

BY-LAWS OF
KEARNEY COMPETITIVE GIRLS' SOFTBALL ASSOCIATION

Last Updated: 8-20-25

ARTICLE I - ORGANIZATION

Section 1. Name: Pursuant to the Nebraska Nonprofit Corporation Act, this organization is incorporated not for profit under the laws of the State of Nebraska as "KEARNEY COMPETITIVE GIRLS SOFTBALL ASSOCIATION" (hereinafter referred to as "Corporation").

Section 2. Objective: The objectives of this Corporation shall be to carry forth those purposes set forth in the Articles of Incorporation subject always to the direction and control of the Board Members and within the intendment of Section 501(c) of the Internal Revenue Code of 1986, and the Regulations thereunder, as the same now exist or as they may be hereafter amended from time to time. Without limiting the foregoing, the mission of the Corporation is to promote amateur softball for girls who play on competitive teams organized in Kearney, Nebraska, regardless of race, color, creed, religion, national origin or ancestry; to establish uniform rules and regulations; to foster national amateur softball competition in the Amateur Softball Association/USA Softball (USA, ASA & USSSA); to promote sportsmanship and to do all acts necessary or advisable to carry out said purposes.

ARTICLE II - OFFICES

The principal office of the Corporation in the State of Nebraska shall be initially located at Post Office Box 1527, Kearney, Nebraska. The Corporation may have and maintain such other offices as the Board Members may require from time to time.

The Corporation shall have and continuously maintain in the State of Nebraska, a registered office and registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the Corporation's principal office in the State of Nebraska, and the registered office and registered agent may be changed from time to time by the Board Members.

ARTICLE III - MEMBERS AND MEETINGS OF MEMBERS

Section 1. Members: Membership in the Corporation shall be open to all coaches and umpires associated with the Corporation and parents or guardians of players who will be playing for a competitive team in the Corporation, along with other persons approved by the Board who are interested in, and in sympathy with, the purpose and mission of the Corporation. While all members can attend and voice their opinions at all meetings of the members, only the following members shall have voting privileges at said meetings: The current officers of the Corporation

and one member designated by each softball team registered with the Corporation -- each softball team registered with the Corporation shall designate one of their coaches or parents/guardians of a player on the team to have voting rights at the Annual meeting and Special Meetings of Members (these individuals shall be referred to herein as “designated members”). All other members shall constitute non-voting members.

Designated members may appoint (1) another coach or parent/guardian of a player on the team to serve as a General Proxy (Parent Representative). The Parent Representative may vote or otherwise act for the designated member at the Annual and Special Meetings of Members. The General Proxy (Parent Representative) Form must be completed at least five (5) days prior to the Annual or Special Meetings of Members.

Section 2. Membership Dues: Non-refundable dues for membership shall be set annually by the board members during the annual meeting. The membership year shall be from August 1 to July 31. The membership dues of each player listed on the Nebraska USA Form is due April 1st and shall continue until the last day of the calendar year for which his or her dues have been paid.

Section 3. Rights of Members: The right of a member to vote and all a member’s interest in or to the Corporation shall cease on the termination of membership. No member shall be entitled to share in the earnings of the Corporation nor to share in a distribution of the Corporation’s assets upon the dissolution of the Corporation.

Section 4. Annual Meeting of Members: The annual meeting of the members of the Corporation shall be held at the Harmon Park Activity Center in Kearney, Nebraska, on the first Sunday in October of each year for the purpose of electing Officers and considering and acting upon such other matters as may be raised consistent with the requirements of the Nebraska Nonprofit Corporation Act.

Section 5. Notice of Special Meeting of Members: Notice of a special meeting of the members shall be given in the manner and time provided in Section 4 above with respect to notice of the annual meeting. If no location for the meeting is designated, the place of the meeting will be at the Harmon Park Activity Center in Kearney, Nebraska.

Section 6. Notice of Annual Meeting: Notice of the time, date and place of the annual meeting together with a description of any matter or matters that must be approved by the members pursuant to the Nebraska Nonprofit Corporation Act, shall be served, either personally, by mail, or by email, not less than ten (10) nor more than sixty (60) days before the meeting, upon such person or institution that appears on the books of the Corporation as a member; and, if mailed, such notice shall be by First Class Mail directed to the member at the member’s address as it appears on the books of the Corporation, unless the member shall have filed with the Secretary of the Corporation a written request that notices intended for such member be mailed to some other address, in which case notice shall be mailed to the address designed in such request.

Section 7. Special Meetings of Members: Special meetings of the members may be called at any time by the President, the Vice President, or by any two Board Members, and shall be called by the President or the Secretary on receipt of the written request of not less than five of the members.

ARTICLE IV - BOARD MEMBERS

Section 1. General Powers: The control and management of the Corporation and its affairs shall be entrusted to and managed by Board Members. It shall be the duty of the Board Members to carry out the objectives and purposes of the Corporation subject to the Articles of Incorporation and the By-Laws of this Corporation. The two board members known as the members at large should be elected at the annual meeting by a majority vote (in person only) of the members constituting the quorum.

Section 2. Number and Tenure: The number of Board Members shall be no less than four (4) and no more than sixty (60) but may be increased or decreased by an amendment of these By-Laws. When the number of Board Members is decreased by amendment adopted by the Board Members, each Board Member in office shall serve until his or her term expires, or until resignation or removal as herein provided. There is no limit on the number of terms any Board Member may serve. Commencing with the first annual meeting of the members additional Board Members may be elected. The Board Members must include at least one designated member from each softball team registered with the Corporation and the Board Members must also include two at-large positions to be filled by persons who do not have a daughter participating on a team registered with the Corporation.

Section 3. Board Member Nomination: Nominations for board members may be made by any individual member. Only those accepting the nomination shall be placed on the ballot and be present at the meeting. Nominations will also be accepted during the annual meeting of the members if the nominee is present to accept or has sent an acceptance.

Section 4. Installation of New Board Membership: Any new coach (Head or Assistant - adult in dugout) or coach representing a new team that would like to join the Corporation must be present at a quarterly meeting. Prior to attendance at the applicable Board Members meeting, any coach representing a new team must complete the New Coach/Team Application Form and agree to the following requirements: background check and interview by Board Members. New coaches agree to adhere to rules and regulations of Corporation's handbook and USA & USSSA rule book. Non-compliance can result in removal of coach and/or team by the Board of Directors. If a coach is approved by the Board Members, he/she has sixty (60) days or prior to the first sanctioned event or practice to present an acceptable roster of at least nine (9) players, whichever is earlier, to the Corporation's Secretary. The Corporation requires that eighty

percent (80%) of each team roster must be made up of girls that do not live in a town that has its own competitive softball association and that live within a 40-mile radius of Kearney. Deviation from required percentages needs to be presented to the Board Members for approval. If approved, all players on specific team rosters are grandfathered in on the March 15th deadline. The Board Members shall determine if players and coaches are in compliance with these By-Laws and may remove teams and players from the Corporation for non-compliance. All teams must abide by these By-Laws or may lose all benefits provided by this association, including, but not limited to, field usage in the City of Kearney. Prior to approval of new board membership, new board members must return the signed Acknowledgment Form for the KCGSA Corporation. See Addendum A: Coaches Handbook.

Section 5. Regular Meetings: Immediately following each annual meeting of the members, the Board Members (including newly elected Officers) shall meet for the purpose of organization, the election of officers, fixing of annual dues for the coming year, and the transaction of other business; and if a quorum of the Board Members is present, no prior notice of such meeting shall be required to be given. The time and place of each annual meeting may, however, be fixed by written consent of all Board Members. If no location for the meeting is designated, the place of the meeting will be at the Harmon Park Activity Center in Kearney, Nebraska. In addition, the Board Members may also meet for regular meetings at such times and places as determined by the Board Members for the transaction of such business as may come before the meeting, without further notice to the Board Members.

Section 6. Special Meetings: Special meetings of the Board Members may be called by or at the request of the President or any two Board Members. The person or persons authorized to call special meetings of the Board Members may fix any place within the State of Nebraska as a place for holding the special meeting of Board Members called by them, except if no place is indicated in the call, such meeting shall be held at the Harmon Park Activity Center in Kearney, Nebraska. The person or persons authorized to call special meetings of the Board Members may either give such notice as is required to be given by law or these By-Laws, or direct the Secretary to give such notice, in which even the Secretary shall immediately comply with such direction. The Board Members may meet in any manner authorized by the Board, to include, but not limited to any telephonic or electronic means.

Section 7. Notice: Notice of any special meeting of the Board Members shall be given at least ten (10) days prior by written notice delivered personally or sent by mail or email to each Board Member at his or her address as shown on the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If notice is given by email, such notice shall be deemed to be delivered when sent. Notice may also be given by facsimile, and notice is deemed given when notice is faxed to said Board Member. Any Board Member may waive notice of any meeting. The attendance of a Board Member at any meeting shall constitute a waiver of notice

of such meeting, except where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meetings of the Board Members need be specified in the notice of waiver of notice of such meeting unless specifically required by law or by these By-Laws.

Section 8. Quorum and Manner of Acting: The majority of the Board Members shall constitute a quorum (51%) for the transaction of business at any meeting of the Board Members, but if less than a majority of the Board Members are present at said meeting, the Executive Board may have the authority to motion and pass business at any meeting. The act of the majority of the Board Members present at a meeting at which a quorum is met shall be the act of the Board Members, unless the act of a greater number is required by the provisions of the Nebraska Nonprofit Corporation Act, the Articles of Incorporation, or the By-Laws.

Section 9. Loans to Officers and Board Members: The Corporation shall not lend money to nor guarantee the obligation of any Board Member or officer of the Corporation.

Section 10. Compensation: Board Members shall not receive any compensation for their services, but, by resolution of the Board Members, any Board Member may be reimbursed for their actual out-of-pocket expenditures incurred in connection with the business of the Corporation or his/her attendance at any regular or special meetings of the Board. Nothing contained herein shall be construed to preclude any Board Member from serving the Corporation in any other capacity and receiving compensation therefor.

Section 11. Informal Action by Board Members: Any action required by law to be taken at a meeting of the Board Members, or any action which may be taken at a meeting of the Board Members, may be taken without a meeting if a consent, in writing, setting out the actions so taken shall be signed by a quorum of Board Members. Email is allowed provided it is sent to all Board Members.

Section 12. Resignation: Any Board Member may resign at any time by giving written notice to the President, Secretary or Board Members. The acceptance of any resignation shall not be necessary to make effective unless such act is set forth in the resignation. Unexcused absence from one of the four meetings of the Board Members shall result in a forfeit of practice time until the next board meeting. Unexcused absence from two of the four meetings of the Board Members shall result in resignation from the Board.

Section 13. Removal of Board Members: Board Members may be removed in the manner provided by the Nebraska Nonprofit Corporation Act.

Section 1. Officers: The officers of the Corporation shall be the President, the Vice President, the Secretary, the Treasurer, and such other officers as may be elected in accordance with the provisions of the By-Laws. The officers of the Corporation shall collectively make up the Executive Committee. Any two offices may not be held by the same person.

Section 2. Election and Term of Office: The officers of the Corporation shall be elected by the Board Members at the annual meeting held by the Board Members. New offices may be created and filled at any meeting of the Board Members. All nominees for open positions are required to agree to the terms of the By-Laws and a signature is needed on the Acknowledgment Form. The Acknowledgment Form is to be turned into the President prior to election. Each officer shall hold office for a period of two (2) years or until his/her successor shall have been duly elected. The office of the President and Secretary shall be voted upon in even numbered years, and the office of the Vice President and Treasurer shall be voted upon in odd numbered years. There is no limit on the number of terms any officer may serve.

Section 3. Removal: Any officer elected or appointed by the Board Members may be removed by the Board Members whenever, in its judgment, the best interests of the Corporation would be served thereby. A special meeting shall be called for that purpose.

Section 4. Resignation of Officers: An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is effective unless the notice specifies a future effective date. If a resignation is made effective at a future date and the Corporation accepts the future effective date, the Board Members may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

Section 5. Vacancy: Any vacancy in any office because of death, resignation, disqualification or otherwise may be filled by the Board Members for the unexpired portion of the term.

Section 6. President: The President shall preside at all meetings of the Board Members and shall perform all duties incident to this office and assigned to him/her by the Board Members. The President shall supervise and have general control over all the business and affairs of the Corporation. The President may sign any deeds, mortgages, bonds, contracts, or other instruments that the Board Members have authorized to be executed. The President shall perform all other duties as may be assigned by the Board Members. Circumstances that may involve the removal of coaches or players shall be brought to the attention of the President for resolution. The President shall determine the person(s) who will have a key to the Corporation's United States Mailbox and make them responsible for checking the mailbox regularly, with a minimum of once per week. The President shall review monthly, the bank statement, Treasurer's report, individual team, and General Fund account detail. After review and approval,

the President is to give the Secretary a copy of said documents to attach to the official regular meeting minutes.

Section 7. Vice President: In the absence of the President or in the event of his/her inability to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice President shall perform such other duties as may be from time to time assigned to him/her by the President or by the Board Members.

Section 8. Treasurer: The Treasurer shall have charge and custody of and be responsible for all of the funds and securities of the Corporation and shall receive and give receipts of monies due to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these By-Laws and the directives of the Board Members; and, in general, shall perform all of the duties as from time to time are assigned to him/her by the President of the Board Members. If required by the Board Members, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board Members shall determine. In the absence of the President and Vice President, or in the event of their inability or refusal to act, the Treasurer will perform the duties of the President, and when so acting will have all the power of and be subject to all the restrictions of the President. The Treasurer cannot be a coach of a softball team associated with the Corporation while holding the office of Treasurer. The Treasurer shall keep a register of the mailing address and/or email address of each member of the Corporation and a record of the dues and fees. The Treasurer is responsible for notifying the coaches of players who owe dues when they are delinquent. The Treasurer, at every regular meeting of the directors, shall provide the Treasurer's Reports with detailed checking, savings, team funds and General Fund information to attending Board Members. After monthly reconciliations, the Treasurer is to email team account information to each respective coach and/or designated team treasurer with the President copied on all electronic correspondence.

Section 9. Secretary: The Secretary shall keep the minutes of the meetings of the Board Members, shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, shall be custodian of the Corporate records, and of the seal, if any, and shall see that the seal of the Corporation, if any, is affixed to all documents, the execution of which on behalf of the Corporation is duly authorized in accordance with the provisions of these By-Laws, shall keep a register of the addresses of each Board Member which shall be furnished to the Secretary by each Board Member, and shall perform such other duties as from time to time may be assigned to him/her by the President of the Board Members. The Secretary will receive from the President, monthly, a copy of the bank statement, Treasurer's report, individual team, and General Fund account information to attach to the official regular meeting minutes.

Section 10. Delegation of Duties: Whenever an officer is absent or whenever for any reason the Board Members may deem advisable, the Board may delegate the powers and duties of an officer to any other officer(s) or to any Board Member(s). All officers and agents of the Corporation, between themselves and the Corporation, shall give such authority and shall perform such duties in the management of the Corporation as may be provided in these By-Laws or as may be determined by resolution of the Board Members not inconsistent with these By-Laws. In all cases where the duties of any officer, agent or employee are not prescribed by these By-Laws or by the Board Members, such officer, agent, or employee shall follow the orders and instructions of the President.

ARTICLE VI - COMMITTEES

Section 1. Committees of Board Members: The Board Members, by resolution adopted by a majority of the Board Members in office, may designate and appoint one or more committees, including an Executive Committee, each of which shall consist of the officers of the Board Members. Such committees, to the extent provided in said resolution, shall have and exercise the authority of the Board Members in the management of the Corporation; provided, however, that no such committee shall have a member thereon who is not an Officer or Board Member of the Corporation, and no such committee shall have the authority of the Board Members in reference to amending, altering or repealing the By-Laws; electing, appointing or removing any member of any such committee, or any Board Member or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting the plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of assets of the Corporation; or amending, altering or repealing any resolution of the Board Members which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board Members, or any individual Member, of any responsibility imposed upon it or him/her by law.

Section 2. Other Committees: Other committees not having and exercising the authority of the Board Members and the management of the Corporation may be designated by a resolution adopted by a majority of the Board Members present at a meeting at which a quorum is present. The President of the Corporation shall appoint the members thereof and the members need not be Board Members of the Corporation. Any member thereof may be removed by the Chairman whenever in his/her judgment the best interest of the Corporation shall be served by such removal.

Section 3. Term of Office: Each member of a committee shall continue as such until the next annual meeting of the Board Members and until his/her successor is appointed, unless, however, the committee shall be sooner terminated or unless such member is removed from such committee by action of the Board Members.

Section 4. President: One member of each committee shall be appointed chairman by the President.

Section 5. Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum: Unless otherwise provided in the resolution of the Board Members designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present, shall be the act of the committee.

Section 7. Rules: Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board Members.

ARTICLE VII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts: The Board Members may authorize any officer(s) or agent(s) of the Corporation, in addition to the officer(s) so authorized by these By-Laws, to enter into any contract or to execute and deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.: All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by two such officer(s) or Board Members of the Corporation and in such manner as shall from time to time be determined by resolution of the Board Members. In the absence of such determination by the Board Members, such instruments shall be signed by at least two (2) members.

Section 3. Deposits, Funds and Applicable Equipment: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board Members may select. All funds (regardless of whether deposited into the Corporation's General Fund or an individual team's sub-account), applicable equipment, uniforms, other property purchased with corporate funds and Corporation records are the property of the Corporation and not that of any one or more of the individual teams. Applicable equipment is any equipment, which is durable or shared by all teams in the Corporation, such as bases, catcher's equipment or pitching machines. Inventory of equipment shall be performed prior to the annual meeting. The Board Members shall determine if any

equipment, which is questioned, is applicable. See Addendum B for Association owned equipment.

Section 4. Gifts: The Board Members may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Corporation, provided such special purposes is not contrary to the purposes for which this Corporation was organized. To the extent gifts are obtained through fundraising efforts by the Corporation or one or more softball teams registered with the Corporation, those gifts/funds will be shared with the individual teams in a manner to be determined by the Board Members considering factors such as the level of involvement by each team's members and parents/guardians. Funds generated from tournaments will be divided equally amongst the teams currently registered with the Corporation for the current season and the Corporations' General Fund (i.e., if there were six teams, the funds would be divided in 7 equal shares with one share going to each team's sub-account and one share being deposited into the Corporations' General Fund). Each team in the association will share in the profits and losses of the Corporations organized money making projects.

Section 5. Spending Limitations and Treasurer's Monitoring of Funds: The Treasurer will maintain a system whereby each softball team registered with the Corporation will have a sub-account consisting of all that team's registration fees and that team's share of fundraising activities, including tournament profits. Any team's one-time expenditure exceeding \$800.00 must be approved by the Treasurer and another officer. Each team will be required to use the funds in their respective sub-account for the purpose of paying usual and ordinary expenses. The Treasurer shall be responsible for monitoring such expenses and will not pay any such expenses which are determined by the Treasurer to be excessive in comparison to expenditures of other teams registered with the Corporation. In these cases, the Treasurer shall bring such payment requests to the Board Members for final approval or disapproval before dispersing any funds out of the sub-account. At no time should team balance operate less than -\$300.00 unless otherwise approved by the Board. By October 1st of each year, team balances need to be \$0.00 or greater. Ordinary expenses would be defined as, but not limited to, tournament entry fees, equipment, hotels, meals, etc.

Section 6. Registration Fees: Each year, each member of a team in the Corporation will be charged a registration fee of an amount set by the coach of the respective team. A portion of that fee (an amount set by the Board Members) will be transferred to the General Fund by April 1st. Individual payments must be made by check or money order (no cash accepted), made payable to the Corporation, and presented to the Treasurer.

The coach and/or team representative of each team are responsible for assuring members have paid their fees and submitted the required medical form and player consent/concussion form. Failure to pay the fees and submit the required forms by the specified deadline will result in disciplinary action as deemed necessary by the Executive Board Members.

ARTICLE VIII - POWER TO BORROW

The Corporation may from time to time issue bonds, debentures or obligations of the Corporation for any of the objects or purposes of the Corporation and may secure them by mortgage(s) or deeds of trust or pledges or liens on any or all of the real and personal property, rights, privileges, and franchise of the Corporation where so ever situated, acquired or to be acquired, and to sell or otherwise dispose of any and all of them in such manner and upon such terms as the Board Members may deem proper.

ARTICLE IX - PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, Board Member, officer, 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 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 Members, and no such person or persons shall be entitled to share in the distribution of any of the Corporate assets upon the dissolution of the Corporation.

ARTICLE X - DISSOLUTION AND WINDING UP OF CORPORATION AND DISSOLUTION OF TEAM WITHIN CORPORATION

Section 1. Corporation Dissolution: Subject to Article IX of these By-Laws, all members of the Corporation shall be deemed expressly to have consented and agree that upon such dissolution or winding up of the affairs of the Corporation, after all debts have been satisfied, any assets that are remaining in the hands of the Board Members shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board Members may determine, or as may be determined by a court of competent jurisdiction upon application of the Board Members, and as such organization or organizations organized and operated exclusively for uses and purposes as shall at the time qualify as exempt from taxation under Section 501(c) of the Internal Revenue Code. If permissible under the foregoing limitations, that organization will be the City of Kearney, Parks, and Recreation Department.

Section 2. Team Dissolution: Upon the dissolution of a team registered with the Corporation, the head coach/acting head coach shall submit in writing by March 15th to the President or Secretary of the upcoming dissolution. Payout of remaining funds should be equal to or less than player registration fee if a player moves to another team registered with the Corporation. Any team funds remaining can be dispensed to another team if players will be transferring to another team based on pro rata share (ex. Team balance is \$500.00 with ten girls; two girls transfer to another team, a sum of \$50.00 will be transferred to that team for each player;

remaining \$400.00 will go towards the General Fund). Otherwise, the remaining funds in the dissolving team account will be transferred to the General Fund. At time of team dissolution, account balance needs to be \$0.00 or greater. Any deviation to the payout stated above must be presented to the Board Members by the head coach or assistant coach (if head coach is not capable) by March 15th.

Section 2.1. In the event of a head coach transition, if the incoming head coach retains fewer than twenty-five percent (25%) of the existing roster, the team shall be considered dissolved.

Section 2.2. If the incoming head coach retains at least twenty-five percent (25%) of the existing roster and the team is not subject to dissolution, all team funds shall remain with the team.

ARTICLE XI - BOOKS AND RECORDS

The Corporation shall keep a complete set of books and records of accounts and shall also keep minutes for the proceedings of the Board Members and the committees having any of the authority of the Board Members and shall keep at the Corporations' registered office, a record giving the names and addresses of all the Board Members. All books and records of the Corporation shall be held for seven (7) years and may be inspected by any board member for any proper purpose at any reasonable time. All books and records of the Corporation shall be stored at Patriot Park Maintenance Building with the acting Executive Board having access to records. An Audit of the Corporations' books and records shall be performed each year prior to the annual meeting. Such an audit shall be submitted to the Board Members in writing at the annual meeting. The person auditing shall not be a member of the Executive Board (President, Vice President, Secretary or Treasurer) but may be a member of the Corporation. If the Treasurer is associated with a team registered with the Corporation, the auditor cannot be associated in any way with the same team. The auditor's report shall be given to the Secretary to be filed with the official minutes.

ARTICLE XII - INDEMNIFICATION

Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a board member, officer, employee or agent of the Corporation, or is or was serving at the Corporation's request as board member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be and hereby is indemnified, without need of affirmative act on his or her part or on the part of the Corporation's Board Members, against all expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding if:

- 1) He or she acted in good faith.
- 2) He or she reasonably believed: (a) in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in the Corporation's best interests; and (b) in all other cases, that his or her conduct was at least not opposed to the Corporation's best interests.
- 3) In the case of any criminal proceedings, he or she had no reasonable cause to believe his or her conduct was unlawful.

No indemnification shall be made with respect to any claim, issue or matter by or in the right of the Corporation in which such person is adjudged liable to the Corporation or in connection with any other proceeding charging improper personal benefit to such person, whether or not involving action in his or her official capacity, in which such person is adjudged liable on the basis that personal benefit was improperly received by such person.

To the extent that a board member, officer, employee or agent of the Corporation has been successful on the merits, or otherwise, in defense of any action, suit or proceeding referred to in this Article, or in defense of any claim, issue or matter therein, he or she shall be indemnified against all expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith.

The indemnifications provided in these By-Laws for Board Members, officers, employees and agents are directly created and accorded without the need of any affirmative act on the part of the Board Members, officers, employees or agents, and subject to the conditions and limitations of this Article, such indemnification rights may be asserted and proceeded upon by any Board Members, officer, employee or agent whenever the need arises.

The Corporation may pay expenses incurred in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon (1) receipt of a written affirmation of the Board Members, officer, employee or agent of his or her good faith belief that he or she has met the standard of conduct described in this Article; (2) a written undertaking by such person to repay such amount; and (3) a determination that the facts then known to those making the determination would be preclude indemnification under the Nebraska Nonprofit Corporation Act.

Indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under bylaw, agreement, vote of disinterested Board Members or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Board Member, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE XIII - CALENDAR YEAR

The calendar year of the Corporation shall begin on January 1 and shall end on December 31.

ARTICLE XIV - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Nebraska Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether it is before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV - AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a majority of the Directors present at any regular meeting or special meetings at which a quorum is present, if at least ten (10) days written notice is given of an intention to alter, amend, repeal or adopt new By-Laws at such meeting.

The foregoing By-Laws were adopted by a majority vote of the Board Members on the _____ day of _____, 2014.