

Bylaws

Madison County Youth Football League

(A North Carolina Non Profit Corporation)

Article 1.00

Name

The name of the organization shall be known as the Madison County Youth Football League, hereinafter referred to as MCYFL.

Article 2.00

Purpose

The purpose of the MCYFL is to provide a safe and supervised competitive sports program for the youth of Madison County.

2.01. To teach the concepts of teamwork, sportsmanship, pride, loyalty, honesty, and courage.

2.02. To build healthy bodies and minds.

2.03. To develop skill and proficiency in football and football related activities (cheerleading) for every participant, regardless of ability.

2.04. To stimulate community interest in youth sports.

2.05. To achieve each goal and intent with the welfare of the children being first and foremost. The attainment of exceptional athletic skill or the winning of games are to be held secondary to the development of future citizens.

Article 3.00

Membership

3.01. Any persons responsible for an active youth in the MCYFL is eligible to become a member. This includes parents, guardians, coaches.

3.02. President, Vice president, and Commissioner prior to their vote for final approval or disapproval shall review all board member applications. Coaching applications, regardless of the coaches previous participation will be reviewed and voted on annually by the above board members. If one of the above Board members cannot participate then he or she may ask one of the following Board members

Secretary, Treasurer, and Safety officer to serve in his or her place as there must be a 2/3 quorum for voting.

Article 4.00

Board of Directors

4.01. the government of the MCYFL shall be under direct supervision of the Officers of the Board of Directors.

4.02. General Powers. The property, affairs and business of the Corporation shall be managed by the Board of Directors. Notwithstanding anything herein to the contrary or under North Carolina law, the Corporation shall be governed, and the provisions of these Bylaws shall be construed, consistent with the requirements of a nonprofit corporation qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

4.03. Number, Tenure, and Qualification. The Corporation shall be governed by a Board of Directors. The number of persons on such Board of Directors shall be not less than three (3) persons at any time and not greater than seven (7) persons at any time. Members of the Board of Directors shall be the head coaches of each team and the elected officers for the current year. Each Director shall continue in office until the annual meeting of the Board of Directors held next after his or her election and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation, disqualification, or removal.

4.04. Duties. Directors shall stand in a fiduciary relation to the Corporation and shall discharge the duties of their respective positions in good faith, and with that diligence and care which ordinarily prudent persons would exercise in similar circumstances and like positions.

4.05. Annual and Regular Meetings. An annual meeting of the Board of Directors shall be held on or before the first Saturday of February at the place designated by the Directors of the Corporation of each year at such time as shall be established annually by the Board of Directors. The Board of Directors may provide by resolution for the holding of regular meetings at such place, date, and time as established by the resolution, without other notice than such resolution, however an annual meeting of the Board of Directors shall occur annually.

4.06. Special Meeting. Special meetings of the Board of Directors may be called by or at the request of the President or by two or more of the Directors. The person or persons authorized to call special meetings of the Board may fix the place, date, and time for holding such special meeting.

4.07. Notice of Meetings. Annual meetings of the Board of Directors may be held upon ten (10) days notice. Notice of any special meeting of the Board of Directors shall be given at least three (3) days prior thereto. All notices shall be in writing delivered personally or sent by mail, e-mail or facsimile transmission, or other usual means of communication, or to each Director at his address as shown on the records of the Corporation. 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 thereon prepaid. If notice is given by e-mail, such notice shall be deemed to be delivered when the e-mail is not returned as undeliverable. If notice is given by facsimile transmission, such notice shall be deemed to be delivered when the transmission is sent. Any Director may waive notice of any meeting. The attendance of a Director at any 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 the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

4.08. Quorum. The presence of a majority of the members of the Board of Directors at a meeting duly assembled shall constitute a quorum for the transaction of business; provided, if less than a quorum of the Directors shall be present at the time and place of any validly called meeting, the Directors present may adjourn the meeting from time to time until a quorum shall be present, and notice of any adjourned meeting need not be given.

4.09. Voting. Except as otherwise expressly provided by statute, Articles of Incorporation, or by these Bylaws, the action of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors. Any Director who is present at a meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her contrary vote is recorded or his or her dissent is otherwise entered in the minutes of the meeting or unless he or she shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action. There shall be no voting by proxy, at any annual, regular or special meeting of the Corporation.

4.10. Informal Action by Directors. Action taken by a majority of the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all of the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken. If a meeting of Directors otherwise valid is held without proper cause or notice, action taken at such meeting otherwise valid is deemed ratified by a Director who did not attend unless promptly after having knowledge of the action taken and of the impropriety in question he or she files with the Secretary of the Corporation a written objection to the holding of the meeting or to any specific action so taken. Any Director may participate in and be regarded as present at, any meeting of the Board by means of a conference telephone or similar communications device which allows all persons participating in the meeting to hear each other.

4.11. Resignation of Directors. Any Director may resign at any time by giving notice thereof in writing to the Commissioner, President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time such resignation is received by the Commissioner, President or Secretary, unless it shall be necessary to accept such resignation by its

terms before it becomes effective, in which event the resignation shall take effect upon its acceptance by the Board of Directors.

4.12. Vacancies. In the event of any vacancy occurring in the Board of Directors by death, resignation, disqualification, or otherwise, the remaining Directors shall continue to act; and such vacancy may be filled by the vote of a majority of the remaining Directors, even though such majority is less than a quorum, or by the sole remaining Director if there be only one (1) Director remaining. Any Director so chosen shall hold office for the unexpired portion of the term of the person whom the newly elected Director succeeds and until their successor shall have been duly elected and qualified, or until their death, resignation, or disqualification. Any increase in the number of Directors shall be deemed to create vacancies in the Board of Directors to be filled in the manner provided in Section 4.02.

4.13. Compensation of Directors. Directors shall not receive any compensation for their services as such; provided, however, that nothing in this Section 4.13 shall be construed to preclude any person who is a Director from also serving the Corporation in another capacity and receiving compensation therefor.

4.14. Director's Adverse Interest. Any corporate transaction in which a Director has an adverse interest must be approved in good faith by a majority, not less than two (2), of the disinterested Directors present even though less than a quorum, irrespective of the participation of the adversely interested Director in the approval; provided, however, that no such transaction may be approved if it would constitute self-dealing prohibited under Section 4941 of the Internal Revenue Code of 1986, or the corresponding provisions of any later Federal tax laws, or if it would violate any other provision of Chapter 42A of the Internal Revenue Code of 1986, or the corresponding provisions of any later Federal tax laws.

Article 5.00

Officers

5.01. Number of Officers. The Officers of the Corporation shall be a Commissioner, President, a Vice President, a Secretary, and a Treasurer, and such other Officers as may be appointed in accordance with the provisions of Section 4.03. Any two (2) offices or more may be held by one (1) person, except the office of President; but no Officer shall sign or execute any document in more than one (1) capacity.

5.02. Election, Term of Office and Qualifications. Each Officer, except such Officers as may be appointed in accordance with the provisions of Section 5.03, shall be elected by the participants at its annual meeting of the Corporation. The office of Commissioner, President, Vice President, Secretary and Treasurer shall serve a one year term and be elected each year. All officers shall hold office until the annual meeting of the Corporation of the aforementioned year or until their death, resignation, disqualification, or removal from office.

Elections -Any member according to section 3.01 is eligible to run for office. Any member wishing to run for office must be present at the election meeting in which the date and time will determined by the

board members during the regular season. Only those who are members according to section 3.01 are eligible to vote at this meeting. Each coach will give to the secretary a list of parents or guardians that will be eligible to vote, once he or she has been given their team. This list shall remain in the possession of the Secretary until the time of the election. The election will under no circumstances be held at the end of the year banquet. The newly elected officers shall assume their positions during the first commenced Board meeting in January of the following year.

5.03. Subordinate Officers and Agents. The Board of Directors from time to time may appoint other Officers or agents, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors from time to time may determine.

5.04. Duties. Officers shall stand in a fiduciary relation to the Corporation and shall discharge the duties of their respective positions in good faith, and with that diligence and care which ordinarily prudent persons would exercise in similar circumstances and like positions.

5.05. Removal. The Officers specifically designated in Sections 5.01 and 5.03 may be removed either with or without cause, by a vote of a majority of the Board of Directors at a special or regular meeting of the Board called for that purpose. The removal of any person from office shall be without prejudice to the contract rights, if any, of the person so removed.

5.06. Resignations. Any Officer may resign at any time by giving written notice to the Board of Directors of the Corporation. Any such resignation shall take effect upon it being accepted by the Board of Directors.

5.07. Vacancies. A vacancy in any office because of death, resignation, removal, or disqualification, or any other cause, shall be filled for the unexpired portion of the term in the manner prescribed by these Bylaws for regular appointments or elections to such offices.

5.08. Commissioner.

5.081. To act as liaison between MCYFL and Madison county Parks and Recreation for insurance coverage for all participants involved.

5.082. Coordinate along with the President and Madison High School Athletic Director regarding usage of the fields for home games.

5.083. Ensure that the practice fields are taken care of for the upcoming season and coordinate this along with the other Board members for work days to ensure the field is ready for the following season.

5.084. The Commissioner is a member of the executive Board with voting privileges and may cosign checks written by the treasurer that have been Board approved for payment.

5.09. President.

5.091 The President shall preside at all meetings and have general supervision over the business and activities of the MCYFL.

5.092. The President shall require written reports from the Secretary and Treasurer at every meeting to be shared with all Board members and any other reports by Board members that may be required to maintain the business of the board.

5.093. To initiate contact along with the commissioner and with the Madison High school Athletic director regarding usage of the field for home games.

5.094. To attend the WNC youth Football League meetings representing the MCYFL and will have voting privileges when required by such league pertaining to upcoming season activities.

5.095. The President is a member of the executive Board with voting privileges and may cosign checks written by the treasurer that have been Board approved for payment.

5.100. Vice President.

5.101. The Vice President shall assume the duties of the President in his/her absence.

5.102. Maintain a current inventory of all equipment and to whom it is issued.

5.103. To maintain all equipment and issue said equipment.

5.104. Provide proposed order of equipment needed at the beginning of the year , all equipment purchases will require authorization by the board prior to any orders being placed.

5.105. Coordinate with coaches from each team for the distribution and collection of all equipment at the beginning and end of each season.

5.106. The Vice President is a member of the executive Board with voting privileges and may cosign checks written by the treasurer that have been Board approved for payment.

5.200. Treasurer.

5.201. The treasurer shall handle the funds of the MCYFL and shall pay out monies as approved for payment by the Board. No monies shall be paid out without a receipt for the approved amount. All checks written by the Treasurer must be co-signed by the President or Commissioner.

5.202. The Treasurer shall keep an accurate record of all receipts and disbursements, such records being subject at all times for inspection by the Executive Board. Upon request of a league member , the Treasurer shall provide within 30 days of said written request a report of the request.

5.203. The Treasurer shall maintain accurate accounts/records of the business transactions of the MCYFL. These accounts / records are to include, but not limited to its assets, liabilities, receipts, disbursements, gains, losses, capital and all income derived by the league from any and all activities. Deposits should be made separately from concessions , gate, fees and other assets deposited to the MCYFL account. A record of all fees collected should be kept with the names to match accounts.

5.204. A complete Treasurers report must be provided at every business meeting to each Board member of all the above mentioned items in section 5.203. The report is to include a copy of the bank statement.

5.205. The Treasurer shall promptly (within no more than 3 days of an event) deposit all monies to the MCYFL account. All monies taken in at an event must be counted by no less than two Board members at the finish of the day. A record of those amounts will be signed and dated once it is counted and a copy will be given to each person signing the for the count. A copy of these deposits or bank receipts of deposits must be provided for the Executive Board following these events and not limited to the regular monthly Board meeting.

5.206. The outgoing Treasurer shall work with the incoming Treasurer and the bank to pass the MCYFL account to the new officer. The outgoing Treasurers books will be audited by a capable and experienced person appointed by the Board. The treasurers records will be passed in notebook form to the incoming Treasurer.

5.207. The Treasurer shall have such powers and perform such other duties as may be prescribed by the Board or the bylaws.

5.208. The Treasurer is a member of the executive Board with voting privileges and may cosign checks written by the treasurer that have been Board approved for payment.

5.300. Secretary.

5.301 The Secretary shall keep, or cause to be kept, a book of minutes of all meetings of the Board, that shall be passed on from year to year to the incoming Secretary. A copy of all minutes must be provided to the Executive Board.

5.302. The Secretary shall be the custodian of the bylaws of the MCYFL and shall have said bylaws at all meetings.

5.303. the Secretary shall handle the correspondence of the League and develop a Roster Book as per the WNC Youth Football League Rules and bylaws.

5.304. Upon receipt of any correspondence, communications or other materials, the Secretary shall expeditiously route same to person having cognizance or knowledge thereof.

5.305. The Secretary shall have such other powers and perform such other duties, including preparing all information to be released to the public through any type of medium (newspaper, flyers, etc) as approved by the Executive Board.

5.306. The Secretary is a member of the Executive Board with voting privileges.

5.400. Safety Officer.

5.401. Ensure the safety of all persons involved with the MCYFL during all activities such as summer campo, practices, and game day.

5.402. Inspect equipment for potential safety issues.

5.403. coordinate with local EMS to attend each game.

5.405. The Safety Officer is a member of the Executive Board with voting privileges.

5.500. Cheer President.

5.501. The Cheer President shall obtain applications for Cheer coaches and submit them to the Executive Board for approval by the April Meeting.

5.502. The cheer President must attend the WNCYL meetings to represent the MCYFL and cheerleaders at conference meetings. The president will relay all information from conference meetings to cheer coaches. The president will ensure that the Cheer Coaches and Cheerleaders understand and abide by the WNCYL rules and regulations throughout the cheering season.

5.503. Duties of the Cheer president include and are not limited to:

1. Establishing the budget for cheer uniforms.
2. Assist Cheer Coaches in issues from the beginning to the end of the cheer season.
3. Provide information, recommendations, and or assistance to Cheer coaches when requested.
4. Provide when requested by Cheer Coaches assistance in maintaining proper conduct and behavior of cheerleading squads at all events.
5. Investigate complaints against a Cheer Coach , Cheerleader, or any other related volunteer and submit findings to the Executive Board for resolution.

5.504. The Executive Board shall have final authority over any issues regarding all aspects of the cheerleading portion of this program.

5.505. The Cheer President is a member of the Executive Board with voting privileges.

5.600. Head Coaches Football and Cheerleading.

5.601. The Head Coaches of all Football teams and Cheerleading squads shall be responsible for complete supervision of the team and squads under their jurisdiction. Head Coaches shall have the authority to plan all practice activities and will arrange practice scheduling in accordance with WNCYL and MCYFL Leagues rules and shall have powers and perform such duties as may be prescribed by the Executive board. Each Head Coach shall have the responsibility of maintaining or caused to be maintained proper conduct and behavior of the team or squads under their jurisdiction as outlined in the conference rules and regulations.

5.602. Each Head Coach of Football will have the responsibility to inform the Executive Board of any equipment or uniform needs. Each Head Coach will have the responsibility to collect all equipment and uniforms from each player on their team at the end of the season and turn it into the Vice President for inventory.

5.603 Each Head Coach of Cheerleading will have the responsibility y to inform the Cheer Director of ay cheer uniform needs. If requested by the Cheer Director, each Head Coach of Cheerleading will assist in the collection of uniforms at the end of the season.

Article 6.00

Committees

6.01. Except as herein provided, the Executive Board shall appoint all committee chairpersons. The Chairperson of each committee shall appoint the members of said committees with the approval of the

officers. Standing committees shall serve the current year or until successors have been appointed. A Majority of the committee shall constitute a quorum for the transaction of business.

6.02. Fundraising: With the treasurer s a general chairperson and coordinator, the committee will coordinate and provide the means by which the League raises money for its operation as approved by the Executive Board.

1. Provide recommendations to the Board for the current seasons fundraising activities.
2. Work with team parents to distribute information on fundraising events.
3. Maintain a log of all transactions, monies collected, etc. All monies collected must be promptly turned into the Treasurer.

6.03. MCYFL will not allow any organization to solicit fundraising without the Executive Boards consent.

Article 7.00

Coaches

7.01. All Coaches will submit an application to the MCYFL Executive Board for background check every year before being interviewed and selected or rejected by the Board.

7.02. Head Coaches and assistants coaches are to be selected and approved by the Board prior to the start of football camp. All Head Coaches and assistant are not tenured and are selected from year to year and approved by the Executive Board. Coaches returning from the previous year with a team will have tenure with the same team however this is at the discretion of the Executive Board.

7.03. Football Coaches must be sure the field is prepared prior to all home games. The field must be lined and markers placed. Chains must be available on the field. After each home game, all coaches and Executive Board members are responsible for clean up duties.

7.04. Any unresolved issues arising between football Head Coaches and Assistant Coaches and Cheer Directors and Cheer Coaches will be presented to the Executive Board for resolution.

7.05. Head Coaches are responsible for ensuring that each player has been properly trained in blocking and tackling form and that each player demonstrated proper form in a non-contact practice. Each individual player should be observed demonstrating proper and safe technique prior to allowing contact with pads. This training should emphasize the safe positioning of the head and the proper use of the shoulders, back, and legs. Additionally at a minimum the players should be instructed in and trained not to use the following illegal techniques.

1. Clipping
2. Chop Blocks

3. Butt blocking
4. Spearing
5. Toching the face guard
6. Leading with the helmet
7. Tripping

7.06. Head Coaches will slowly bring players up to full speed contact over several practice sessions at slow speed, half speed, etc. This allows the Head Coaches to verify proper technique utilization and allows the players conditioning for full speed contact.

7.07. Head Coaches will ensure that players demonstrate the proper attitude towards full speed i.e. unnecessary roughness, "punishing" of players through excessive contact, body slams and unnecessary contact away from the play are all to be condemned.

7.08. All Head Coaches will practice the full amount of time allowed by the WNCFL according to the Leagues rules and regulations.

Article 8

Contracts, Loans, Deposits, Checks, Drafts, Etc

8.01 Contracts. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any Officer or Officers, agent or agents to enter into any contract or to execute or deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

8.02 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name, unless and except as authorized by a resolution of the Board of Directors. Any Officer or agent of the Corporation thereunto so authorized may effect loans or advances for the Corporation and for such loans or advances may make, execute, and deliver promissory notes, bonds, or other evidences of indebtedness of the Corporation. Any such Officer or agent, when thereunto so authorized, may mortgage, pledge, hypothecate, or transfer as security for the payment of any and all loans, advances, indebtedness, and liabilities of the Corporation any real property and all stocks, bonds, other securities, and other personal property at any time held by the Corporation, and to that end, may endorse, assign, and deliver the same, and do every act and thing necessary or proper in connection therewith. Such authority may be general or confined to specific instances.

8.03 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or trust companies or with such bankers or other depositories as the Board of

Directors may select, or as may be selected by any Officer or Officers, agent or agents of the Corporation to whom such power may from time to time be given by the Board of Directors.

8.04 Checks, Drafts, and Other Negotiable Instruments. All notes, drafts, acceptances, checks and endorsements or other evidences of indebtedness shall be signed by the President or Vice President and by the Secretary or the Treasurer, or in such other manner as the Board of Directors from time to time may determine. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories will be made by the President or Treasurer or by any Officer or agent who may be designated by resolution of the Board of Directors in such manner as such resolution may provide.

8.05 Gifts. Except as otherwise provided by Article 9.00 of these Bylaws, the Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Corporation.

ARTICLE 9.00

Purposes and Powers

9.01 Purposes. The purposes for which this Corporation is organized are to promote the sport of football and cheerleading for young boys and girls between the ages of 6 and 15, organize football and cheer events, support the advancement of athletic competition for youth in the area of football, and to do all and any things necessary or incidental to the accomplishment of such purposes, and to operate exclusively for such charitable purposes that qualify as exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Article 10.00

Dissolution

10.01 Dissolution. The Board of Directors shall have the power to dissolve the Corporation by a three fourths (3/4) vote of the entire Board of Directors and upon dissolution shall (a) distribute all of its net assets to a nonprofit organization which serves purposes similar to this corporation.

Article 11.00

General Provisions

11.01. Fiscal Year. The fiscal year of the Corporation shall be established from time to time by resolution of the Board of Directors.

11.02. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Act of the State of North Carolina, the Articles of Incorporation, or the Bylaws of the Corporation, 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 deemed equivalent to the giving of such notice.

11.03. Amendment to Bylaws. These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a two thirds (2/3) majority of the Directors present at any regular or special meeting; provided, however, that at least ten (10) days notice in writing shall be given of the intention to alter, amend, or repeal or to adopt new Bylaws at such meeting, and such notice shall contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

11.04. Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Board of Directors.

11.05. Officer and Director Indemnification. It is the policy of this Corporation to attract and maintain responsible, qualified Directors and Officers and to such end, to allocate the risk of personal liability of such Officers and Directors through indemnification and insurance to the fullest extent available and as authorized by Chapter 55A, Part 5, Article 8, of the North Carolina General Statutes.

(a) Except as provided herein and in accordance with North Carolina General Statutes §55A-8-51 any person who at any time serves or has served as a Director or Officer of the Corporation shall be indemnified by the Corporation and if such person is made an individual party in a proceeding because such person is or was a Director or Officer of the Corporation, and if such person:

(1) conducted himself or herself in good faith;

(2) reasonably believed:

(i) in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in the Corporation's best interest; and

(ii) in all other cases that his or her conduct was at least not opposed to the best interest of the Corporation; and,

(3) in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

(b) Notwithstanding the foregoing, this Corporation shall not indemnify and Officer or Director:

(1) in connection with any proceeding by or in the right of the Corporation in which the Director or Officer was adjudged liable to the Corporation; or

(2) in connection with any other proceeding charging improper personal benefit to the Director or Officer whether or not involving action in his or her official capacity, in which the Director or Officer was adjudged liable on the basis that personal benefit was improperly received by such Director or Officer.

However a Director or Officer may be indemnified by the Corporation in connection with a proceeding by or in the right of the Corporation that is concluded without final adjudication on the issue of liability provided such indemnification is limited to reasonable expenses incurred in connection with the proceeding.

(c) In accordance with North Carolina General Statutes §55A-8-53 expenses incurred by a Director or Officer in defending a proceeding may be paid by the Corporation in advance of the final disposition of such proceeding as authorized by the Board of Directors in the specific case or by resolution or by contract upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount unless it shall ultimately be determined that the Director or Officer is entitled to be indemnified by the Corporation against such expenses.

(d) The Corporation shall not indemnify an Officer or Director in accordance with the authority to indemnify contained in this Section 9.07 and under North Carolina General Statutes §55A-8-51 unless authorized in the specific case after a determination has been made that indemnification is permissible

in the circumstances because the Director or Officer has met the standard of conduct set forth herein and under North Carolina General Statutes §55A-8-51. Determination as to indemnification and the reasonableness of expenses shall be made in accordance with North Carolina General Statutes §55A-8-55.

(e) In addition to the indemnification provisions above, the Corporation may by resolution agree to indemnify any one or more of its Officers, Directors, employees or agents against liability and expenses in any proceeding arising out of their status as such or their activities in any one of the foregoing capacities, provided, however, the Corporation shall not indemnify or agree to indemnify any Director, Officer, employee or agent against liability or expenses he or she may incur on account of his or her activities which were at the time taken, known, or believed by such person to be clearly in conflict with the best interests of the Corporation or if he or she received an improper personal benefit.