

AMENDED AND RESTATED BYLAWS
OF
MEN'S COLLEGIATE LACROSSE ASSOCIATION, INC.
a Georgia Nonprofit Corporation
Effective as of January 1, 2007

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AMENDED AND RESTATED BYLAWS
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MEN'S COLLEGIATE LACROSSE ASSOCIATION, INC.
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ARTICLE 1
REGISTERED OFFICE AND REGISTERED AGENT

1.1 Registered Office and Registered Agent. Men's Collegiate Lacrosse Association, Inc. (hereinafter, the "Corporation" or "MCLA") shall at all times maintain a registered office in the State of Georgia and shall have not more than one (1) registered agent whose business office is identical with such registered office. The registered office of the Corporation and the registered agent of the Corporation at such office may be changed from time to time by the Corporation in the manner specified by law.

1.2 Other Offices. The Corporation may have offices at such place or places, within or without the State of Georgia, as the Executive Committee may from time to time appoint or the business of the Corporation may require or make desirable.

ARTICLE 2
PURPOSE

The purpose of the Corporation is to advance the sport of amateur lacrosse by 1) assisting the development of participating teams; 2) providing criteria and sanctioning for competition between participating teams; 3) providing unifying standards for eligibility; 4) providing administrative support; and 5) planning and conducting the MCLA National Championship Tournament. It is the objective of the MCLA to promote the highest standards of intercollegiate competition and sportsmanship among its participating programs and to provide a consistent administrative and competitive framework for non-varsity collegiate lacrosse teams.

ARTICLE 3
DEFINITIONS

Capitalized terms used in these bylaws shall have the following respective meanings:

"Cause" shall mean (i) the inability to, or willful and repeated failure to, complete the duties of an office, (ii) any criminal act or act of dishonesty, disloyalty, negligence, misconduct or moral turpitude, or (iii) negligence toward or abuse of office.

"Conferences" shall mean the conferences making up the MCLA as provided in the Operating Policies from time to time.

"Operating Policies" shall mean the Operating Policies of the MCLA, as the same are in effect from time to time.

ARTICLE 4
MEMBERS

The Corporation shall have no members.

ARTICLE 5
EXECUTIVE COMMITTEE

5.1 General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the executive committee of the Corporation (the "Executive Committee"). Except for the powers and authority expressly reserved for action by the Board of Directors in these Bylaws and in the Operating Policies, the Executive Committee may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by law, the Articles of Incorporation, these Bylaws or the Operating Policies (including, without limitation, amending the same).

5.2 Number and Term of Executive Committee Members. The Executive Committee shall consist of five individual members, which shall be divided into three classes, as nearly equal in number as possible, with the term of office of the first class of Executive Committee members (hereinafter referred to as "Class 1 Members") to expire at the 2008 Summer Meeting (as defined below), the term of office of the second class of Executive Committee members (hereinafter referred to as "Class 2 Members") to expire at the 2009 Summer Meeting and the term of the third class of Executive Committee members (hereinafter referred to as "Class 3 Members") to expire at the 2010 Summer Meeting, with each class to hold office until its successors are elected and qualified. There is no limit on the number of terms an Executive Committee member may serve. As further set forth below in Section 9, the President, Secretary and Treasurer shall be members of the Executive Committee and shall be elected with the classes set forth below.

Executive Committee members elected to succeed members whose terms expire shall be elected for a term of office to expire at the third succeeding Summer Meeting after their election. Except with respect to the President, Executive Committee members shall be elected at the Summer Meeting to replace the members whose terms are then expiring. The election for the Executive Committee member to serve as President shall be held at the Winter Meeting immediately preceding the expiration of the term of the Executive Committee member then serving as President. Any person so elected as President (the "President-Elect") shall take office the day after conclusion of the first MCLA National Championship Tournament following such Winter Meeting. Between the Winter Meeting and MCLA National Championship Tournament, the President and President-Elect shall work together to train the President-Elect on the duties of the office.

5.3 Election of Executive Committee Members. The initial Executive Committee shall consist of the following individuals, whose class is indicated by his or her name:

1. Chris Larsen - Class 1 (Secretary)
2. John Paul - Class 2 (President)

3. Ken Lovic - Class 2 (Treasurer)
4. Tony Scazzero - Class 3
5. Doug Carl - Class 3

After such initial appointment, Executive Committee members shall be elected at or before the Summer Meeting by a majority vote of the Board of Directors in office immediately prior to the commencement of such meeting.

5.4 Resignation of Executive Committee Members. Each Executive Committee member shall have the right to resign at any time upon written notice thereof to the President or Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

5.5 Removal of Executive Committee Members. Any Executive Committee member may be removed at any time, but only for Cause and the affirmative vote of either (i) the other Executive Committee members then in office or (ii) Directors constituting 66% of the Board of Directors then in office.

5.6 Vacancies. A vacancy occurring on the Executive Committee may be filled for the unexpired term by a nominee of the President, which nomination must be approved by a majority of the remaining Executive Committee members. Any such appointee may be vetoed within thirty (30) days by a majority vote of the Board of Directors. The Directors shall be notified via email or other means within 24 hours of the President and Executive Committee approving a nominee to fill such vacancy. If the Board of Directors fails to veto a nominee within the thirty (30) day period, such nominee shall be deemed confirmed by the Board of Directors. If a nominee is vetoed by the Board of Directors, the President and Executive Committee shall approve a new candidate which may be vetoed in accordance with the above. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new Executive Committee member may not take office until the vacancy occurs. The process for filling future vacancies shall be as set forth above except that the Board of Directors shall have thirty (30) days from the date notice of the President's nominee is sent via email or other means to the Board of Directors to veto such nominee.

5.7 Committees.

(a) The Executive Committee by a vote of a majority of the Executive Committee members may create one or more committees and appoint Executive Committee members, Directors or such other persons as the Executive Committee designates, to serve on the committee or committees. All committee members shall serve at the pleasure of the Executive Committee. To the extent specified by the Executive Committee, each committee may exercise the authority of the Executive Committee.

(b) Unless the appointment by the Executive Committee requires a greater number, a majority of any committee shall constitute a quorum, and a majority of committee members present and voting at a meeting at which a quorum is present is necessary for committee action. A committee may act by unanimous consent in writing without a meeting and, subject to action

by the Executive Committee, the committee by majority vote of its members shall determine the time and place of meetings and the notice required therefor.

ARTICLE 6 BOARD OF DIRECTORS

6.1 General Powers. The board of directors of the Corporation (the “Board of Directors”) shall have those powers and duties set forth for the Board of Directors in these Bylaws and in the Operating Policies, and such other powers and duties as from time to time may be conferred by the Executive Committee.

6.2 Number of Directors; Election; Term. The Board of Directors shall be made up of one representative appointed by each Conference (each such representative, a “Director”), of which there are initially 10. Directors shall be appointed by the Conferences on or before October 31 each year at their fall conference meetings. Once appointed, each Director shall serve until his or her successor is appointed by the applicable Conference. Each Conference shall establish procedures for the appointment of its representative Director and may establish term limits, if any, for its representative Director. If a Director is unable to participate in a Board of Directors’ meeting, he or she may, in accordance with applicable Conference policies, appoint a proxy to represent such Conference at such meeting.

6.3 Resignation of Directors. Each Director shall have the right to resign at any time upon written notice thereof to the President or Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

6.4 Removal of Directors. Any Director may be removed at any time (i) in accordance with the policies and procedures of the applicable Conference or (ii) for Cause upon the affirmative vote of 66% of the Board of Directors.

6.5 Vacancies. A vacancy occurring on the Board of Directors shall be filled for the unexpired term by a nominee appointed by the Conference represented by the Director causing such vacancy; provided, that a Conference may appoint an interim Director for the purpose of taking any action required by the Board of Directors during such vacancy. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs.

6.6 Powers Reserved for the Board of Directors. In addition to the matters set forth in these Bylaws and the Operating Policies expressly requiring approval of the Directors, the following actions shall require approval of at least 66% of the Directors then in office:

- (a) the creation or elimination of a Conference;
- (b) realignment of teams between Conferences; and
- (c) the creation or elimination of a division of play.

ARTICLE 7
MEETINGS OF THE EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS

7.1 Regular Meetings. There shall be two regular meetings of the Executive Committee and Board of Directors each year. One meeting (the “Winter Meeting”) shall be held each year at the IMCLA convention or at such other time between December 1 and January 31 and location as may be determined by the Executive Committee. The other meeting (the “Summer Meeting”) shall be held between the end of the MCLA National Championship Tournament and August 31 on such dates and at a location to be determined by the Executive Committee. In addition, the Executive Committee may schedule other meetings to occur at regular intervals throughout the year. Board of Directors’ meetings are open to all MCLA teams and players. Executive Committee meetings are closed except by invitation.

7.2 Special Meetings. Special meetings of the Executive Committee may be called by or at the request of the President, or in his or her absence by the Secretary of the Corporation, or by any three (3) Executive Committee members in office at that time. Special meetings of the Board of Directors may be called by or at the request of the President, or in his or her absence by the Secretary of the Corporation, or by any three (3) Executive Committee members or by any five (5) Directors in office at that time.

7.3 Place of Meetings. The Executive Committee and Board of Directors may hold their meetings at any place within or without the State of Georgia as the Executive Committee may from time to time establish for regular meetings or as is set forth in the notice of special meetings or, in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver.

7.4 Notice of Meetings. No notice shall be required for any regularly scheduled meeting. Unless an Executive Committee member or Director waives his or her right to notice as contemplated in Section 7.3 hereof, at least two (2) days notice shall be given to each Executive Committee member or Director of each special meeting stating the date, time and place of the meeting as set forth in the Georgia Nonprofit Corporation Code (the “Code”). Notice may be delivered via electronic mail.

7.5 Quorum. Unless otherwise provided in the Code or the Articles of Incorporation, the presence of (i) at least a majority of the Executive Committee members shall constitute a quorum necessary for the transaction of business at any meeting of the Executive Committee and (ii) at least a majority of the number of Directors in office immediately before the meeting begins shall constitute a quorum necessary for the transaction of business at any meeting of the Board of Directors.

7.6 Vote Required for Action. Except as otherwise provided by the Code, these Bylaws or the Operating Policies, the affirmative vote of (i) a majority of the Executive Committee members present at a meeting at which a quorum is present at the time shall be the act of the Executive Committee and (ii) a majority of the Directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors.

7.7 Dissent or Abstention. An Executive Committee member or Director who is present at a meeting of the Executive Committee or Board of Directors, as applicable, or a committee of such bodies when corporate action is taken is deemed to have assented to the action taken unless (i) he or she objects at the beginning of the meeting (or promptly upon his or her arrival) to holding the meeting or transacting business at the meeting; (ii) his or her dissent or abstention from the action taken is entered in the minutes of the meeting; or (iii) he or she delivers written notice of such dissent or abstention to the presiding officer of the meeting before its adjournment or to the Secretary or Assistant Secretary of the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to an Executive Committee member or Director who votes in favor of the action taken.

7.8 Action by Executive Committee or Board of Directors Without a Meeting. Any action required or permitted to be taken at any meeting of the Executive Committee or Board of Directors, as applicable, may be taken without a meeting if a written consent thereto shall be signed by all the Executive Committee members or Directors, as applicable, and such written consent shall be delivered to the Secretary of the Corporation for the purpose of inclusion in the minutes or filing in the corporate records. Such consent shall have the same force and effect as a unanimous vote of the Executive Committee or Board of Directors, as applicable, and may be evidenced by one or more written consents describing the action taken.

7.9 Adjournments. A meeting of the Executive Committee or the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the Executive Committee members or Directors present, as applicable, to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

7.10 Telephone Conference Calls. Executive Committee members, the Board of Directors, or any committee designated by such bodies, may participate in a regular or special meeting of the Executive Committee, the Board of Directors or such committee by means of conference telephone or similar communications equipment by means of which all Executive Committee members or Directors participating in the meeting can simultaneously hear each other during such meeting, and participation in a meeting pursuant to this Section 7.10 shall constitute presence in person at such meeting.

ARTICLE 8 NOTICE AND WAIVER

8.1 Procedure. Whenever these Bylaws require notice to be given to any Executive Committee member or Director, the notice shall be given as prescribed in Section 7.4 hereof or otherwise as set forth in the Code. Whenever notice is given to an Executive Committee member or Director by mail, the notice shall be sent first-class mail by depositing the same in a post office or letter box in a postage prepaid sealed envelope addressed to the Executive Committee member or Director at his or her address as it appears on the books of the Corporation.

8.2 Waiver. Notice of a meeting need not be given to any Executive Committee member or Director who signs a waiver of such notice, in person or by proxy, either before or after the date and time of the meeting as stated in the notice. Unless otherwise required by law or by these Bylaws, neither the business transacted nor the purpose of the meeting need be specified in the waiver. Attendance or participation by an Executive Committee member or Director at a meeting shall waive any required notice to him or her of such meeting and any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when such Executive Committee member or Director at the beginning of the meeting (or promptly upon his arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE 9 OFFICERS

9.1 Number. The Officers of the Corporation shall consist of a President, a Secretary, a Treasurer, the Operational Officers set forth below, and such other officers as may be determined and selected by the Executive Committee from time to time. The Executive Committee shall from time to time create and establish the duties of such other officers and elect or provide for the appointment of such other officers or assistant officers as it deems necessary for the efficient management of the Corporation, but the Corporation shall not be required to have at any time any officers other than a President, Secretary and Treasurer. Any two (2) or more offices may be held by the same person, and offices may be held by members of the Executive Committee and/or Board of Directors.

9.2 Election and Term. The President shall be elected by a plurality of the Board of Directors at the Winter Meeting immediately prior to the Summer Meeting at which the current officer's term expires. The Secretary and Treasurer shall be elected by a plurality of the Board of Directors prior to the Summer Meeting at which the current officer's term expires. The President, Secretary and Treasurer shall (x) be members of the Executive Committee and (y) serve three year terms expiring as set forth in Sections 5.2 and 5.3. In the event a person already serving as a member of the Executive Committee is elected to serve as President, Secretary or Treasurer, his or her original term on the Executive Committee shall be deemed vacated and such position shall be filled in accordance with Section 5.6. All other Officers shall be elected by the Executive Committee and shall serve at the will of the Executive Committee and until their successors have been elected and have qualified or until their earlier death, resignation, removal, retirement or disqualification.

9.3 Compensation. Officers of the Corporation may receive compensation in such amounts as may be determined by the Board of Directors; provided, however, such compensation shall not exceed the amount of compensation determined by the Board of Directors to be reasonable payment for the services actually rendered by such officer.

9.4 Powers and Duties. The Officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be conferred by the Executive Committee and/or the Board of Directors. In the absence or disability of any officer, the President shall ensure the performance of the

duties of such offices; provided, that if the vacant office is the President, the Treasurer shall perform the duties of the President in accordance with the terms of these bylaws. Without limitation upon any of the foregoing:

(a) President. Unless otherwise specified by the Executive Committee, the President shall be the chief executive officer of the Corporation and shall have responsibility for the general supervision of the affairs of the Corporation and full control of and responsibility for said affairs, including, without limitation, (i) serving as or appointing the MCLA representative to the United States Lacrosse Association board of directors and (ii) coordinating and scheduling Executive Committee and Board of Directors meetings. The President shall preside at the meetings of the Executive Committee and the Board of Directors, and shall be an ex-officio member of all standing committees and shall preside at meetings of such committees unless the Executive Committee, in constituting such committees, shall designate or elect some other person to be chairman thereof.

(b) Secretary. The Secretary shall issue notices for and keep minutes of all Executive Committee and Board of Directors meetings and shall have charge of the corporate seal and of all corporate books and other like records of the Corporation and shall have the responsibility for authenticating corporate records. The Secretary shall also be responsible for coordinating the national awards process and publishing the Bylaws, Operating Policies and any amendments thereto on the MCLA website.

(c) Treasurer. The Treasurer shall have custody and control of all funds and of all financial records of the Corporation, shall provide updates on the finances of the Corporation at the Summer Meeting and Winter Meeting, and shall be responsible for paying the bills of the Corporation.

(d) Operational Officers:

(i) Tournament Coordinator. The Tournament Coordinator shall be the event manager for the annual MCLA National Championship Tournament and shall be responsible for, subject to approval by the Executive Committee, site selection, negotiations with the local organizing committee and format. The Tournament Coordinator shall also be the liaison between the MCLA and the official's National Assigning Authority (the "NAA") for the National Championship Tournament.

(ii) Eligibility Coordinator. The Eligibility Coordinator shall be responsible for managing the process to ensure that all participants meet the eligibility standards set forth in the Operating Policies, including working with the MCLA Website to conduct roster verifications. The Eligibility Coordinator shall also manage any eligibility appeals.

(iii) Media Coordinator. The Media Coordinator shall be responsible for managing the Corporation's media presence and shall be the liaison between the MCLA and CollegeLax.us (or any successor or replacement site the Corporation may use).

(iv) Officials/Competition Coordinator. The Officials/Competition Coordinator shall be responsible for, subject to approval by the Executive Committee,

negotiations with the officials required for MCLA play. The Officials/Competition Coordinator shall also be responsible for managing the MCLA playing rules and inter-Conference conflicts.

(v) Compliance Coordinator. The Compliance Coordinator shall oversee administrative matters relating to team applications, rosters and the overall playing schedule. The Compliance Coordinator shall also be the liaison between the MCLA and the MCLA website for posting schedules, standings and statistics

Except as is otherwise required by the Code, the Executive Committee, by resolution, may authorize any officer or officers of the Corporation to negotiate and execute contracts to sell, lease, exchange or otherwise dispose of any and all of the real or personal property of the Corporation, to negotiate and enter into loans to be secured by notes, pledges, deeds to secure debt, mortgages and/or other instruments encumbering the property of the Corporation, whether or not in the usual and regular course of business or to transfer any or all of the property of the Corporation.

9.5 Additional Powers and Duties. In addition to the foregoing specifically enumerated powers and duties, the several officers of the Corporation shall have such other powers and duties as are provided for them in these Bylaws or as may, from time to time, be prescribed by the Executive Committee.

9.6 Delegation of Duties. Whenever an officer is absent or otherwise unable to perform his/her duties, the Executive Committee may delegate the powers and duties of an officer to any other officer or officers or to any Director or Executive Committee member.

9.7 Resignation/Removal of Officers and Agents. Any officer may resign at any time by giving written notice to the President or Secretary of the Corporation. Unless otherwise specified in the notice, and agreed by the Executive Committee, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. An officer or agent of the Corporation may be removed by a majority vote of the Executive Committee and/or the Board of Directors at any time, with or without cause. The removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE 10 BUDGET AND FINANCES

10.1 Expenses. Any MCLA expenditure over \$5,000 must be approved by two members of the Executive Committee, Directors or officers, one of whom must be Treasurer or President. Other than fees and expenses paid to the local organizing committee (or similar entity) for hosting and operating the MCLA National Championship Tournament, any single MCLA expenditure over \$10,000 must be approved by a majority of Directors then in office. Such approvals shall be submitted to the Treasurer to be included in the records of the Corporation.

10.2 Budget and Dues. The Treasurer shall submit a draft budget to the Executive Committee for review and approval at the Summer Meeting by the Board of Directors. Based on the budget and the Treasurer's recommendations, the Board of Directors shall determine the

team dues for the subsequent season at the Summer Meeting or as soon as practicable thereafter. The actions required to be taken by the Board of Directors in this Section 10.2 shall be taken by a plurality.

ARTICLE 11 INDEMNIFICATION AND INTERESTED PARTIES

11.1 Indemnification.

(a) The Corporation shall indemnify present and former Executive Committee members, Directors, officers and, at the discretion of the Executive Committee, other persons whom it is entitled to indemnify under the Code to the full extent permitted by the Code.

(b) The Corporation may purchase and maintain insurance on behalf of those persons for whom it is entitled to purchase and maintain insurance against any liability asserted against such persons and incurred by such persons in any capacity, or arising out of such persons' status as described in Code Section 14-3-857 (or any successor statute), whether or not the Corporation would have the power to indemnify such persons against such liability under the laws of the State of Georgia.

(c) The Corporation may pay for or reimburse the reasonable expenses incurred by an Executive Committee member or Director who is a party to a proceeding in advance of a final disposition of the proceeding if the Executive Committee member or Director submits to the Secretary of the Corporation a written request which complies with the requirements of such provisions set forth in Code Section 14-3-853 (or any successor statute). The Secretary of the Corporation shall promptly upon receipt of such a request for indemnification, advise the Executive Committee in writing that such Executive Committee member or Director has requested indemnification, and the determination of such Executive Committee member or Director's entitlement to indemnification shall be made within a reasonable time after the receipt of such written request by the Executive Committee.

(d) The indemnification and advancement of expenses provided by or granted pursuant to this Section 10.1 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be an Executive Committee member, Director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

11.2 Interested Executive Committee members, Directors and Officers. No contract or transaction between the Corporation and one or more of its Executive Committee members, Directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Executive Committee members, Directors or officers are directors or officers or have a financial interest, shall be enjoined, set aside or give rise to an award of damages or other sanctions, in an action under the laws of the State of Georgia by or in the right of the Corporation or any other person who otherwise has standing,

(a) on the grounds of an interest in the transaction of the Executive Committee member, Director or any person with whom or which he or she has a personal, economic, or other association, if:

(i) such transaction is approved by the Executive Committee or Board of Directors pursuant to Code Section 14-3-862 (or any successor statute); or

(ii) action by the superior court respecting the transaction is at any time taken in compliance with Code Section 14-3-864 (or any successor statute); or

(iii) the transaction, judged in the circumstances at the time of the commitment, is established to have been fair to the Corporation.

(b) on the grounds of an interest in the transaction of the officer or any other person with whom or which he has a personal, economic, or other association, if:

(i) such transaction is approved by the Executive Committee after “required disclosure” (as such term is defined in Section 14-3-865(4) of the Code (or any successor statute)); or

(ii) the action is approved by the superior court in an action to which the Attorney General is a party; or

(iii) such transaction, judged in the circumstances at the time of commitment, is established to have been fair to the corporation.

ARTICLE 12 MISCELLANEOUS

12.1 Inspection of Books and Records. The Executive Committee shall have the power to determine which accounts, books and records of the Corporation shall be open to inspection, except such as may by law be specifically open to inspection, and shall have power to fix reasonable rules and regulations not in conflict with the applicable law for the inspection of accounts, books and records which by law or by determination of the Executive Committee shall be open to inspection.

12.2 Fiscal Year. The Executive Committee is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate, but unless otherwise so determined the fiscal year shall begin on the first day of January in each year and shall end on the last day of December in the same year.

12.3 Seal. The seal of the Corporation shall consist of an impression bearing the name of the Corporation around the perimeter and the word “Seal” and such other information in the center thereof as is desired. In lieu thereof, the Corporation may use an impression or writing bearing the words “CORPORATE SEAL” enclosed in parentheses or scroll, which shall also be deemed the seal of the Corporation.

12.4 Execution of Documents. No attestation by the Secretary or an Assistant Secretary shall be necessary to make any contract, conveyance or other document valid and legally binding which has been executed by and on behalf of the Corporation by an officer or officers thereunto duly authorized in the manner provided for in these Bylaws.

ARTICLE 13 AMENDMENTS

The Executive Committee shall have power to alter, amend or repeal these Bylaws or adopt new Bylaws; provided, that the affirmative vote of 66% of the Board of Directors shall be required for amendments to Section 6.6 hereof or to the bylaws determining the number of members comprising the Executive Committee and amendments. Action by the Executive Committee with respect to these Bylaws shall be taken by an affirmative vote of a majority of all Executive Committee members then holding office.