

2025 Team Application

**INDIANA ELEMENTARY FOOTBALL ASSOCIATION,
INC.**

**CREATED:
January 31st, 2025**

Indiana Elementary Football Association, Team Application Form, 2025:

Team Name: _____

Youth League Name: _____

High School of Feeder Program: _____

High School Coach: _____

IEFA Team Head Coach: _____

IEFA Team Representative: _____

Initial Below:

I have read the full IEFA by-laws: _____

I confirm that our team meets the IEFA standard for team eligibility: _____

I confirm that our team would like to apply for a 2025 waiver: _____

Reason for Waiver:

Below for IEFA Board of Directors Use Only:

Team is approved for the 2025 IEFA Season: _____

Team is not approved for the 2025 IEFA Season: _____

Team will come before the IEFA Board of Directors for review: _____

If a waiver is applied for, the IEFA Board of Directors will reach out to schedule an in-person or zoom meeting to review the request for waiver.

Bylaws

Indiana Elementary Football Association, Inc.

**Adopted:
November 18, 2021**

BYLAWS

OF

INDIANA ELEMENTARY FOOTBALL ASSOCIATION, INC.

ARTICLE I

General

Section 1.1. Name. The name of the Corporation is **Indiana Elementary Football Association, Inc.** (the “**Corporation**”). The Corporation may also be referred to as “**IEFA.**” The principal office of the Corporation shall be located in the State of Indiana. The Corporation may also have other offices within or without the State of Indiana as the Board of Directors of the Corporation may from time to time determine or the business of the Corporation may require.

Section 1.2. Fiscal Year. The fiscal year of the Corporation shall commence on January 1st and end on December 31st.

ARTICLE II

Purposes

Section 2.1. General Nonprofit Purpose. The Corporation is a public benefit corporation organized and operated exclusively for the following purposes as may qualify it for exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the “**Code**”), and the Treasury Regulations promulgated thereunder (the “**Regulations**”), and as may qualify contributions to it for deductions under Section 170(c)(2), Section 2055(a)(2) and Section 2522 of the Code and the Regulations promulgated thereunder.

(a) The primary purposes of the Corporation shall include:

- (i) To engage in the charitable and educational purposes of raising funds to create programs to provide and maintain an organized youth football league for children of ages in the fifth and sixth grades in the State of Indiana (the “**Football League**”) and to teach and educate the participants about football, its associated rules and regulations, and the benefits of youth participation in organized athletic activities;
- (ii) To facilitate the organization and provision of coaching and instruction to Football League participants and to otherwise further youth participation in amateur athletics, namely football;
- (iii) To further the development of sportsmanship in children through participation in organized football activities;
- (iv) To engage in any and all activities necessary or appropriate to raise funds for the purposes of the Corporation, including the solicitation of direct or indirect contributions from public and private sources wherever located;

- (v) To empower committed volunteers and donors to share compassion and resources for the educational and charitable benefits to be provided by the Corporation to those youths participating in the organized Football League; and
- (vi) To do any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the foregoing purposes of the Corporation.

(b) The Corporation shall be organized and operated exclusively for public charitable, religious, scientific, testing for public safety, literary or educational purposes which purposes then qualify it for exemption from Federal income tax under the provisions of Section 501(c)(3) of the Code and as then qualify contributions to it for deductions under Section 170(c)(2), Section 2055(a)(2) and Section 2522 of the Code.

(c) In furtherance of the foregoing purposes, the Corporation shall be authorized and empowered to exercise all power and authority granted to it under the Act; provided, however, that the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.

Section 2.2. Additional Statements. The Corporation is organized and operated exclusively for the purposes set forth in these Bylaws within the meaning of Section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. The property of the Corporation is irrevocably dedicated to the purposes stated in the Articles of Incorporation and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. The Corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. During any period(s) that the Corporation is deemed to be a “private foundation” as defined in Section 509 of the Internal Revenue Code, it shall distribute its income for each taxable year (and principal, if necessary) at the time and in a manner so as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code, and the Corporation shall not: (a) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (b) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (c) make any investments in a manner that subjects the Corporation to tax under Section 4944 of the Internal Revenue Code; or (d) make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE III
Members; Participating Teams and Fees; Operational Matters

Section 3.1. Membership. The Corporation shall have no members.

Section 3.2. Participating Teams. The Football League shall be comprised of participating football teams approved by the Board (each a “**Participant Team**” and collectively, the “**Participant Teams**”). The Board, in its sole discretion, shall have the authority to, at any time, admit, suspend, terminate or revoke any Participant’s Team’s status as a Participant Team in the Football League. The Board may suspend, terminate or otherwise revoke a Participant Team’s status at any time for any reason it determines, in its sole discretion, is in the best interests of the Football League, including without limitation a Participant Team’s violation of any IEFA rules, standards or regulations. Each Participating Team shall at all times maintain and designate to the Board one person to act as the Participating Team’s representative to the Corporation (the “**Team Representative**”) who shall have full authority to communicate with the Corporation’s Board, Operating Board and Officers and to represent the Participating Team in all respects. The Team Representative designation shall be made at the time the Participating Team is admitted into the Football League and the Participating Team shall remain responsible to thereafter maintain a Team Representative at all times. Any change in the Team Representative by any Participating Team shall be immediately communicated to the Board.

Upon adoption of these Bylaws, and regardless of past participation in any league sponsored by the IEFA, the Board shall require each prospective Participant Team to apply (or re-apply, as the case may be) to the Board to be approved as a Participant Team in the Football League. Subject to any additional requirements, rules and regulations adopted by the Board from time-to-time regarding eligibility and participation in the Football League, each Participant Team shall comply with the following terms and conditions in connection with participation in the Football League:

(A) The Board may from time-to-time make final determinations regarding the number of Participant Teams eligible to participate in the Football League as well as any and all eligibility requirements for Participant Teams to participate in the Football League and may require that Participant Teams agree to certain terms and conditions promulgated from time-to-time by the Board with respect to such Participant Team’s qualifications and consent to applicable Football League rules and regulations. Once a Participant Team has been approved by the Board, the status of the Participant Team shall be reviewed annually by the Operating Board (subject to the Board’s final determination) and may remain in place until such time as the Board terminates, suspends or revokes such status.

(B) Each Participant Team must be a direct feeder team into a single Indiana High School Athletic Association high school football member. The Board may, in its discretion, provide a one-year waiver of this direct feeder requirement upon written application by a prospective Participant Team requesting a waiver. No team operating for profit or that has no IHSAA school affiliation may qualify as a Participant Team in the Football League.

Section 3.3. Participation Fees. The Board may from time-to-time establish the cost to be paid to the Corporation by eligible and admitted Participant Teams which shall initially be set at \$1,200 per Participant Team (or such other amount as the Board may determine by resolution from time-to-time) (“**Participation Fee**”), payable to the Corporation and to be delivered for deposit in the Corporation’s account by the Treasurer. One-half of the Participation Fee shall be due by June 15th of each year with the remaining amount due by August 1st.

Section 3.4. Football League Conferences. The Board may, from time-to-time, establish separate conferences and/or divisions within the Football League and may designate Participant Teams as a member of a particular conference and/or division. Initially, the Football League shall consist of two conferences called the Hoosier Conference and the Metro Conference.

ARTICLE IV **Board of Directors**

Section 4.1. Powers and Duties. The affairs and property of the Corporation shall be managed by or under the direction of the Board of Directors (the “**Board**”) subject to applicable law and in accordance with the purposes and limitations set forth in the Articles of Incorporation and herein. The Board shall have general management and control of the business and operations of the Corporation. Such management and control powers shall include, but not be limited to, (i) employ such agents, contractors, servants and representatives as it may deem advisable; (ii) fix the rate for compensation of all agents, contractors, employees and officers; (iii) engage and facilitate volunteers to perform services to or for the benefit of the Corporation or to or for the benefit of third-parties in furtherance of the Corporation’s charitable and educational purposes; (iv) review and adjust Participation Fees and any special participation assessments as reasonably necessary to provide sufficient funding for the operations of the Corporation; (v) make final determinations regarding the adoption, implementation and modification of all Football League rules and rule infractions, including the right to delegate such responsibilities to the Operating Board or any other Committee; (vi) develop and implement rules and regulations governing the Football League which shall be BINDING on all Participant Teams, including without limitation standards for player equipment, colors, logos and team names; (vii) make final determination regarding the qualifications and selection of teams for participation in the Football League; (viii) make investigations and determinations related to qualifications and eligibility for participating Football League players and personnel; and (ix) the appointment from time-to-time of non-voting, advisory board members, as the Board may reasonably determine.

Section 4.2. Number. The number of Directors shall not be less than three (3) nor more than five (5). Within the specified limits, the numbers of Directors can be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the Entire Board and no decrease shall shorten the term of any Director then in office. As used in these Bylaws, the term “**Entire Board**” shall mean the total number of Directors then entitled to vote which the Corporation would have if there were no vacancies on the Board.

Section 4.3. Election and Term of Office.

The initial Directors shall be the persons named in the initial Consent Resolutions of the Corporation and shall serve until the first annual meeting of the Board. Thereafter, to become a Director, a person shall be nominated by a Director and elected by a majority of the remaining Directors. Directors shall hold office for the designated term of the subject Class of such Director and each shall serve for such term and until the election and qualification of a successor, or until such Director's death, resignation, or removal. Directors may be elected to any number of consecutive terms.

The Board shall be divided into three classes, as nearly equal in number as possible, as follows: (A) one class initially consisting of one director ("Class I"), the initial term of which shall expire at the second annual meeting of the Directors to be held after the date of the adoption of these Bylaws and whose term as a Director shall be for two (2) years; (B) a second class initially consisting of two directors ("Class II"), the initial term of which shall expire at the third annual meeting of the Directors to be held after the date of the adoption of these Bylaws and whose term as a Director shall be for three (3) years; and (C) a third class initially consisting of two directors ("Class III"), the initial term of which shall expire at the third annual meeting of the Directors to be held after the date of the adoption of these Bylaws and whose term as a Director shall be for five (5) years, with each Class to hold office until its successors are elected and qualified. At each annual meeting of the Directors of the Corporation, the successors of the members of the class of Directors whose term expires at that meeting shall be elected to hold office for a term expiring at the end of the term so designated for each such Class. The Board is authorized to designate the members of the Board in office at the time of adoption of these Bylaws or at the time of the creation of a new directorship as Class I Directors, Class II Directors or Class III Directors. In making such designation, the Board shall equalize, as nearly as possible, the number of Directors in each class. In the event of any change in the number of Directors, the Board shall apportion any newly created directorships among, or reduce the number of directorships in, such class or classes as shall equalize, as nearly as possible, the number of Directors in each class. In no event will a decrease in the number of directors shorten the term of any incumbent director. On the date of the adoption hereof, the Board shall consist of: (i) Rick Wimmer in Class I; (ii) Shawn Blades and Jacob Gilbert in Class II and (iii) Scott McCoy and David Rhodes in Class III.

Section 4.4. Qualification for Directors. Each Director shall be at least 18 years of age.

Section 4.5. Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the authorized number of Directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a Director, may be filled at any meeting of the Board by the vote of the majority of the Directors then in office, although less than a quorum, or by a sole remaining Director. Each Director so elected shall serve for the term associated with the applicable Class of directorship and until such Director's successor is elected or appointed and qualified.

Section 4.6. Removal. Any Director may be removed at any time, with or without

cause, at a regular or special meeting called for that purpose by a majority of the other Directors then constituting the Board.

Section 4.7. Resignation. Any Director may resign from the Board at any time by giving written notice to the Board and the President of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or the President. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a Director.

Section 4.8. Meetings. The annual meeting and regular meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board or may be specified in a notice of meeting. The Board shall attempt to conduct its annual meeting and review of Football League Rules in February of each year and shall attempt to also hold regular meetings in May and December of each year. Special meetings of the Board may be held at any time upon the call of the President or any Director, in each case at such time and place as shall be reasonably fixed by the person or persons calling the meeting, as specified in the notice thereof. The annual meeting shall be held for the purpose of electing Directors and officers and for the purpose of transacting such other business as may properly come before the meeting.

Section 4.9. Notice of Meetings. Notice of a meeting may be sent by mail, telephone, facsimile transmission, courier service, electronic mail, or hand delivery, directed to each Director at his or her address or contact information as it appears on the records of the Corporation. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon. Notice of any meeting must be given to each director not less than ten (10) days before such meeting; *provided, however*, that notice of special meetings to discuss matters requiring prompt action may be given no less than forty-eight hours before the time at which such meeting is to be held if given personally, by telephone, by facsimile transmission or by electronic mail, unless the meeting relates to an emergency which must be resolved within forty-eight hours, in which case notice shall be given as promptly as possible. Notice of a regular or special meeting need not be given to a Director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting, in person or by proxy, without protesting (not later than the commencement of the meeting) the lack of notice to him or her.

Section 4.10. Quorum. At each meeting of the Board, the presence of a majority of the Board, in person or by proxy, shall constitute a quorum for the transaction of business or any specified item of business. If a quorum is not present at any meeting of the Board, a majority of the Directors present may adjourn the meeting to another time without notice other than by announcement at the meeting, until such a quorum is present, except that notice of such adjournment shall be given to any Directors who were not present at the time of the adjournment.

Section 4.11. Voting. Except as otherwise provided by statute or these Bylaws, the vote of a majority of the Directors present at the time of a vote, in person or by proxy, if a quorum is present at such time, shall be the act of the Board.

Section 4.12. Meeting by Remote Communication. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, video conference, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or committee.

Section 4.13. Proxies. No proxy shall be deemed operative unless and until signed by the Director and submitted to the Board. In the absence of limitations to the contrary contained in the proxy, the same shall extend to all meetings of the Board and shall remain in force three (3) months from its date, and no longer.

Section 4.14. Action without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. The resolution and written consents thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee. Electronic voting shall be permitted in conjunction with the solicitation and execution of written consents under this Section and an electronic communication that evidences a Director's consent to the proposed action shall be conclusive evidence of such Director's consent.

ARTICLE V Operating Board and Committees

Section 5.1. Establishment of Operating Board and Other Committees of the Board. There is hereby established a committee of the Board that shall be referred to as the Operating Board which shall consist of the President, Vice President, Vice President Elect, Secretary and Treasurer of the Corporation (the "**Operating Board**"). The Board, by resolution adopted by a majority of the Board, may also designate other committees of the Board, as the Board may deem appropriate and necessary from time-to-time, and members of the Operating Board such other committees are not required to be members of the Board. Each committee of the Board shall have such authority as provided herein or as the Board shall by resolution provide, including to establish sub-committees, except that no such committee or sub-committee shall have authority as to the following matters:

- (A) The filling of vacancies on the Board or in any committee.
- (B) Taking any action that is otherwise within the final control, discretion or determination by the Board.
- (B) The amendment or repeal of the Bylaws, or the adoption of new Bylaws.
- (C) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

Section 5.2. Operating Board. The Operating Board shall have the authority to establish its own sub-committees, including a Rules Committee, from time-to-time as the Operating Board deems necessary and appropriate for the proper operation and management of the Football League, with such sub-committees remaining subject at all times to the oversight, approval and control of the Board. The Operating Board shall have the ability to, among other things, vote (i) to approve new and updated rules as may be recommended from time-to-time by any Rules Committee, (ii) to determine locations for Participating Team member weigh-ins and game locations, (iii) to rule on any rules violations, disciplinary and eligibility issues that may arise during any particular Football League season, and (iv) the admission of new Participating Teams will be approved by the Board of Directors.

The members of the Operating Board shall, each year, elect two (2) alternate Operating Board members (“**Alternate Members**”) that are associated with a Participating Team, with one Alternating Member from each of the Football League’s two conferences. In the event any determination or vote of the Operating Board materially impacts a Participating Team that is represented by member of the Operating Board, that person shall recuse himself or herself from all discussion and voting with respect to that issue and the Operating Board shall designate one of the Alternate Members to participate in place of such recused Operating Board member for purposes of discussion and voting on the final decision in question in place of the recused Operating Board member. The Operating Board may determine such other rules and policies by which it may hear evidence and make determinations.

Section 5.3. Quorum and Action by Committee. Unless otherwise provided by resolution of the Board, a majority of all of the members of the Operating Board or of any sub-committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the Operating Board or of any sub-committee shall be the act of the Operating Board or such sub-committee. The procedures and manner of acting of the Operating Board and of the other committees or sub-committees shall be subject at all times to the directions and control of the Board.

Section 5.4. Alternate Members. The Board may also designate one (1) or more Directors as alternate members of the Operating Board or any sub-committee, who may replace any absent or disqualified member or members at any meeting of such Operating Board or sub-committee as may be necessary under the circumstances and as determined by the Board.

ARTICLE VI Officers

Section 6.1. Officers; Appointments. The officers of the Corporation shall consist of a President, a Vice President, a Vice-President Elect, a Secretary, and a Treasurer. The Board may from time to time appoint such other officers as it may determine. All officers shall initially be appointed by the Board and designated as such in the Corporation’s initial consent resolutions. Following the initial term of the officers appointed by the Board, on an annual basis the out-going Vice President shall be appointed the new President, the out-going Vice President

Elect shall be appointed the new Vice President, and the Board shall appoint the Treasurer.

Section 6.2. Vice President Elect and Secretary Elections. On an annual basis the Operating Board shall accept nominations for an incoming Vice President Elect and an incoming Secretary, and such officers shall be elected by a vote of the Team Representatives with each Team Representative having the right to cast one (1) vote for each office and with the candidate receiving the highest number of votes being the newly elected officer.

Section 6.3. Officer Term of Office and Qualifications. Each officer shall hold office until such officer's successor takes office, is elected and qualified, or until such officer's earlier death, resignation, or removal. No officer need be a Director. All officers shall be subject to the supervision and direction of the Board.

Section 6.4. Removal. Any officer may be removed at any time, with or without cause, by a vote of a majority of the Board. If any officer that is up for removal is also a member of the Board, such officer shall abstain from voting on any such removal.

Section 6.5. Resignations. Any officer may resign at any time by giving thirty (30) days written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board. The acceptance of such resignation shall not be necessary to make it effective.

Section 6.6. Vacancies. A vacancy in the office of the President shall be filled by the Vice President. Any vacancy in the office of the Vice President shall be filled by the Vice President Elect. Any vacancy in the office of the Vice President Elect or in the office of the Secretary shall be filled by a vote pursuant to **Section 6.2**. Any vacancy in the office of the Treasurer or any other office not referenced hereinabove shall be filled by the Board. Any vacancy of any office shall be filled only for the unexpired portion of the term of the vacant office.

Section 6.7. President. The President shall preside at all meetings of the Board and Operating Board and shall be an ex-officio member of all committees of which he or she is not already a member. He or she shall have the general powers and duties of supervision and management of the Corporation which usually pertain to his or her office and shall keep the Board and Operating Board fully informed of the activities of the Corporation. The President shall perform all such other duties as are properly required of him or her by the Board or Operating Board. He or she has the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board unless the Board shall specifically require an additional signature.

Section 6.8. Vice President and Vice President Elect. The Vice President shall, in the absence or disability of the President perform the duties and exercise the powers of the President. The Vice President also shall have such powers and perform such duties as usually pertain to his or her office or as are properly required of him or her by the Board or Operating Board. Any Vice President Elect shall provide assistance, as needed, to the Vice President and President.

Section 6.9. Secretary. The Secretary shall record and keep the minutes of all meetings of the Board in books kept for that purpose. He or she shall see that all notices and reports are given and served as required by law or these Bylaws. He or she shall perform all duties as usually pertain to his or her office or as are properly required of him or her by the Board.

Section 6.10. Treasurer. The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall keep full and accurate accounts of all moneys received and paid by him or her on account of the Corporation. The Treasurer shall exhibit at all reasonable times the Corporation's books of account and records to any of the Directors of the Corporation and the President of the Corporation upon request at the office of the Corporation. He or she shall render a detailed statement and report to the Board of the condition of the finances of the Corporation at the annual meeting of the Board and shall perform such other duties as usually pertain to his or her office or as are properly required of him or her by the Board.

Section 6.11. Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

Section 6.12. Compensation. Any officer, employee, or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the Board, and only when so authorized and in accordance with **Section 10.3** of these Bylaws.

ARTICLE VII **Execution of Instruments**

Section 7.1. Contracts and Instruments. The Board, subject to the provisions of **Section 10.3** and the Corporation's Conflict of Interest Policy, may authorize any officer or agent of the Corporation to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 7.2. Deposits. The funds of the Corporation shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or officers to whom such power has been delegated by the Board, may from time to time designate.

Section 7.3. Loans. Unless authorized by the Board, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances.

Section 7.4. Gifts. The Board may accept on behalf of the Corporation any gift, grant, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board shall determine.

ARTICLE VIII Indemnification

Section 8.1. Indemnification by the Corporation. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a Director, officer, employee, or agent of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by her or him in connection with or resulting from any claim, action, suit, or proceeding (a) if such person is wholly successful with respect thereto or, (b) if not wholly successful, then if such person is determined as provided in **Section 8.3** to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in what he or she reasonably believed not to be opposed to the best interests of the Corporation) and, in addition, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that her or his conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit, or proceeding, civil or criminal, by judgment, order, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article.

Section 8.2. Definitions.

(A) As used in this Article, the terms "claim, action, suit, or proceeding" shall include any threatened, pending, or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation, or otherwise), civil, criminal, administrative, or investigative, whether formal or informal, in which a person (or her or his heirs or personal representatives) may become involved, as a party or otherwise:

(i) By reason of her or his being or having been a Director or officer of the Corporation or of any corporation where he or she served as such at the request of the Corporation, or

(ii) By reason of her or his acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust, or other organization or entity where he or she served as such at the request of the Corporation, or

(iii) By reason of any action taken or not taken by her or him in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.

(B) As used in this Article, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.

(B) As used in this Article, the term “wholly successful” shall mean (i) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against her or him, (ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit, or proceeding, or (iii) the expiration of a reasonable period of time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 8.3. Entitlement to Indemnification. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification (a) if special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the “referee”), shall deliver to the Corporation a written finding that such person has met the standards of conduct set forth in the preceding **Section 8.1** and (b) if the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions, or other evidence in any way relevant to the referee’s finding that is within the possession or control of the Corporation.

Section 8.4. Relationship to Other Rights. The right of indemnification provided in this Article shall be in addition to any rights to which any person may otherwise be entitled.

Section 8.5. Extent of Indemnification. Irrespective of the provisions of this Article, the Board may, at any time and from time to time, approve indemnification of Directors, officers, employees, agents, or other persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 8.6. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

Section 8.7. Purchase of Insurance. The Board is authorized and empowered, but not obligated or required, to purchase insurance covering the Corporation’s liabilities and obligations under this Article and insurance protecting the Corporation’s Directors, officers, employees, or other persons.

ARTICLE IX
Amendment

These Bylaws may be altered, amended, or repealed by the affirmative vote of the majority of the Entire Board present at any meeting of the Board at which a quorum is present, except a two-thirds vote of the Entire Board shall be required for any amendment to add or remove a provision of these Bylaws requiring a greater proportion of Directors to constitute quorum or a greater proportion of votes necessary for the transaction of business. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein.

ARTICLE X
General Provisions

Section 10.1. Books and Records. The Corporation shall keep at the office of the Corporation correct and complete books and records of the activities and transactions of the Corporation, including the minute book, which shall contain a copy of the Articles of Incorporation, a copy of these Bylaws, all resolutions of the Board, and all minutes of meetings of the Board and committees thereof.

Section 10.2. Electronic Signatures. Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

Section 10.3. Interested Party Transactions. For purposes of these Bylaws, an “Interested Party Transaction” is any contract or other transaction between the Corporation and (a) any present Director or any individual who has served as a Director in the five (5) years preceding the transaction (“Past Director”), (b) any family member of a present or Past Director, (c) any corporation, partnership, trust, or other entity in which a present or Past Director is a Director, officer, or holder of a financial interest, (d) any present officer or any individual who has served as an officer in the five (5) years preceding the transaction (“Past Officer”), (e) any family member of a present or Past Officer, or (f) any corporation, partnership, trust, or other entity in which a present or Past Officer is a Director, officer, or holder of a financial interest. In any instance where the Corporation proposes to enter into an Interested Party Transaction it shall follow the procedures and rules set forth in the Corporation’s Conflict of Interest Policy adopted by the Board and as amended from time to time (which is incorporated into these Bylaws by reference).

Section 10.4. Non-Discrimination. In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, or any category protected by state or federal law.

Section 10.5. Reference to Articles of Incorporation. References in these Bylaws to the Articles of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these Bylaws. In the event of a conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall govern.

Endorsed and Filed on December 13, 2021 by Dave Rhodes, IEFA Secretary