

BYLAWS
OF THE
NATIONAL HORSESHOE PITCHERS FOUNDATION

ARTICLE 1

NAME

The name of the Foundation is National Horseshoe Pitchers Foundation (the "Foundation"). It is intended that the Foundation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code"), as an organization described in Section 501(c)(3) of the Code.

ARTICLE 2

OFFICES

Section 2.1 Corporate Office. The principal office of the Foundation shall be located at 100 Bluestem Way Wentzville, MO 63385 The Foundation may have such other offices, either within or without the State of Missouri as the Board of Directors may designate or as the affairs of the Foundation may require from time to time.

Section 2.2 Registered Office. The initial registered office of the Foundation is located at Suite 2000, 424 Church Street, Nashville, Tennessee 37219. The registered office of the Foundation required to be maintained in the State of Tennessee by the Tennessee Nonprofit Corporation Act, as amended from time to time (hereinafter referred to as the "Act") may, but need not, be identical with the principal office in the State of Tennessee; and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 3

PURPOSE, USE, AND ADMINISTRATION OF FUNDS

Section 3.1 Purpose. The specific purposes and objectives of the Foundation shall include but not be limited to the following:

3.1.1 To promote and advance the game of horseshoes within the United States and internationally as an amateur and recreational sport;

3.1.2 To construct, maintain, and operate a museum, library, and hall of fame devoted to the game of horseshoes, which will provide the public with an opportunity to better understand the history and development of the game of horseshoes within the United States and internationally and the people associated with it.

3.1.3 To develop and disseminate information to the public concerning the game of horseshoes as an amateur and recreational sport;

3.1.4 To provide instruction and training of individuals for the purpose of improving and developing skills of amateur horseshoe players;

3.1.5 To foster national amateur horseshoe competitions; and

3.1.6 To solicit and receive gifts, bequests, donations, contributions, and conveyances of real estate, stocks, securities, commodities, monies and any and all real and personal property, the net income and principal of which shall be used exclusively in furtherance of the charitable and educational purposes set forth in the preceding paragraphs.

The Foundation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Code (hereinafter referred to as "Charitable Purposes"), including the receipt and acceptance of property, whether real, personal, or mixed, by gift or bequest from any person or entity; the retention, administration, investment and distribution of such property in accordance with the terms of the Foundation's Charter and these By-Laws.

Section 3.2 Use of Funds. In making distributions to effectuate the Charitable Purposes of the Foundation, as delineated in Section 3.1 above, the Board of Directors shall have the authority to make distributions of both income and principal in such proportions and amounts as the Board of Directors, in its discretion, determines advisable, provided that all such distributions are in furtherance of the Foundation's Charitable Purposes and are consistent with all applicable federal tax laws and regulations, as herein provided. The primary consideration of the Board of Directors shall be income distributions, but the Board of Directors shall also be authorized to make distributions of principal from time to time as the Board of Directors, in its discretion, shall determine. The Foundation is not formed for financial or pecuniary gain; and no part of the assets, income, or profits of the Foundation shall be distributable to, or inure to, the benefit of its directors or officers or any other private person, except as provided in Section 5.11, Section 6.10 and Article 11 as reimbursement for expenses or reasonable compensation for services rendered to the Foundation, and except to make payments and distributions in furtherance of the Charitable Purposes of the Foundation, as set forth in the Charter and Section 3.1 above. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and no part of the activities of the Foundation shall be the participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 3.3 Administration of Funds. In the event the Foundation is a private foundation within the meaning of Section 509 of the Code for a taxable year, the Foundation (a) shall distribute its income for such tax year in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws; (b) shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws; (c) shall not retain any excess business holdings, as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws; (d) shall not make any investments in a manner that would incur tax liability under Section 4944 of the Code, or corresponding provisions of any later federal tax laws; and (e) shall not make any taxable expenditures, as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws. In order fully to effectuate the provisions of this Section, the Foundation shall adopt such procedures, and shall otherwise adhere to such administrative requirements as may from time to time be necessary, in order fully to comply with all applicable federal tax laws and regulations.

Section 3.4 Dissolution of Foundation. The Board of Directors of the National Horseshoe Pitchers Association shall have the authority to dissolve the Foundation at any time that, by a unanimous vote, it deems such dissolution appropriate or advisable. Upon the dissolution of the Foundation, after paying or making provision for the payment of all liabilities of the Foundation then outstanding and unpaid, the Board of Directors of the Foundation shall distribute the assets, in such manner as determined solely by the Board of Directors of the National Horseshoe Pitchers Association,

exclusively for the Charitable Purposes of the Foundation within the meaning of Section 501(c)(3) and Section 170(c)(2) of the Code, or any corresponding provision of any future federal tax laws. Any assets not so distributed shall be distributed to one or more governmental units then described under Section 170(c)(1) of the Code, or to one or more organizations then described under Section 501(c)(3) of the Code and Section 170(c)(2) of the Code, or any corresponding provisions of any future federal tax laws, as the Board of Directors of the National Horseshoe Pitchers Association shall determine. Any assets not so disposed of by the Board of Directors shall be disposed of by a court having equity jurisdiction in the county in which the principal office of the Foundation is then located, with the distribution of assets to be made for such charitable purposes, or to such governmental units then described under Section 170(c)(1) of the Code, or to such organization or organizations then described in Section 501(c)(3) of the Code and Section 170(c)(2) of the Code, or any corresponding provision of any future federal tax laws, as such court shall determine.

ARTICLE 4

MEMBERS

The Foundation's sole member shall be the National Horseshoe Pitchers Association.

ARTICLE 5

BOARD OF DIRECTORS

Section 5.1 General Powers. The business and affairs of the Foundation shall be supervised by its Board of Directors, which shall exercise in the name of and on behalf of the Foundation all of the rights and privileges legally exercisable by the Foundation as a corporate entity, except as may otherwise be provided by law, the Charter, or these By-Laws. Any reference within these By-Laws to the "Board," "Directors," or "Board of Directors" shall mean the Board of Directors of the Foundation, unless otherwise specified

Section 5.2 Number, Tenure, and Qualifications. There shall be seven (7) directors of the Foundation, six (6) of whom shall be nominated and elected by the Board of Directors of the National Horseshoe Pitchers Association. In addition, the President of the National Horseshoe Pitchers Association shall serve as a member of the Board of Directors, ex officio. Each elected director shall serve a term of four (4) years, although the terms of the directors shall be staggered in order that three (3) directors shall be elected every other year. The Board of Directors shall have the authority to name two (2) other members as Associates. Any Associate so named shall have no voting rights. Each director shall hold office until his or her term shall have expired and his or her successor shall have been elected and qualified, or until his or her earlier resignation, removal from office, or death. A retiring director may succeed himself or herself. Directors shall be natural persons who have attained the age of twenty-one (21) years.

Section 5.3 Annual Meeting. The annual meeting of the Board of Directors shall be held in conjunction with the World Championship held by the National Horseshoe Pitchers Association, or at such other time and date prior thereto and following the close of the Foundation's fiscal year as shall be determined by the Board of Directors. The purpose of the annual meeting shall be to elect officers and transact such other business as may properly be brought before the meeting. If the election of officers shall not be held on the day herein designated for any annual meeting of the Board of Directors, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Board of Directors as soon thereafter as may be convenient.

Section 5.4 Special Meetings. Special meetings of the Board of Directors may be called by the President, or at the request of the Secretary or any two (2) directors. The President shall fix the time and place, of any special meeting.

Section 5.5 Notices. Notice of any special meeting shall be given at least five (5) business" days prior thereto. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. The business to be transacted at, or the purpose of, any special meeting of the Board of Directors must be specified in the notice of such meeting and no other business shall be transacted at that meeting.

Section 5. 6 Quorum. A majority of the total number of directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5.7 Participation in Meeting. Each director shall be entitled to one (1) vote upon any matter properly submitted for a vote to the Board of Directors. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as may otherwise be specifically provided by law, by the Charter, or by these By-Laws. Members of the Board of Directors absent from any meeting shall not be permitted to vote at such meeting by written proxies. The members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or of such committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another; and the participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. The directors shall be promptly furnished a copy of the minutes of the meetings of the Board of Directors.

Section 5.8 Action Without a Meeting. Any action required or permitted to be taken at a meeting by the Board of Directors, or by any committee thereof, may be taken without a meeting if all members of the Board of Directors or committee, as the case may be, consent in writing to taking such action without a meeting. If all members entitled to vote on the action shall consent in writing to taking such action without a meeting, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting shall be the act of the Board of Directors. The action must be evidenced by one (1) or more written consents describing the action taken, signed in one (1) or more counterparts by each member entitled to vote on the action, indicating each signing member's vote or abstention on the action taken. All such written consents and actions shall be filed with the minutes of the proceedings of the Board of Directors or committee. A consent signed under this Section shall have the same force and effect as a meeting vote of the Board of Directors, or any committee thereof, and may be described as such in any document.

Section 5.9 Vacancies. Any vacancy occurring in the Board of Directors, including vacancies created by the removal of directors without cause or for cause, may be filled by the affirmative vote of a majority of the directors of the National Horseshoe Pitchers Association. A director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office, or, if there is no predecessor, until the next election of directors. If a vacancy is not filled within ninety (90) days of the event which resulted in there being fewer directors than required by the Charter or By-Laws, any director may apply to a court having equity jurisdiction in the county in which the Foundation has its principal office to have such court appoint a sufficient number of directors to that the Foundation will have the number of directors required by its Charter or By-Laws, whichever number is greater. Any directorship to be filled by reason of an increase in the number of directors may be

filled by election by the Board of Directors for a term of office continuing only until the next election of directors.

Section 5.10 Compensation and Reimbursement of Expenses. Each director shall serve in such capacity without compensation for services rendered to the Foundation. However, each director may be paid 50% of his or her reasonable expenses incurred by the director directly related to the affairs of the Foundation upon prior approval by the Board of Directors and proper substantiation of such expenses.

Section 5.11 Presumption of Assent. A director of the Foundation who is present at a meeting of the Board of Directors at which action on any Foundation matter is taken shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the Secretary of the meeting before the adjournment thereof, or forward such dissent by registered mail to the Secretary of the Foundation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 5.12 Removal. Any of the directors may be removed for cause or without cause by vote of two-thirds (2/3) of the total number of the voting directors in office. Removal of a director shall constitute removal as an officer of the Foundation and as a member of all committees of the Board of Directors.

Section 5.13 Resignation. A director may resign his or her membership at any time by tendering his or her resignation in writing to the President or, in the case of the resignation of the President, to the Secretary. A resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the resignation by the Foundation at its principal place of business.

ARTICLE 6

OFFICERS

Section 6.1 Number. There shall be a President, Vice-President, Secretary and Treasurer of the Foundation, each of whom shall be elected in accordance with the provisions of this Article. The Board of Directors may also elect one (1) or more assistant officers as the Board of Directors may from time to time deem necessary or appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary may not be held by the same person.

Section 6.2 Election and Term of Office. The officers of the Foundation shall be elected annually by the Board of Directors at its annual meeting. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office for a term of one (1) year expiring immediately following the annual meeting at which he or she was elected and until his or her successor shall have been duly elected and qualified, or until his or her earlier death, resignation, or removal from office in the manner hereinafter provided. A retiring officer may succeed himself or herself in his or her office.

Section 6.3 President. The President shall be the principal executive officer of the Foundation. He or she shall, when present, preside at all meetings of the Board of Directors and the Executive Committee, and shall in general perform all of the duties, and have all of the authority, incident to the office of the chief executive officer of a corporation, and such other duties as may from time to

time be prescribed by the Board of Directors. The President may sign, with the Secretary or any other proper officer thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these By-laws to some other office or agent of the Foundation, or shall be required by law to be otherwise signed or executed.

Section 6.4 Vice-President. In the absence of the President or in the event of his or her death, inability, or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-President in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President (pending election, if necessary, of a successor pursuant to Section 6.8 below), and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. Any Vice-President shall perform such other duties as may from time to time be assigned to him or her by the President or by the Board of Directors.

Section 6.5 Secretary. The Secretary shall keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal, if any, of the Foundation and see that the seal is affixed to all documents, the execution of which is duly authorized on behalf of the Foundation under its seal; keep a register of the post office address of each member of the Board of Directors, which address shall be furnished to the Secretary by each director; and in general perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the President or by the Board of Directors.

Section 6.6 Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Foundation; receive and give receipts for monies due and payable to the Foundation from any source whatsoever, and deposit all such monies in the name of the Foundation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 8.4 of these By-Laws; disburse the funds of the Foundation in accordance with the directives of the Board of Directors, taking proper vouchers for such disbursements, and render to the Board of Directors, at its annual meeting and at such other times as may be requested by the Board of Directors, an accounting of all the transactions of the Treasurer and of the financial condition of the Foundation; and in general perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the President or by the Board of Directors.

Section 6.7 Removal. Any member of the Board of Directors removed from office pursuant to Section 5.13 shall be automatically removed as an officer. The Board of Directors may by a two-thirds (2/3) vote remove any officer when, in its judgment, the best interests of the Foundation will be served thereby. The officer at issue shall not participate in such vote nor be counted for purposes of the two-thirds vote.

Section 6.8 Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the affirmative vote of a majority of the Board of Directors for the unexpired portion of the term.

Section 6.9 Resignation. An officer may resign his or her office at any time by tendering his or her resignation in writing to the President or, in the case of the resignation of the President, to the Secretary. A resignation shall become effective upon the date specified in such notice, or, if no date is specified, upon receipt of the resignation by the Foundation at its principal place of business.

Section 6.10 Salaries and Expenses. The officers of the Foundation shall serve without compensation. Reasonable expenses incurred by all of the officers in the course of coordinating the affairs of the Foundation shall be reimbursed by the Foundation upon proper substantiation.

ARTICLE 7

EXECUTIVE COMMITTEE

Section 7.1 Executive Committee. The President, Vice-President, and Secretary shall constitute an Executive Committee. The Board of Directors, by resolution adopted by majority vote, may designate one or more of its members as additional members of the Executive Committee. Each member of the Executive Committee shall hold office until the next annual meeting of the Board of Directors and until his or her successor has been appointed and qualified. The designation of the Executive Committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by the resolution appointing the Executive Committee or by these By-Laws. All action taken by the Executive Committee shall be subject to ratification by the Board of Directors, which action shall include developing an operating budget to be presented to the Board of Directors, reviewing quarterly financial statements and reporting financial information to the Board of Directors, and enforcing a Conflict-of-Interest Policy. However, the Executive Committee shall not have the authority of the Board of Directors with respect to filling any vacancy on the Board of Directors; amending or repealing any resolution of the Board of Directors which by its express terms is not so amenable or repeatable; adopting a plan of merger or consolidation; selling, leasing, or otherwise disposing of the property and assets of the Foundation other than in the usual and regular course of its business; or voluntarily dissolving the Foundation or revoking a voluntary dissolution.

Section 7.2 Committees of the Board. All committees shall consist of two (2) or more members as designated by the President and approved by the Board of Directors, shall be under the control and serve at the pleasure of the Board of Directors, shall have charge of such duties as may be assigned to them by the Board of Directors or these By-Laws, shall maintain a permanent record of their actions and proceedings, and shall regularly submit a report of their actions to the Directors, which shall ratify the actions of each committee. The President shall serve on each committee as an ex-officio, non-voting member.

ARTICLE 8

CONTRACTS, LOANS, CHECKS, DEPOSITS, INVESTMENTS

Section 8.1 Contracts and Employment of Agents. The Board of Directors may authorize any director, officer, or agent to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of the Foundation. The Board of Directors shall be specifically authorized, in its sole discretion, to employ and to pay the compensation of such agents, accountants,

custodians, experts, consultants and other counsel, legal, investment, or otherwise, as the Board of Directors shall deem advisable, and to delegate discretionary powers to, and rely upon information furnished by, such individuals or entities. Such authority may be general or confined to specific instances.

Section 8.2 Loans. No loans shall be contracted on behalf of the Foundation, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 8.3 Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences or indebtedness issued in the name of the Foundation shall be signed by such officer or officers, agent or agents, of the Foundation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors.

Section 8.4 Deposits. All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation with such banks, trust companies, brokerage accounts, investment managers, or other depositories as the Board of Directors or the Audit Committee may from time to time select.

Section 8.5 Investment Authority. The Board of Directors shall be authorized to retain assets distributed to the Foundation, even though such assets may constitute an over-concentration in one or more similar investments. Further, the Board of Directors shall have the authority to make investments in unproductive property, or to hold unproductive property to the extent necessary until it can be converted into productive property at an appropriate time, provided the retention of such property is in the best interest of the Foundation and does not in any way jeopardize the tax-exempt status of the Foundation.

ARTICLE 9

STANDARDS OF CONDUCT

Section 9.1 Standards of Conduct. A director or an officer of the Foundation shall discharge his or her duties as a director or as an officer, including, duties as a member of a committee;

9.1.1 In good faith;

9.1.2 With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and

9.1.3 In a manner he or she reasonably believes to be in the best interest of the Foundation.

Section 9.2 Reliance on Third Parties. In discharging his or her duties, a director or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

9.2.1 One or more officers or employees of the Foundation whom the director or officer reasonably believes to be reliable and competent in the matters presented;

9.2.2 Legal counsel, public accountants, or other persons as to matters the director or officer reasonably believes are within the person's professional or expert competence; or

9.2.3 With respect to a director, a committee of the Board of Directors of which the director is not a member, as to matters within its jurisdiction, if the director or officer reasonably believes the committee merits confidence.

Section 9.3 Bad Faith. A director or officer is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 9.2 unwarranted.

Section 9.4 No Liability. A director or officer is not liable for any action taken, or any failure to take action, **as a** director or officer, if he or she performs the duties of his or her office in compliance with the provisions of this Article, or if he or she is immune from suit under the provisions of Section 48-58-601 of the Act. No repeal or modification of the provisions of this Section 9.4 either directly or by the adoption of a provision inconsistent with the provisions of this Section, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

Section 9.5 Prohibition on Loans. No loans or guarantees shall be made by the Foundation to its directors or officers. Any director who assents to or participates in the making of any such loan shall be liable to the Foundation for the amount of such loan until the repayment thereof.

ARTICLE 10

CONFLICTS OF INTEREST

Section 10.1 General. A conflict-of-interest transaction is a transaction with the Foundation in which a director or officer of the Foundation has a direct or indirect interest. A director or officer of the Foundation has an indirect interest in a transaction if, but not only if, a party of the transaction in another entity in which the director or officer has a material interest, or of which the director or officer is a general partner, director, officer, or director. A conflict-of-interest transaction is not voidable or the basis for imposing liability on the director or officer if the transaction was fair at the time it was entered into, or if the transaction is approved as provided in Section 10.2.

Section 10.2 Manner of Approval. A transaction in which a director or officer of the Foundation has a conflict of interest may be approved if:

10.2.1 The material facts of the transaction and the interest of the director or officer were disclosed or known to the Board of Directors, or to a committee consisting entirely of members of the Board of Directors, and the Board of Directors or such committee authorized, approved, or ratified the transaction; or

10.2.2 Approval is obtained from the Attorney General of the State of Missouri, or from a court of record having equity jurisdiction in an action in which the Attorney General is joined as a party.

Section 10.3 Quorum Requirements. For purposes of Section 10.2.1, a conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the members of the Board of Directors, who have no direct or indirect interest in the transaction; but a transaction may not be authorized, approved, or ratified under this Article by a single director. A quorum is present for the purpose of taking action under this Article if a majority of the members of the Board of Directors who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction. The presence of, or vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under subsection 10.2.1 if the transaction is otherwise approved as provided in Section 10.2.

ARTICLE 11

INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

Section 11.1 Mandatory Indemnification of Directors and Officers. To the maximum extent permitted by the provisions of Sections 48-58-501, et seq., of the Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), the Foundation shall indemnify and advance expenses to any person who is or was a director or officer of the Foundation, or to such person's heirs, executors, administrators and legal representatives, for the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (any such action, suit or proceeding being hereinafter referred to as the "Proceeding"), to which such person was, is or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments, penalties and amounts paid in settlement thereof, subject to the following conditions:

11.1.1 The Proceeding was instituted by reason of the fact that such person is or was a director or officer of the Foundation; and

11.1.2 The director or officer conducted himself or herself in good faith, and he or she reasonably believed (i) in the case of conduct in his or her official capacity with the Foundation, that his or her conduct was in its best interest; (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the Foundation; and (iii) in the case of any criminal proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director or officer did not meet the standard of conduct herein described.

Section 11.2 Permissive Indemnification of Employees and Agents. The Foundation may, to the maximum extent permitted by the provisions of Section 48-58-501, et seq., of the Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Foundation, or to such person's heirs, executors, administrators and legal representatives, to the same extent as set forth in Section 11.1 above, provided that the proceeding was instituted by reason of the fact that such person is or was an employee or agent of the Foundation and met the standards of conduct set forth in Subsection 11.1.2 above. The Foundation may also indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Foundation to the extent, consistent with public policy, as may be provided by the Charter, by these By-Laws, by contract, or by general or specific action of the Board of Directors.

Section 11.3 Non-Exclusive Application. The rights to indemnification and advancement of expenses set forth in Sections 11.1 and 11.2 above are contractual between the Foundation and the person being indemnified, and his or her heirs, executors, administrators and legal representatives, and are not exclusive of other similar rights of indemnification or advancement of expenses to which such person may be entitled, whether by contract, by law, by the Charter, by a resolution of the

Board of Directors, by these By-Laws, by the purchase and maintenance by the Foundation of insurance on behalf of a director, officer, employee, or agent of the Foundation, or by an agreement with the Foundation providing for such indemnification, all of which means of indemnification and advancement of expenses are hereby specifically authorized.

Section 11.4 Non-Limiting Application. The provisions of this Article shall not limit the power of the Foundation. to pay or reimburse expenses incurred by a director, officer, employee, or agent of the Foundation in connection with such person's appearing as a witness in a Proceeding at a time when he or she has not been made a named defendant or respondent to the Proceeding.

Section 11.5 Prohibited Indemnification. Notwithstanding any other provision of this Article, the Foundation shall not indemnify or advance expenses to or on behalf of any director, officer, employee, or agent of the Foundation, or such person's heirs, executors, administrators or legal representatives:

11.5.1 If a judgment or other final adjudication adverse to such person establishes his or her liability for any breach of the duty of loyalty to the Foundation, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or under Section 48-58-304 of the Act; or

11.5.2 In connection with a Proceeding by or in the right of the Foundation in which such person was adjudged liable to the Foundation; or

11.5.3 In connection with any other Proceeding charging improper personal benefit to such person, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

Section 11.6 Repeal or Modification Not Retroactive. No repeal or modification of the provisions of this Article, either directly or by the adoption of a provision inconsistent with the provisions of this Article shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

ARTICLE 12

NOTICES AND WAIVER OF NOTICE

The notices provided for in these By-Laws shall be communicated in person, by telephone, facsimile, telegraph, teletype or by mail or private carrier. Written notice is effective at the earliest of (a) receipt, (b) five (5) days after its deposit in the United States mail, if mailed correctly addressed and with first-class postage affixed thereon, (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee, or (d) twenty (20) days after its deposit in the United States mail, if mailed correctly addressed, and with other than first-class, registered, or certified postage affixed. Whenever any notice is required to be given to any director, officer, or committee member of the Foundation under the provisions of the Charter, these By-Laws, or the Act, 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.

ARTICLE 13

FISCAL YEAR

The fiscal year of the Foundation shall end on the 31st day of December, or on such other date as may be fixed from time to time by the Board of Directors.

ARTICLE 14

AMENDMENTS

These By-Laws and the Charter may be altered, amended, or repealed, and a new Charter or By-Laws adopted, upon the affirmative vote of two-thirds (2/3) of the Board of Directors and the ratification of such action by a majority of the of the National Horseshoe Pitchers Association at any annual or special meeting, except to the extent that such alteration, amendment, or repeal is inconsistent with Article 15 hereof. Notwithstanding the foregoing, pursuant to Tennessee Code Annotated §§ 48-58-109 and 48-60-301, the Charter and By-laws of the Foundation shall not be altered, amended, or repealed for the purpose of deleting a designated Director as provided in Article VI of the Charter and Section 5.3 of the By-Laws, without the prior written approval of such designated Director.

ARTICLE 15

EXEMPT STATUS

The Foundation has been organized and will be operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code and, as such, will be exempt from taxation under Section 501(a) of the code. Any provision of these By-Laws or of the Charter which would in any manner adversely affect the Foundation's tax-exempt status shall be void and shall be deleted or modified as necessary to comply with all applicable federal and state requirements for the maintenance of the Foundation's tax-exempt status.

