

BY-LAWS OF MT. LEBANON AQUA CLUB, INC.
APRIL 2007

ARTICLE I
NAME AND GOVERNMENT

SECTION 1. The name of this organization shall be the “Mt. Lebanon Aqua Club, Inc.”, hereinafter referred to as “MLAC, Inc.”

SECTION 2. This organization shall be governed by the policies and procedures of USA Swimming, Allegheny Mountain Swimming, these By-Laws, current Standing Rules, and the provisions of legal contracts entered into by the Board of Directors of MLAC, Inc., herein after referred to as the Board.

SECTION 3. The fiscal year of MLAC, Inc. shall run from September 1 of each year through August 31 of the following year.

ARTICLE II
PURPOSE

SECTION 1. The objectives and purpose of MLAC, Inc. shall include the promotion of amateur swimming on instructional and competitive levels through supervised practices; the sponsorship of and participation in competitive meets at the local, regional and national level; and the fostering of a spirit of sportsmanship among its members. All purposes and objectives of the organization shall be in reasonable accordance with the standards and rules prescribed by USA Swimming and Allegheny Mountain Swimming, Inc. (AMS).

SECTION 2. This organization does not contemplate pecuniary gain or profit, incidental or otherwise, to its members or to any individual other than as compensation to its employees pursuant to an employment contract or other agreement. No part of the net earnings of MLAC, Inc. shall be distributed to any member, director, or officer of the Corporation, contributor, or private individual. Any income derived from the promotion of swimming by MLAC, Inc. must be used for further promotion of swimming or for the general welfare of MLAC, Inc. as a whole. In the event of dissolution or liquidation of the assets of this Corporation, its assets shall be distributed to nonprofit and charitable corporations or institutions (which are exempt under Section 501 (c) of the U.S. Internal Revenue Code) and shall be used for purposes similar to those of MLAC, Inc. The designation of other such corporations or institutions shall be made by the Board.

ARTICLE III MEMBERSHIP

SECTION 1. MEMBERSHIP – The benefits and services of MLAC, Inc. shall be made available to any boy or girl who desires to participate in the competitive swim program sponsored by MLAC, Inc. and who is physically able to do so.

- (a) Members - A member shall be any parent, legal guardian, or person having custody of any child who is swimming on any year-round swim team sponsored by MLAC, Inc.

SECTION 2. VOTING – Each member family in MLAC, Inc. shall be entitled to one vote in the affairs of MLAC, Inc.

SECTION 3. TERMINATION –

- (a) Membership shall terminate automatically if a member fails to pay dues, meet entry assessments, and/or other financial obligations within thirty (30) days after notice or fails to make arrangements for payment satisfactory to the Board.
- (b) A member may resign his membership at any time by giving notice in writing to the President.
- (c) Membership may be terminated or suspended by Board decision if that member fails to uphold the requirements stated in the parent Code of Conduct. Additionally, membership may be suspended or terminated, depending on the seriousness of the offense if any athlete fails to uphold the athlete Code of Conduct.

ARTICLE IV DUES

SECTION 1. DUES – Dues shall be set by the Board and shall be sufficient to provide for the anticipated expenses of MLAC, Inc.

- (a) Member Dues – Dues for members shall be assessed on an annual basis, per fiscal year.
- (b) Amount – The amount of dues per family shall be computed on the basis of a schedule set by the Board which shall take into account both the number of family children swimming in MLAC, Inc. programs and the swimmer's classification.
- (c) Changes in Dues Schedule - The dues schedule may be changed retroactively.
- (d) Payment – The Board of Directors shall be responsible for establishing the annual payment schedule for dues and the appropriate policies governing payment of said dues. Dues shall be paid promptly. If dues are not paid in full by September 1st, 1/3 of the amount owed is due by September 1st, 1/3

of the amount owed is due by November 1st and the remaining amount owed is due by February 1st.

- (e) Change in Swimmer's Group Status – In the event that group assignment of a member's child is changed during the year, the resulting change in dues shall be computed on a pro rata basis per month. Extra dues shall be payable immediately or may be paid in installments as outlined in ARTICLE IV. SECTION 1(d).
- (f) Refunds – There shall be no refund of dues or release of obligation to pay dues except as follows whereby pro-rated refunds of such dues, excluding fees passed through to other organizations, would be given:
 - (1) A certified medical excuse;
 - (2) Relocation out of the South Hills area;
 - (3) Withdrawal with written notice to the President within thirty days from the team member's first scheduled practice

Refunds of dues or release of obligations for reasons not specifically stated in this section shall require written justification provided to the President and will be require unanimous approval of the Board.

SECTION 2. FEES –

- (a) Entry Fees – MLAC, Inc. shall maintain a separate Entry Fee Fund for swim meet entry fees. Funds deposited into this fund shall be held by MLAC, Inc. in escrow for the account of each member family and shall be disbursed in accordance with entries submitted.
 - (1) Deficiencies – No swimmer shall be entered by MLAC, Inc. in any event in any swim meet if sufficient funds are not on deposit in the fund to cover such entry, unless the deficiency is occasioned by bookkeeping or billing delays.
 - (2) Relays – Entry funds for relays shall be charged to individual entry fee accounts after the event.
 - (3) Fund Level – Minimum requirements for individual entry fund accounts shall be set and published by the Board.
 - (4) Late Entries – Fees for late entries at time of meet shall be the responsibility of individual members.
 - (5) Refunds – On termination of membership, all un-obligated funds in a member's account shall be refunded in full.
- (b) Allegheny Mountain Swimming (AMS) /USA Swimming – Fee as current amount set by Allegheny Mountain Swimming and USA Swimming.
- (c) Youth Sports Alliance – Fee as current amount set by Youth Sports Alliance.
- (d) Family Membership - The family membership fee is \$120.00 per family. To encourage volunteering, \$30.00 of the \$120.00 family fee will be refunded for each designated event sponsored by or endorsed by MLAC, Inc. in which the Member worked by the end of the fiscal year up to a maximum of \$120.00 per fiscal year. All designated events will be approved by the Board.

- (e) Fundraising Deposit – A fundraising deposit, set annually by the Board, can be earned back by participation in fundraising activities. .
- (f) Special Fees – Fees for special events and activities shall be set by the Board in a uniform manner and shall be paid in advance in full.

SECTION 3. ASSESSMENTS – The Board may recommend any assessment deemed necessary by sending such recommendation in writing to each member family not less than ten (10) days prior to any annual, regular or special meeting of the MLAC, Inc. Passage shall require a majority affirmative vote of the members present. Assessments may be made effective as of a certain date, but shall not be made retroactive.

SECTION 4. PARTICIPATION – A quality program as conducted by the MLAC, Inc. requires the active participation of all members in the hosting and staffing of swim meets at various levels of competition and in other activities of the club. Membership carries with it the obligation to participate in these activities to the extent and in accordance with such rules and regulations as the Board shall promulgate to assure that these obligations are fairly shared by all members. Additionally, MLAC, Inc. has established Codes of Conduct for swimmers as well as parents. These Codes can be found in the MLAC Handbook or on the MLAC website.

SECTION 5. SWIMMER’S EXPENSES –

- (a) With regard to team travel expenses, each family shall be responsible for reimbursement of expenses incurred by MLAC, Inc. on the swimmer’s behalf.
- (b) With regard to any possible subsidy by MLAC, Inc. for swimmers attending zone, sectional, national or any other level of national competition, each family shall:
 - (1) Be an active member in good standing. Active members of MLAC, Inc. are those swimmers who:
 - i. have been members for one full year prior to the first date of the competition for which subsidy is requested;
 - ii. have an above-average attendance record at practices; and
 - iii. have participated in three USA Swimming-sanctioned meets as a MLAC, Inc. representative during the fall/winter season or two USA Swimming-sanctioned meets during the summer season.
 - (2) Be responsible for reimbursement of any and all expenses in excess of AMS and MLAC, Inc. funding incurred by MLAC, Inc. on the swimmer’s behalf.
 - (3) Be responsible for applying for reimbursement of any transportation and lodging expenses incurred by the swimmer, using appropriate forms as designated by AMS or MLAC, Inc. All receipts shall be included with the reimbursement request and should be submitted on a timely basis.
 - (4) Understand that the amount of any MLAC, Inc. reimbursement is dependent upon the number of swimmers attending the meet,

MLAC, Inc. budgetary considerations, available funds and is limited to 80% of the swimmer's transportation and lodging expenses after AMS reimbursement.

- (5) Understand that MLAC, Inc. will fund either one zone, sectional or national meet per season and the amounts to be funded for these events will not exceed:
- i. \$250.00 per swimmer for Zone Meets
 - ii. \$500.00 per swimmer for Sectional Meets
 - iii. \$750.00 per swimmer for National Meets
 - iv. These amounts, however, are further limited to the extent that reimbursement for all swimmers shall not exceed the amount established in the current MLAC, Inc. budget for the fiscal year in which reimbursement is sought and as such, all requests for reimbursement may be limited.

ARTICLE V MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING –

- (a) Time and Place – The Annual Meeting of the General Membership of MLAC, Inc. shall be held each year on a date set by the Board. Members shall be given at least ten (10) days written notice of such meetings. The Board may call other general membership meetings as necessary during the year.
- (b) Purpose – The Annual Meeting shall be for the purpose of electing Directors to take office immediately following the meeting.

SECTION 2. SPECIAL MEETINGS –

- (a) Call – Special meetings of MLAC, Inc. shall be held upon the call of President, the Vice-President or the Board and must be called by the Board to be held within thirty (30) days upon written request to the Secretary signed by fifteen (15) percent of the members
- (b) Time and Place – Special meetings of MLAC, Inc. shall be held at such reasonable time and place as the Board may designate.
- (c) Purpose – The purpose of any special meeting shall be stated in the notice of the call, and no other business shall be transacted.

SECTION 3. QUORUM – Members in good standing, present in person, at any properly called meeting shall constitute a quorum.

SECTION 4. VOTING –

- (a) Method – Voting may be viva voca, but ten (10) members shall have the right to demand voting by roll call. Election of Directors, if contested, shall be by secret ballot.
- (b) Decision – All matters coming before the meeting for vote shall be decided by majority vote of those voting, except where different requirements are given elsewhere in these Bylaws.

SECTION 5. MINUTES OF MEETING – Minutes of each meeting shall be available for inspection by any member desiring to do so as soon as practicable but no later than with the notice of the next immediate Annual Meeting of members.

**ARTICLE VI
BOARD OF DIRECTORS**

SECTION 1. BOARD COMPOSITION – The Board shall be composed of nine (9) Directors, selected in accordance with ARTICLE VI. SECTION 3, plus the most recent past president not currently a Director and the Head Coach, who shall be non-voting members of the Board, and whose services shall not be considered as service as a Director.

SECTION 2: CONFLICT OF INTEREST – Board members and MLAC employees shall have an obligation to place the interests of MLAC, Inc. ahead of any personal interests. Any conflict of interest situation must be immediately brought to the attention of the President. The following guidelines shall apply in the event of any potential, actual, or perceived conflict of interest.

- (a) Full disclosure - Board members and MLAC employees in decision-making roles should make known their connections with groups doing business with the nonprofit. This information should be provided annually.
- (b) Board member abstention from discussion and voting - Board members who have an actual or potential conflict of interest should not participate in discussions or vote on matters affecting transactions between the club and the other group.
- (c) MLAC employee abstention from decision making - Staff members who have an actual or potential conflict should not be substantively involved in decision-making affecting such transactions.

SECTION 3. TERMS – Directors shall be elected at the Annual Meeting of Members each year for terms as defined in Article VII. Where possible, Five (5) Directors shall be elected every even calendar year and four (4) shall be elected every odd calendar year.

SECTION 4. ELECTION OF DIRECTORS –

- (a) Nomination Process –
 - (1) Nominating Committee – The nominating committee shall be selected by the Board in February and consist of five (5) voting members in good standing, three of whom must be

current Board members. It shall be the duty of this committee to nominate candidates to fill the vacancies on the Board created by expiring terms. Such candidates shall have given their consent prior to nomination. Service on the nominating committee shall not disqualify a member from nomination. Consideration shall be given to maintaining reasonably balanced representation of all group levels on the Board.

(2) Notice – The report of the nominating committee shall be distributed to members with the notice of the annual meeting thirty (30) days prior to the date of the annual meeting and shall include the names of the nominating committee. Alternative qualified candidates may be nominated by Members if written notice of the candidacy is submitted to the Secretary fifteen (15) days prior to the annual meeting.

(b) Election – Balloting, if nominations are contested, shall be by secret ballot with each member voting for the same number of different nominees, as there are vacancies, on the one ballot. The Secretary shall act as teller, but any four (4) members shall have the right to designate an observer. The nominees receiving the greatest number of votes shall be declared elected and shall assume office at the beginning of the next fiscal year unless elected to fill an unexpired term, in which case they shall assume office immediately.

(c) Vacancies – Should a vacancy occur on the Board for reasons other than normal expiration of term, the Board shall nominate a member to fill the unexpired term, and if approved by the Board, the member shall assume temporarily the duties of Director until the next Annual Meeting.

SECTION 5. REMOVAL OF DIRECTORS FROM OFFICE –

(a) Recall by Membership – Any Director may be removed from office, with or without cause, at any annual or special meeting of members, which stated in its notice that such action was contemplated, by majority vote of the members present.

(b) Removal by Board Action – A Director missing three (3) consecutive meetings of the Board or violating the Conflict of Interest policy may be removed from office by majority vote of all the other Board members.

(c) Automatic Removal – A Director whose membership is terminated in accordance with ARTICLE III, SECTION 3, shall automatically be removed from the office.

SECTION 6. MEETING OF THE BOARD

(a) Regular meetings - Regular meetings of the Board shall be held each month and special meetings may be called at any time by the President or by any three members of the Board with reasonable written notice to all

members of the Board. Regular meetings may be waived by the Board at an earlier meeting.

- (b) Quorum – A majority of the Directors shall constitute a quorum for the transaction of business and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting without further notice, from time to time, until such quorum shall have been attained.

SECTION 7. POWERS AND DUTIES OF THE BOARD – The Board shall:

- (a) Regulate and supervise the management and operation of MLAC, Inc.
- (b) Attend to all internal affairs of MLAC, Inc. and make such arrangements for carrying on the business as it deems best and in addition to the powers by these bylaws expressly conferred upon the Board.
- (c) Approve the budget and financial statements.
- (d) Approve financial and other arrangements with coaches and others providing services to MLAC, Inc.
- (e) Approve any expenditures of \$100.00 or more, excepting meet entry fees or regularly scheduled payments or other expenses already approved as part of MLAC, Inc.'s regular budget.
- (f) Exercise all the powers of the Corporation and to all such lawful acts and things as are not by statute or by the charter or by these bylaws required to be done or exercised by the members.
- (g) Approve any hiring or termination of employees of MLAC, Inc.

ARTICLE VII – OFFICERS

SECTION 1. SELECTION –

- (a) Officers – The Board shall elect a President, a 1st Vice-President (successor to President), a Vice President of Membership/Registrar, a Vice President of Instructional Swimming, a Vice President of Fundraising, a Secretary, a Treasurer, a Meet Entry Treasurer, a Parliamentarian/Historian, and such other officers as it may deem proper from time to time, all of whom shall be Directors at the time of election.
- (b) Election – At the Annual Meeting of the General Membership, Directors assume responsibilities of position immediately following meeting with the exception of Treasurer whereby the term of office shall be from September 1 following the date of election to August 31 following the date of the next election.
- (c) Terms – The term of office for the President and 1st Vice-President shall be two years, and holders of such offices shall be limited to one term. The term of office for all remaining officers shall be two years and holders of such offices may succeed themselves for one additional term subject to nomination and election as defined in ARTICLE VI, SECTION 3.

- (d) Vacancies – Should a vacancy occur during the fiscal year, the office shall be filled by action of the Board., as outlined in ARTICLE VI, SECTION 4 (c).

SECTION 2. REMOVAL OF OFFICERS – Any officer may be removed from office at any time, with or without cause, in accordance with ARTICLE VI, SECTION 5.

SECTION 3. POWERS AND DUTIES OF THE PRESIDENT –The President shall:

- (a) Preside at all meetings of members of the Board, have general and active management of the business of MLAC, Inc., and see that all orders and resolutions of the Board are carried into effect.
- (b) Appoint standing and special committees, subject to approval of the Board, and serve as ex-officio member of such committees except for the nominating committee.
- (c) Conduct negotiations with coaches and others providing services to MLAC, Inc., directly, or by delegation to others, as approved by the Board.
- (d) Perform such other duties as the Board may direct.

SECTION 4. POWERS AND DUTIES OF THE 1st VICE-PRESIDENT – The 1st Vice-President shall:

- (a) In the absence of the President, or in case of his failure to act, in conjunction with the Secretary, have all the powers of the President, and the two of them acting together shall see that all orders and resolutions of the Board are carried into effect.
- (b) Perform such other duties as the Board may direct.
- (c) Succeed the President as planned succession, subject to nomination and election as defined in ARTICLE VI, SECTION 3.

SECTION 5. POWERS AND DUTIES OF THE VICE-PRESIDENT OF MEMBERSHIP/REGISTRAR – The Vice-President of Membership/Registrar shall:

- (a) Maintain a current list of members with addresses utilizing Team Manager, and prior to any meeting of members, with the assistance of the treasurer update this list in accordance with ARTICLE III, SECTION 3.
- (b) Devise and execute means of communicating club policies and procedures to parents.
- (c) Ensure the maintenance and publication of an up-to-date club roster within 90 days of the beginning of the fiscal year and the annual club handbook.
- (d) Maintain procedures for adding and deleting swimmers and be responsible for maintenance of a waiting list, if necessary.
- (e) Arrange club picnic and orientation for new members.
- (f) Be responsible for billing and collection of dues and fees as defined in ARTICLE IV with the exception of Meet Entry Fees.
- (g) Work with Vice-President of Instructional Swimming following try-outs to complete the timely registration of new athletes.

- (h) Complete and file required registrations with Allegheny Mountain Swimming including Coach and Non-Athlete members.

SECTION 6 POWERS AND DUTIES OF THE VICE-PRESIDENT OF INSTRUCTIONAL SWIMMING – The Vice-President of Instructional Swimming shall:

- (a) With assistance from club members, manage the indoor and outdoor instructional programs, including the Minnow, Piranhas and Blue Group programs.
- (b) Provide management oversight of the Learn to Swim (LTS) Manager.
- (c) Work with coaching personnel to develop, advertise, staff and administer learn-to-swim programs.
- (d) Work with Vice-President Membership/Registrar, the Head Coach, and the LTS Manager regarding the scheduling and conduct of try-outs.
- (e) Maintain the club message phone line.

SECTION 7 POWERS AND DUTIES OF THE VICE-PRESIDENT OF FUNDRAISING – The Vice-President of Fundraising shall:

- (a) Investigate, recommend and organize methods of fundraising.
- (b) Collect fundraising deposit and maintain records of family fundraising credits.
- (c) Coordinate with the Treasurer and Vice-President Membership/Registrar regarding deposits and maintenance of family fundraising credits.

SECTION 8 POWERS AND DUTIES OF THE SECRETARY – The Secretary shall:

- (a) Have charge of the records and seal of the Corporation, and perform all the duties inherent to the office of the Secretary of the Corporation subject at all times to the direction and control of the Board.
- (b) Record and keep in a separate book, the minutes of all meetings of members.
- (c) Record and keep in a separate book, the minutes of all meetings of the Board of Directors, which minutes shall be presented to the next meeting of Directors for approval.
- (d) Keep a separate book, a copy of the Charter of the Corporation, together with a dated copy of the current bylaws and amendments.
- (e) Conduct the general correspondence of the MLAC, Inc.
- (f) Be responsible for the timely sending of notices and calls of meetings and for keeping members informed of decisive actions by the Board and of issues to be brought before the membership.

SECTION 9. POWERS AND DUTIES OF THE TREASURER – The Treasurer shall:

- (a) Keep accurate and full accounts of receipts and disbursements, collect and deposit all monies and other properties and effects in the name of and to the credit of the MLAC, Inc. in such depositories as the Board may direct.

- (b) Disburse the funds of the MLAC, Inc. as may be ordered by the Board, taking proper vouchers for such disbursements.
- (c) Issue an annual financial report at the October meeting, after the completion of the fiscal year. In odd calendar years, when a new treasurer is elected, the outgoing treasurer is responsible for the books until the end of the fiscal year and the preparation of the annual report.
- (d) Prepare such other financial reports as requested by the Board of Directors and/or the President.
- (e) Serve as ex-officio member of all standing and special committees that have control over any funds of MLAC, Inc. and serve as chair of Budget Committee.
- (f) Be responsible for preparation and filing of all tax forms.
- (g) Perform such other duties as are inherent in the office of treasurer or as directed by the Board.
- (h) Maintain and administer MLAC, Inc. Payroll.

SECTION 10. POWERS AND DUTIES OF THE MEET ENTRY TREASURER –
The Meet Entry Treasurer shall:

- (a) Maintain all Member Meet Entry records and accounts as defined in ARTICLE IV.
- (b) Communicate with Members regarding status of Meet Entry funds
- (c) Coordinate deposits of Meet Entry funds with the Treasurer

ARTICLE VIII – COMMITTEES

SECTION 1. Only member of MLAC, Inc. shall be eligible to serve any elected or appointed positions.

SECTION 2. The standing committees of MLAC, Inc. shall be listed in the Standing Rules.

SECTION 3. The Board may create such special committees, as it may deem necessary to promote the purpose of MLAC, Inc. and carry on the work of MLAC, Inc. As a special committee is created and appointed for a specific purpose, it automatically goes out of existence when its work is completed and a final report is submitted and received by the Historian.

SECTION 4. The term of office for each committee chair shall be one year or until the selection of a successor.

SECTION 5. Each committee chair shall submit a plan of work to the Board for approval. No committee work shall be undertaken without consent of the Board.

ARTICLE IX – ACCOUNTING, BUDGET FINANCE

SECTION 1. AUDITS –

- (a) Annual Audits – the Books of the Corporation shall be closed on the last day of August of each year to be audited by a qualified individual or individual other than the Treasurer and approved by the Board. The audit shall encompass all assets of MLAC, Inc. or under its control, with property valued at cost, depreciated value, or replacement cost, whichever is least. Separate “funds” shall have a separate accounting with the net gain or loss shown in the consolidated statement. The written report of the audit shall be prepared in time to be presented to the members at the annual meeting.
- (b) Special Audits – An audit similar to the annual audit shall be prepared at any time there is a change in the office of Treasurer during the fiscal year.

SECTION 2. BUDGET –

- (a) The Board shall prepare a budget for the next fiscal year for the July Board meeting. A copy of this budget shall be distributed not later than ten (10) days prior to the July Board meeting.
- (b) The Board shall call a Budget Committee meeting as soon as possible after the election of officers and selection of committee chairmen to prepare a preliminary budget for approval at the July Board of Directors meeting.
 - (1) When a new Treasurer is elected, the outgoing Treasurer, with support from the incoming Treasurer is responsible for the preparation of the budget.
 - (2) The Budget Committee will be composed of the following:
 - i. Treasurer (Chair)
 - ii. President
 - iii. First Vice President
 - iv. Past President
 - v. Incoming Treasurer
 - vi. Vice-President Membership/Registrar
 - vii. Vice-President Fundraising
 - viii. Head Coach (in advisory capacity).

SECTION 3. CONTRACTS – Contracts for personal services shall require approval of two-thirds (2/3) of the full Board of Directors. Contracts involving loans, leases or other obligations of more than twelve (12) months’ duration shall have to be ratified by a majority of all members.

SECTION 4. REIMBURSEMENT – Officers and Directors may be reimbursed for reasonable out of pocket expenses made on behalf of MLAC, Inc., but shall not otherwise be compensated.

SECTION 5. INDEMNIFICATION – MLAC, Inc. shall indemnify and save harmless any individual against the expense of any action, suit or proceedings in which they are made a part by reason of his being or having been a Director, Officer or duly authorized agent of MLAC, Inc., except in relation as to matters to which they shall be adjudged in such action, suit or proceedings to be liable for gross negligence or willful misconduct in the performance of their duties. This right shall extend to all such persons, their successors, heirs and legal representatives.

SECTION 6. DISSOLUTION – In the event MLAC, Inc. dissolves, splits or otherwise ceases to legally exist under the terms and conditions of these bylaws, the remaining assets of MLAC, Inc., after all just debts have been discharged, shall be disbursed to any non-profit organization or organizations. These other organizations shall be determined by the individual members; and their pro rata share of the assets shall be sent to that non-profit organization.

ARTICLE X – BYLAWS AND RULES OF ORDER

SECTION 1. BYLAWS – These bylaws, duly adopted on April 28, 2007, succeed any and all previous bylaws and amendments thereto, which are declared null and void.

SECTION 2. AMENDMENTS –

- (a) The Board of Directors must approve proposed amendments before submission to the general membership.
- (b) These bylaws may be altered or amended at any time either:
 - (1) by a two-thirds (2/3) vote of members in good standing present at any meeting, provided that ten (10) days prior written notice of such a meeting and of such proposed amendment(s) shall have been given by mail to the general membership.
 - (2) by a two-thirds (2/3) vote of members in good standing voting by mail on a ballot sent to them for that purpose, together with a copy of the proposed amendment(s), with a minimum of fifteen (15) days provided for the return of the ballots.

SECTION 3. INTERPRETATION – Any question as to the proper interpretation of any provision of these bylaws shall be determined by the Board.

SECTION 4. RULES OF ORDER – Roberts Revised Rules of Order shall be the parliamentary guide for all meetings of the members, the Board of Directors or of Committees, but shall not take precedence over these bylaws.