill the pending vacancy prior to such date; however, the successor to the resigning officer may not take office until the effective date.

Section 5.4 Vacancy. Whenever there is a vacancy created in any office, due to any cause, the Board shall fill that vacancy for the unexpired term of that position pursuant to a vote taken by the Board at the annual, regular, or a special called Board meeting.

Section 5.5 President. The President shall preside at all meetings of the Board at which he or she may be present and shall, in general, exercise powers as may be assigned or required by the Board. The President, with any other proper officer, may sign checks, contracts or other instruments which lawfully may be executed on behalf of NBYL, except where required or permitted by law otherwise to be signed and executed and except where the signing and execution thereof shall be delegated by the Board to some other officer or agent. Any expense check, contract, or other instrument must be approved by a majority of the Board before it is signed and executed by the President. In general, the President shall perform all duties incident to the office of President and such other duties as from time to time may be assigned by the Board.

Section 5.6 Vice President. At the request or in the absence of the President or in the event of the President's death or disability, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to any restrictions which may have been placed upon the President. The Vice President shall perform such other duties as from time to time may be requested or assigned by the Board.

Section 5.7 Secretary. The Secretary shall have custody of any corporate seal, shall issue all notices required by law, the Articles of Incorporation of NBYL, and these Bylaws, including notices of all meetings of the Board, shall keep minutes relating to the acts and

proceedings of all meetings of the Board and the Executive Committee of the Board, and shall have general charge of NBYL records. The Secretary shall keep and shall be the official custodian of all records, reports, books, statements, certificates, and other documents of NBYL, including, but not limited to, records of the names and addresses of all Board Members as well as records of all appropriations and authorizations for expenditures and shall maintain duly itemized and classified accounts of expenditures and pledges made. The Secretary shall sign such instruments as may require the Secretary's signature. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board.

Section 5.8 Treasurer. The Treasurer shall serve as fiscal agent for NBYL and shall have knowledge of and administrative responsibility for all funds belonging to NBYL. The Treasurer shall keep full and accurate accounts concerning the finances of NBYL in books that shall at all times be open to inspection by the Board. The Treasurer shall render such reports relating to the monies, funds, and fiscal affairs of NBYL as may be required by law or by the Board. The Treasurer shall not pay out any monies, invest any funds, transfer or dispose of any securities or other property except on the authorization of the Board. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board. The Treasurer may be required to give a bond for the faithful performance of his or her duties in such form and amount as the Board may require. The Treasurer shall promptly and appropriately provide any and all reports or other information as may be requested at any time by the Board.

## **ARTICLE VI**

### **Advisory Board**

Section 6.1 Advisory Board. Up to nine (9) persons may be selected by NBYL Board to serve as members of an Advisory Board for NBYL. Such Advisory Board members shall be invited to serve for terms of three (3) years as advisors, but shall have no power, voting authority, or other authority relating to issues pertaining to NBYL. The role of the Advisory Board will be limited to providing input and recommendations to the Board regarding matters relating to the business of NBYL.

## **ARTICLE VII**

### **Committees of the Board**

Section 7.1 Committees of the Board. NBYL shall have an Executive Committee, a Finance Committee, and such other standing and special committees as may, from time to time, be created.

A. Committee Membership. Except for the Executive Committee and the Finance Committee, committees shall be composed of at least three (3) Board Members who are appointed by the President of the Board after consultation with the Board.

B. Committee Functions. Each committee member shall serve at the pleasure of the Board and shall have such authority and shall perform such functions as determined by the Board and specified by these Bylaws.

C. Committee Authority. Except as may be otherwise specified by the Board or these Bylaws, the committees will not exercise independent authority but will provide information and recommendations to the Board for Board consideration and action.

D. Selection of Non-Board Members for Committees. The chairman of a committee, after consultation with the Board, may, from time to time, invite persons who are not Board Members but who have special experience or expertise, to attend committee meetings or to provide particular assistance to a committee in fulfilling committee responsibilities. Such persons will not be official members of any committee and will have no authority to act for or on behalf of any committee in any official capacity.

E. Committee Meetings. The provisions of these Bylaws governing meetings, action without meeting, notice and waiver of notice, and quorum and voting requirements of the Board apply to any committees of the Board established pursuant to this Section. The designation of any committee of the Board and the delegation thereto of the Board's authority shall not operate to relieve the Board, or any member thereof, of any responsibility imposed upon him or her by law.

Section 7.2 Executive Committee.

A. The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer. The President of the Board shall serve as chairman of the Executive Committee.

B. The Executive Committee shall be responsible for handling the regular business affairs of NBYL between meetings of the NBYL Board, making recommendations to the Board concerning matters that require Board consideration or vote, and performing such other and further duties as the Board may direct.

Section 7.3 Finance Committee.

A. The Finance Committee shall consist of the President of the Board, the Treasurer, and such other Board members as the President may select in consultation with the Board. The Treasurer shall serve as chairman of the Finance Committee.

B. The Finance Committee shall oversee and supervise development of an annual budget for NBYL, shall review financial expenditures and monitor accounts, shall make recommendations to the Board regarding financial expenditures and the annual budget, and shall facilitate and oversee completion of audits for NBYL.

Section 7.4 Disciplinary Committee. The Disciplinary Committee shall consist of three (3) Board Members appointed by the Board of NBYL. Any action or behavior which may be contrary to the spirit of the purpose of NBYL may be investigated by the Disciplinary Committee. The Disciplinary Committee shall have the power to recommend disciplinary action to the Board of NBYL by filing a written report. Where disciplinary action is recommended against a person, the person shall be furnished with a copy of the report and shall have the opportunity to appear before the Board of NBYL and be heard, or file a written statement in opposition to the report. The Board of NBYL shall take one of the following actions:

- A. Take such action as recommended by the Disciplinary Committee.
- B. Vote to dismiss the report.
- C. Recommit the matter to the Disciplinary Committee for further investigation and report.

Section 7.5 Other Committees. Other committees not having and exercising the authority of the Board in the management of NBYL may be designated by resolution adopted by a majority of the Board present at a meeting at which a quorum is present. Such committees

shall have such duties and responsibilities as may be set forth in the resolution designating the committee.

## **ARTICLE VIII**

### Contracts, Loans, Checks, and Deposits

Section 8.1 Contracts. Except as otherwise provided in these Bylaws and in keeping with the purpose of NBYL as set forth in the Articles of Incorporation of NBYL, the Board may authorize any officer or officers or any agent or agents designated by the Board to enter into any contract or to execute and deliver any instrument in the name of and on behalf of NBYL, and such authority may be general or confined to specific instances.

Section 8.2 Checks and Drafts. All notes, checks, drafts, acceptances, endorsements, or other evidences of indebtedness or orders for the payment of money issued in the name of NBYL shall be signed by such officer or officers of NBYL and in such manner as from time to time shall be determined by resolution of the Board.

Section 8.3 Deposits. All funds of NBYL not otherwise utilized or disbursed from time to time shall be deposited to the credit of NBYL in such banks, trust companies, or other depositories as the Board shall direct. Endorsements for deposit to the credit of NBYL in any of its duly authorized depositories will be made by the Treasurer or by any officer or agent who is designated by the Board.

Section 8.4 Gifts. The Board of NBYL may accept on behalf of NBYL any contribution, gift, bequest or devise for the non-profit purposes of this association.



## **ARTICLE IX**

### **Books, Records and Audits**

Section 9.1 Audits. By resolution of the Board, the books and accounts of NBYL shall be audited by auditors selected by the Board. Copies of each audit or review shall be delivered to the Board.

Section 9.2 Books, Records. NBYL shall keep or cause to be kept correct and complete books and records of accounts and shall also keep minutes of the proceedings of the Board and its committees.

## **ARTICLE X**

### **Indemnification**

Section 10.1 Statement of Intent. NBYL shall indemnify the Board Members, and officers to the maximum extent permitted by Chapter 55A of the General Statutes of North Carolina.

Section 10.2 Indemnification. In addition to, and not in any way in limitation of, all indemnification rights and obligations otherwise provided by law, NBYL shall indemnify and hold harmless its Board Members and officers against all liabilities and expenses in any proceeding (including, without limitation, a proceeding brought by or on behalf of NBYL itself) arising out of their status as Board Members or officers. Provided, however, that NBYL shall not indemnify a Board Member or officer against liabilities or expenses that such person may incur in the following situations:

A. In connection with a proceeding by or in the right of the corporation in which the Board Member or officer was adjudged liable to the corporation; or

B. In connection with any other proceeding charging improper personal benefit to the Board Member or officer, whether or not involving action in his or her official capacity, in which the Board Member or officer was adjudged liable on the basis that personal benefit was improperly received by the Board Member or officer.

NBYL shall also indemnify each Board Member or officer for his or her reasonable costs, expenses, and attorney's fees incurred in connection with the enforcement of the rights to indemnification granted herein, if it is determined in accordance with this Article that the Board Member or officer is entitled to indemnification hereunder.

Indemnification, however, is not intended for and shall not apply to any Board Member or officer with regard to any independently contracted services which he or she may render to or on behalf of NBYL. Contracted services are those which are provided to NBYL for compensation, and need not be evidenced by a written agreement.

The Board shall have the authority to adopt such resolutions pertaining to the implementation of this section as it may from time to time determine, and such resolutions shall be given full effect, even though they supplement, amplify or go beyond the provisions of this section, provided and to the extent such resolutions do not violate any provision of the Act or the Articles of Incorporation of NBYL. This Article shall be construed in a manner to fully affect the purpose and intent of the resolution of the Board approving and adopting this provision.

Section 10.3 Determination. Any indemnification under this Article shall be paid by NBYL in a specific case only after a determination that the Board Member or officer has met the standard of conduct set forth in this Article. Such determination shall be made in accordance with the provisions of N.C. Gen. Stat. § 55A-8-55.

The Board shall take all such action as may be necessary and appropriate to enable NBYL to pay the indemnification required by this Article.

Section 10.4 Advances for Expenses. Expenses incurred by a Board Member or officer in defending a proceeding shall be paid by NBYL in advance of the final disposition of such proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the Board Member or officer to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by NBYL against such expenses. Subject to receipt of such undertaking, NBYL shall make reasonable periodic advances for expenses pursuant to this section, unless the Board shall determine, in the manner provided in this Article and based on the facts then known, that indemnification and defense under this Article is or will be precluded.

Section 10.5 Reliance and Consideration. Any Board Member or officer who at any time after the adoption of this Article serves or has served in any of the aforesaid capacities for or on behalf of NBYL shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right, however, shall not be exclusive of any rights to which such person may be entitled apart from the provisions of this Article. No amendment, modification or repeal of this Article shall adversely affect the right of any Board Member or officer to indemnification hereunder with respect to any activities occurring prior to the time of such amendment, modification or repeal.

Section 10.6 Insurance. NBYL may purchase and maintain insurance on behalf of its Board or officers, or employees and agents. Any full or partial payment made by an insurance company under any insurance policy covering any director, officer, employee, agent, or other person identified above made to or on behalf of a person entitled to indemnification

under this Article shall relieve NBYL of its liability for indemnification provided for in this Article or otherwise to the extent of such payment, and no insurer shall have a right of subrogation against NBYL with respect to such payment.

Section 10.7 Savings Clause. If this Article or any portion hereof shall be invalidated on any ground by any court or agency of competent jurisdiction, then NBYL shall nevertheless indemnify each person indemnified hereunder to the fullest extent permitted by the portion of this Article that is not invalidated and also to the fullest extent permitted or required by applicable law.

## **ARTICLE XI**

### Conflicts of Interest

Section 11.1 Conflicts of Interest. The Board Members agree to comply with all applicable laws and regulations and these Bylaws relating to any conflict of interest between a Board Member and NBYL. This section shall also apply to any Board Member or other person who serves on any standing or ad hoc committee of the Board constituted or appointed under these Bylaws. Each Board Member shall provide certification as part of an audit relating to NBYL relating to his or her compliance with this requirement.

No contract or other transaction between NBYL and one or more of its Board Members or officers, or between NBYL and any other corporation, firm, association or other entity in which one or more of the Board Members or officers have a substantial financial interest, shall be approved by a vote of the Board or any committee thereof if such Board Member or officer (hereinafter called "interested person") is present at the meeting of the Board, or of a committee thereof, which authorizes such contract or transaction, or his or her votes are counted for such purpose, unless:

A. The material facts as to such interested person's interest in such contract or transaction and as to any such common directorship, officership, or financial interest are disclosed in good faith or are known to the Board or committee, and the Board or committee authorizes such contract or transaction by unanimous written consent, provided at least one Board Member so consenting is disinterested, or by a majority vote without counting the vote or votes of such interested person's even though the disinterested Board Members are less than a quorum; or,

B. The material facts as to such interested person's interest in such contract or transaction and as to any such common directorship, officership, or financial interest are disclosed in good faith or are known to the members entitled to vote thereon, if any, and such contract or transaction is authorized by a majority vote of such members.

## **ARTICLE XII**

### General Provisions

Section 12.1 Amendments. Except as may be otherwise provided by the Act, these Bylaws may be amended or repealed and new bylaws may be adopted. NBYL shall provide at least fifteen (15) days written notice of any meeting of Board at which an amendment to the Bylaws is to be voted upon, and such notice shall state that the purpose, or one of the purposes, of the meetings is to consider a proposed amendment to the Bylaws and shall contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

Section 12.2 Fiscal Year. The fiscal year of NBYL shall be the same as the calendar year.

Section 12.3 Corporate Seal. The corporate seal shall be in such form as shall be approved from time to time by the Board.

Section 12.4 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation of NBYL or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to receive such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 12.5 Construction of Terms and Headings. Words used in these Bylaws shall be read as the masculine or feminine gender and as the singular or plural, as the context requires. The captions or headings in these Bylaws are for convenience only and are not intended to limit or define the scope or effect of any provision of these Bylaws.

**ARTICLE XIII**

Adoption

Section 13.1 Adoption. These Bylaws of NBYL are hereby adopted in their entirety by affirmative action of the Board, and are dated and effective as of the \_\_\_ day of \_\_\_\_\_, 2012.

**SECRETARY’S CERTIFICATE**

**THIS IS TO CERTIFY** that the foregoing Bylaws of NBYL been duly adopted and amended on

Date \_\_\_\_\_

Secretary \_\_\_\_\_