

**BYLAWS
OF
GOODFELLOWS' CLUB, INCORPORATED,
a Non-Profit Corporation**

ARTICLE I.

OFFICES

The principal office of Goodfellows' Club, Incorporated (the "Corporation") and its registered office shall be located in Mecklenburg County, North Carolina. The Corporation may have such other offices within or without the State of North Carolina as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

ARTICLE II.

PURPOSE

The Corporation has not been formed for the making of any profit, or personal financial gain. The assets and income of the Corporation shall not be distributable to, or benefit the members, directors or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the Corporation.

The Corporation is organized exclusively for charitable purposes as set forth in its Charter, including but not limited to organizing and carrying out fundraising events, accepting donations, and assessing dues for membership for the purpose of maintaining the Corporation and rendering assistance to those in need. The Corporation shall not participate in any political campaign in any manner. The Corporation shall not attempt to influence legislation.

ARTICLE III.

MEMBERSHIP

Section 1. Classes. The Corporation shall have one class of members.

Section 2. Qualifications. Members shall be those persons who are current in payment of annual membership dues as set by the Board of Directors from time to time. The Members will be entitled to attend the Annual Christmas Fundraising Luncheon each year, and to bring one or more guests, but otherwise shall have no rights as Members. This Corporation shall have a fee for membership in the form of annual dues as established by the Board of Directors from time to time.

ARTICLE IV.

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by a Board of Directors, which shall have complete power and authority to act on behalf of the Corporation in all transactions and matters within the power and purpose of the Corporation.

Section 2. Number. The number of directors constituting the Board of Directors shall be not less than nine nor more than 35, the exact number within such minimum and maximum limits to be fixed and determined from time to time by the Board of Directors.

Section 3. Election of Directors. Directors shall be elected by the Board of Directors. Any vacancy in the Board of Directors shall be filled by the Board of Directors.

Section 4. Term and Length of Service. The term of office of a Director shall be two (2) years, beginning on the first day of January following the election. No person shall serve more than three (4) consecutive two year terms, with renewed eligibility for election to the Board following not less than two years' absence of membership. A vote of the Board of Directors is required to move a current or previous board member to Emeritus status.

Section 5. Annual Meeting/Regular Meetings. An Annual Meeting of Board of Directors shall be held within or without the State of North Carolina and other regular meetings shall be held within or without the State of North Carolina at such times and places as the Board of Directors shall determine.

Section 6 Special Meetings. Special meetings of the Board of Directors, to be held within or without the State of North Carolina, may be called by the President of the Corporation or by the Vice President of the Corporation if there is no President.

Section 7. Notice. Notice of the time and place of any meeting, regular or special, shall be served either personally upon each director or mailed or telegraphed to his or her address as it appears on the records of the Corporation at least five days prior to the meeting. 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 such director attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 8. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 9. Removal. Any director may be removed from office with or without cause by majority vote of all the members of the Board of Directors.

Section 10. Resignation. Any director may resign from office at any time by delivering a resignation in writing to either the Executive Director or the President of the Corporation. The

resignation shall take effect at any time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 11. Vacancies and Newly Created Directorships. Newly created directorships resulting from an increase in the authorized number of directors and vacancies occurring in the Board of Directors for any cause, including any such vacancy occurring by reason of removal of any director from office with or without cause, may be filled by the vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director.

Section 12. Compensation. No director shall be entitled to or shall receive any remuneration or compensation for attendance at meetings of the Board of Directors or for other services rendered to the Corporation as a director or member of a committee of the Board of Directors, provided, however, that the Board of Directors may reimburse any director for services rendered in any capacity to the Corporation other than as a director or committee member.

Section 13. Interest of Directors. Each director shall have the responsibility of making prior disclosure to the Board of Directors of any material interest which such director, or any organization with which he is affiliated, has in any matter upon which the Board of Directors is asked to take action.

Section 14. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee established by the Board of Directors may be taken without a meeting, if action is taken by all of the members of the Board of Directors or members of a committee, as the case may be, without a meeting, and if written consent setting forth the action so taken shall be signed by all the members of the Board of Directors or by all the members of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board of Directors or the committee, as the case may be.

ARTICLE V.

COMMITTEES

Section 1. Establishment and Meetings. The Board of Directors, at its discretion, may establish such standing or special committees as may be deemed appropriate to act in an advisory capacity or to assist in the governance of the Corporation, with responsibilities and powers appropriate to the nature of the several committees and as provided by the Board of Directors in the resolution of appointment or in subsequent resolutions and directives. At a committee meeting, a quorum shall be a majority of the members of the committee. Each committee meeting shall have an agenda and shall submit minutes of its meeting to the Board of Directors.

Section 2. Approval of Actions to be Taken. Any action to be taken by any committee or any committee member acting on behalf of any committee shall be approved in writing by the

Board of Directors and a record of such Board of Director's approval shall be filed with the minutes of the proceedings of such committee setting out such action to be taken.

ARTICLE VI.

OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of a President, one more Vice Presidents, a Treasurer and a Secretary and any other officers as may be deemed necessary by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election or Appointment and Term of Office. Officers shall be elected or appointed by the Board of Directors at a regular meeting or any meeting called for such purpose. The officers shall each serve for a term of four (4) years. An officer can be elected for successive four (4) year terms at the discretion of the Board. When an officer is elected to complete an unexpired term, such unexpired portion shall not count toward the maximum service limits referred to in this Section 2.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the vote of a majority of the Board of Directors, either with or without cause, at any meeting of the Board at which a majority of the directors are present.

Section 4. Resignations. Any officer may resign at any time by giving written notice to either the Executive Director or the Chairperson of the Board. The resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. Vacancies in any elected office, whether created by death, resignation, retirement, removal or disqualification of an officer during his or her term of office or increase in the number of offices, may be filled at any meeting of the Board of Directors.

Section 6. Duties.

(a) President. The President shall be the principal executive officer of the Corporation and shall preside at all meetings of the Directors. The President shall sign all official documents or instruments of the Corporation as authorized by the Board of Directors, shall make reports to the Board of Directors, and shall perform such other duties as are incident to the office of the President or are properly required of the President by the Board of Directors.

(b) Vice-Presidents. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice-President (or in the event there is more than one Vice-President, the Vice-Presidents 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, 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 duties as from time to time may be assigned to such Vice-President by the President or by the Board of Directors.

(c) Secretary. The Secretary shall issue notices for all meetings as provided by these Bylaws, shall keep minutes of all meetings, shall have custody of the books and records of the Corporation except as they shall have been vested in the Treasurer or some other officer, and shall perform such other duties as are an incident of the office of the Secretary or are properly required of the Secretary by the Board of Directors.

(d) Treasurer. The Treasurer shall have custody of all moneys and securities of the Corporation and shall deposit them in the name of the Corporation in such bank or banks as the Board of Directors may designate. The Treasurer shall disburse the moneys of the Corporation in payment of the just demands on the Corporation or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors from time to time as may be required of the Treasurer an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

(e) Assistant Secretary and Assistant Treasurer. The Board of Directors may appoint an Assistant Secretary and an Assistant Treasurer to perform the duties of the offices of Secretary and of Treasurer in the absence or disability of such officers, or to perform such duties as are delegated to them.

Section 7. Bonding of Officers. The President, Treasurer, Assistant Treasurer, and/or any other officer or employee of the Corporation may, at the discretion of the Board of Directors, be required to post a bond to secure the faithful performance of his duties in such amounts as determined by the Board of Directors, and the Corporation shall bear the cost of each such bond.

ARTICLE VII.

GENERAL PROVISIONS

Section 1. Books and Records. The Corporation shall keep correct and complete books and records of all financial accounts and shall keep minutes of the proceedings of the Board of Directors and committees established by the Board of Directors. The Corporation shall keep at its registered or principal office a record giving the names and addresses of the directors. All books and records of the Corporation may be inspected by any director or a director's agent or attorney for any proper purpose at any reasonable time. There shall be an annual audit of the financial records of the Corporation in such a manner as directed by the Board of Directors.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 3. Seal. The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation around the border with the word “SEAL” in the center.

ARTICLE VIII.

INDEMNIFICATION

Section 1. Extent. In addition to the indemnification otherwise provided by law, the Corporation shall indemnify and hold harmless its directors and officers, and former directors and officers (hereinafter sometimes referred to collectively as the “Indemnified Persons” and individually as the “Indemnified Person”), against all liability and reasonable litigation expenses, including attorneys’ fees, incurred by them in connection with any action, suit or proceeding, or threatened action, suit or proceeding, arising out of their status as directors or officers. [The Corporation shall also and to the same extent indemnify the Indemnified Persons from all liability arising out of their activities as directors or officers in another corporation, partnership, joint venture, trust or other enterprise in which they are or were serving at the request of the Corporation.] Notwithstanding the above, the Corporation shall not indemnify the Indemnified Persons against liability or reasonable litigation expense in relation to matters as to which such Indemnified Persons shall have been adjudged to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of duty. The Corporation shall also indemnify the Indemnified Persons for reasonable costs, expenses, and attorneys’ fees in connection with the enforcement of rights to indemnification granted herein, if it is determined in accordance with Section 2 of this Article VII that the Indemnified Persons are entitled to indemnification hereunder.

Section 2. Determination. Any indemnification under Section 1 of this Article VII shall be paid by the Corporation in any specific case only after a determination that the Indemnified Person did not act in bad faith or was not liable or guilty by reason of willful misconduct in the performance of duty. Such determination shall be made (a) by the affirmative vote of a majority of all the directors who are not or were not parties to the action, suit or proceeding out of which the liability or expense for which indemnification is to be determined arose, or against whom the claim out of which such liability or expense arose is not asserted (“disinterested directors”), even though less than a quorum, or (b) if a majority of disinterested directors so direct, by independent legal counsel in a written opinion or (c) by a court of competent jurisdiction.

Section 3. Advanced Expenses. Expenses incurred by an Indemnified Person in defending a civil or criminal claim, action, suit or proceeding may, upon approval of a majority of the disinterested directors, even though less than a quorum, be paid by the Corporation in advance of the final disposition of such claim, action, suit or proceeding, provided, however, that prior to such payment such Indemnified Person shall agree in writing to repay such amount to the Corporation unless it shall ultimately be determined that such director or officer, or former director or officer, is entitled to be indemnified against such expenses by the Corporation.

Section 4. Reliance and Consideration. Any director or officer, or former director or officer, who at any time after the adoption of this Article serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Article. No amendment, modification or repeal of this Article shall adversely affect the right of any director or officer to indemnification hereunder with respect to any activities occurring prior to the time of such amendment, modification or repeal.

Section 5. Insurance. The Corporation may purchase and maintain insurance on behalf of its directors and officers, and former directors and officers, and those persons who were serving at the request of the Corporation in any capacity in another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against an Indemnified Person and incurred in any such capacity, or arising out of the status of an Indemnified Person, as such, whether or not the Corporation would have the power to indemnify such Indemnified Person against such liability under the provisions of this Article or otherwise. Any full or partial payment made by an insurance company under any insurance policy covering any Indemnified Person made to or on behalf of a person entitled to indemnification under this Article shall relieve the Corporation of its liability for indemnification provided for in this Article or otherwise to the extent of such payment, and no insurer shall have a right of subrogation against the Corporation with respect to such payment.

ARTICLE IX.

EXECUTION OF INSTRUMENTS

Section 1. Contracts and Instruments. The Board of Directors may authorize any officer or officers or agent or agents of the Corporation to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances.

Section 2. Deposits. Funds of the Corporation may be deposited from time to time to the credit of the Corporation with the depositories that are selected by the Board of Directors.

Section 3. Orders for the Payment of Money and Evidences of Indebtedness. All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the officer or officers or agent or agents of the Corporation authorized, and in the manner determined, from time to time by resolution of the Board of Directors.

Endorsements for deposit to the credit of the Corporation in any of its authorized depositories may be made, without countersignature, by any officer of the Corporation or may be

made by hand-stamped impression in the name of the Corporation, unless otherwise provided by resolution of the Board of Directors.

ARTICLE X.

AMENDMENTS

Except as otherwise provided herein or by law, these bylaws may be altered, amended or rescinded at any time by (i) by action taken by a majority of all the members of the Board of Directors pursuant to action taken at a meeting of the Board of Directors, provided that proper notice was given and that such notice stated that an amendment to the bylaws was to be voted on and generally described the proposed amendment or (ii) by written consent of all the members of the Board of Directors in accordance with Article IV Section 13 hereof.

ARTICLE XI.

DISSOLUTION

In the event of the dissolution of the Corporation, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefor.

Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organizations of a similar or like nature to this Corporation, as determined by the Board of Directors.

I, _____, the duly elected, qualified and acting Secretary of the _____ do hereby certify that the foregoing are the Bylaws of the _____, adopted by the Board of Directors by action duly taken as of _____, 20____.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation this _____ day of _____, 20____.

Secretary

(CORPORATE SEAL)