
LMSA By-Laws

Amended 2/19/2013

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LA MIRADA SOCCER ASSOCIATION, INC.

ARTICLES AND BY-LAWS

ARTICLE I

NAME AND OBJECT

The name of the Corporation/Association shall be La Mirada Soccer Association, Inc., hereinafter referred to as the “Association” or “LMSA”.

LMSA is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under sections 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

This Association is formed as a non-profit Public Benefit Corporation and has its objectives as the following:

- ① To advance and promote the physical fitness of youths in the community
- ① To prevent juvenile delinquency
- ① To provide organized recreational soccer
- ① To develop the skills and knowledge of the game of soccer

No part of the net earnings of the Association shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Association shall not carry on any other purposes not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE II

OFFICERS

Officers of the Association are defined as those members elected and/or appointed to positions of specific responsibility on the LMSA Board of Directors.

The Officers of this Association shall consist of:

President
Vice President
Secretary
Treasurer

ARTICLE III

ADMINISTRATION

The affairs of this Association shall be administered by a Board of Directors, who shall be elected by the Active Members of this Association, with such qualifications as shall be determined from time to time by the Active Members, and each Director shall be an active member of this Association.

The members of the Board of Directors shall be the President, Vice President, Secretary, Treasurer, League Registrar, Director of Referees, Director of Coaches, Director of Players, Director of Team Parents, Director of Equipment and Fields, Director of Signature, and Director of Competitive Teams.

There may also be such additional Directors, Managers or Committees as may be established as necessary, consisting of those persons who may be selected, and invited to become members thereof by the Board of Directors or to perform specific functions at their behest.

Board Members of La Mirada Soccer Association shall not serve on another competing soccer association board of directors as an executive or voting member.

All Board Members shall faithfully attend board meetings.

ARTICLE IV

DUTIES OF THE BOARD OF DIRECTORS

President

The President shall be the presiding officer of La Mirada Soccer Association, Inc. He/She shall preside, when present, at all meetings of the Association, and shall, in general, have such authority and perform duties as are customary for presiding officers. He/She shall also have such other powers and performs such other duties as may be required of him/her, from time to time, by the Board of Directors. He/She may also appoint such Committee or Committees as he/she may be authorized to appoint by the Board of Directors. He/She must co-sign checks of the Association with the Treasurer. He/She shall, subject to the approval of the Board of Directors, sign contracts and make agreements in the name of and on behalf of the League. He/She will have a vote as a Board of Directors only when there is a tie vote and the final vote will pass the motion, otherwise the presiding President does not vote or make motions at official Board Meetings.

Vice President

The Vice President shall assume the duties of the President in his/her absence. He/She may also serve as Chairperson of a committee. He/She shall be in charge of revisions/amendments to the By-Laws of the Association. He/She may be cosigner on checks of the Association. The Vice President will bring a copy of the current LMSA By-Laws, a copy of all other rules of the organization and a copy of the current edition of Robert's Rules of Order to each meeting.

Secretary

The Secretary shall keep a record of the proceedings of the Board of Directors and of the members and Directors. He/She shall keep the corporate seal and book of blank membership certificates issued and make proper entries in the books of the Association. He/She shall be responsible for safekeeping of all valuable documents of the Association. He/She shall serve all notices required by law or the By-Laws of the Association, and in case of his/her absence, refusal, or inability to act, his/her duties may be performed by any person whom the Board of Directors may direct.

Treasurer

The Treasurer shall have custody of all funds, securities, evidence of indebtedness, and shall deposit funds in a bank of depository. He/She shall keep appropriate books and account for all money received and paid out. He/She shall have charge of all funds, collect fees and pay expenses as approved by the Board of Directors. He/She shall prepare a detailed financial report for submittal at the Annual Meeting. He/She shall submit a monthly financial statement to the Board of Directors at the regular executive meeting. He/She shall be responsible for filing all required Federal and State Income Tax and Information Forms. He/She shall arrange for and submit all records for an annual audit. He/She must co-sign checks of the Association with the President.

Director of Referees

The Director of Referees shall insure that an adequate number of referees are available for all games. He/She shall provide for the education, training and supervision of scheduling of the referees. He/She will be generally responsible for the development and welfare of the referees within the framework of the Association's Rules and Regulations.

Director of Coaches

The Director of Coaches shall insure that a screening process is established for the selection of team managers and coaches. He/She shall be responsible for the education and training of the coaches within the framework of the Association's Rules and Regulations. He/She shall establish policies for the team formations. The Director of Coaching shall be responsible for the administration of intra - association/league play

Director of Team Parents

The Director of Team Parents shall be generally responsible for the coordination and training of the team parents within the Association's Rules and Regulations. He/She shall be responsible for hiring a photographer subject to the approval of the Board Directors. He/She may incur indebtedness for or otherwise obligate the Association up to a maximum amount that is within the total cash disbursements authorized by the Board of Directors, consistent with the actual income. He/She shall provide a schedule for the taking of photographs and for the distribution of said photographs.

League Registrar

The League Registrar shall be responsible for the policy of registration of all players, referees and volunteers. He/She shall supervise the maintenance of a current list of all players. He/She shall establish and maintain programs of insurance to meet LMSA's needs and ensure reimbursement to qualified participants. He/She must insure that all Association members have been live scanned in accordance with LMSA and the City of La Mirada.

Director of Players

The Director of Players will be responsible for balancing teams, player placement, team formation and the overall well being of league players. The Director of Players is the players' advocate to the League.

Director of Fields and Equipment

The Director of Fields and Equipment shall be responsible for field preparations and equipment maintenance. He/She may incur indebtedness for or otherwise obligate the Association up to a maximum amount that is within the total budgetary allowance as approved by the Board for said field equipment.

Director of Signature

The Director of Signature Play shall be the liaison between the Signature organization and LMSA. He/She shall submit a recommendation to establish, revise and/or amend the Rules and Regulations of Signature Play. He/She shall bring before the Board of Directors for approval all recommendations regarding coaches, team managers, trainers and any other subjects related to the advancement and improvement of Signature Play. He/She shall communicate the objectives of the Signature organization to the Members and work in “good faith” with the coaches and players of the recreational program to support the development of LMSA players and coaches thus improving their knowledge and skills as it relates to the game of soccer.

Director of Competitive Teams

The Director of Competitive Teams shall be the liaison between the “Club” gaming bodies and LMSA. He/She shall ensure that all requirements of the City of La Mirada, the Athletic Council, LMSA and the respective organizations are complied with and shall be responsible for initiating resolutions for any conflicts as they arise. If LMSA teams are not participating in games scheduled through these organizations, this position may remain unfilled.

ARTICLE V

POWERS OF DIRECTORS

General Powers of the Directors

The Board of Directors shall have the management of the business of the Association, and subject to the restrictions imposed by law, by the Articles of the Association or by these By-Laws, may exercise all of the powers of the Association.

Specific Powers of the Board of Directors

Without prejudice to such general powers, it is hereby expressly declared that the Directors shall have the following powers to wit:

1. To adopt and alter a common seal of the Association.
2. To make and change regulations not inconsistent with these By-Laws, for the management of the Association’s business and affairs.
3. To appoint and remove, all officers, agents and employees of the Association as prescribed herein or as otherwise approved; prescribe their duties; if they so deem necessary, and at their discretion dissolve the powers and duties of any officer upon any other person for the time being.
4. To pay for any assets purchased by the Association.
5. To designate from time to time, the time and place of its meetings or to authorize the President to do so.
6. To select and designate such bank or trust company as they (Board of Directors) deem advisable, as official depository of the funds of the Association and to prescribe and order the manner in which such deposits shall be made and/or withdrawn.

Compensation

No individual shall receive any compensation for their service as a director, officer, manager, coach or team parent or for their service on any committee. Individuals may be paid to referee LMSA games in accordance to the “LMSA Referee Fee Schedule”.

Holding of Office

No individual shall hold more than one position on the LMSA Board of Directors except upon a unanimous vote of the board of directors.

ARTICLE VI

NOMINATION AND ELECTION OF THE BOARD OF DIRECTORS

Nomination and Election

At least thirty (30) days prior to the General Election, the Secretary will post the elections schedule, time and location in a conspicuous location near the Behringer South Snack Bar.

Any and all current members of LMSA, in good standing, are eligible for nomination to the Board of Directors. Members wishing to run for the General Election must notify the current President or Secretary in writing as to their desire to be placed on the ballot.

The Board of Directors will identify the number of positions needed to seat the next Board and include this information on the general election ballot. The ballot will clearly state “Vote Yes or No for each candidate for a position on the Board of Directors”.

The ballots will be placed in a secure locked ballot box crafted in a manner to receive folded ballots securely and anonymously. A single ballot may be cast for each registered player by one parent or legal guardian (the total number of ballots cast per family may not exceed the total number of registered players in said family). A single ballot may be cast by a head coach or board member who does not have a dependant registered player.

On the Saturday of the posted Election Day, following the hours of election, the ballot box will be sealed and signed by (2) Officers of the Association. The ballot box will be transferred to a previously specified City of La Mirada volunteer organization for counting. The votes will be tallied for each candidate on the ballot. Each and every candidate receiving more “Yes” votes than “No” votes will be qualified for the Board of Directors. Should there be more candidates qualified for the Board of Directors than positions available, those candidates receiving the greater amount of “Yes” votes over their “No” votes will be placed on the Board of Directors.

At the first December Board Meeting, the Secretary will submit the final vote tally and present the results to the President. The President will announce the results to all in attendance and call for a vote by the Board of Directors to certify the Election procedures and results. The meeting will then be adjourned.

The first order of business at the second December meeting of the Board of Directors will be to organize the new Board of Directors. The outgoing Secretary will chair over the nomination for the position of Board President. The chair will open the floor for the Board of Directors to nominate a Board Member to the position of President of the Board. Each nomination for President must receive a minimum of two nominations to be placed on the ballot for Board President. Once the nomination process has concluded, the Chair will close the nomination process and call for written balloting. After all ballots have been cast, the Chair will tally the votes in view of all in attendance and the results will be announced. The acting Chair will turn the meeting over to the newly elected Board President. The newly elected President will then nominate Board members for the remaining required Officers of the Association consisting of Vice President, Treasurer, and Secretary. The President will call for a vote of hands from the Board for each office separately, with 50% of the cast votes plus one vote carrying. Abstained votes will not be included in the count.

The President, at his/her own discretion, will appoint the remaining Board Members to Director or committee positions.

Term of Office

The term of office for all elected board members shall be for one year, commencing at the second December Board meeting and continue through the first December board meeting.

Conflict of Interest

No Active Member of this Association shall be nominated or elected to any office if said person is, or may become during the term of said office, in a position to earn a profit from the monies disbursed by the Association. The intent of this By-Law is to prevent persons involved in the supply of uniforms, trophies, insurance, schools of instruction, equipment, food and beverages, or any other materials or service directly or indirectly to the Association from becoming an officer of the Association. This restriction does not apply to paid referees.

ARTICLE VII

REPLACEMENT OF BOARD MEMBERS

If a vacancy occurs in the Presidency, the remaining members of the Board shall elect a President to fulfill the remaining term of the former President as stated in Article VI, Nominations and Elections.

Any other vacancy on the Board of Directors, caused by resignation, or any other reason, shall be appointed by the President and ratified by the Board of Directors with a simple majority vote.

A board member found negligent in the performance of his/her duties as defined by these By-Laws may be removed from office by three-fourths vote of the remaining members of the Board of Directors. Family members are not eligible to cast a vote for or against another family member.

ARTICLE VIII

COMMITTEES

General

All committee chairpersons shall be Active Members of the Association. All other committee members shall be members of the Association but only Active Members of said committee may vote on committee recommendations or on decisions requiring vote. Each committee shall keep regular minutes of their proceedings and report the same to the Board when required.

Standing Committees

Other Committees - The Board of Directors may, by resolution passed by a majority of the whole Board or the President, upon authority conferred upon him by the Board of Directors, designate and appoint such committee, including a chairman on any subject within the powers of the Association; such committee and chairman to have such powers, to exercise such duties or to perform such services as may be prescribed, from time to time, by the Board of Directors. Such committee shall have such name, or names, as may be stated in these By-Laws, or as may be determined from time to time, by resolution adopted by the Board of Directors.

ARTICLE IX

MEMBERSHIP

General

Membership in this organization is open to all members of the community regardless of race, color or creed.

Membership in this Association shall consist of Honorary Members, Active Members, Participating Members and Affiliated Members.

Specific

Honorary Members - Honorary membership may be extended by the Board of Directors to individuals who have rendered outstanding extraordinary service in the promotion of youth soccer.

Active Members - Active membership shall consist of the following:

1. Board Member
2. Coaches
3. Team Parents
4. Adult Registered Players
5. Parents and/or Legal Guardians of Registered Players
6. Registered Referees

Participating Members - Participating members shall consist of the minor registered players.

Affiliate Members - Affiliate membership may be extended to persons from other areas, not registered with this Association, that are an organized non-profit association or Association for the purpose of fostering youth soccer. Affiliate membership may also be extended to persons, Associations, or other entities who make monetary or other donations to assist in the sponsorship of various youth soccer activities by this Association. If an affiliate membership agreement is entered into by another organization with LMSA for the purpose of combined soccer competition between said organization and LMSA, then the following duties shall be established for the two organizations as related to the affiliation:

For **LMSA** - It shall be the responsibility of LMSA officers or their duly appointed representatives from the LMSA active membership to provide for the education and training of the affiliate's referees, to schedule all regular season, league championship and LMSA championship cup tournament games for those teams included by the affiliation agreement, and to provide copies of the LMSA game schedules, Articles and By- Laws, Playing Rules and Regulations, and Association Newsletters to those teams included by the affiliation agreement to the same extent as such is provided to LMSA teams.

For the **Affiliating Organization** - It shall be the responsibility of the affiliating organization's officers or their duly appointed representatives:

- ① To register their own participants;
- ① To provide insurance coverage for its own membership;
- ① To provide and maintain playing fields in their own area;
- ① To provide for all equipment, including uniforms, for their playing facilities and participants;
- ① To provide for the education and training of their own managers, coaches and participants;
- ① To provide for their own fund raising;
- ① To provide for their own newsletter and publicity;
- ① To provide and assign all referees for all games played on their playing fields;
- ① To make written affiliate membership agreements with LMSA stating the extent to which the organization intends to enter into combined soccer competition with LMSA participants at least six months prior to LMSA's first scheduled game for the playing season;
- ① To comply with all LMSA playing rules and regulations while participating under the affiliate membership agreement;
- ① To assign one of its officers and an alternate to be present at all LMSA Board of Directors meetings;
- ① To assign its officers or other duly appointed members to participate on LMSA working committees as requested by the LMSA Board of Directors;
- ① To provide LMSA with any and all information requested about its participants, providing LMSA would normally secure such information from its own registrants and make such available to affiliate members, if requested;
- ① To provide LMSA with team rosters for all teams participating in the affiliate membership agreement at the time such rosters are officially submitted for LMSA teams in accordance with the LMSA regulations.

Right to Vote

A single ballot may be cast for each registered player by one parent or legal guardian (the total number of ballots cast per family may not exceed the total number of registered players in said family). A single ballot may be cast by a head coach or board member who does not have a related registered player. Active Members are also invited to attend and participate during public comments at any and all Board Meetings.

Termination of Membership

Any member of whatever class may terminate his membership by written notification to the Secretary of this Association.

If the Board of Directors finds the conduct of any member or official negligent in the performance of their duties defined in these By -Laws, purposely ignoring the Rules, Regulations, or detrimental to the objectives of this Association, it may suspend the member or official or take such other sanctions or actions deemed necessary under the circumstances. Such action will require a three - fourths majority vote of the entire Board of Directors.

Fees

1. By Whom Paid
 - a. Active and Participating Members may contribute donations determined by the Board of Directors. Affiliate Members shall pay an annual fee as determined by the Board of Directors. Honorary Members shall pay no fees unless they fall into the above classes of members.
2. Payable fees for each fiscal year shall be payable at the time of registration by the Participating Members, and for all other members, at the time the fees are set by the Board of Directors.

Liability of Members

No member of this Association, either active or otherwise, shall be personally or otherwise liable for any of the debts, liabilities and/or obligations of this Association or as otherwise provided by California Law.

Term of Membership

1. The Board of Directors shall have the power to admit by invitation Honorary or Affiliate Members of this Association for such period as they may elect, and to renew such invitations at its discretion. Such members shall enjoy such privileges and benefits as may be determined by the Board of Directors, except that they shall not vote or hold office.
2. The term of membership for all board members shall be from annual meeting to 30 days after the following annual meeting.
3. The term of membership for all other members shall be from August 1 through July 31st.

ARTICLE X

MEETINGS

Annual Meeting

The annual meeting of the Association shall be held sometime during the three consecutive month span from January 1 through March 31st each year. By majority vote, the Board of Directors shall establish the date, time and place of the annual meeting. The Board of Directors shall give a minimum of 30 days posted notice of the annual meeting. The Secretary, or such other officer designated by the Board of Directors, shall post the schedule of such meeting. The annual meeting shall be held for the following purposes:

1. Presentation of the Association's status
2. Presentation of a financial report for approval by the voting membership
3. Introduction of the Board of Directors
4. Voting on amendments to the By-Laws
5. Disposal of other Association business.

Special General Meeting

Special general meetings of the Association may be called for the purpose of conducting Association business if determined to be necessary by a majority vote of the Board of Directors. Notice of such meetings shall be announced by the Secretary to each Active Member by properly posting said meeting on the website and at south Berhinger snack bar not less than five (5) days prior to such meeting.

Meetings of the Board

1. **Regular Meetings** - The Board of Directors shall hold regular meetings monthly during the playing season.
2. **Special Meeting** of the Board of Directors - Special meetings of the Board of Directors may be held as needed. Such meetings shall be called on five (5) days notice or by three-fourths of the members of the Board of Directors. All board members shall be notified of such meetings.
3. **Call of Meetings** - Meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, or if he/she is absent, unable to act, or refuses to act, by a majority of the remaining Directors.
4. **Quorum** - A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law by these By-Laws or by the Articles of Incorporation.
5. **Closed Session Meetings** - The Board of Directors may conduct a closed session to consider appointment, evaluation of performance, discipline or dismissal of a volunteer. With respect to complaints or charges against a volunteer or player brought by another person or another volunteer, the volunteer or player must be notified, at least 24 hours in advance of his or her right to have the hearing conducted in public.

ARTICLE XI

RULES AND REGULATIONS

This Association shall adopt a set of rules and regulations. Those covering the play of the game of soccer, the determination of league play, championship play, establishment of teams and like manners shall be entitled, "LMSA Handbook".

The LMSA Handbook shall be adopted annually by a two-thirds vote of the entire Board of Directors. The LMSA Handbook shall be amended by recommendations of the Handbook Committee, convened by the Vice President. Changes must be approved by a two-thirds majority of the entire Board of Directors.

ARTICLE XII

DONATIONS

This Association may accept gifts, legacies, donations and/or contributions and in any amount and in any form, upon such terms and conditions as may be decided by the Board of Directors on an individual basis.

ARTICLE XIII

FISCAL YEAR

The fiscal year shall be the calendar year.

ARTICLE XIV

MISCELLANEOUS PROVISIONS

Corporate Seal

The Corporate seal of the Association shall be in such form as the Board of Directors shall determine and shall contain the name of the Association, the date and state of its creation. Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise.

Principle Office

The principle office shall be established and maintained in the City of La Mirada, County of Los Angeles, State of California.

Other Offices

Other Offices of the Association may be established at such places as the Board of Directors may, from time to time, designate or the business of the Association may require.

Checks, Drafts, Notes

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association for all debts of the Association in excess of \$50.00 shall be signed by the Treasurer and President. An itemized monthly payment expense report must be provided to the Board of Directors during the monthly board meeting.

Board Members that incur costs in excess of \$50.00 due to urgent Association/League needs must have approval from the President and Treasurer prior to incurring such debit.

Notice and Waiver of Notice

Whenever any notice is required by these By-Laws to be given, personal notice is not meant unless expressly so stated. Any notice so required shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper, addressed to the person entitled thereto at his last known post office address. Such notice shall be deemed to have been given on the day of such mailing; or any notice so required shall be deemed to be sufficient if given as notice in the Association Newsletter or on the website or as notice publicity or privately owned newspapers. The collective distribution of which encompasses at least the total of all LMSA areas not notified by some other means of the meeting. Such notice shall be deemed to have been given on the day of such distribution of either the newsletter, website or newspapers. Any notice required to be given under these By-Laws may be waived by the person entitled thereto. Members not entitled to vote shall not be entitled to receive notice of any meetings except as otherwise provided by statute.

Asset to Meeting

Any action of the majority of the Board of Directors of this Association, although not at a regularly called meeting and the record thereof if assented to in writing by all of the other members of the Board, shall always be as valid and effective in all respects as if passed by the Board at the regular meeting.

Conduct at Meetings

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised insofar as such rules are not inconsistent or in conflict with these By-Laws, with the Articles of Incorporation of this Association or with law.

Construction

As used in these By-Laws:

1. The present tense includes the past and future tenses, and the future tense includes the present.
2. The masculine gender includes the feminine and neuter.
3. The singular number includes the plural, and the plural includes the singular.
4. The word "shall" is mandatory and the word "may" is permissive.

ARTICLE XV

AMENDMENTS TO BY-LAWS

Amendments to these By-Laws shall be made in the following manner:

1. Proposals for amendment may be submitted by:
 - a. A majority vote of the Board of Directors.
 - b. Active member with 10 active member signatures.
2. Proposals for amendment of these By-Laws shall be balloted upon at the Annual Meeting or at any Specific General Meeting called for such purpose by the Board of Directors. Such amendments shall be passed by a two-thirds majority of those present and voting at this meeting or by a higher majority if that amended portion of these By-Laws requires it, it is required by law, or by the Articles of Incorporation.
3. Proposed amendments shall be posted, if possible, two weeks prior to the Annual General Meeting.