Perdheta Co.

Travel and Per Diem Allowances

Team meals are at the discretion of the coach. The booster club or individual sports' school account will provide the meals or the money for the meal(s). All travel, hotel and meal costs must be pre-approved by the Athletic Director before embarking on a trip that involves a meal (so as to provide equitable treatment of all athletes).

***This item is placed in the Athletics Handbook.

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Locker Room Assign	nments
Boys' Basketball:	Locker Room #553
Girls' Basketball:	Locker Room #557
Volleyball:	Auxiliary Gym locker room
Football:	Falmouth School Center
Cross Country:	Sharp Middle School locker rooms
Track & Field:	Sharp Middle School locker rooms
Baseball:	Southern Elementary School boys' locker rooms
Softball:	Locker Room #557
Tennis:	Boys: Locker Room (Griffin Center) #512
	Girls: Locker Room (Griffin Center) #514
Golf:	Pendleton Country Club mens' and women's locker rooms
Offices:	
Boys' Basketball	#558
Girls' Basketball	#554
Volleyball	#513
Tennis	#513
Football	Falmouth School Center
Track & Field	Sharp Middle School Coaches' office
Cross Country	Sharp Middle School Coaches' office
Softball	#629
Baseball	Southern Elementary School coaches' office

Weight Room Use (to be co	mpleted by 5:15 p.m. daily	7)
Time	Team	Weight Room
3 - 3:30	Girls' Basketball	HS*
	Boys' Basketball	HS*
3:30 4:15	Volleyball	HS - M and W
704204 1 4 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Girls' Soccer	HS
4:15 - 5:00	Boys' Soccer	HS - T & Th
	Baseball	HS - M & F
3:30 - 4:30	Football	FSC
4:30 - 5:15	Softball	FSC
	Track/Cross Country	
* All weight room sch-		
edules will be on a day	PACE OF NO NO MONTHS.	
on/day off basis to be		
worked out by the		
coaches involved. If no		77,000,000,000,000
such equitable agree-		
ment can be reached,		
the AD will decide.		
(wherein times are		
shared)		
	No. of Control of Cont	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
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PCHS Award Recognition Policy

Pendleton County High School Athletic Department and the Boosters program provide all athletic awards for the athletes at Pendleton County. All Student Athletes are treated equitably and eligible for all awards regardless of sport or gender. Any special awards honoring individual and team achievements as well as alumni will be at the discretion of the athletic department.

General Awards/Honors:

Letter: Determined by the coach thru Varsity competition. Generally needs to play in 50% of his/her team's games or matches.

Numerals: Each freshmen is awarded a set a numerals for participation signifying their potential graduating year.

Certificates: Each participant in each sport receives an official certificate.

Academic All-State: KHSAA Academic All-State Certificates are awarded to each athlete that has a cumulative GPA of 3.75 or higher. Student/athletes with a 3.25 GPA receive Academic Honorable Mention All State Certificates. The player with the highest cumulative GPA on each team starting with seniors and working downward will receive the Academic Award for that team.

Rings: Varsity Team Members on KHSAA Sanctioned State Championship TEAM CHAMPIONS are awarded award rings by the Boosters. (There is a limit of \$75.00 for the first, \$50.00 for the second and \$25.00 for the third ring received by each athlete)

Special Awards: At the Sports Receptions at the end of each season Coaches give out special awards like Most Valuable Player, Most Improved Player, etc. There will be a limit of six awards per team. These are up to the discretion of the coach with the approval of the Athletic Director.

Special Awards/Honors:

District Team Championships: Teams who win their district championship will be honored with a banner/sign indicating the year the championship was won. Individual team members will receive a chenille patch.

Region Team Championships: Teams who win their regional championship will be honored with a banner with each member's name hanging in PCHS. Banners for basketball will be hung in the main gym. Banners for the other sports/cheerleading will be hung in the front lobby. Individual team members will receive a chenille patch.

State Team Championships: Teams who win the KHSAA state championship will be honored with a banner with each member's name hanging in the main gym.

Individual Region Championships: Individuals who have won region championships, most notably but not exclusively in golf, tennis, wrestling, cross country and track, will be honored by a banner/plaque hanging at PCHS with their name, year and sport indicated.

Individual State Championships: Individuals who have won KHSAA state titles, most notably but not exclusively in golf, tennis, wrestling, cross country and track, will be honored by a banner hanging at PCHS with their name, year and sport indicated.

Retired Jerseys: For their accomplishments as players or their contributions as coaches/supporters, individuals who have a banner hung in their honor will be determined by the meeting of criteria determined by the Athletic Director and Varsity Coach of that sport. The location of the banner should be at the home field of the sport. See the criteria for Girls/Boys Basketball in this section for an example.

Hall of Fame: Each sport may develop a Hall of Fame at the Region level. If a former player, coach or supporter is selected to join the Hall of Fame of their respective sport, they will be honored with a plaque in the front gym lobby. Nomination for Hall of Fame consideration is determined by the Varsity Head Coach of that respective sport. Some sports have not created a Hall of Fame and thus the players are not eligible for this honor. If a player, coach or supporter is chosen to be a member of the KHSAA Hall of Fame, they will be honored with a plaque in the front gym lobby.

Trophy Case: District/Region/State Awards at the varsity level will have a permanent place in the trophy case. Trophies/Awards at the JV/Freshmen level will be displayed in the front office throughout that season, then moved to the trophy case for the remainder of the school year. As the class who won the JV/Freshmen trophy graduates from PCHS, the trophy will be removed from the trophy case and awarded to the varsity coach of the respective sport.

* THIS IS LOCATED IN THE ATHLETIC HANDBOOK.

ATHLETIC BOOSTER CLUB AGREEMENT

This agreement is entered into by and between the <u>Pendleton County Board of Education</u> (hereafter referred to as "Board") and an entity known as <u>Pendleton County Booster Club</u> (hereafter referred to as the "Booster Club"). Through this Agreement, the parties intend to set forth the Terms and Conditions under which the Booster Club may operate and associate with students, teachers, coaches and school administrators at <u>Pendleton County High School</u>.

TERMS AND CONDITIONS

- 1. The Booster Club acknowledges that the Board is responsible for the promotion of education and the general health and welfare of all students attending the <u>Pendleton County Public Schools</u>. In addition, the Booster Club acknowledges that the Board has control and management funds and all public school property in its district and may use its funds and property to pro of all school mote public education (KRS 160.290).
- 2. The Booster Club acknowledges that its activities may affect compliance with Title IX of the Educational Amendments of 1972 (Title 20, U.S.C. 1681-1687, et seq.) by Pendleton County High School and the Board. Likewise, the Booster Club acknowledges that, as a condition of membership in the Kentucky High School Athletic Association, representatives of Pendleton County High School and the Board must verify that the school complies with Title IX. 702KAR 7:065, Section 2 (13). Accordingly, the Booster Club agrees to provide all information requested by Pendleton County High School, the Board, or the Kentucky High School Athletic Association for purposes of determining Title IX compliance. The Booster Club further agrees to refrain from engaging in any activity which, in the opinion of the principal or athletic Director of Pendleton County High School or the Superintendent of the Pendleton County Public Schools, adversely affect the school's or the Board ability to comply with Title IX.
- 3. The Booster Club shall, on or before October 15, 2010 (for the 2010-2011 school year), and August 15, 2011 (for the 2011-2012 school year), designate a representative for purposes of communicating with and providing true and accurate information to the Board and Pendleton County High School.
- 4. Upon request of the principal or athletic director of <u>Pendleton County High School</u>, or upon request of the Superintendent of the <u>Pendleton County Public Schools</u>, the Booster Club shall make available a full and complete list of its members.
- 5. In addition to complying with the requirements of Title 702 of the Kentucky Administrative Regulations, Chapter 3:130 (internal accounting), and all other relevant statues and regulations, the Booster Club shall upon the request of the principal or athletic director of <u>Pendleton County High School</u>, or on the request of the Superintendent of the <u>Pendleton County Public Schools</u>, provide a full and complete accounting of all moneys raised, as well as a full and complete accounting of all moneys expended. In addition, if requested to do so, the Booster Club shall also provide audited financial records concerning its activities.
- 6. On or before December 15, 2010 (for the 2010-2011 school year), and September 30, 2011 (for the 2011-2012 school year), the Booster Club shall advise the principal and athletic director of <u>Pendleton County High School of all fund raising activities planned for the upcoming year.</u> To the extent the Booster Club seeks to engage in additional fund raising activities, it shall give at least <u>10 days notice</u> of the intended activity.
- 7. The principal and athletic director of <u>Pendleton County</u> High School and the Superintendent of the <u>Pendleton</u>
 County Public Schools expressly reserve the right to reject any fund raising activity for any reason. The Booster

BYLAWS OF THE PENDLETON COUNTY SCHOOLS ATHLETIC BOOSTERS, INC.

ARTICLE I Office

- 1.1 <u>Principal Office.</u> The principal office of the Pendleton County Schools Athletic Boosters, Inc. (the "Corporation") in the Commonwealth of Kentucky shall be located in Pendleton County. The Corporation may have such other offices, either within or without the Commonwealth of Kentucky, as the Board of Directors of the Corporation may deem advisable from time to time. The Board of Education of Pendleton County Schools shall serve as the mailing address of the Corporation: 2525 Highway 27 N, Falmouth, KY 41041.
- 1.2 <u>Registered Office.</u> The registered office of the Corporation may be, but need not be, identical to its principal office in the Commonwealth of Kentucky. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 2 Capital Shares

2.1 <u>No Capital Shares.</u> The Corporation shall have no capital shares or shareholders, and its business and affairs shall not be conducted for private pecuniary gain or profit, nor shall any of its gain, profit, or property inure to the incorporators thereof, not to any officer or director thereof, exce0pt as otherwise provided in the Corporation's Articles of Incorporation with respect to compensation for services rendered, but the entire gain, profit, net earnings, and property of the Corporation shall be devoted exclusively to the charitable and other uses and purposes set out in its Articles of Incorporation.

ARTICLE 3 Members

- 3.1 <u>Members.</u> Any parent or legal guardian of a child who participates in athletic activities regulated by the Kentucky High School Athletic Association at the Pendleton County High School may become a member of the Corporation by indicating his or her desire of membership and paying the required fee, if any. Members shall have the sole right to vote on the election of the members of the Corporation's Board of Directors, who are subject to election and may vote on such other matters as the board may at its sole discretion designate for Member voting. Members shall be entitled to receive notice of or attend meetings of Members of the Corporation.
- 3.2 <u>Annual Meetings.</u> The purpose of the meetings of Members is to transact such matters as may properly come before the Members. The annual meeting of the Members of the Corporation shall be held at the Corporation's principal office in August of each year or at such time as designated by the Board of Directors. The annual meeting of the Members shall be held no later than thirteen (13) months after the last annual meeting. However, failure to hold a timely annual meeting shall in no way affect the terms of Officers or Directors of the corporation or the validity of actions of the Corporation.
- 3.3 <u>Special Meetings.</u> Special meetings of Members may be called by the President of the corporation or by a majority of the board of Directors then in office. The purpose of each special

meeting shall be stated in the notice and may only include purposes which are lawful and proper for Members to consider.

- 3.4 Quorum. The presence, in person or by proxy, of fifteen percent (15%) of the Members shall be necessary to constitute a quorum for the transaction of business of all meetings of Members.
- 3.5 <u>Voting.</u> Each Member shall be entitled to one vote on any matter requiring a vote of the Members.

ARTICLE 4 Directors

- 4.1 <u>General Powers.</u> The business affairs of the corporation shall be managed by its Board of Directors.
- 4.2 <u>Number, Tenure and Qualifications.</u> The board of Directors shall consist of not less than three (3) individuals, and until otherwise changed by an amendment of these Bylaws, shall consist of seven (7) individuals. Each director shall be elected by the Board of Directors. Each director shall hold office for a term of one year or until such director's successor shall be elected and qualified, whichever period is longer. The directors need not be residents of the Commonwealth of Kentucky. Each director shall be eligible for reelection.
- 4.3 Removal and Resignations. At a meeting of the Board of Directors called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the directors then entitles to vote at an election of directors. If less than the entire Board is to be removed, no one of the directors may be removed if the votes cast against the removal of such director be sufficient to elect such director if them cumulatively voted at an election of the entire Board of Directors or, if there by classes of directors, at an election of the class of directors of which such director is a part. Any member of the Board of Directors may resign from the Board of Directors at any time by giving written notice to the President or Secretary of the Corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 4.4 Annual and Regular Meetings. The annual meeting of the Board of Directors shall be held at such time and place as the President may direct upon at least ten (10) days' prior notice in writing, given personally or by mail, telegram, e-mail or fax to all of the directors of the Corporation for the purpose of electing directors and officers and the transaction of such other business as may properly come before the meeting. The Board of Directors may provide by resolution the time and place, either within or without the Commonwealth of Kentucky, for the holding of regular meetings without other notice other than such resolution.
- 4.5 <u>Special Meetings.</u> Special meetings of the Board of Directors may be called by, or at the request of the President of the corporation or any two directors of the corporation. All especial meetings of the Board of Directors shall be held at the principal office of the corporation or such other place as may be specified in the notice of the meeting.

- 4.6 <u>Notice.</u> Notice of any special meeting shall be given at least one (1) day prior thereto by written notice delivered personally or mailed or e-mailed to each director at his/her preferred address (or by fax.) 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 prepaid. If notice is given by fax, such notice shall be deemed to be delivered when receipt of the fax is confirmed. Read receipts should be used on all e-mails, however notice shall be deemed as delivered when the "send" function is engaged. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of such meeting.
- 4.7 Quorum. A majority of the number of directors fixed by the Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided, if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.
- 4.8 <u>Manner of Acting.</u> The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by the Articles of Incorporation or these Bylaws.
- 4.9 <u>Vacancies.</u> Any vacancy occurring in the board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.
- 4.10 <u>Compensation.</u> By resolution of the board of Directors each director may be paid such director's reasonable expenses, if any, of attendance at each meeting of the board of Directors and may be paid a reasonable stated annual stipend as director or a reasonable fixed sum for attendance at each meeting of the board of Directors. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving reasonable compensations therefore. Annually, the Board of Directors shall establish the monetary amount for compensation, if any.
- 4.11 <u>Action by Written Consent.</u> Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

ARTICLE 5 OFFICERS

- 5.1 <u>Classes.</u> The officer of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the board of Directors. Any two or more offices may be held by the same person.
- 5.2 <u>Election and Term of Office</u>. The officers of the Corporation shall be elected by the Board of Directors at the first and thereafter at each annual meeting of the Board of Directors. If the election of officers shall not be held at any such meeting, such election shall be held as soon thereafter as is practical. Vacancies may be filled or new offices created and filled at any meeting of the board of

Directors. Each officer shall hold office until such officer's successor shall be duly elected or until such officer 's death or resignation or shall have been removed in the manner hereinafter provided.

- 5.3 Removal and Resignations. Any officer or agent elected or appointed by the board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. Any officer of the Corporation may resign at any time by giving written notice to the President or Secretary of the corporations and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 5.4 <u>Vacancies.</u> A vacancy in any office because of death, resignation, removal, disqualifications or otherwise may be filled by the Board of Directors for the unexpired portion of the term.
- President. The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors. The President may sign any deeds of other legal instruments which the board of Directors has been authorized to execute, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to attend, act on and vote at any meetings of shareholders of any corporation in which the Corporation may hold stock and at any such meeting shall hold and may exercise all rights incident to the ownership of such stock which the Corporation, as owner, would have had and exercised if present. The Board of Directors may confer like powers on any other person or persons.
- 5.6 <u>Vice-President.</u> In the absence of the President, or in the event of his/her inability or refusal 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 the restrictions of the President. Each Vice President shall perform such other duties as from time to time may be assigned to such Vice President by the President or by the Board of Directors.
- 5.7 Secretary. The Secretary shall: keep the minutes of the meetings of the board of Directors in one or more books provided for the purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal, if any, of the corporation; keep a register of the mailing address, e-mail and phone number of each Director; in general perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to the Secretary by he chairman of the board, the President or the board of Directors.
- 5.8 <u>Treasurer</u>. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in banks or other depositories as shall be selected in accordance with the provision of the bylaws (or give to the School bookkeeper within 24 hours of receipt or on the next working day if the receipt occurs on

the weekend or holiday; solicit budgets from all coaches by May 15 for the sport-specific group; list officers of each sport-specific booster groups; prepare tax and legal documents by deadlines of the IRS or other legal agency; prepare a monthly reconciliation with the ledger and back statement to be given to the Principal or designee; make NO payments of invoices without a pre-approved Purchase Order signed by he Principal or designee. If required by the board of Directors, the Treasurer shall give a bond for faithful discharge of such Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE 6 Contracts, Loans, Checks and Deposits

- 6.1 <u>Contracts.</u> The Board of Directors (upon authority of the Superintendent of Schools) may authorize any one or more officers or agents to enter into any contract and execute and deliver any instruments in the name of and on the behalf of the corporation. Such authority may be general or confined to specific instances.
- 6.2 <u>Loans.</u> No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in the corporation's name, unless authorized by a resolution of the board of Directors. Such authority may be general or confined to specific instances.
- 6.3 <u>Checks, Drafts, Etc.</u> 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 such on e or more officer or agents of the corporation in such manner as shall, from time to time, be determined by resolution of the board of Directors.
- 6.4 <u>Deposits.</u> All funds of the corporation not otherwise employed shall be deposited with the School Bookkeeper within 24 hours of receipts or on the next working day of money is received on a weekend or holiday.

ARTICLE 7 Executive and Other Committees

- 7.1 <u>Executive committee.</u> The Board of Directors, by resolution adopted by a majority of the full Board, may designate from among its members an Executive Committee consisting of at least two (2) directors.
- a. <u>Authority.</u> When the board of Directors is not in session, the Executive Committee shall have and may exercise all of the authority of the board of Directors, except to the extent, if any, that such authority shall be limited by the resolution n appointing Executive Committee, and except also that the Executive Committee shall no have the authority of the board of Directors in reference to amending, altering or repealing these bylaws, appointing or removing any member of the Executive Committee or any director or officer of the Corporation, amending the Articles of Incorporation, restating the Articles of Incorporation, adopting a plan of merger or 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 therefore, adopting a plan for the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the Executive Committee.

- b. <u>Tenure and Qualifications.</u> Each member of the Executive Committee shall hold office until the next regular meeting of the Board of Directors following such Executive Committee member's designation and until such Executive Committee member's successor shall be duly designated and qualified.
- c. Meetings. Regular meetings of the Executive Committee may be held without notice at such time and places as the Executive Committee may fix from time to time by resolution. Special meetings of the Executive Committee may be called by any member thereof upon not less than on e(10) day's notice stating the place, date and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail, postage prepaid and addressed to the Executive Committee member at such Executive Committee member's preferred address. Notifications may also be sent through e-mail and need not require a read receipt. The notice shall be considered delivered when the "send" button is engaged. Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need by given to any Executive Committee member thereof who attends in person. The notice of a meeting to the Executive Committee need not state the business proposed to be transacted at the meeting.
- d. <u>Quorum.</u> A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting hereof. Action of the Executive Committee must by authorized by an affirmative vote of a majority of ht Executive Committee members present at a meeting at which a quorum is present.
- e. <u>Action Without a Meeting.</u> Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Executive Committee.
- f. <u>Vacancies.</u> Any vacancy in the Executive Committee may be filled by a resolution adopted by a majority of the full Board of Directors.
- g. <u>Resignations and Removal.</u> Any member of the Executive Committee may be removed at any time, with or without cause, by resolution adopted by a majority of the full Board of Directors. Any member of the Executive Committee may resign from the Executive Committee at any time by giving written notice to the President or Secretary of the Corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- Other Committees. The Board of Directors, by resolution adopted by a majority of the full Board, may designate such other committees as from time to time it may consider necessary or appropriate to conduct the affairs of the Corporation. Each such committee shall have such power and authority as the Board of Directors may, from time to time, legally establish for it. The tenure and qualifications of the members of each committee, the time, place and organization of such committee's meetings, the notice required to call any such meeting, the number of the members of each such committee that shall constitute a quorum; the affirmative vote of the committee members required effectively to take action at any meeting at which a quorum is present; the action that any such committee can take without a meeting; the method in which a vacancy among the members of such committee can be filled and the procedures by which resignations and removals of members of such committee shall be acted upon or accomplished shall by fixed by the resolution adopted by the Board of Directors relative to such matters.

ARTICLE 8 Miscellaneous

- 8.1 <u>Amendments.</u> The Board of Directors shall have the power and authority to alter, amend or repeal these bylaws by the vote of a majority of the entire Board of Directors.
- 8.2 <u>Fiscal Year.</u> The Fiscal year shall run from July 1 of a given year through June 30 of the next calendar year.
- 8.3 <u>Seal.</u> The board of Directors may adopt a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, the word "SEAL," and such other information s the Board of Directors may deem advisable.
- 8.4 <u>Waiver of Notice.</u> Whenever any notice is required to be given under the provisions of these Bylaws, the Articles of Incorporation, or Kentucky law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent of giving of such notice.
- 8.5 <u>Construction.</u> Unless the context specifically requires otherwise, any reference in the Bylaws to any general shall include all genders, any reference to the singular shall include the plural and any reference to the plural shall include the singular.
- 8.6 <u>Severability.</u> If any provision of these Bylaws or their application to any person or circumstances shall be held invalid by a court of competent jurisdiction, the invalidity shall not affect any other provisions or application of these Bylaws that can be given effect without the invalid provision or application, and to this end, the provisions of these bylaws are severable.
- 8.7 <u>Limitations.</u> Notwithstanding any other provision hereof, including, but not limited to, any provision of any Emergency Bylaws, the Corporation shall take no action contrary to the provisions of Article II of the Corporation's Articles of Incorporation, and if at any time the Corporation is a private foundation or private operating foundation as such terms as defined in the Internal Revenue Code of 1986, as amended (the "Code"), then the Corporation shall only act as permitted under the Code without subjecting the Corporation to additional taxes or penalties imposed under Subchapter A, Chapter 42, Subtitle D of the Code. Personal liability may be incurred by any offender of this Code whether an Officer, Executive Committee member, Other Committee member or just a Member.

The above Bylaws of this (Corporation wer	re adopted by t	he Board of Directo	rs as of
	, 2011.			
Secretary (printed)		-		
		_		
Secretary (signature)		-		