

SECOND AMENDED AND RESTATED BYLAWS
OF
CAMBRIDGE YOUTH SOCCER, INC.

ARTICLE I: NAME, PURPOSES, AND OFFICES

Section 1. NAME. The name of the corporation shall be CAMBRIDGE YOUTH SOCCER, INC. (the “Corporation”).

Section 2. PURPOSES. The purposes of the Corporation shall be as set forth in the Articles of Organization.

Section 3. PRINCIPAL OFFICE. The principal office of the Corporation shall be located in Cambridge, Massachusetts or at such other location within the Commonwealth as the Board of Directors may at any time and from time to time designate.

Section 4. OTHER OFFICES. The Corporation may also have branch offices at such other location or locations, within or without the Commonwealth of Massachusetts, as the Board of Directors may from time to time designate.

ARTICLE II: MEMBERSHIP

The Corporation shall have no members. No person now or hereafter designated by the Corporation as a “member” for any purpose, including “Community Members” under Article VI below, shall be or be deemed to be a member for purposes of the Articles of Organization, these Second Amended and Restated Bylaws (the “Bylaws”), or for the purposes of Chapter 180 of the Massachusetts General Laws (as now in effect and as hereafter amended or superseded by a future Massachusetts General Law), or any other law, rule or regulation. Any action or vote required or permitted by law to be taken by members shall be taken by action or vote of the same percentage of the Directors of the Corporation, except as may otherwise be required by law or the Articles of Organization.

ARTICLE III: BOARD OF DIRECTORS

Section 1. POWERS AND DUTIES. The Corporation shall have a Board of Directors which shall serve as the governing body of the Corporation and serve, as may be required or permitted by law or the Articles of Organization, as its membership body. The Board of Directors shall have general management and control of the property and affairs of the Corporation, may exercise all of the powers of the Corporation and shall be responsible for establishing its policies and supervising the direction and management of its affairs, except as otherwise provided by law, by the Articles of Organization or by these Bylaws. The Board of Directors shall also be responsible for the employment of the Executive Director. The Board of Directors may act on any matter notwithstanding the existence of one or more vacancies in the Board.

Section 2. NUMBER AND COMPOSITION. The Board shall have such number of

Directors numbering not less than seven and no more than twenty-one as shall be fixed, from time to time, by the affirmative vote of a majority of the total number of Directors then in office. Unless otherwise specified herein, each of the Directors shall have the right to vote on all matters considered by the Board of Directors. The Board of Directors shall consist of:

1. The Executive Director;

the statutory Officers of the Corporation (each, a “Statutory Officer”), including a

2. President,
3. Treasurer,
4. and Secretary;

and up to seventeen additional Directors filling such roles as are designated by the Board of Directors pursuant to Article VII, Section 6 below and/or serving in an “at large” capacity.

Each Director may fill multiple roles on the Board of Directors but shall have only one vote on matters coming before the Board. Upon adoption of these Bylaws, the initial number of Directors of the Corporation shall be seven (7) and the membership of such initial Board of Directors shall consist of those Statutory Officers and Directors serving in such roles as of the date of the adoption of these Bylaws and such Directors shall serve until the first annual meeting of the Board of Directors following such adoption. No Director shall receive any compensation for his or her services as a Director or as a member of any Committee appointed by the Board of Directors; but he or she may be reimbursed for actual out-of-pocket expenses incurred in service as a Director.

Section 3. ELECTION AND TENURE OF DIRECTORS. The number of Directors shall be fixed and any vacancies on the Board filled at an annual meeting of the Board or at any special meeting held in lieu thereof, and other than the Executive Director, such vacancies are to be filled by the affirmative vote of a simple majority of a quorum of the Eligible Voters (as defined below) casting a vote in such election. Votes in such elections may be cast in person or by written proxy at the meeting at which such election is held or may be delivered, in writing (including an email), to the Secretary or President no later than seven (7) days following the meeting at which such election was held. For the purposes of such elections, the term “Eligible Voters” shall mean (a) those Directors then in office; (b) persons who have served in any of the following roles - coach, team manager, and/or program coordinator - in the programs run by the Corporation in at least two program seasons (Fall and Spring) in the two year period immediately preceding such election and, with respect to a current coach only, is then current in his or her compliance with the Corporation’s coaching credentialing requirements for their respective coaching positions and (c) other volunteers contributing substantial time and/or services in furtherance of the Corporation’s purposes (as set forth in the Articles of Organization) in the twelve month period immediately preceding such election who are otherwise in compliance with the then effective Corporation policies regarding volunteers. For the purposes of such elections, a quorum shall exist if at least a majority of the Directors then in office cast votes in such election by the means permitted in this Section. All Directors other than the Executive Director shall serve staggered terms of two years, with one half of the number of Directors being elected

each year, except that one half of the Directors elected at the first annual meeting of the Board of Directors following the adoption of these Bylaws shall be designated as “Class A Directors” and shall serve an initial term of three (3) years and the other half of the Directors elected at such meeting shall be designated as “Class B Directors” and shall serve an initial term of two (2) years. Subject to other provisions of these Bylaws, Class A and Class B Directors shall hold office until the next annual meeting of the Board of Directors (or special meeting in lieu thereof) following the expiration of their respective terms, and thereafter until their respective successors are duly chosen and qualified, unless they shall sooner die, resign, are removed or become disqualified. The Executive Director shall serve on the Board during his or her term of employment by the Corporation.

Section 4. CERTAIN SPECIFIC POWERS OF THE BOARD. Without limiting the foregoing general powers, the Board of Directors, acting by the affirmative vote of a majority of its full membership, shall have power to appoint committees, Officers, or agents, in addition to those elsewhere provided for in these Bylaws; to prescribe the term of office, title, powers, and duties of such committees, Officers, or agents; to determine the reasonable compensation of Officers, employees, and agents and to make rules and regulations governing such Officers, employees, and agents; to designate a substitute Officer to perform the duties and exercise any of the powers of any Officers in the event of the absence or disability of such Officer; and generally to take any action which they may deem fit and proper to carry out the charitable purposes of the Corporation as set forth in the Articles of Organization.

Section 5. CUSTODY AND INVESTMENT OF FUNDS. The Board of Directors may from time to time engage the services of a national banking association, any state chartered banking institution, or a Securities and Exchange Commission regulated brokerage or investment company to have the custody and safekeeping of the funds of the Corporation, or any of said funds, and to undertake the management and investment thereof, collect the income, and make disbursements from time to time from the principal or income of funds so held to such persons and in such manner as the Board shall prescribe.

Section 6. VACANCIES. Any vacancy at any time existing in the Board of Directors may be filled by the Board of Directors at any meeting, although less than a quorum, or by the sole remaining Director, by the affirmative vote of a majority of total number of Directors then in office, provided that notice of such vote is given in the notice of the meeting at which such vote is to be taken. Each successor Director shall hold office for the remainder of his or her predecessor's unexpired term and thereafter until his or her successor is chosen and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified. In the event that the Board of Directors chooses not to fill a vacancy, the Board may reassign the responsibilities of the vacant position temporarily to another Director.

Section 7. RESIGNATION. Any Director may resign by delivering his or her written resignation to the Corporation at its principal office or to the President or Secretary or to any meeting of the Board of Directors. 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) and acceptance thereof shall not be necessary to make it effective unless it so states; provided, however, that the Board of Directors may act to accept such resignation immediately or at any

other time sooner than the time specified by such resigning Director in his or her resignation.

Section 8. REMOVAL. A Director may be removed from office, with or without cause, by the affirmative vote of two thirds of the other Directors then in office provided, however, that such Director may be removed only after the Director to be removed is given reasonable advance written notice of such removal and opportunity to be heard by the Board of Directors prior to action thereon. No Director shall be removed at any meeting of the Board of Directors unless written notice of such meeting is delivered to all members of the Board of the Directors specifying that one purpose of the meeting is to vote upon removal of one or more Director as are identified in such notice.

ARTICLE IV: MEETINGS OF THE BOARD

Section 1. NUMBER AND PLACE. The Board of Directors shall meet at least two times annually; a Mid-Year Meeting in January and an Annual Meeting in June. All meetings of the Board of Directors shall be held at the principal office of the Corporation or at such place within the Commonwealth of Massachusetts as may be fixed by the Board of Directors or the President and stated in the notice of the meeting.

Section 2. ANNUAL MEETING. The annual meeting of the Board of Directors shall be on the Third Wednesday of June of each year at such place and hour as may be stated in the notice of the meeting, for the purpose of electing the Board of Directors, for the review and approval of the Corporation's budget and programs for the next program year, for meeting and discussion with the Community Members, and for the transaction of such other business as may properly come before the meeting. If, in any year, the annual meeting is not held on said date, a special meeting may be held in lieu thereof at a later date and the business transacted at such meeting shall have the same force and effect as if transacted at the annual meeting.

Section 3. MID-YEAR MEETING. The Board of Directors shall also meet on the last Thursday of January of each year, at such place and hour as may be stated in the notice of the meeting, for the purpose of meeting and discussion with the Community Members, hearing a mid-year report from the Executive Board and giving such direction to the Executive Board on administrative, budgetary or other matters as the Board of Directors deem appropriate, and for the transaction of such other business as may properly come before the meeting. If, in any year, the mid-year meeting is not held on such date, a special meeting may be held in lieu thereof at a later date and the business transacted at such meeting shall have the same force and effect as if transacted at the mid-year meeting.

Section 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called at any time by the Executive Director, the President, two members of the Executive Board, or a majority of the Board of Directors, each by written notice addressed to the Secretary and the other Directors stating the object of such meeting.

Section 5. NOTICE. Written notice stating the place, day and hour of all meetings of Board of Directors and the purpose or purposes thereof shall be given by the Secretary, or in the case of his or her death, absence, incapacity or refusal, by any other Statutory Officer, at least

seven (7) days before the meeting to each Director, and in the case of the annual meeting only, to each Eligible Voter, by leaving such notice with him or her or at his or her residence or usual place of business, by mailing it postage prepaid addressed to him or her at either such address, by e-mail, or by facsimile transmission. The Secretary shall also transmit the notice of the annual and mid-year meetings via email to the last known email address of each Community Member and shall publish a notice of such meeting on the website maintained by the Corporation, in each case, at least seven (7) days prior to the date of such meeting. The Secretary shall maintain a list of such Directors' addresses (residence, business and e-mail) and facsimile transmission numbers, and it shall be the individual Director's responsibility to ensure that the Secretary has his or her correct addresses and numbers, and is timely informed of all changes. No notice of the time, place or purposes of any annual or special meeting of the Directors shall be required if every Director entitled to notice thereof or his or her attorney thereunto duly authorized, by a writing which is filed with the records of the meeting, waives such notice.

Section 6. QUORUM. Quorum for any meeting of the Board of Directors shall be a majority of the then current Directors, who may participate by written proxy or in person. A majority of the Directors present, even though less than a quorum is present, may vote to adjourn from time to time, and any meeting so adjourned may upon the obtaining of a quorum be held without further notice than the announcement at the meeting when the vote for adjournment was taken, and any business may be transacted at any such adjourned meeting which might have been transacted at the meeting if a quorum had been present at the time originally set for the meeting.

Section 7. INFORMAL ACTION. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE V: EXECUTIVE BOARD AND BOARD COMMITTEES

Section 1. EXECUTIVE BOARD, COMPOSITION, RESPONSIBILITIES. The Executive Board of the Corporation shall be comprised of the Executive Director, President, Treasurer, Secretary, and up to three additional Directors elected to the Executive Board by a majority of the Directors then in office. The Executive Board shall meet monthly from September through June and shall have responsibility for (a) negotiating and determining the compensation (including benefits, if any) payable to the Executive Director; (b) the day-to-day operations of the Corporation between meetings of the full Board of Directors and (c) to make emergency decisions on behalf of the Corporation when the convening of a meeting of the full Board of Directors is not possible or practical. Emergency decisions of the Executive Board are subject to the review and approval of the full Board of Directors at its next scheduled meeting. In addition, prior to each Annual Meeting, the Executive Board shall nominate individuals for election as Directors at such Annual Meeting. Written notice of each meeting of the Executive Board shall be given to all Directors in the same manner prescribed by Article IV, Section 5 and any Director may attend any meeting of the Executive Board. Only Directors serving on the Executive Board shall have a vote on matters submitted to the Executive Board for Decision.

Section 2. BUDGET COMMITTEE. The Board of Directors shall appoint a three member Budget Committee, consisting of the Treasurer (who shall be the Committee Chair) and

two other persons (who may but are not required to be Directors) who annually shall prepare a proposed budget for review by the Executive Board which shall then present it, with any revisions the Executive Board deems appropriate, to the full Board of Directors at their annual meeting for final action. The Budget Committee shall also review and recommend guidelines, procedures and requirements for the expenditure of funds and requests therefore. The Budget Committee shall assist the Treasurer to prepare at least quarterly a report of expenditures and proposed expenditures, and such other reports at those or other times as the Board may direct, and shall promptly distribute those reports to each Board member.

Section 3. DISCIPLINARY COMMITTEE. The Board of Directors shall appoint a three member Disciplinary Committee, consisting of at least one current Director (who shall be the Committee Chair) and two others persons (who may but are not required to be Directors) who shall be responsible for responding to complaints and administering disciplinary proceedings involving coaches, parents and other volunteers in accordance with the Corporation's then current disciplinary policy and procedures.

Section 4. OTHER COMMITTEES. The Board of Directors may also appoint other committees, such as but not limited to fund raising or coach recruitment, with such membership and duties as it deems advisable, which shall be subject to the Board's overall supervision and authority and shall serve and exist at the pleasure of the Board.

ARTICLE VI: COMMUNITY MEMBERS

Upon adoption of these Bylaws, all persons who are (A) Eligible Voters; (B) parents or guardians of current participants in the youth soccer programs organized and operated by the Corporation or (C) other persons not qualifying as Eligible Voters but who are active in the Corporation's operations and/or soccer programs, including, but not limited to, program coordinators, team managers, coaches and other volunteers contributing their time and/or services in furtherance of the Corporation's purposes, shall be deemed "Community Members." Community Members shall have the right to attend the Annual Meeting and Mid-Year Meeting of the Board of Directors, to propose Agenda items for and initiate and participate in the discussions at such meetings of the Board of Directors, and to nominate individuals for election as Directors provided that at least five Community Members join in each such nomination. Community Members shall have no voting rights nor any other rights to participate in the governance of the Corporation except as expressly stated in this Article VI and in Article III, Section 3 (regarding the right of Eligible Voters to vote in elections for the Board of Directors).

ARTICLE VII: STATUTORY AND OTHER OFFICERS

Section 1. STATUTORY OFFICERS; ELECTION AND TENURE. The President, the Treasurer and the Secretary shall be elected annually by majority vote of all of the Directors then in office, such vote taken immediately following the election of the Directors at the Annual Meeting and each Statutory Officer shall hold office for one year and until their successors are chosen and qualified. The same individual may not simultaneously be elected to and hold the offices of President and Treasurer. No Statutory Officer shall receive any compensation for his or her services as such; but he or she may be reimbursed for actual out-of-pocket expenses incurred in service as a Statutory Officer.

(a) PRESIDENT. The President shall, if present, be the presiding Officer at all meetings of the Board of Directors and at all meetings of the Executive Board. He or she shall be the chief executive Officer of the Corporation with authority generally to administer the operation and personnel of the Corporation and to perform such other duties as may be prescribed by law or by the Board of Directors.

(b) TREASURER. The Treasurer shall have general charge of the financial affairs of the Corporation, with custody of all moneys, securities, valuable papers, books, and accounts, and shall have authority, in the name and on behalf of the Corporation, subject always to the general supervision and control of the Board of Directors and except as they may otherwise order and as otherwise provided by law or these Bylaws, to receive and pay moneys; to collect debts due the Corporation; to endorse for deposit bills, checks, drafts, and promissory notes payable to the Corporation; to execute transfers or assignments of certificates of stock, bonds, and other securities; and, except as otherwise provided in these Bylaws, to execute, under the corporate seal or otherwise, deeds, mortgages, bonds, contracts, agreements, and other documents. He or she shall keep full and accurate accounts of the financial transactions of the Corporation including distributions made by it from time to time and shall make such statements or reports therefrom quarterly, or as the Board of Directors may from time to time require. He or she shall sign such other instruments and perform such other duties as may be prescribed by law or by the Board of Directors. The Treasurer may delegate authority to make ordinary course payments and bank deposits to the Executive Director or a bookkeeper, subject always to the Treasurer's general supervision and control. If required by the Board, he or she shall give bond for the faithful performance of his or her duties, in such form, in such amount, and with such surety as the Board may prescribe. He or she shall work with the Secretary to ensure that all governmental and other filings, federal, state and local, are timely and properly made.

(c) SECRETARY. The Secretary shall be a resident of Massachusetts. The Secretary shall keep a true record of the votes and business transacted at all meetings of the Board of Directors and of the Executive Board in a book or books to be kept for the purpose and of which he or she shall have custody. He or she shall also have custody of the corporate seal. He or she shall give notices of meetings as required by these Bylaws or by law, and shall perform such other duties as may be prescribed by the Board of Directors or may be imposed upon him or her by law. He or she shall work with the Treasurer to ensure that all governmental and other filings, federal, state and local, are timely and properly made.

Section 2. EXECUTIVE DIRECTOR. The Board of Directors shall hire an Executive Director who shall serve at the pleasure of and report to the Board of Directors. The Executive Committee shall be responsible for determining the compensation (including benefits, if any) paid to the Executive Director for his or her services as Executive Director. For so long as he or she is employed by the Corporation as its Executive Director, the Executive Director shall be a voting member of the Board of Directors. Termination of the Executive Director's employment and removal from the Board of Directors shall require the affirmative vote of at least two thirds of the other Directors then in office. She or he shall be responsible for, and work with the Board of Directors, the Executive Board, the Registrar, local government officials and Coordinators as needed in, supervising and coordinating all day to day facets of the programs sponsored by the Corporation. The Executive Director shall also be responsible for implementing and interpreting Corporation policies and procedure in consultation with the Board

of Directors and shall facilitate and coordinate communication of Corporation policies, procedures, changes, news and events to the Community Members. The Executive Director shall work with the Budget Committee to develop the annual budget and track actual expenditures. The Executive Director shall also perform such other duties and hold such other responsibilities as are assigned to that office by the Board of Directors.

Section 3. REGISTRAR(S). The Registrar(s), who shall be appointed by the Board of Directors and serve at its pleasure, shall be responsible for overseeing and supervising the registration of participants in the Corporation's programs and activities, and shall work with the Treasurer to ensure that program participant insurance is properly secured and in place. The Registrar(s) shall also supervise the Registrar's Assistant.

Section 4. COORDINATORS. The Executive Committee may appoint Directors or other volunteers to serve in one or more of the following non-paid coordinator roles:

- (a) Recruitment Coordinator(s) (responsible for recruitment program)
- (b) Fundraising Coordinator(s) (responsible for coordinating fundraising program)
- (c) Coaching Coordinator(s) (responsible for Coach Development and Recruitment)
- (d) Field/Equipment Coordinator (responsible for fields/equipment procurement and distribution)
- (e) Team Formation/Placement Coordinator (s)
- (f) KickStart Program Coordinator(s)
- (g) Premier League Coordinator(s)
- (h) Champions League Coordinator(s)
- (i) Upper School League Coordinator(s)
- (j) Travel Teams Coordinator(s)
- (k) Referee Coordinator(s)

Section 5. OTHER OFFICERS. Other Officers or agents appointed by the Board of Directors shall have such duties and may exercise such powers as the Board may from time to time prescribe.

ARTICLE VIII: CONTRACTS AND SERVICES

Section 1. EXECUTION. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any Officer or agent 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 a specific instance; and unless so authorized by the Board, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniary for any purpose or to any amount.

Section 2. INTEREST IN CONTRACTS. The Directors and Officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or Corporations, or may be

interested in the same matters as stockholders, Directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the Corporation, in a matter in which a Director or Officer is personally interested as stockholders, Directors, or otherwise, shall be at arm's length and not violative of the proscriptions in the Articles of Organization against the Corporation's use or application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of the Corporation if such contract, transaction, or act is a prohibited transaction or would result in the denial of the tax exemption under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with Directors or Officers be obligated to inquire into the authority of the Directors and Officers to enter into and consummate any contract, transaction, or other action.

ARTICLE IX: INDEMNIFICATION AND INSURANCE

Section 1. DIRECTORS AND OFFICERS. Each Director and Officer of the Corporation in each instance, whether or not then in office, shall be indemnified by the Corporation against all charges which may be reasonably incurred or paid by him or her in connection with any claim, actual or threatened action, suit or proceeding (civil, criminal or other, including appeals) in which he or she may be involved by reason of his or her being or having been such Director or Officer, made or brought against him or her by reason of any act or omission, or alleged act or omission by him or her in any or each such capacity, and also against all charges which may be reasonably incurred or paid by him or her (other than to the Corporation for its account) in reasonable settlement of any such claim, action, suit or proceeding. The determination whether a settlement is or was reasonable shall be made by a majority of a quorum of the Board of Directors comprised of those Directors who are not involved in the claim, action, suit or proceeding, and if there be no such quorum, then by one or more disinterested persons to whom the question may be referred by the Board of Directors.

Section 2. EMPLOYEES AND OTHER AGENTS. The Board of Directors may, by general vote or by vote pertaining to a specific employee or agent or class thereof, authorize indemnification of the Corporation's employees and agents, other than those Officers, Directors and persons referred to in Section 1 above, to whatever extent they may determine, which may be in the same manner and to the same extent provided in Section 1 above.

Section 3. DEFINITION OF "CHARGES". As used in this Article VIII the term "charges" shall include, without limitation, judgment awards, settlement awards, awards by other tribunals or bodies, attorneys' fees, costs, fines, penalties and other liabilities.

Section 4. LIMIT UPON INDEMNIFICATION. Indemnification under this Article VIII, whether under Section 1 or Section 2, shall not be made, and no person shall be entitled to indemnification, in any case where such claim, action, suit or proceeding shall proceed to final adjudication and it shall be finally adjudged, nor shall any settlement be determined reasonable if it is found, that such Director, Officer, person, employee or agent: (a) is or was derelict in the performance of his or her duties in connection with the alleged acts or omissions giving rise to such claim, action, suit or proceeding, or (b) has not acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation. Neither a judgment of

conviction nor the entry of any plea in a criminal case shall of itself be deemed an adjudication that such Director, Officer, employee or agent was derelict in the performance of his or her duties if he or she acted in good faith, for a purpose which he or she reasonably believed to be in the best interests of the Corporation, and had no reasonable cause to believe that his or her conduct was unlawful.

Section 5. OTHER REMEDIES. The rights of indemnification herein provided for shall be severable, shall not be exclusive of other rights to which any Director, Officer, employee or agent may now or hereafter be entitled, shall continue as to a person who has ceased to be such Director, Officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 6. INSURANCE. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or other agent of another organization, in which it has an interest, against any liability incurred by him or her in any such capacity, or arising out his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

ARTICLE X: INVESTMENTS

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a fiduciary is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XI: FISCAL YEAR

The fiscal year of the Corporation shall, unless otherwise fixed by the Board of Directors, end on the last day of June in every year.

ARTICLE XII: CORPORATE SEAL

The Corporation may, but need not, have a seal which shall consist of a circular die bearing the name of the Corporation and such other device or inscription as the Board of Directors may determine. The form of the seal may be changed by order of the Board of Directors.

ARTICLE XIII: MISCELLANEOUS RESTRICTIONS

Section 1. SHARING PROFITS PROHIBITED. No Director, Officer, Community

Member, employee, member of a committee, or other 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 of 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. DISSOLUTION. Upon the dissolution or liquidation of the Corporation, whether the same be voluntary or involuntary, or upon any distribution whatever of the assets or property, no Community Member, Director or Officer of the Corporation will be entitled to or receive any part of the assets or property of the Corporation (other than as reasonable compensation for services actually rendered). Upon any such dissolution or liquidation of the Corporation, all of the assets and property of the Corporation remaining after payment of all of its liabilities shall be disposed of by being transferred to such other charitable, religious, scientific, literary, or educational organization or organizations which are then exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and which are devoted to aims similar or substantially similar to those of this Corporation in such manner and as may be determined by the Board of Directors.

Section 3. EXEMPT ACTIVITIES. Notwithstanding any other provision of these Bylaws, no Community Member, 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 Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XIV: AMENDMENTS

These Bylaws may be altered, amended, or repealed, and new Bylaws not inconsistent with any provision of the Articles of Organization or statute may be made, by the affirmative vote of a majority of the Directors then in office at any regular or special meeting of the Board of Directors duly called after notice to all Directors of that purpose.

Adopted and effective as of: March, 30, 2016.