

CORPORATE BY-LAWS
OF
NISKAYUNA SOCCER CLUB, INC.

Terms employed:

CLUB refers to the Niskayuna Soccer Club, Inc.

CORPORATION refers to the Niskayuna Soccer Club

MEMBER refers to members of the Corporation as specified in Article IV

VOTING MEMBER refers to a subset of Members as defined in Article IV

BOARD refers to the Board of Directors (specified officers and team representatives as in Article V Sections 1-4)

DIRECTOR refers to one of the Board of Directors

TEAM REPRESENTATIVE is an elected position for each team, thereby becoming a Director

REGULAR MEETING refers to the monthly meeting of the Board of Directors

ANNUAL MEETING OF THE MEMBERS refers to a general meeting of the members of the corporation in May

ANNUAL MEETING OF THE BOARD refers to a required meeting of the Board of directors occurring immediately subsequent to the Annual Meeting of the Members

OFFICERS. Both elected and appointed officers are defined in Article VII

EXECUTIVE COMMITTEE is a committee of the Board of Directors and is composed of elected officers and others, as specified in Article VIII

ARTICLE I

NAME

1. The name of the Corporation shall be Niskayuna Soccer Club, Inc.

ARTICLE II

PRINCIPAL OFFICE

1. The principal office of the Corporation shall be located at P. O. Box 9096, Niskayuna, New York 12309.

ARTICLE III

PURPOSE AND POWERS

1. The purposes for which the Corporation is formed and the powers which may be exercised by the Corporation, in addition to the general powers set forth in Section 202 of the Not-For-Profit Corporation Law of the State of New York, are those set forth in its Certificate of Incorporation, to wit:

a. MISSION STATEMENT - The Niskayuna Soccer Club is committed to a tradition of excellence through programs designed to promote a life-long enjoyment of soccer for players and their families. The Niskayuna Soccer Club will strive to provide a program that offers a competitive soccer experience to all members of the community. The Club will design programs that meet the needs of all participants through access to trained coaches and appropriate levels of competitive play. The Club will promote the development of skills for all players through training and education based on interest, and the recognition that each player has unique needs based on their developmental level and ability. The Club will strive to create an atmosphere that develops the characteristics of honesty, good fellowship, discipline, team play, and self reliance, which are the essentials of good sportsmanship. The Club strives to serve a positive role in the community by encouraging community service by its members. Community involvement is a central to the operation of the club since it is based on the voluntary contributions of its members.

b. To establish and own or lease soccer fields and the necessary equipment for the same and to purchase or lease and maintain and operate buildings, club houses, or other structures as may be incidental to the above purposes, and to loan or lease equipment for use in practices and matches.

c. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted under Article V of the Not-For-Profit Corporation Law.

d. To engage in any and all lawful activities incidental to the foregoing purposes.

2. The Corporation is not formed for pecuniary profit or financial gain, and no part of the assets, income or profits of the Corporation is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted under the Not-For-Profit Corporation Law of the State of New York. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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.

3. The Corporation shall pursue its purposes as stated herein principally in an area bounded by the territorial limits of the State of New York, but the club may from time to time send teams to other states or countries for the purpose of playing soccer matches.

ARTICLE IV MEMBERS

1. The membership of the Corporation shall consist of the players who make up the official rosters of the teams sponsored by the Niskayuna Soccer Club and their parents or legal guardians listed on their Club registration form. In addition the head coach, any duly appointed assistant coaches, and any trainer of each team sponsored by the Club, and such other individuals as may be appointed by the Board of Directors from time to time, shall be members.

2. Voting Members of the corporation are:

- a. each parent or legal guardian as listed on a player's Club registration form
- b. all duly appointed coaches, assistant coaches, and trainers
- c. all elected and appointed officers

ARTICLE V GOVERNING AUTHORITY

1. *Board of Directors.* The governing authority and managing body of the Corporation is hereby designated as the Board of Directors.

2. *Duties and Powers.* The Board of Directors shall have the power to manage the property, affairs, business and concerns of the Corporation. It shall be the duty of the Board to exercise such powers in a manner consistent with the applicable statutes and regulations of the State of New York, and the purposes and powers set forth in the Certificate of Incorporation and these By-Laws. No assignment, referral or delegation of authority by the Board of Directors shall relieve the Board of any of its responsibilities nor limit any of the Board's powers.

3. *Membership and Qualification.* Members of the Board of Directors must be at least eighteen (18) years of age. The Board of Directors shall be composed of persons concerned with developing and encouraging the programs and activities of the Corporation.

4. *Selection of the Board of Directors,*

a. The Board of Directors shall be elected or appointed in the following manner:

(1) There shall be a Director elected to represent each team ("team representative") sponsored by the Corporation. Each team shall elect an alternate ("alternate team representative") to represent their team at meetings in the absence of their team representative (Director). Each such Director shall be elected by a majority vote of the members who are parents or guardians of the players on each respective team sponsored by the Corporation. This election shall occur at the earliest possible time following team formation. A parent or guardian with a child on more than one team may vote for a team representative for each team on which he or she has a child. A person may serve as a team representative for only one team.

(2) One Director shall be a coach, who will have the title of Coaches Coordinator as defined in Article VII. Directors of the tournaments hosted by the club are appointed positions as specified in Article VII, and shall also be members of the Board of Directors. One director shall be the club representative to the Capital District Youth Soccer League, an appointed position specified in Article VII.

(3) Each elected officer of the Corporation shall become a member of the Board of Directors.

(4) The Board of Directors may appoint up to five additional *ex officio* Board members who are committee chairs or appointed administrative officers (as per Article VII.2b).

b. The Board of Directors shall consist of not less than 11 members nor more than 40 members, the exact number thereof to be fixed by the Board from time to time.

c. Vacancies caused by the death, disability, resignation or removal of Directors shall be filled by (1) election by teams, if the vacancy is their representative, or (2) newly appointed or elected *ex officio* individuals as specified in Article VII .

5. *Term of Office.* The term of office of the members of the Board of Directors shall typically be for a period of one year. Terms of all Board members shall begin upon their election and continue until a successor is elected if a team of that age/gender/level is formed for the following year. If a team of that age/gender/level is not formed for the following year, the team representative's term shall end on September 30. Directors who are elected and directors who are appointed officers shall have the start dates and the length of their terms on the Board determined by the specifications for their election or appointment as found in Article VII.

6. *Majority Vote.* Except as otherwise provided in the Certificate of Incorporation, these By-Laws or the Laws of the State of New York, the vote of a majority of the Board of Directors present at the meeting, if a quorum is present, shall be the act of the Board.

7. *Action without Meeting.* Any action which the Board of Directors or a committee thereof is required or permitted to take may be taken without a meeting if two thirds of the members of the Board or committee consent to the adoption of a resolution authorizing the action or subsequently confirm the action by resolution. Such consent must be expressed either in writing or via electronic communication (email). The authorizing resolution and

written consents, and/or the confirming resolution, as the case may be, shall be filed with the minutes of the Board or the committee.

8. *Removal of Directors.* In addition to removal by unexcused absence as hereinafter provided, any one or more of the Directors may be removed, either with or without cause, at any time, by a vote of two-thirds of the voting members of the Corporation present at a regular meeting or at any Special Meeting called for that purpose.

9. *Indemnification of Members of the Board.* The individual members of the Board dedicate their time and talent to the service of the Corporation without material recompense. In consideration of this fact, so far as it is permitted under Laws of the State of New York, the individual Directors shall be indemnified and held harmless against all cost and expense actually and personally incurred by or imposed upon them in connection with the defense of any action, suit or proceeding, or any other matter having to do with their acts and conduct as a Director of the Corporation.

ARTICLE VI

MEETINGS OF THE BOARD OF DIRECTORS AND THE MEMBERS

1. *Regular Meetings.* The Board of Directors shall meet regularly, at such place and time as the President may designate, except that there shall be at least six meetings during each fiscal year.

2. *Annual Meeting of the Board.* There shall be a meeting of the Board of Directors immediately following the Annual Meeting of the Members of the Corporation, which shall be the Annual Meeting of the Board of Directors.

3. *Annual Meeting of the Corporation.* An annual Meeting of the Members of the Corporation shall be held on the third Monday of May of each year, or at such other time as the Board of Directors shall designate. The agenda of this annual meeting shall include the election of officers as specified in these bylaws, any business for the general membership specified in these bylaws, a report from the President on the state of affairs of the club and its plans for the future, and approval of an annual budget.

4. *Special Meetings.* Special Meetings of the Board of Directors or the Members of the Corporation may be called by the President at any time. Special Meetings of the Board shall be called by the President after receipt in person or by mail of a request for such meeting signed by at least eight members of the Board. Such a request shall specify the object of the meeting. The Board of Directors shall consider calling a special general meeting of the Members in October to facilitate team organization and communication about club activities and operation.

5. *Notice of Meetings.* Notice of regular and special meetings of the Board of Directors and of the Members, and the date, time and place of meetings, shall be given by mailing written notice or electronic communication (includes email and web posting) to all members of the Board of Directors, or the Members of the Corporation, as the case may be, at least seven (7) days prior to the date of the meeting. Notice of a special meeting shall specify the purpose for which the meeting is called. Notice of any change of the date, time or place of the meeting previously scheduled shall be given by mailing written notice or electronic communication (email and web posting) of said change to all members of the Board of Directors or the members of the Corporation, as the case may be, at least three (3) days prior to the date of the meeting. Any meeting and the business transacted thereat shall be legal and proper regardless of notice if all members of the Board of Directors, or all members of the Corporation, as the case may be, shall sign a Waiver of Notice of Meeting.

6. *Quorum.* A majority of the members of the Board of Directors, or the Members of the Corporation, as the case may be, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors or the Members of the Corporation. If, in a meeting of the Members of the Corporation, a quorum is not present then recommendations from those present shall be communicated to the Board of Directors to be placed on the agenda of the Board's next meeting.

7. *Absence.* Should any member of the Board of Directors absent him or herself unreasonably from three (3) consecutive meetings of the Board without sending a communication to the Secretary or President stating his or her reason for doing so, or if his or her excuse should not be accepted by the members of the Board, his seat on the Board may be declared vacant.

ARTICLE VII OFFICERS OF THE CORPORATION

1. *Elected Officers.* The elected officers of the Corporation shall be a President, a Vice-President, a 2nd Vice-President, a Secretary, a Treasurer, an Assistant Treasurer, a Registrar and the immediate past President of the Corporation, if one exists.

a. *Election of Officers.* The officers of the Corporation shall be elected by the voting members of the Corporation for one year terms at the Annual Meeting of the Members of the Corporation. Officers shall be elected by a majority of the votes cast. If a quorum is not present at the Annual Meeting of the Members where officer elections are to be held, then these elected positions are deemed to be vacant at the end of their normal term. In this circumstance, an affirmative vote of the majority of the members present at the meeting is taken and passed on to the Board of Directors to guide its action. A vacancy in any elected office, or an anticipated vacancy in the case of a quorum failure at the Annual Meeting of the Members, shall be filled by majority vote of the Board of Directors at its next regular meeting, which should be the Annual Meeting of the Board, or at an earlier Special Meeting convened for the purpose. Elected officers will assume their duties on the first day of July, following their election at the May Annual Meeting.

b. *Duties.*

i. President. The President shall coordinate and supervise the administration of the Corporation, recommend appointments to all committees of the Board of Directors and discharge the responsibilities assigned by the Board of Directors, the Certificate of Incorporation, these By-Laws and the Laws of the State of New York. The President shall execute all legal documents on behalf of the Corporation. The President shall also act as the Chair of the Board of Directors.

ii. Vice-President. In the event of the absence, death, removal or inability of the President to discharge the responsibilities of the office, the Vice-President shall assume all the powers and responsibilities as may be assigned by the President or the Board of Directors.

iii. 2nd Vice-President. The 2nd Vice-President shall be in charge of Special Projects, and is to assist in other duties and responsibilities as may be assigned by the President or the Board of Directors.

iv. Secretary. The Secretary shall attend all meetings of the Board of Directors, take or cause to be taken accurate minutes thereof, and distribute transcribed copies of the minutes to each member of the Board of Directors prior to the next meeting of the Board of Directors; give or cause to be given notice of all

meetings of the Corporation in the manner provided in these By-Laws; keep in safe custody the Seal of the Corporation and affix it to any instrument when authorized by the Board of Directors; keep all documents, records, and minutes of the meetings of the Corporation as required by law or otherwise in a proper and safe manner; have such other duties and responsibilities as may be assigned by the President or the Board of Directors.

v. Treasurer. The Treasurer shall attend all meetings of the Board of directors; have custody and control of the corporate funds and securities; be responsible for the full and accurate account of receipts and disbursements in the corporate books; deposit or have deposited money or other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors; disburse or authorize the disbursement of funds of the Corporation as may be authorized by the Board of Directors; make and preserve, or have made and preserved, proper vouchers for such disbursements; render to the President and the Board of Directors, at regular meetings of the Board of Directors, or whenever it shall be required by order of the Board of Directors, an account of all transactions as Treasurer and financial condition of the Corporation; have the power to require all corporate officers and agents to submit upon request any and all reports and statements as may be required by him/her relative to all financial transactions of the Corporation that are necessary to permit the carrying out of such duties and obligations of Treasurer; and discharge such other duties and responsibilities as may be assigned by the President or the Board of Directors.

vi. Assistant Treasurer. The Assistant Treasurer shall be in charge of all fundraising activities and shall be a signatory on Corporation Accounts. The Assistant Treasurer is to assist treasurer in other duties and responsibilities as may be assigned by the President, the Treasurer, or the Board of Directors.

vii. Registrar. The Registrar shall attend all meetings of the Board of Directors; make and keep all records concerning rosters of teams sponsored by the Corporation; and discharge such other duties and responsibilities as may be assigned by the President or Board of Directors.

viii. Immediate Past President. The immediate past President of the Corporation shall attend all meetings of the Board of Directors and shall discharge such other duties and responsibilities as may be assigned by the President or Board of Directors.

c. *Eligibility*. Candidates for elected officer positions must be members of the Corporation and older than eighteen years of age.

d. *Resignation*. Any officer may resign at any time presenting a written notice of resignation to the President. Such resignation shall take effect upon receipt thereof by the President, unless otherwise specified therein.

e. *Vacancies*. If a position of an officer shall become vacant during the year, such vacancy shall be filled by majority vote of the members of the Board of directors. Persons so elected shall serve until their successors are elected at the next general election of officers.

f. *Removal of Elected Officers*. In addition to removal by unexcused absence as hereinafter provided, any one or more of the Officers may be removed, either with or without cause, at any time, by a vote of three-quarters of the Board of Directors or by a vote of two-thirds of the voting members present at the next Annual Meeting of the Corporation or at any Special Meeting of the Members called for the purpose. Any such removal

election must be approved by the executive committee and notification of its placement on the agenda for a Board or Members meeting must be made seven days prior to such meeting.

2. *Appointed Officers.* The President may nominate individuals to appointed positions when such officers are needed. These appointments shall be approved by majority vote of the Board of Directors. Eligibility, resignation, and vacancy of such appointed officers shall be as described in these bylaws for elected officers. Removal of such appointed officers shall be determined by two-thirds vote of the Board of Directors at a board meeting where a quorum is present. Any such removal election must be approved by the executive committee and notification of its placement on the agenda for a Board or Members meeting must be made seven days prior to such meeting.

a. The following shall be appointed officers:

i. The Coaches Coordinator. The coordinator shall be a coach who oversees all activities related to coaching of teams, and shall serve as chairperson of the Competition Committee. The coordinator may not also serve as an elected officer. The term of the coordinator shall typically be one year and shall begin at a time designated by the Board of Directors at its annual meeting in anticipation of demands of the activities of the upcoming year.

ii. Directors of each club tournament. These shall be appointed when needed and may also serve as an elected officer. The term as Board Director of such tournament directors shall end when the respective successor is appointed.

iii. The Club's representative to the Capital District Youth Soccer League. This representative may also occupy one of the elected positions and shall be appointed as representative at the annual meeting of the board. The term of this representative shall coincide with that of elected officers.

b. From time to time, other appointed officer positions may be created to fill specific needs. These appointed positions may include committee chairpersons. Such appointments shall occupy terms that typically end on June 30, but may be specified at appointment as no longer than a one year term.

ARTICLE VIII COMMITTEES OF THE BOARD

1. Executive Committee.

a. The Board of Directors shall create an Executive Committee consisting of the elected officers and the appointed officers as indicated in Article VII.2a (the Coaches Coordinator, the tournament directors, and the CDYSL representative). The President shall serve as Chair of the Executive Committee. In the absence of the President, the Vice-President shall preside at meetings of the Executive Committee.

b. The Executive Committee shall meet regularly as authorized by the Board of Directors and shall also meet at the call of the President. A majority of the Executive Committee shall constitute a quorum. The Executive Committee may consider expanding the list of attendees at its meetings to include additional appointed officers, committee chairs, or others who might serve as an advisory group.

c. The Executive Committee shall (1) make recommendations to the Board of Directors and Committees of the Board regarding policy and operation of the club and (2) shall set the calendar and agenda for Board Meetings and club activities. Between regular meetings of the Board of Directors when the Board or its other Committees cannot meet to address urgent matters, the Executive Committee may act in the best interests of the Corporation and exercise the powers of the Board of Directors to the full extent permitted by the laws of the State of New York, and except as limited or later amended by the resolution of the Board of Directors.

2. Finance and Insurance Committee

a. The Board of Directors shall create a Finance and Insurance Committee consisting of at least five members of the Corporation, including the President, the Treasurer and Assistant Treasurer. The Committee shall meet at the call of the President or the Treasurer, and a majority of the members of the Committee shall constitute a quorum. The committee shall be chaired by the treasurer.

b. It shall be the duty of the Finance and Insurance Committee to supervise all the property and funds of the Corporation, direct the Treasurer to invest, reinvest, and sell, except as otherwise provided by law, all securities belonging to the Corporation: report at each regular meeting of the Board of Directors concerning all financial transactions with which it has been concerned since the last regular meeting; submit at the annual meeting or at such other times as the Board of Directors may require a complete written report of the financial status of the Corporation and provide for any audit of the Corporation's records and accounts that might be required. It shall also be the duty of the finance committee to present an annual budget for the Corporation, to see that proper insurance is purchased by the Corporation and to coordinate fundraising by the Corporation.

c. The Finance and Insurance Committee shall also undertake long range planning for the financial health of the Corporation and shall regularly make recommendations on this plan to the Board of Directors.

d. The Finance and Insurance Committee shall monitor the insurance needs of the Corporation and recommend coverages beyond those provided by affiliation with regional or national youth soccer organizations.

3. Nominating Committee

There shall be a Nominating Committee, which shall consist of not less than three members of the Board of Directors. It shall be the Committee's responsibility to submit nominations to the Board of Directors and to the Members of the Corporation as the case may be for the purpose of filling the vacant positions of the elected members of the Board of Directors, vacant positions of the elected officers of the Corporation and nominations for the election of officers at the annual meeting of the members of the Corporation. Such nominations shall be transmitted to the Board of Directors and to the members of the Corporation at or before the Annual Meeting of the Corporation.

4. Tournament Committees

Each tournament hosted by the club shall be guided by a committee whose chair is appointed by the Board of Directors. Committees for major tournaments hosted by the club (indoor and outdoor) shall be composed of the

tournament director and one representative from each and every team in the club. Such committees shall be responsible for coordination of tournament activities with other club activities.

5. Uniform Committee

There shall be a uniform committee, which shall consist of three members of the Corporation, one of whom shall be a coach. It shall be the committee's responsibility to select and coordinate the purchase and supply of uniforms for the teams sponsored by the Corporation.

6. Facilities and Equipment Committee

There shall be a Facilities and Equipment committee, which shall consist of at least three members of the Corporation, one of whom shall be a coach. The committee shall be responsible for the storage, care, distribution and collection of the equipment owned by the Corporation. The committee shall be responsible to report to the Board of Directors and the membership on the inventory, the needs and the condition of the equipment owned by the Corporation. The Committee shall develop and oversee short and long-range plans for field usage in concert with Town of Niskayuna and Niskayuna Central School representatives. The Committee shall work with the Competition Committee and the CDYSL representative to coordinate field usage for league and other play.

7. Competition Committee

There shall be a Competition Committee, which shall consist of the coaches coordinator (who is the chairperson of the committee), the President, Vice-Presidents, the boys varsity coach, the girls varsity coach, four coaches (2 modified [under 8 and under 10] and 2 non-modified [under 12 and up]) voted by the head coaches of the teams sponsored by the corporation and 2 non-coaches (chosen by the president). It shall be the committee's responsibility to develop policies and guidelines concerning all tryout, team selection, team composition, and roster size matters. It shall also appoint and oversee head coaches, assistant coaches, trainers, and any other supervisors necessary for the coaching and managing of the teams sponsored by the corporation. The committee shall select head coaches for the teams by a majority vote of the committee members.

The Competition Committee shall be reformed each year at the point in time when tryouts are complete, teams are formed and coaches appointed for all teams.

8. General Provisions

a. Except as otherwise provided in these By-Laws, the Executive Committee shall appoint the members of all committees, upon recommendation of the President.

b. Minutes shall be kept of all committee meetings and provided to the Secretary of the Corporation. Copies of the minutes shall be available to all members of the committee and to all members of the Board of Directors.

c. Except as otherwise provided, the internal rules of procedure for each committee of the Board of Directors shall be determined by a majority vote of the appointed members.

d. Should any member of any committee of the Board of Directors absent himself or herself unreasonably from three (3) consecutive meetings of the committee without sending communication to the

Chairman of the committee stating his reason therefore, or if his or her excuse shall not be accepted by the members of the committee, the Chairman of the committee shall notify the Board of Directors which may declare the seat to be vacant.

e. Except as otherwise provided in these by-laws, the Executive Committee shall appoint committee chairpersons, upon recommendation of the President.

f. The terms of Committee members shall terminate on June 30, as with elected officer terms, with the exception as indicated for the Competition Committee in Article VIII, Section 7.

ARTICLE IX FISCAL YEAR

The fiscal year shall begin on January 1 and shall end on December 31 of each year.

ARTICLE X EXECUTION OF INSTRUMENTS

All corporate instruments and documents shall be signed and, when required, countersigned, verified and/or acknowledged by the President or Vice President, and attested by the Secretary or Treasurer.

ARTICLE XI GENERAL

The Board of Directors or the Members of the Corporation may, from time to time, suspend sections of these By-Laws by a two-thirds vote at a meeting of the Board, or a meeting of the Members. An announcement that such an item is on the agenda at one of these meetings shall be made with seven days notice. Such actions shall be taken only in situations of immediate and unusual urgency and for the proper management and administration of the affairs of the Corporation and the duration of the suspension must be specified and approved by the same vote. These actions shall be binding on all members of the Corporation.

ARTICLE XII AMENDMENT AND REPEAL OF BY-LAWS

1. *Amendment or Repeal*- These By-Laws may be amended or repealed by the affirmative vote of two-thirds (2/3) of all members of the Board of Directors or by the affirmative vote of two-thirds (2/3) of the voting members of the Corporation. Notice shall be communicated to each member of the Board of Directors or members of the Corporation at least seven (7) days prior to a meeting to consider such amendment or repeal of the By-Laws. Such notice shall fully present the current By-Laws and the proposed amendment thereof. Where all members of

the Board of Directors are present at a meeting, the By-Laws may be amended or repealed without the giving of such notice. The board shall designate an *ad hoc* committee to review or originate all amendments, repeals, or revisions of the bylaws. Placement of such amendments, repeals, or revisions on the agenda of a Board Meeting by the Executive Committee shall only occur if the ad hoc committee reviews and approves such changes.

2. The authority to interpret and construe these By-Laws shall be vested in the Board of Directors. The powers of the Executive Committee to act in lieu of the Board of Directors (Article VIII, section 1c) do not extend to amendment, repeal, or suspension of the by-laws.

ARTICLE XIII SEAL

The seal of the Corporation shall consist of a flat faced circular die with the following words cut or engraved around the perimeter, Niskayuna Soccer Club, Inc., and the words "Incorporated 1983" in the center thereof.

ARTICLE XIV DISSOLUTION

In the event of the dissolution of the Corporation, the residual assets shall be turned over to an organization which is itself exempt under Section 501 of the Internal Revenue Code, and whose goals are compatible with those of the Corporation. None of the assets shall be distributed to the benefit of any private individual.

ARTICLE XV CLUB DOCUMENTS

1. The Board of Directors shall create and maintain a document entitled "Operating Policy, Rules, and Regulations". This shall include all operating policies, rules and regulations of the Corporation. The document shall contain two sections:

a. Section One will be comprised of procedures for adoption and amendment of the Operating Policy, Rules, and Regulations. This section on adoption/amendment procedures shall be approved or amended only by an affirmative two-thirds vote of the Board of Directors with a minimum of seven days notice that such a vote will be placed on the agenda of an upcoming Board Meeting.

b. Section Two will be the set of policies/rules/regulations. Initially upon its creation, Section Two shall include the former Article XVI (Amendments 1-19) of the 10-15-2001 version of these by-laws.

2. The Board of Directors shall create and maintain a "Procedures Manual". This document shall provide detailed descriptions of officer duties and shall also include procedures for operation of all club events and

annual activities. Responsibility for sections of this document shall rest with the officers and committee chairs regarding activities occurring under their duties. The Board shall periodically review and approve this manual.

[These Bylaws last revised and amended December 7, 2004]