

BY-LAWS
OF
THE AMERICAN POLOCROSSE ASSOCIATION

REVISED 2012

ARTICLE I
Purposes

- 1.1 Purposes. The purposes for which the Association is organized are as follows:
- A. The administration of Association assets and income for exclusively charitable purposes;
 - B. The education of the public at large and Association members on the sport of polocrosse;
 - C. The promotion of sportsmanship and protection of the welfare of all horses and players participating in the sport of polocrosse;
 - D. The promotion of national and international polocrosse competition;
 - E. At all times and within such purposes, to operate exclusively for charitable, religious, literary, educational and scientific purposes within the meaning of §501(c)(3) of the Code and to transact such other business as may be permitted corporations exempt from tax under §501(c)(3) of the Code and incorporated under the Texas Non-Profit Corporation Act.
- 1.2 Powers. The Association shall possess all corporate powers provided by the Act and shall be entitled to engage in any legitimate pursuit not in contravention of the laws of the State of Texas and permitted charities exempt from tax under §501(c)(3) of the Code.

ARTICLE I
Offices

- 2.1 Principal Office. The principal office of the Association is located at P.O. Box 158; Bonneau, SC 29431, with the initial registered office of the Association located at 816 Cameron, Suite 108 San Antonio, Texas 78209. For the purpose of these By-Laws, any reference to the "principal office" of the Association shall be deemed to refer to such location as may be determined by the Board of Directors and set forth in a resolution duly adopted. The Association may have such other offices, either within or without the State of Texas, as the business of the Association may require and the Board of Directors may determine.

ARTICLE III
Members

- 3.1 Members. Membership in the Association shall be comprised of those individuals who have joined the Association as Life, Family, Individual (Senior [18 and over], Junior [17 and under]) or other categories of members adopted from time to time by the Board, are current in the payment of annual Membership Dues, and have signed and agreed to abide by (a) the Waiver of Liability of the Association, (b) the Rules and Regulations of the American Polocrosse Association, (c) the Code of Conduct and (d) such other documents as the Board of Directors may from time to time require as a condition of membership.

Membership shall run from January 1st to December 31st of each year. Dues are payable before January 31st before a late fee is ensued. Current Senior members in good standing with the Association are eligible to run for elected office in the Association. Membership shall run from January 1st to December 31st of each year. Senior members wishing to run for an elected office must have been a member in good standing at least 30 days before being considered for a position.

- 3.2 Foreign Guests. Visiting foreign players will not be required to join the APA if they are playing for thirty days or less, providing that they are members in good standing of a polocrosse association in their own country. The thirty day grace period begins on the day of their first tournament. Tournament Committees must notify the APA upon registration of any foreign players. At APA Nationals, each team from the US may allow only 1 non-resident player per team, that player to come in as they are rated at or above their home country rating.

- 3.3 Honorary Membership. The Board of Directors at its discretion, by a simple majority vote, may appoint a lifetime or honorary member of the Association.
- 3.4 Lifetime Membership Option for Board Members. Board Members may buy a Lifetime Membership for \$500 if they have served on the Board for 4 years. This will be retroactive so that if a Board Member has already served on the Board for 2 years, if they serve again for another 2 years, they have the option to buy this membership. If someone has already served on the Board for 4 years, then they have to serve another term to receive the option to buy Lifetime Membership.
- 3.5 Tournament Participation. In order to be eligible for participation in Association sanctioned tournaments, an Association member must be in good standing. Members in good standing of the Association shall be those members who meet each of the conditions of Section 3.1 and who are not currently terminated or suspended from membership as provided for in these By-Laws, in the “Rules and Regulations of the American Polocrosse Association”, and in the “Code of Conduct” as promulgated from time to time by the Board of Directors.
- 3.6 Resignation, Denial and Revocation of Membership. A member may resign membership at any time by delivering written notice of resignation to the Administrator of the Association. In addition to any other procedure in these By-Laws relating to the denial or revocation of membership, the APA Board may deny or revoke the membership of any member at any time with or without cause and/or delegate the authority to do so. The Board may, by resolution, establish rules, policies and procedures for the denial or revocation of membership of non-traditional participating members that shall have effects as if they were incorporated in these By-Laws.

ARTICLE IV **Board of Directors**

- 4.1 Management. The affairs of the corporation shall be managed by the Board of Directors.
- 4.2 Number and Qualification. The Board of Directors shall consist of not less than seven (7) nor more than fifteen (15) Directors and shall from year to year consist of the four or more elected Officers, the four elected At-Large Directors and the four elected Zone Representatives who shall reside within and represent the states of the Eastern, Central, Mountain and Pacific time zones. Members of the Board of Directors need not be residents of the State of Texas.

- 4.3 Election and Tenure. The Directors constituting the Board of Directors as named in the Articles of Incorporation and as thereafter elected annually shall hold office until their successors are duly elected. Each new Board of Directors shall thereafter be elected by the vote of the current members in good standing from those members duly nominated and qualified to serve. Each Director so elected shall serve until the next succeeding annual meeting of Directors and/or until his or her successor shall be elected and shall qualify, except that any Director may resign by tendering written notice of resignation to the President at least thirty (30) days prior to the effective date of such resignation.

The term of each Director shall be a period of two (2) years. No member shall hold more than one office at a time. The service of the members of the Board of Directors will be staggered. The President, Treasurer, Board Position 1, Board Position 2, Eastern Zone Representative, and Central Zone Representative will come up for election during even years. The Vice President, Secretary, Board Position 3, Board Position 4, Western Zone Representative, and Mountain Zone Representative will come up for election during odd years.

- 4.4 Meeting of Directors. The annual meeting of the Board of Directors for the transaction of such business as may come before the meeting shall be held annually. Regular meetings of the board of Directors shall be held approximately quarterly, three times each year at such times and places as shall be determined from time to time by the Board of Directors. Special meetings of the Board of Directors may be called by the President or by any three (3) Directors.

Meetings of the Board of Directors, whether annual, regular or special, shall be held at the principal office of the corporation or at such other place, within or outside the State of Texas, as may from time to time be determined by the Board of Directors and specified in the notice of the meeting. Virtual meetings may be held in conjunction with and/or in lieu of face-to-face meetings when feasible and/or physical meetings are financially constraining.

- 4.5 Quorum. A majority (not less than five) of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors which has been duly called and noticed or as to which notice has been waived. Unless otherwise provided in the Articles of Incorporation or in the By-Laws, as amended from time to time, the act of a majority of the Directors present at such a meeting shall constitute the act of the Board of Directors.

- 4.6 Vacancies. Any vacancy occurring in the Board of Directors may be filled by nomination of the President and the affirmative vote of a

majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the Directors then in office. A Director chosen to fill a position resulting from an increase in the number of Directors shall hold office until the next annual meeting of Directors.

- 4.7 Removal for Cause. Any Officer, Director or Chair of the Corporation may be removed for cause pursuant to the provisions of the Texas Nonprofit Corporation Act or APA By-Laws. An Officer or Director may be removed from office, with just cause, by the vote of those entitled to elect, designate or appoint the Officer, Director or Chair. If the position was an elected one, removal requires an affirmative vote equal to the vote necessary to elect the position. An Officer may also be removed by a vote of 9 of the 11 elected Officers and Directors of the Board that can vote. There will be written notice with 10 days for a written response. The Grievance Panel will hear the response if an oral response is necessary and make a recommendation in writing to the Board. The Board will vote within 30 days after the response from the accused – unless more time has been requested by the Panel or by the accused and approved by the Panel.
- 4.8 Executive Committee. The Board of Directors, by resolution adopted by a majority of the Directors, shall designate an Executive Committee comprised of the President and any two (2) or more Officers or Directors. The committee, to the extent provided in such resolution and subject to the limitations of the Texas Nonprofit Corporation Act, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation on those exigent matters requiring action prior to the next meeting of the Board of Directors, provided that all minutes of such actions taken shall be forwarded within ten (10) days to all other officers and Directors and provided that such actions are ratified at the next Board meeting.
- 4.9 Compensation. If possible and appropriate, The directors may be paid all or a portion of their out-of-pocket expenses, if any, of attendance at each meeting of the Board of Directors and shall not otherwise be compensated for attendance at meetings of the Board of Directors or of its Committees or for other activities as a director. This will be a decision based on the financial situation of the Association at the time and at the sole discretion of the Executive Committee. No such payment shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

- 4.10 Selection and Responsibility of Chief Umpire. The process of appointing a Chief Umpire shall be that nominations are taken from the Umpire Body, voted on by the Umpire Body and the Umpire Body shall submit up to 3 nominees for Chief Umpire to the APA Board who will select a Chief Umpire from said nominees. The Chief Umpire shall have the sole authority and responsibility over the interpretation and revision of the official rules governing match play, and over the selection, development and retention of certified umpires.

While the United States and our Association are governed by a democratic system, the umpiring and rules officiating the game must be more of a dictatorship or military type of system. The interpretation and enforcement of the rules of the Association will always be open for discussion and differences of opinion; but in order for the Association and the game to have consistency, evolve with time and be fair to all; the Chief Umpire position must be kept out of the political game. After the opinions have been heard, the discussion done and the rules have been set forth, there must be someone who is willing to be accountable to interpret and enforce those rules. It must be one person so there is one interpretation. This is the job of the Chief Umpire.

The Chief Umpire will select two Certified Umpires who shall be approved by the APA Board to serve as the Umpire Panel. The Umpire Panel consists of advisors to the Chief Umpire and along with him/her will be the committee who will enforce settling of rules disputes, taking action on complaints and grievances, and training and certification of umpires. The Chief Umpire shall have the responsibility of the final say in all of these matters.

- 4.11 The Board will vote on the time and location of the National tournament.

ARTICLE V

Notices, Waiver and Action Without Meeting

- 5.1 Annual Meeting of Directors. Notice of each annual meeting of Directors shall be given not less than ten (10) nor more than fifty (50) days prior thereto to each director by delivering written notice thereof to such Director personally or by faxing, sending via email or mailing the same to such director at his or her address as shown on the books of the corporation
- 5.2 Regular Meeting of Directors. Notice of regular meetings of Directors shall be given not less than ten (10) nor more than thirty (30) days prior thereto to each Director by delivering written notice thereof to such Director personally or by emailing, faxing or mailing the same to such Director at his or her address as shown on the books of the corporation.

- 5.3 Special Meetings of Directors. Notice of such special meeting of Directors shall be given to each Director by delivering written notice thereof to such Director personally, or by verbal telephonic communication to such Director personally, not less than two (2) days prior to the date of such meeting, or by mailing, emailing or faxing such written notice thereof to such director at his or her address as shown on the books of the corporation, not less than seven (7) days prior to the date of such meeting.
- 5.4 Time of Notice. Any notice given by personal delivery or personal telephonic communication shall be deemed given at the time of such personal delivery or personal telephonic communication. Any notice given by mail shall be deemed given at the time the same is deposited in the mail; and any notice given by fax shall be deemed given at the time when the fax is transmitted.
- 5.5 Contents of Notice. The notice required for any meeting of Directors shall state the place, date and hour thereof. Neither the business to be transacted at, nor the purpose of, any meeting of directors need be specified in the notice of the meeting, except, in the case of the election of Directors, and/or Officers and in the case of any amendment of these By-Laws which shall be set forth in the notice and except as may be otherwise provided for by law.
- 5.6 Waiver of Notice. Whenever any notice of a meeting of Directors is required to be given by these By-Laws or by law, a Waiver thereof in writing, signed by the person entitled to said notice, whether signed before, at, or after the time of such meeting, shall be deemed equivalent to the proper giving of such notice. The attendance of a director at a meeting shall constitute a Waiver of Notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because of the meeting has not been lawfully called or convened.
- 5.7 Action Without Meeting. Any action of the Board of Directors or members of the Executive Committee or the corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed and/or electronically confirmed by all of the Directors or members of the Executive Committee, as the case may be, entitled to vote with respect to the subject matter thereof.
- 5.8 Proxy Vote. Directors may vote by proxy on any matter to come before the Board for vote if the signed proxy is received by email by the Secretary to the Board prior to the meeting.

ARTICLE VI

Officers

- 6.1 **Election.** The Officers shall be a President, one or more Vice Presidents, a Secretary and Treasurer, and such other Officers as the Directors may deem necessary who shall each be elected by the current members in good standing from the members nominated and qualified to serve. Each Officer shall hold office until his or her successor is duly elected.
- 6.2 **President.** The President shall be the Chief Executive Officer of the corporation; shall have general and active management of the business of the corporation; shall see that all orders and resolutions of the Board of Directors are carried into effect; and shall, in the absence of the Chairman of the Board or if there be no Chairman, preside at all meetings of the Board of Directors. The President shall have authority to employ and dismiss such employees and agents as the business of the corporation may require and to fix reasonable compensation for their services and establish their duties and responsibilities. The President shall have the responsibility for presiding over all Executive Committee, Board of Directors and General Membership meetings. He or she shall represent, or shall appoint a member to represent, the Association in matters of official interaction with the public. The President or his or her designee shall be the designated Association spokesperson to the polocrosse Associations of other nations. The President shall inform the APA Executive Administrator of changes to the APA documents as voted on by the Board. The President shall insure that documents are updated to reflect the Board's decision.
- 6.3 **Vice-President.** The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the President or the Board of Directors may prescribe from time to time. If there shall be more than one Vice-President, then the Vice-Presidents shall act in the order in which they are elected. The Association Vice-President shall make best efforts to attend all Executive Committee, Board of Directors and General Membership meetings, and shall preside over same if the President is absent. In the event the current President leaves office prior to the expiration of his or her term, the first Vice-President (if there is more than one) shall assume all responsibilities of the office of President for the remainder of the term.
- 6.4 **Secretary.** The Secretary shall record and keep the minutes of all Board of Directors' meetings, Executive Committee meetings and General Membership meetings in one or more permanent books prescribed for that purpose and shall make such minutes available to any Director, Officer or Member in good standing upon request

and payment of reasonable copying charges therefore. The Secretary shall perform all duties incidental to the office of Secretary and such other duties as may be assigned by the President or the Board of Directors from time to time. The Secretary shall keep the seal of the corporation in safe custody and, when authorized by the Board of Directors, shall affix the same to any instrument requiring it and, when so affixed, it shall be attested by his or her signature. He or she shall be responsible for maintaining and preserving in permanent records all appropriate documents, including but not limited to all Association correspondence to and from other polocrosse Associations and to the general Association membership as individuals or clubs, all general and financial reports, all Association membership rosters, and all Association correspondence with the general public. The Secretary shall further assemble and prepare reports for distribution at Board of Directors' and General Membership meetings in accordance with the procedures set forth in these By-Laws. He or she shall maintain accurate records regarding members' sanctions and suspensions.

In the absence of the Secretary, a member of the Board of Directors shall be temporarily appointed by the President to perform the duties described herein.

- 6.5 Treasurer. The Treasurer shall have the responsibility for the funds of the corporation, shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors from time to time. The Treasurer shall perform such other duties and have such other powers as the President or the Board of Directors may prescribe from time to time. The Treasurer shall further collect all monies due to the Association, bank all Association monies in the name of the Association, pay all bills for items authorized in the approved budget, subject to a requirement that the additional signature of the President or his designee shall be required on checks exceeding \$500.00 and keep a current accounting of all Association assets. The Treasurer will chair the Finance Committee and shall have custody of any securities owned by the Association.

The Treasurer will maintain proper and accurate Association financial records and make them available for audit as requested by the Board of Directors and/or an Audit Committee. He or she shall prepare a current statement of receipts and expenditures for each Board of Directors' meeting and a year-end financial report for the Annual General Membership meeting. He/she will maintain current and accurate records of all membership payments for annual membership dues, and is responsible for collection of same from the Association membership.

In the absence of the Treasurer, a member of the Board of Directors shall be temporarily appointed by the Association President to perform the duties described herein.

ARTICLE VII

Election

- 7.1 Nominating Committee. The Association Executive Committee shall, no less than ninety (90) days preceding the annual election, appoint three (3) Association members to serve as the Association Nominating Committee. The Nominating Committee will manage the annual election and will not be eligible to run for or assume elective office. This Committee shall be named and recorded on the same day and none of the committee members will be eligible to run for or assume elective office during that calendar year or the time that they serve on the committee; no matter if there is a resignation or not. The Association Membership will be notified by mail or other publication sent to the address on Association records no less than seventy five (75) days preceding the annual election of the names of the members of this committee and the procedure and deadline for nominating Members for election to specified offices.
- 7.2 Procedure for Nominating Members for Office. The names of Association members to be considered for elected office must be submitted in writing to a member of the Nominating Committee no less than forty-five (45) days prior to the date of the annual election. Senior members may nominate themselves or any other Senior member in good standing. The Nominating Committee will make available to the membership the names of the nominees and ballots for their election no later than thirty (30) days prior to the date of the annual election. Ballots shall be returned unsigned, sealed in a ballot envelope, and shall be counted by an independent firm selected by the Board. The annual election shall occur no later than December 15 and officers and directors duly elected shall take office January 1.

ARTICLE VIII

Execution of Instruments

- 8.1 Execution of Instruments. The President shall have power to execute on behalf and in the name of the corporation any deed, contract, bond, debenture, note or other instrument requiring the signature of an officer of the corporation, except where the signing

and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation. Unless so authorized, no other officer, agent or employee shall have any power or authority to bind the corporation in any way, to pledge its credit, or to render it liable in a pecuniary way for any purpose or in any amount, except as provided in Section 8.02.

- 8.2 Checks and Endorsements. All checks upon the funds of the corporation in any of its depositories shall be signed by the Treasurer or by the President except that checks exceeding \$500.00 shall require both signatures.

ARTICLE IX

Indemnification of Directors and Officers

- 9.1 Right to Indemnification. The Association shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding, whether civil, criminal, administrative, arbitrative, or investigative, including all appeals, by reason of the fact that person is or was a Director, Member, Officer, employee, or agent of the Association, or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. Indemnification shall be against all reasonable expenses, including without limitation, attorneys' fees, court costs, expert witness fees, judgments, decrees, fines, settlements, penalties (including excise and similar taxes), and reasonable expenses actually incurred by the person in connection with the proceeding, except that if the person is found liable to the Association or is found liable on the basis that he or she improperly received personal benefit, indemnification shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding, and shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his or her duty to the Association.
- 9.2 Limitations on Indemnification.
- A. No indemnification shall be made for obligations resulting from a proceeding in which the person is found liable on the basis that personal benefit was improperly received by him or her, whether or not the benefit resulted from an action taken in the person's official capacity, or from a proceeding in which the person is found liable to the Association.

B. Indemnification under these Bylaws shall be available only after a determination has been made that the person acted in good faith, in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful, and:

- (1) In the case of conduct in an official capacity, reasonably believed his or her conduct to be in the best interests of the Association, or
- (2) In all other cases, reasonably believed his or her conduct to be at least not opposed to the best interests of the Association.

The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not of itself be determinative that the person failed to act in accordance with these requirements. A person shall be deemed to have been found liable in respect of any claim, issue, or matter only after the person shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals from the judgment.

C. The determination of indemnification required by Paragraph (B), above, must be made:

- (1) By majority vote of a quorum of Directors not named as defendants or respondents in the proceeding; or
- (2) If such a quorum cannot be obtained, by a majority vote of a committee of the Board, designated by majority vote of all Directors, consisting solely of two (2) or more Directors not named defendants or respondents in the proceeding; or
- (3) By special legal counsel selected by the Board or by a committee of the Board by vote as set forth in Paragraphs (1) or (2) above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors.

Authorization of indemnification and determination of reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified in Paragraph (3) above, for the selection of special legal counsel.

- 9.3 Indemnity for Successful Defense. In spite of any limitations set forth in Sections 9.01 and 9.02, above, to the extent that any person has been wholly successful on the merits or otherwise in defense of any proceeding referred to in those paragraphs, that person shall be indemnified against all reasonable expenses incurred by him or her, including, without limitation, attorneys' fees, court costs, and expert witness fees, and expenses incurred in securing indemnification.
- 9.4 Reimbursement of Expenses. Notwithstanding anything to the contrary contained herein, the Association shall pay or reimburse the expenses incurred by a Director in connection with his or her appearance as a witness or other participation in a proceeding at a time when he or she is not a named defendant or respondent in the proceeding.
- 9.5 Advancement of Expenses. Reasonable expenses incurred by a Director, officer, employee, or agent of the Association who was, is, or is threatened to be made a named defendant or respondent in an action, suit, or proceeding may be paid or reimbursed by the Association in advance of the final disposition as authorized by the Board. Before authorizing the advance, the Board must determine that under the facts then known indemnification would not be precluded under these Bylaws. In addition, the Board must receive:
- A. A written affirmation by the Director, officer, employee, or agent involved of that person's good faith belief that he or she had met the standard of conduct necessary under these Bylaws for indemnification; and
 - B. A written undertaking by or on behalf of the Director, officer, or employee involved to repay the expenses if it is ultimately determined that he or she had not met the standard of conduct necessary under these Bylaws for indemnification.
- 9.6 Indemnification Not Exclusive. The indemnification provided by this Article shall not be deemed to be exclusive of any other rights to which any person indemnified may be entitled under any regulation, agreement, vote of the disinterested Directors or otherwise. The indemnification provided by this Article shall not be deemed exclusive of any other power to indemnify or right to indemnification that the Association or any person referred to in this Article may have or acquire under the laws of the State of Texas. Indemnification shall continue and inure to the benefit of the heirs, executors, and administrators of any person entitled to indemnification under this Article.
- 9.7 Insurance. The Association may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee,

or agent of the Association or who is or was serving at the request of the Association as a Director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise against any liability assessed against him or her and incurred in such a capacity or arising out of his or her status as such a person, whether or not the Association would have the power to indemnify him or her against that liability under this Article. In addition, the Association may purchase, maintain, or enter into other arrangements on behalf of any person who is or was a director, officer, or trustee of the Association against any liability asserted against him or her and incurred in such capacity or arising out of his or her status as such a person, whether or not the Association would have the power to indemnify him or her against that liability under this Article. If such other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the arrangement may provide for payment of a liability with respect to which the Association would not have the power to indemnify a person only if coverage for that liability has been approved by the Board. Without limiting the power of the Association to procure or maintain any kind of other arrangement, the Association, for the benefit of the persons it has indemnified, may: (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Association; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance may be procured or maintained with an insurer, or the other arrangement may be procured, maintained, or established within the Association or with any insurer or other person considered appropriate by the Board, regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the Association. In the absence of fraud, the judgment of the Board as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement is conclusive, and the insurance or arrangement is not voidable and does not subject the Directors approving the insurance or arrangement to liability, on any ground, regardless of whether Directors participating in the approval are beneficiaries of the insurance or arrangement.

- 9.8 Report of Indemnity or Advance. Any indemnification of or advance of expenses to an individual in accordance with this Article shall be reported in writing to the Directors of the Association: (i) with or before the notice or waiver of notice of the next meeting of Directors; (ii) with or before the next submission to Directors of a consent to action without a meeting; and (iii) in any case, within the twelve (12) month period immediately following the date of the indemnification or advance.

ARTICLE X
Fiscal Year

The fiscal year of the corporation shall be January 1 through December 31 unless and until a different fiscal year shall be adopted by the Board of Directors.

ARTICLE XI
Corporate Books and Records

Except as otherwise required by statute, the books and records of the corporation may be kept at such place or places as may be from time to time designated by the Board of Directors. At least once each year, the Association shall furnish a reasonably comprehensive report of its activities during the preceding year to the public as in the opinion of the Board is required of it by law.

ARTICLE XII
Amendment

The By-Laws of the corporation shall be subject to amendment or repeal, and new By-Laws may be added, by the affirmative vote of a majority of a quorum of the members of the Board of Directors at any annual, regular or special meeting duly noticed for purposes of consideration of said amendment.

CERTIFICATE

I, Laura Schjelderup Humphreys, Executive Administrator of The American Polocrosse Association, do hereby certify that the foregoing is a true and correct copy of the By-Laws of the Association duly adopted by the Board of Directors as of the date so stated.



Executive Administrator

March 26, 2012
Date adopted

