

HOPKINS YOUTH HOCKEY ASSOCIATION (HYHA)
BY-LAWS
Amended and Approved 01/18/2010

ARTICLE 1

OFFICES

- 1.1) Registered offices - The address of the registered office of the Corporation shall be City of Hopkins, Minnesota 55343. The Board of Directors shall have authority to change the registered office of the Corporation from time to time, and any such change shall be registered by the secretary with the Secretary of the State of Minnesota.
- 1.2) Offices - The Corporation may have such other offices, including its principal business office, either within or without the State of Minnesota, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE 2

OBJECTIVES

- 2.1) Objectives - The objectives of the Hopkins Youth Hockey Association shall be to foster, promote and instruct the sport of amateur hockey to all eligible boys and girls in the community who wish to participate. Specific goals are:
 - (a) To provide recreational activity for the enjoyment and physical fitness of youth;
 - (b) To teach about the game of hockey;
 - (c) To have participants learn individual and team skills to meet their fullest potential; and
 - (d) To promote good attitudes of good sportsmanship and fair play.

These objectives will be achieved by providing a program of hockey training and a schedule of organized competitive hockey games.

ARTICLE 3

MEMBERSHIP

- 3.1) Any boy or girl meeting the requirements as to age and residence as required by the Board of Directors shall be eligible to participate in the Hopkins Youth Hockey Association program.
- 3.2) Any boy, girl, or adult having an active interest in the Corporation may be invited by the Board of Directors to become an associate or honorary member.

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- 3.3) Any adult (as defined in Minn. Stat. Section 645.451) may become a member of this Corporation by applying to the Board of Directors for membership at any time. Any adult having children registered in the Hockey Program automatically becomes a member of the Corporation. Any adult actively serving as a coach or assistant coach automatically becomes a member of the Hopkins Youth Hockey Association. The term of membership shall be for one year, commencing September 1st.
- 3.4) Active members shall perform any reasonable service required and requested. The Board of Directors by a two-thirds (2/3) vote of the entire Board membership at any duly constituted meeting of the Board of Directors shall have the authority to suspend any member, except coaches, whose conduct is considered detrimental to the best interests of the Program, after having provided the individual due notice and opportunity to be heard by the Board of Directors.
- 3.5) Parent's Code of Conduct - Attendance at sanctioned HYHA events is a privilege, not a right. As with all privileges, there comes the responsibility to maintain that privilege. Parents are expected to conduct themselves in a way that reflects positively on themselves, their children, HYHA, and the game of hockey. In order to maintain the integrity and high standards of the HYHA, all parents of the HYHA are expected to abide by the following set of guidelines:
- (a) Parents will not allow their children to "roam" the facility unsupervised
 - (b) Parents will exhibit good sportsmanship at all times, and demand their child do the same
 - (c) Parents are accountable for good sportsmanship as part of the "cheering section". If the parent code of conduct is breached, disciplinary action will be taken, up to and including the forfeiture of the game (if the guilty party refuses to vacate the premises)
 - (d) Parents will be good role models for the behaviors they want their children to emulate. Parents will set positive examples at the practices and games they attend
 - (e) Parents will remember that the game is for the players, not the adults
 - (f) Parents will allow the coach to coach and will not yell directions to, or criticize their child by belittling him/her
 - (g) Parents will only shout words of encouragement from the stands and cheer for all players
 - (h) Parents will place the emotional and physical well being of their child ahead of their desire to win
 - (i) Parents will make every attempt to make sure their child attends all practices and games
 - (j) Parents will respect the coaches and demand that their child does the same. If there is a disagreement, parents will speak to the coach in private. If there is still disagreement, parents will contact the appropriate Coordinator (Girls, Mite, Travel, or C)
 - (k) Parents will respect the opposing team and demand their child does the same

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- (l) Parents will respect the opposing team's coaches and parents and not engage in any confrontations with them
- (m) Parents will respect the referees and not openly criticize them or tolerate their child criticizing them. Parents will remember that referees control the game. Parents will also remember that referees are humans and will make mistakes. If there is a disagreement, parents will allow the coach to speak to the referee and refrain from getting involved. The referees will have the last word, even if it results in parents being asked to leave the game
- (n) Parents will not encourage any behaviors that would endanger the health and well being of any player
- (o) Parents will show respect to all equipment, supplies, and facilities and ensure their child does the same
- (p) Parents will control their temper and not use foul or inappropriate language while participating in hockey-related activities
- (q) Parents will demand an environment for their child that is free of alcohol, tobacco, and illegal drugs, and will refrain from their use at youth sports events
- (r) Parents will strive to make this hockey experience fun for all players and parents
- (s) Parents understand that our teams will be playing under Minnesota Hockey's Hockey Education Program which promotes sportsmanship, skill development, and fair play. Parents agree to follow the guidelines of this program

All parents are expected to have read and understand the HYHA Parent's Code of Conduct. Parents who do not conduct themselves appropriately will be subject to discipline with HYHA that could include suspension/removal from the association. This code of conduct will be enforced by HYHA at all playing levels.

- 3.6) Player's Code of Conduct - Achieving a high level of sportsmanship in our league starts with the players! Playing hockey in the HYHA is a privilege, not a right. As with all privileges, there comes the responsibility to maintain that privilege. All players are to conduct themselves in a way that reflects positively on themselves, their coaches, their teammates, their family, HYHA, and the game of hockey. In order to maintain the integrity and high standards of HYHA, all players of the HYHA are expected to abide by the following set of guidelines:

- (a) Players will exhibit good sportsmanship at all times
- (b) Players will follow the rules of the game at all times
- (c) Players will respect and not criticize their teammates
- (d) Players will control their temper
- (e) Players will not use foul or inappropriate language
- (f) Players will respect their coaches and make every attempt to learn from them
- (g) Players will work hard to improve their hockey skills
- (h) Players will respect the opposing team and shake hands at the conclusion of the game
- (i) Players will never taunt or yell at opposing players and/or teams
- (j) Players will respect the referees and the calls they make

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- (k) Players will follow all HYHA rules and policies at all times
- (l) Players will show respect to all equipment, supplies, and facilities (home and away)
- (m) Players will strive to have fun and help ensure that their teammates have a fun hockey experience as well
- (n) Players will play hard and fair at all times
- (o) Players understand that our teams will be playing under Minnesota Hockey's Hockey Education Program which promotes sportsmanship skill development and fair play. Players agree to follow the guidelines of this program

All players are expected to have read and understand the HYHA Player's Code of Conduct. Players in violation of this code may face disciplinary action as outlined in the HYHA By-Laws and or Travel Team Policy. This code of conduct will be enforced by HYHA at all playing levels.

- 3.7) A player whose conduct is considered detrimental to the best interests of the Hockey Program may be suspended by the division coordinator(s) involved and the Hopkins Youth Hockey Association Executive Committee.
- 3.8) A division coordinator may temporarily suspend a coach or assistant coach whose conduct is considered detrimental to the best interests of the Hopkins Youth Hockey Association Program. Within seven (7) days of the suspension, the Executive Committee, including the division coordinator involved, will meet to consider the suspension and to determine if a special meeting of the Board of Directors is necessary. If called, the special meeting of the Board of Directors shall be held within seven (7) days of the Executive Committee meeting. The Board of Directors, by a two-thirds (2/3) vote of the Board members present at such a meeting, provided a quorum is present, shall have the authority to suspend any coach. The length of the suspension shall be at the discretion of the Board of Directors depending on the severity of the conduct, including permanent suspension. The suspended individual will be provided with due notice and the opportunity to be heard by the Executive Committee and/or the Board of Directors. Prior to the completion of the hearing process, the suspended coach shall not be permitted to participate in any Hopkins Youth Hockey Association activity.
- 3.9) Voting Rights - The members of the Corporation shall have one vote per household for the purposes of electing Directors of the Corporation as set forth in Section 4.3 hereof. The "household" shall be the residence, within Independent School District (ISD) #270, at the address included in records maintained by the Corporation. Only one member residing at the household may cast the vote and must be in good standing.

ARTICLE 4

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DIRECTORS

- 4.1) General Powers - The property, affairs, and business of the Corporation shall be managed by the Board of Directors.
- 4.2) Number - The number of Directors of the Corporation shall be no fewer than thirty (30) and no greater than thirty-five (35) but the number may be increased or diminished by amendment of these By-Laws. The Directors of the Corporation shall include the Officers of the Corporation, Registrar, Fund Raising/Sponsor Coordinator, Travel Coordinator, Ice Coordinator, C-League Coordinator, Mite Coordinator, Girls Coordinator, Equipment Coordinator, Tournament Director, Communications Coordinator, Hockey Recruitment Coordinator, Outside Ice Coordinator, Gambling Manager, and ACE Coordinator. The Hopkins High School Boys Hockey Coach and Hopkins High School Girls Hockey Coach shall be Directors of the Corporation, but shall not have voting rights.
- 4.3) Election and Term of Office - The President shall call a special meeting of the members of the Corporation to be held at the same time and place as the annual meeting of the Board of Directors as set forth in Article 4.7 hereof, or in lieu thereof, direct that solicitation of action to be taken by written ballot to elect the Directors of this Corporation. Notice of such meeting or mailing of the solicitation must be made at least 14 days prior to the annual meeting.

Action taken in lieu of a meeting shall be taken as set forth in Minn. Stat. Section 317A.447. Solicitation of action to elect directors by written ballot shall contain the names of all candidates. The Secretary shall place all names of members of the Corporation who have provided written notice to the Secretary that such member wishes to be a candidate for the Board of Directors. Such candidates must be members in good standing of the Corporation and only one Director per household as defined in Article 3.9 hereof. The candidates for President must have previously presided on the Board of Directors of the Corporation. The President may, in his discretion, appoint a nominating committee for the purpose of placing candidates on the ballot. The number of Directors to be elected shall be determined by the Board of Directors prior to the mailing of the notice of the annual meeting or solicitation by written ballot.

Directors shall serve for a term which expires on the earlier of when such director ceases to be a member of the Corporation under Article 3.3 hereof, or 10 years after election, or when such Director resigns from the Board. New Directors shall begin their term on the next monthly meeting of the Board. As set forth in Article 5.2 hereof, Officers of the Corporation shall hold office until the next annual meeting or until their successors are elected and qualified. Only members with voting rights as set forth in Article 3.9 hereof may serve as Directors.

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Directors may resign their appointed or elected position as Director of the Corporation, as defined in Article 4.2 hereof, or their term, as defined above, by providing a formal letter that includes the date, the reason for the resignation, and the director's signature. The letter shall be addressed to the Board and delivered to the Secretary. Provided the Director completes his initial appointed or elected position, the Director shall continue to serve for a term which expires on the earlier of when such director ceases to be a member of the Corporation under Article 3.3 hereof, or 10 years after election.

- 4.4) Committees - A resolution approved by the affirmative vote of a majority of the Board of Directors may establish committees having the authority of the Board of Directors in the management of the business of the Corporation to the extent provided in the resolution. Committees are subject at all times to the direction and control of the Board of Directors except as provided in Article 4.5.
- 4.5) Committee of Disinterested Persons - The Board of Directors may establish a committee composed of two (2) or more disinterested Directors or other disinterested persons to determine whether it is in the best interests of the Corporation to pursue a particular legal right or remedy of the Corporation and whether to cause the dismissal or discontinuance of a particular proceeding that seeks to assert a right or remedy on behalf of the Corporation. A Director or other person is "disinterested" if he is not a present or former officer, employee or agent of the Corporation or a related corporation, and has not been made or threatened to be made a party to the proceeding in question. The committee, once established, is not subject to the direction or control of, or termination, by the Board of Directors. A vacancy on the committee may be filled by a majority vote of the remaining members. The good faith determinations of the committee are binding upon the Corporation and its directors, officers, and shareholders. The committee terminates when it issues a written report of its determinations.
- 4.6) Vacancies - Any vacancy in the Board of Directors shall be filled by an affirmative vote of a majority of the remaining Directors of the Board, through less than a quorum, and each person so elected shall be a Director until his successor is elected by the Directors who make such election at their next annual meeting or any meeting duly called for that purpose.
- 4.7) Annual Meeting - The Annual Meeting of the Board of Directors of the Corporation shall be held during the months of April or May, with the exact date to be determined by the President.
- 4.8) Monthly Meetings - The Board of Directors shall meet monthly, with the July meeting optional at the discretion of the Board, on the third Monday, or such other time as determined by the by the Board, of every month. The meeting place and time shall be set by the President, and each Director shall receive five (5) days written notice of such meeting.

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Special meetings of the members shall be held at the same place and time of any monthly meeting of the Board of Directors, unless the Board determines otherwise. The business to be conducted at such special meetings shall be limited to those matters required by Minn. Stat. Chapter 249 to be presented to the members.

- 4.9) Special Meetings - The President or any of the other three (3) officers may call for a special meeting of the Board of Directors at any time throughout the year upon giving five (5) days written notice to all other Directors, such notice to state the purpose of the meeting.
- 4.10) Quorum - A quorum for an official meeting at which business may be transacted shall be one-third (1/3) of the current members of the Board of Directors. If a quorum is present when a duly called meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of a number of directors originally present leaves less than one-third (1/3).
- 4.11) Order of Business - The meetings shall be conducted in accordance with *Roberts Rules of Order Revised, Fourth Edition* and the suggested order of business at any meeting of the Directors shall be:
- (a) Roll call
 - (b) Proof of due notice of meeting, or unanimous consent, or unanimous presence and declaration by the President
 - (c) Reading and disposal of any unproved minutes
 - (d) Reports of officers, directors, and committees
 - (e) Election of officers
 - (f) Unfinished business
 - (g) New business
 - (h) Adjournment
- 4.12) Informal Action by Directors - Any action required to be taken at a meeting of the Directors, or any other action which may be taken at a meeting of the Directors, may be taken without a meeting and notice thereof if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter set forth.
- 4.13) Removal of Directors - The Board of Directors may remove at any time, for cause or without cause, any Director of the Corporation by an affirmative vote of three-fourths (3/4) of the Directors after giving notice to the Director in question and providing such director with an opportunity to be heard by the Board at a monthly or special meeting.

ARTICLE 5

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OFFICERS

- 5.1) Number - The Officers of the Corporation shall include a President, Vice-President, a Treasurer, and a Secretary. The Executive Committee will be comprised of the Officers of the Corporation. No two (2) offices may be held by one (1) person.
- 5.2) Election, Term of Office, and Qualifications – The Officers of the Corporation shall be elected as set forth in Article 4.3 hereof. The officers of the Corporation will include a President, a Vice-President, a Treasurer, and a Secretary. Such officers shall hold office until the next annual meeting or until their successors are elected and qualified; provided, however, that any officer may be removed with or without cause by the affirmative vote of a majority of the whole Board of Directors.
- 5.3) President - The President shall have general active management of the business of the Corporation. The President shall preside at all meetings of the Corporation and shall preside at all meetings of the Directors. The President shall see that all orders and resolutions are carried into effect. The President shall be ex-officio, a member of all standing committees. The President shall execute and deliver in the name of the Corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation, as may be prescribed from time to time by the Board of Directors, and in general shall perform all duties usually incident to the office of president, and such other duties as may from time to time be assigned to the President by the Board.
- 5.4) Vice-President - The Vice-President shall have such powers and shall perform such duties as may be specified in these By-Laws or prescribed by the Board of Directors. In the event of absence or disability of the President, the Vice-President shall succeed to the President's powers and duties in the order in which they are elected or as otherwise prescribed by the Board of Directors.
- 5.5) Secretary - The Secretary shall be secretary of and shall attend all meetings of the Corporation and Board of Directors. The Secretary shall act as clerk thereof and shall record all the proceedings of such meetings in the minute book of the Corporation. The Secretary shall give proper notice of all meetings of the Corporation and Directors. The Secretary shall also perform such other duties as may be prescribed from time to time by the Board of Directors.
- 5.6) Treasurer - The Treasurer shall keep accurate accounts of all monies of the Corporation received or disbursed, with the exception of the gambling accounts and funds. The Treasurer shall deposit all monies, drafts, and checks in the name and to the credit of the Corporation in such banks and depositories as the Board of Directors shall designate from time to time. The Treasurer shall endorse for deposit all notes, checks, and drafts

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received by the Corporation as ordered by the Board of Directors, making proper vouchers therefore. The Treasurer shall disburse the funds of the Corporation as authorized by the Board of Directors. The Treasurer shall file the required tax returns on behalf of the Corporation in the manner required by law within the required time period after the end of the Corporation's fiscal year; currently May 31st. The Treasurer shall render to the President and the Board of Directors whenever required, an account of all of his transactions as Treasurer and of the financial condition of the Corporation and shall perform such other duties as may be prescribed by the Board of Directors. The Treasurer shall be bonded for the amount of \$100,000.00 and shall ensure that two individuals sign on all checks disbursing Corporation funds. The Treasurer is responsible for a preliminary budget for the Corporation to be presented by the August meeting. The annual budget shall be finalized and approved by the Board of Directors by the October meeting. All non-budget, requested expenditures in excess of \$250.00 must first be submitted to the Treasurer, which will be brought to the Executive Committee (Officers of the Corporation) prior to submission for approval by the Board of Directors.

- 5.7) Officers Shall Not Lend Corporate Credit - Except for the proper use of the Corporation, no officer of this corporation shall sign or endorse in the name or on behalf of this corporation, or in his official capacity, any obligations for the accommodations of any other party or parties, nor shall any check, note, bond, stock certificate, or other security or thing of value belonging to this company be used by any officer or director as collateral for any obligation other than valid obligations of this corporation.

ARTICLE 6

FINANCIAL AND PROPERTY MANAGEMENT

- 6.1) Fiscal Year - The fiscal year of the Corporation shall be set by the Board of Directors.
- 6.2) Audit of Books and Accounts - The books and accounts of the Corporation shall be audited at such times as may be ordered by the Board of Directors.
- 6.3) Contracts - The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
- 6.4) Checks - All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Treasurer or such other officer or officers, agent or agents of the Corporation and such manner as shall from time to time be determined by a resolution of the Board of Directors.

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- 6.5) Deposits - All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE 7

GAMBLING

- 7.1) As a part of its mission to provide an affordable, quality hockey program to all of its members, Hopkins Youth Hockey applied for and was granted a license by the State of Minnesota to operate a charitable gambling site at Tuttle's Bowling Bar & Grill, located at 107 Shady Oak Road, Hopkins, MN. A charitable gambling site provides Hopkins Youth Hockey Association with a unique fundraising opportunity as well as additional financial and legal risks. Hopkins Youth Hockey Association believes the benefits of this charitable gambling operation far outweigh the additional risks. In order to minimize unexpected and unforeseen legal and financial risks, Hopkins Youth Hockey Association taken the following actions:
- (a) Hired a Gambling Manager as provided in Article 7.3 to oversee its charitable gambling operation;
 - (b) Established a Charitable Gambling Committee as provided in Article 4.4. The Charitable Gambling Committee will meet each month to review the activities of Hopkins Youth Hockey Association's gambling operation and make recommendation to the Board of Directors; and
 - (c) Established a separate reserve bank account in an amount not less than \$10,000 dedicated to charitable gambling operations in order to minimize the impact of any potential financially detrimental business events resulting from charitable gambling operations.
- 7.2) The Gambling Manager will be hired by the Executive Committee and approved by the Board of Directors. Compensation for the Gambling Manager will be determined by the Executive Committee and ratified by the Board of Directors. The gambling manager must be a member of the Corporation a minimum of two (2) years prior to being hired. The Gambling Manager cannot be an elected officer of the Corporation.
- 7.3) It is the responsibility of the Gambling Manager to comply with the internal controls and appropriate Minnesota State Gambling laws established for the operation of the gambling activity. The Gambling Manager shall be responsible for the accounting of all gambling monies received or disbursed. The Gambling Manager shall be bonded for the amount of \$10,000.00.
- 7.4) The Gambling Manager is responsible for hiring personnel to operate the gambling

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activity. The Gambling Manager must set employment policies and have them approved by the Board of Directors.

- 7.5) The Gambling Manager will be a voting member of the Board of Directors of the Corporation.
- 7.6) All voting members of the Corporation, as defined by Article 3.9, shall have equal voting rights with all other members to vote on all gambling issues.

ARTICLE 8

WAIVER OF NOTICE

- 8.1) Requirement of Waiver in Writing - Whenever any notice whatsoever is required to be given by these By-Laws or the Articles of Incorporation of the Corporation or any of the Corporate Laws of the State of Minnesota, a waiver thereof in writing, signed by the person or persons entitled to said notice, either before, at, or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE 9

PROCEDURES AND POLICIES

- 9.1) The Board of Directors shall review at least annually, the rules and regulations for:
 - (a) Hockey training and practices;
 - (b) The playing of hockey games;
 - (c) The selection of coaches, teams, players, and officials;
 - (d) Fund raising efforts; and
 - (e) All other items of importance to the welfare, interest, and safety of the Board of Directors and all association members including players, parents, coaches, and other officials and/or volunteers.
- 9.2) The Board of Directors shall decide all matters pertaining to the finances of the Corporation's hockey program on an annual basis. All income for the house or travel team programs shall be placed in a common league treasury unless revised on an annual basis by a two-thirds (2/3) vote of all members of the Board of Directors. Funds shall not be solicited or contributions be permitted to either a team or to individuals unless special approval is given on an annual basis or by a two-thirds (2/3) vote of all members of the Board of Directors. This regulation is to endeavor to achieve equality of benefit and opportunity to all individuals, teams, and leagues within the Program and discourage

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favoritism and inequity wherever possible. It also provides control over the entire Program by the Board of Directors.

- 9.3) The Board of Directors duly authorizes the parents to form a Hopkins Youth Hockey Booster Club to work for the benefit and interest of the youth hockey program.

ARTICLE 10

AMENDMENTS

- 10.1) Action by Board of Directors - The Board of Directors of the Corporation is expressly authorized to make By-Laws of the Corporation and from time to time to alter or repeal By-Laws so made. In so acting, the Board of Directors may do so only upon vote of two-thirds (2/3) of the entire Board of Directors then in office at any such meeting, provided that at least two (2) weeks written notice of such proposal of amendment shall have been given to the Directors in the notice of such meeting.

ARTICLE 11

INDEMNIFICATION

- 11.1) The Corporation shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by Minn. Stat. 302A.521, as now enacted or hereafter amended.

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The undersigned Secretary hereby certifies that the foregoing By-Laws were adopted as the complete By-Laws of the Corporation by the Board of Directors of said Corporation on this _____ day of _____, 2006.

ATTEST:
