

**BYLAWS OF THE  
Orbit Futbol Club, INC**

Adopted February 5, 2015

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Amended February 1, 2024

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## **ARTICLE I**

### **NAME, PURPOSE AND STRUCTURE**

#### **SECTION 1 – NAME**

This organization shall be called the Orbit Futbol Club, Inc. (also known as Orbit FC, Inc.) and shall be a duly constituted, independent, non-profit corporation in the State of Indiana.

#### **SECTION 2 – PURPOSE**

The expressed purpose of the Orbit FC, Inc. is to provide an organizational structure to administer youth soccer in Lawrence County, Indiana. Orbit FC, Inc. shall:

1. support the principles, guidelines, and regulations of the Federation international de Football Association (FIFA), the United States Soccer (USS), the United States Youth Soccer Association (USYSA) and the Indiana Youth Soccer Association (IYSA) in administering and developing the sport of soccer;
2. promote soccer within the county and State of Indiana as a viable, dynamic sport;
3. work with the various city and county school corporations in an effort to develop soccer at the varsity level and to provide support to those programs;
4. promote the United States Youth Soccer (USS) referee certification of individuals for the purpose of developing a local pool of qualified referees;
5. promote the United States Soccer (USS) coaching certification of individuals for the purpose of developing a local pool of qualified coaches.

Summarized Mission Statement:

Orbit Futbol Club services Lawrence and surrounding counties with the goal of providing education on the field in the dynamic game of soccer.

#### **SECTION 3 – STRUCTURE OF ORGANIZATION**

It is the intent of this corporation to provide a structure that encompasses a recreational (non-competitive) program within the boundaries of the county and a competitive program that engages in an organized league and/or tournament without territorial boundaries.

#### **SECTION 4 – RECREATIONAL PROGRAM**

The recreational program shall be designated as Orbit Rec League. It shall have as its focus an emphasis on fun and participation. Furthermore, sportsmanship and learning soccer skills shall represent the fundamental goals of practice sessions and games.

## **ARTICLE II**

### **MEETINGS**

#### **SECTION 1 – PLACE OF MEETING**

Any of all meetings of the membership and of the Orbit FC, Inc. Board of Directors shall be held within the State of Indiana, County of Lawrence unless otherwise provided in the Articles of Incorporation.

#### **SECTION 2 – ANNUAL MEETING OF MEMBERS**

An annual meeting of the members for the upcoming term of membership (as defined in Article VIII, Section 5) shall be held during the month of November. Failure to hold the annual meeting at the designated time shall not affect the validity of any corporate action.

#### **SECTION 3 – NOTICE OF ANNUAL MEETING OF MEMBERS**

At least thirty (30) days prior to the date fixed by Section 2 of this Article (II), a written/electronic notice (including posting on our WEB site) of the time and place of the annual meeting shall be provided, to each member entitled to vote at such meeting. It is understood that the postmark date/web file date is used in determining the validity of the 30-day notice.

#### **SECTION 4 – DELAYED ANNUAL MEETING**

If for any reason the annual meeting of the members was not held on the day herein before designated, such meeting may be called and held at a special meeting provided that the notice of such meeting shall be the same as provided in Section 3 of this Article.

#### **SECTION 5 – ORDER OF BUSINESS AT ANNUAL MEETING**

The order of business at the annual meeting of the members shall be as follows:

1. Call to order
2. Reading Notice and Presenting Proof of Mailing/Web File Date
3. Reading of the Minutes of the Last Annual Meeting
4. Report of the President
5. Report of the Secretary/Treasurer
6. Election of Directors (as outlined in Article V Section 2)
7. Transaction of Other Business as Outlined in the Notice to Members
8. Adjournment

In the absence of any objection, the presiding officer may vary the order of business at his/her discretion.

#### **SECTION 6 – SPECIAL MEETING OF MEMBERS**

A special meeting of the members may be called at any time by the President, or by a majority of the Board of Directors. The method by which such meeting may be called is as follows: Upon receipt in writing, setting forth the place, date, time and objectives of the meeting and signed by the President or a majority of the Board of Directors, the Secretary/Treasurer and/or designates shall prepare the notices on Association letterhead/postcards/electronic notice and forward to the membership as outlined in Article II, Section 7 below.

## **SECTION 7 – NOTICE OF SPECIAL MEETING OF MEMBERS**

Written notice of the place, date, time and objectives of such meeting shall be sent by mail or electronic means to each member at least 10 days prior to the date fixed for the holding of the special meeting of the members. It is understood that the postmark date/file date is used in determining the validity of the 10 day notice. Any business not provided in the objectives of the special meeting notice cannot be conducted at that meeting.

## **SECTION 8 – REGULAR MEETINGS OF THE BOARD OF DIRECTORS**

Meetings of the Board of Directors shall be held at least six times each year and place as the Board shall determine. Notice of regular meetings of the Board will be posted to the website. Members can bring business before the Board by notifying the presiding officer one day in advance of the meeting. The presiding officer has the power to waive this requirement if this officer deems such action appropriate.

## **SECTION 9 – SPECIAL MEETINGS OF THE BOARD OF DIRECTORS**

Special meetings of the Board of Directors may be called by the President or a majority of the Board by means of a written or electronic notice to each Board member designating place, date, time and purpose of the meeting.

## **SECTION 10 – NOTICES AND MAILINGS**

All notices required to be given by any provision of these bylaws shall state the designated place, date, time and purpose of the meeting and shall be written notice in the form of letter, electronic notice, or postcard bearing the name, address and logo of the Association. The notices shall be prepared by the Secretary or his/her designate.

## **ARTICLE III**

### **QUORUM**

#### **SECTION 1 – QUORUM OF BOARD**

At any meeting of the Board, the majority of the Board of Directors being present shall constitute a quorum.

## **ARTICLE IV**

### **VOTING, ELECTIONS AND PROXIES**

#### **SECTION 1 – WHO IS ENTITLED TO VOTE AT ANNUAL MEETING**

Except as otherwise provided, each member (as defined in Article VIII, Sections 2 and 3) shall, at every meeting of the membership, be entitled to ONE vote in person upon each subject properly submitted to a vote.

#### **SECTION 2 – WHO IS ENTITLED TO VOTE AT BOARD OF DIRECTORS MEETINGS**

The members of the Board of Directors shall be entitled to one vote in person or electronically upon each subject properly submitted to a vote.

#### **SECTION 3 – ELECTRONIC VOTING**

Voting on matters at the annual meeting may be submitted via an approved electronic collection method. Results would then be distributed by the Voting Committee via emails collected at said meeting.

## ARTICLE V

### BOARD OF DIRECTORS

#### SECTION 1 – NUMBER AND TERMS OF DIRECTORS

The business, property and affairs of the Orbit FC, Inc, shall be managed by a Board of Directors consisting of 16 individuals who shall be members (as defined in Article VIII, Sections 1 and 2) of this corporation.

#### SECTION 2 – TERMS AND ELECTION OF OFFICERS

The officers and directors of this corporation shall hold, for a term of two (2) years beginning in January of the elected year, the office for which each was elected or until a qualified successor can be selected. The following schedule will be used as a guide to determine the election of officers by the membership:

##### Elections Held in Even Numbered Years:

1. Vice President
2. Secretary
3. Director of Operations/Registration
4. Director of Safety & Compliance
5. Director of Camps/Special Activities
6. Director of Officiating
7. Three At-Large Board Members

##### Elections Held in Odd Numbered Years:

1. President
2. Treasurer
3. Director of Communications/Marketing/Fund Raising
4. Director of Coaching
5. Director of Fields
6. Two At-Large Board Members

##### Annual Appointments:

Support Staff/Committee Members (appointed by overseeing Directors as needed)

- Registration Clerk
- Fundraising Committee Members
- Operations Committee Members
- Tournament Committee Members
- Referee Assignor
- Fields Committee Members

#### SECTION 3 – VACANCIES

Vacancies on the Executive Committee of the Board of Directors shall be filled by election at annual meeting. Vacancies in other Board of Directors positions shall be filled by appointment by the Executive Committee. Any person so elected to fill a vacancy shall remain an interim-Director until his/her successor has been elected by the members at the appropriate annual meeting normally held to elect or appoint that position. The President is also granted authority to call a special meeting of the membership for the purpose of filling vacancies on the Board if multiple vacancies occur. In the case of persons appointed to fill a

vacancy, such a person may succeed himself or herself in office if so voted by the membership at the annual meeting.

#### **SECTION 4 – POWER TO MAKE, AMEND OR REPEAL BYLAWS**

Except as otherwise prohibited by these bylaws, the Board of Directors shall have the power to make, amend or repeal any by-law(s).

#### **SECTION 5 – SUCCESSION OF OFFICE**

No Director, except the President, needs to be a member of the previous Board. All other Directors, may succeed themselves if duly elected by the membership or otherwise appointed by Board.

#### **SECTION 6 – ELECTION OF DIRECTORS**

Any Director may be elected at the annual meeting as provided in Article II, Section 5 or appointed by the current Board during a regular meeting.

#### **SECTION 7 – POWER TO APPOINT OTHER OFFICERS AND AGENTS**

The Board of Directors shall have the power to appoint any other officers or agents it deems necessary for transaction of the business of the corporation.

#### **SECTION 8 – REMOVAL OF OFFICERS, APPOINTMENTS, AND/OR MEMBERS**

Any Officer, Director, agent and/or member may be removed by two-thirds (2/3) majority vote of the Board of Directors whenever, in the judgment of the Board, the business and/or philosophical intent of the corporation will be served thereby. In all cases, the Officer, Director, agent and/or member subject to removal must first have been served with written notice of the accusations against him/her and shall have been provided with an opportunity to produce testimony and witnesses, in his/her behalf, before such vote is taken.

#### **SECTION 9 – POWER TO REQUIRE BONDS**

The Board of Directors may require any officer or agent to file with the corporation a bond satisfactory to the Board of Directors conditioned for faithful performance of his/her duties.

#### **SECTION 10 – POWER TO ESTABLISH FEES**

The Board of Directors shall have the authority to establish and set all fees for the operation of the corporation and/or any appointed services sponsored by the corporation.

#### **SECTION 11 – POWER TO APPOINT FUNDS AND SPONSORSHIPS**

The Board of Directors shall have the power to coordinate the solicitation of local financial support for programs under its control. Moneys raised by the Board shall be treated as general funds and allocated at its discretion. Other funding raised by individuals on behalf of the programs under the Board's control (i.e., team sponsorships) or donated to the corporation for special items and/or equipment shall be accepted only on approval and guarantee of administration by the Board of Directors.

#### **SECTION 12 – APPOINTMENT OF POWERS**

If any officer is absent or for any other reason, the Board of Directors may delegate the power or duties of an officer to any other officer or to any Director, for the time being, provided a majority of the entire board of



directors concurs. However, no officer or Director shall execute, acknowledge or verify any instrument (as designated in Article VII) in more than one capacity.

### **SECTION 13 – RESIGNATION**

A Director may resign by delivering written notice to the Board of Directors, its chairperson, the president or secretary. A resignation is effective when delivered unless the notice specifies a later date.

## **ARTICLE VI**

### **OFFICERS/OPERATING POSITIONS**

#### **SECTION 1 – COMMITTEES**

The structure of Orbit FC, Inc. shall consist of a Board of Directors elected in compliance with Article V. The officers and operating positions shall include the following:

Executive Committee:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Director of Operations/Registration

Directors/General Board Members:

1. Director of Fund Raising/Marketing
2. Director of Safety Compliance
3. Director of Coaching
4. Director of Officiating
5. Director of Camps/Special Activities
6. Director of Fields
7. Five At-Large Board Members

The Board of Directors by resolution adopted by majority vote of all the Directors may appoint other committees as the board of directors determines to be necessary. These committees shall have such powers and duties as prescribed by the Board of Directors from time to time.

#### **SECTION 1.A – EXECUTIVE COMMITTEE**

The offices of President, Vice President, Secretary, Treasurer, and Director of Operations shall make up the Executive Committee and perform the functions of said committee authorized by these bylaws.

If determined by the Board of Directors, the members of the Executive Committee shall each keep in force a bond in form, amount and with surety or sureties, conditioned for faithful performance of duties of the office, and for restoration to the corporation of all books, papers, vouchers, money or property of whatever kind in such committee member's control and/or possession belonging to the corporation.

Between meetings of the Board of Directors, and subject to such limitations as may be required by law or by resolution of the Board of Directors, the Executive Committee shall have and may exercise all of the authority of the Board of Directors in order to conduct the day to day business of Orbit FC, Inc. However, the executive committee shall NOT have authority to:

1. Approve or propose to members any action that is required by law to be approved by members;
2. Amend the articles of incorporation;
3. Adopt, amend, change or repeal bylaws;
4. Borrow money or mortgage, or otherwise encumber, any property of the corporation; or
5. Take any other action inconsistent with these bylaws.

The Orbit FC, Inc. Executive Committee shall meet as often as deemed necessary to carry on efficiently the business of the Orbit FC, Inc.

At all Executive Committee meetings, a majority of the Executive Committee members shall constitute a quorum for the transaction of business. If a quorum of the Executive Committee is present, the vote of the majority at the meeting shall constitute an act of the Executive Committee. The Executive Committee shall keep a record of all actions taken by said committee and shall be required to report at each meeting of the Board of Directors regarding all actions taken by said committee between meetings of the Board of Directors.

## **SECTION 2 – PRESIDENT**

- Provide strategic direction and set priorities, represent the club at various public events and forums
- Supervise activities of Directors and Board Members
- Ensure that all decisions and/or directives of the Board are implemented in a timely manner
- Provide oversight of the written club rules and regulations
- Sign or countersign all instruments of the corporation
- Work with Secretary to set meeting agendas
- Communicate season information to the Parks Department
- Work with Director of Fields to make decisions about field closure due to weather

## **SECTION 3 – VICE PRESIDENT**

- Perform all duties of the President in his/her absence
- Secure location for board meetings
- Manage High School Scholarship Program
  - Set program objectives – qualification criteria, etc.
  - Ensure funding
  - Manage relationship with community organizations who distribute the funds and file all the paperwork
- Manage Player Scholarship Program
  - Set program objectives
  - Maintain paperwork
  - Evaluate applicants and administer scholarships
- Manage the relationship with the photographer
  - Manage process of recruiting new photographer, if needed
  - Coordinate photography schedule each season – provide photographer coach contact info, games schedules, etc.
- Identify grant opportunities and apply on behalf of the club.

## **SECTION 4 – SECRETARY**

- Take/distribute notes for all meetings
- Maintain/update club by-laws
- Work with President to set meeting agendas
- Manage uniforms and awards – presenting quotes to the board, ordering, and helping to distribute
- Establish on-site recreational director schedule for each season
- Communicate board meeting schedule and agenda to board members
- Maintain board member contact list

## **SECTION 5 – TREASURER**

- File all reports to the appropriate government agency in a timely manner, including, but not limited to yearly income tax returns
- Ensure Orbit FC maintains a non-profit tax status
- Maintain accounting books and records
- Issue checks and pay invoices
- Manage surplus funds not used for ongoing operations
- Provide monthly financial reports to the Board.

## **SECTION 6 – DIRECTOR OF OPERATIONS/REGISTRATION**

- Submit season schedule for board approval
  - o Including registration period, makeup dates, tournament dates
- Recommend player registration fee schedule to the board and ensure approval before registration period begins
- Oversee the formation of teams and distribute rosters to the Coaching Director
- Determine tournament schedule for post season
  - o Game times/days
  - o Tournament bracket
- Create and distribute all vouchers
- Opening, modifying, and closing registration
- Update registration records
- Communicate registration to ISL
- Provide communication support to Directors
  - Updating website
  - Posting on social media
  - Sending emails/texts and making calls
  - Examples:
    - Season/Camp information and registration
    - Tournament information
    - Team photo schedule and pickup
    - Sponsorship program information
    - Field closures/game cancellations
    - Game schedules
    - Pre/Post season survey
- Provide website and social media traffic updates
- Manage and maintain user access to social media, website, and document library

## **SECTION 7 – DIRECTOR OF COACHING**

- Recruit coaches
- Educate and mentor coaches
- Schedule and conduct coaches meeting prior to the start of the season
- Update coaching packet each season
- Serve as the point of contact for coaches during the season and communicate important information such as field closure
- Maintain practice field schedules
- Maintain coach contact list
- Coordinate with the Director of Safety and Compliance to ensure all coaches have completed the required training and background check

## **SECTION 9 – DIRECTOR OF OFFICIATING**

- Recruit new and maintain current referees
- Educate and mentor referees
- Present pay structure to board and ensure referee pay is determined prior to the start of the season
- Assign referees for game coverage
- Maintain records of game coverage and submit to treasurer
- Coordinate formal referee training with ISL
- Pre-Season Prep:
  - Referee jerseys are laundered
  - Ice is in the freezer
  - First aid kit is replenished
  - Purchase of new game balls
  - Ensure sufficient supply of the following items:
    - Game cards
    - Goalie gloves
    - Pinneys
    - Stop watches and whistles
    - Ball bags
    - Trash and Ziplock bags
    - Paper towels and other cleaning supplies
    - Water for referees

## **SECTION 10 – DIRECTOR OF FIELDS**

- Coordinate maintenance and improvements with the Parks Department
- Monitor the condition of equipment such as benches, goals, flags, etc.
- Monitor and maintain field marking at Otis during the season – including ordering supplies needed
- Monitor practice field locations and maintain goals at each location
- Work with President to make decisions about field closure due to weather
- Ensure all equipment is properly stored post-season

## **SECTION 11 – DIRECTOR OF FUND RAISING/MARKETING**

- First line to respond to questions – via email, social media, web inquires, etc.
- Identify opportunities for community outreach and coordinate activities necessary to participate in the event
- Identify potential sponsors and secure funds
- Oversee Fund Raising Committee and delegate tasks
- Serve as liaison between Orbit FC and all sponsors
- Prepare and distribute letters seeking financial support for Orbit FC
- Coordinate with the Director of Operations to ensure sponsors are properly assigned to teams
- Post sponsor content to the website

## **SECTION 13 – DIRECTOR OF CAMPS/SPECIAL EVENTS**

- Recommend to board camp operator selection
- Coordinate all summer camp related activities
  - o including registration, relationship development, promotion, planning and evaluation.
- Organizer for Tots curriculum

## **SECTION 14 – DIRECTOR SAFETY/COMPLIANCE**

- Serve as liaison between Orbit FC and ISL to ensure blue awareness and implementation of safety and compliance related programs
- Ensure all coaches, board members, and volunteers have approved background checks on file
- Ensure all coaches, board members, and volunteers have completed the Concussion Awareness training (Heads Up) and Ministry Safe Training
- Develop and maintain Risk Management plans/policies
- Develop and maintain a risk management checklist for the facility
- Develop and maintain code of conduct documents
- Ensure up-to-date information is published on the website regarding the Safe Sports Act
- Maintain records showing that all Players/Guardians have received proper education as it pertains to the concussions as required by Indiana state law.

## **SECTION 15 – AT-LARGE BOARD MEMBERS**

The At-Large Board Members are elected to the Board each year at the Annual Meeting. It is the intent of these positions to provide input into the policy-making and business activities of the Board through the viewpoint of the membership. The At-Large Members shall also perform other duties for the corporation as assigned by the Board.

## **ARTICLE VII**

### **EXECUTION OF INSTRUMENTS**

#### **SECTION 1 – CHECKS, DRAFTS, ORDERS FOR PAYMENT**

All checks, drafts, and orders for payment shall be signed in the name of the corporation by person(s) with authority to sign said instruments as the Board shall from time to time designate for that purpose. All such checks, drafts, and orders for payment above \$800.00 shall require countersignature (above \$800.00) of two members of the Executive Committee (Secretary/Treasurer, President, Vice President or Club Administrator) or other agents or officers as the Board shall from time to time designate for that purpose.

#### **SECTION 2 – CONTRACTS, CONVEYANCES, OTHER INSTRUMENTS**

The President, and Treasurer may execute any contract, conveyance or other instrument in the name and behalf of this corporation and may affix the corporate seal thereto. The Board of Directors shall have the authority to designate any other officers or agents to execute any instrument on behalf of the corporation. Furthermore, the Board shall have the authority to revoke these privileges from any officer or agent.

## **ARTICLE VIII**

### **MEMBERSHIP AND MEMBERSHIP FEES**

Orbit FC, Inc. will not discriminate against any individual on the basis of race, color, religion, age, sex or national origin.

#### **SECTION 1 – TYPES OF MEMBERS**

Membership in Orbit FC, Inc. is comprised of two (2) types of memberships: Family Membership and Associate Membership.

#### **SECTION 2 – FAMILY MEMBERSHIP DEFINED**

A “family membership” is created when a family pays or on whose behalf is paid the portion of the player fee designated for the administrative purposes of the corporation fees to the corporation. Waiver of the membership fee may be granted by a majority vote of the Board. There shall be one vote per “family membership” regardless of the number of players that come from a given immediate family.

#### **SECTION 3 – PRIVILEGES OF MEMBERSHIP**

Upon creation of a membership, voting rights are granted to such member and the privilege of one vote, as defined in Article IV, Section 1, is allowed concerning any business of the corporation requiring a vote of the membership.

#### **SECTION 4 – TERM OF MEMBERSHIP**

The term of a membership shall be on an annual basis from August 1 through July 31.

#### **SECTION 5 – REMOVAL OF MEMBERSHIP**

Any membership may be revoked upon default in payment of the administrative fees or upon action by the Board as provided in Article V, Section 8. Any membership defined as, but not exclusive to, a Parent, Spectator, Player, Coach, Assistant Coach, Club Trainer, Director of Coaching, Technical Director, Club Volunteer and/or Board Member may be revoked based on conduct detrimental to the Club. This detrimental conduct defined as, but not exclusive to, behavior in violation of state league code of conduct and/or behavior in violation of parent pledge and/or coaching agreements and/or general conduct or behavior deemed detrimental to the Club. Board to determine disciplinary action including but not limited to warning, suspension (of club access/events) and/or ejection/removal. Removal action by the Board as provided in Article V, Section 8 will result in immediate separation of the member to include possible restricted access to Club designated areas.

#### **SECTION 6 – AUTHORITY TO SET MEMBERSHIP FEES**

The Board of Directors shall have the authority, as provided in Article V, Section 10 to set membership fees.



## **ARTICLE IX**

### **AMENDMENT OF BYLAWS**

#### **SECTION 1 – AMENDMENTS, HOW EFFECTED**

These bylaws may be amended, changed or repealed by:

1. the affirmative vote of a majority of the members entitled to vote at any regular or special meeting of the membership if notice of the proposed amendment, alteration, change or repeal be contained in the notice of the meeting, or
2. the affirmative vote of a majority of the Board of Directors (as provided in Article V, Section 4) if the amendment, change or repeal be proposed at a regular or special meeting of the Board and voted upon at the next meeting of the Board. The Board may NOT through an affirmative vote alter Article V, section 1, Article VI Section 1 & 2, nor Article IX Sections 1 & 2. Furthermore, Article II, Section 2 cannot be amended or changed by the Board unless proper notification to the membership, as provided in Article II, Section 3, has been satisfied.

## **ARTICLE X**

### **OPERATING PROCEDURES**

#### **SECTION 1 – POWER TO CREATE OPERATING PROCEDURES**

The Board of Directors shall have the authority to create a separate document called “Operating Procedures.”

#### **SECTION 2 – PURPOSE**

The purpose of the “Operating Procedures” is to provide an operating guideline for the administration of the programs under the governance of this corporation and its Board of Directors.

#### **SECTION 3 – AUTHORITY OF OPERATING PROCEDURES**

Although under separate cover and apart from these bylaws, the “Operating Procedures” are incorporated into the overall operating policies of this corporation concerning the administration of the Orbit FC, Inc., and apply to any member of this corporation.

#### **SECTION 4 – AUTHORITY TO AMEND THE OPERATING PROCEDURES**

The Board of Directors has sole authority to amend, on an annual basis, the “Operating Procedures.” Any amendment to the “Operating Procedures” shall be by a majority vote of the Board. Amendment of the “Operating Procedures” may only take place at the first meeting of the new Board, as provided in Article II, Section 8 or at a special meeting of the Board (as provided in Article II, Section 10) called expressly for that purpose.

## **ARTICLE XI**

### **INDEMNIFICATION**

To the extent not inconsistent with the laws of the State of Indiana, Orbit FC, Inc. shall indemnify and hold harmless every person (and the heirs, estate, executors, administrators and personal representatives of such person) who is or was a Director, officer or paid staff of Orbit FC, Inc. (hereinafter "Indemnified Parties") from and against any loss, expense, damage or injury suffered or sustained by the Indemnified Parties (or any of them) by reason of any acts, omissions or alleged acts or omissions arising out of their activities on behalf of Orbit FC, Inc. or in furtherance of the interests of Orbit FC, Inc., including, by not limited to, any judgment, award, penalty, settlement, reasonable attorney's fees and or other costs or expenses incurred in connection with the defense of any actual or threatened action, proceeding or claim; provided, that the acts, omissions or alleged acts or omissions upon which such actual or threatened action, proceeding or claim is based were not performed or omitted fraudulently or in bad faith or as a result of gross negligence or willful misconduct by any such Indemnified Party; and provided, further that such Indemnified Party reasonably believed that the acts, omissions, or alleged acts or omissions upon which such actual or threatened action, proceeding or claim is based were in the best interests of Orbit FC, Inc.. Such indemnification shall be made only to the extent of the assets of Orbit FC, Inc. and the proceeds of any policy of insurance, which may be available in the circumstances.

## **ARTICLE XII**

### **TAX EXEMPT STATUS**

Any and all assets of Orbit FC, Inc. are permanently dedicated to exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of future laws). Orbit FC, Inc. shall not be operated for pecuniary profit and shall have no capital stock and shall make no distribution of dividends to its members, Directors, officers or other persons have a private interest in the activities of Orbit FC, Inc., except that Orbit FC, Inc. shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these bylaws. No substantial part of the activities of Orbit FC, Inc. shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and TSA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. In the event Orbit FC, Inc. is dissolved, the Board of Directors shall pay, satisfy and discharge all liabilities and obligations of Orbit FC, Inc. or make adequate provisions therefore and distribute all remaining assets of Orbit FC, Inc. to an organization or organizations engaged in the activities substantially similar to those of Orbit FC, Inc. and organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of future laws)