

# **HIGH SCHOOL SOCCER OFFICIALS**

## **CONSTITUTION & BY-LAWS**

### **Article I – Name**

The corporation shall be known as the “High School Soccer Officials” association and abbreviated as “HSSO”.

### **Article II - Incorporation**

The corporation shall have perpetual existence and be non-stock. No dividends, liquidated dividends or distribution of assets shall be declared or paid to any private individual, or officer, director or individual member of the corporation.

No part of the net earnings (if any) or net income of the corporation shall inure to the benefit of any private individual, or officer, director, or individual member of the corporation and all such earnings or income shall be used and applied for the purposes specified in Article III.

All policies and activities of the corporation shall be consistent with applicable state and local rules, regulations, or other legal requirements.

### **Article III - Purpose**

The purposes of this corporation shall include:

- providing opportunities for dialogue, education, advancement and improvement of all aspects of high school soccer officiating through meetings, seminars, clinics, publications, and other programs and activities;
- articulating and advocating the needs and interests of its members before school systems, districts or leagues and CHSAA;
- cooperating with organizations officially connected with high school soccer in furthering its interests and ideals;
- promulgating policies and conducting activities for the betterment of relations with school systems, districts or leagues, conferences, or any agency or person involved with sports; and
- providing recommendations to the NFHS Associations when appropriate in regard to rules or rules changes.

### **Article IV - Membership**

#### **Section 1 – Requirements**

- a. All individuals applying for membership in varsity membership classifications (e.g. Active and Provisional) must be currently registered United States Soccer Federation (USSF) members at the Grade 08 (or higher) level. (Individuals who have a USSF Grade 7 badge (or higher) - and meet all other qualifications - may enter as Active officials.)

- b. Individuals who apply for membership in the sub-varsity (e.g. JV) classification) are not required to have a USSF badge. However, to advance to any varsity classification, the JV member must earn at least a USSF Grade 8 badge.
- c. These members who first join HSSO for the Fall of 2015, and those who subsequently join HSSO, must keep at least a Grade 8 USSF membership to continue as an HSSO member at the "active" membership level. Existing HSSO members who joined in, or prior to, 2014-15, and who are in good standing, will be grandfathered and will be exempt from the USSF requirement. This exemption will remain in place as long as the grandfathered members maintain their HSSO membership status.
- d. All members shall comply with the respective requirements for the desired classification of membership, as outlined in the following section.
- e. For good cause, the Board of Directors may grant waivers of any of the membership requirements set forth in this section or the following section.

## **Section 2 – Membership Classifications**

- a. Active – An active member must meet the requirements for membership as set down by the by-laws, take the annual National Federation refresher examination and score 85% or above. To advance from Provisional the referee must have officiated at least twenty high school soccer games since achieving provisional member status, have been a provisional member for at least one year, and continue to fulfill his/her attendance requirements, financial obligation, and other obligations as set down in the by-laws. Failure to maintain a current USSF Grade 8 (or higher) status will result in the member's status being reduced to provisional, except for exempted members. Provisional officials seeking movement to "active status" prior to officiating one year or 20 games may seek a waiver of either of those requirements from the HSSO board. This request for a waiver must include the following: a verified reason for seeking the waiver, a listing of the Colorado high school matches officiated in a Provisional status to date, a letter of recommendation from the area director where the official has been officiating, and a letter of recommendation from an active status official. Advancement to "active status" will require a majority vote of the HSSO board. Examples of reasons for requesting a waiver include, but are not limited to: experience as a high school soccer official in other states, significant experience as a USSF or NISOA official, etc. Only active members are eligible to officiate playoff games assigned by the Colorado High School Activities Association (CHSAA).
- b. Provisional – An individual who has not met the full requirements for active membership as set down in the by-laws, but has scored at least 80% on the National Federation examination and has at least one year of United States Soccer Federation (USSSF) in the past 2 years at Grade 08 or higher, capably working as a U17-19 referee or has spent at least one year as a JV member, has officiated at least twenty high school games and has been recommended for advancement based upon an HSSO

assessment of a JV contest may become a provisional member. Note: Members who entered HSSO at the JV level without a USSF badge may not be advanced to Provisional status until earning a Grade 8 or higher USSF badge and meeting all other Provisional requirements.

- c. Junior Varsity (JV) - An individual who has not met the requirements for active or provisional membership but has met the HSSO membership requirements as stated in the preceding section and has scored at least 75% on the national federation examination may become a junior varsity (JV) member.
- d. Honorary – Honorary membership may be granted or revoked by a majority vote of the HSSO Board of Directors for a self nominated or Board nominated high school soccer official who has been a member in good standing for a minimum of 5 consecutive years. Honorary members MAY NOT officiate high school soccer matches but may hold positions on the HSSO Board of Directors and receive all regular membership mailings. Membership dues for honorary members will be set by the Board.
- e. Inactive – Inactive membership may be granted or revoked by a majority vote of the HSSO Board of Directors for an active member in good standing who knowingly will be unavailable to officiate soccer matches for the upcoming school year. Inactive members may not officiate high school soccer matches but may hold positions on the HSSO Board of Directors and receive all regular membership mailings. Membership dues for inactive members will be set by the Board. Inactive members may not maintain this status for more than one consecutive year.

### **Section 3 – Required Attendance**

All members shall be required to attend the annual Fall refresher clinic to review the new rule changes being implemented for the coming school year. All provisional and JV members shall also be required to attend the annual Spring refresher clinic if they wish to officiate games during the Spring Season.

### **Section 4 – Financial Obligation**

Members shall be required to pay all dues, fines and assessments due to the Board by designated dates.

### **Section 5 – Good Standing**

Any member that has fulfilled his/her financial obligation, completed and passed the National Federation refresher examination, attended required clinic(s), signed and returned the Officials' Code of Ethics, and is not on disciplinary probation, is considered in good standing. Only members in good standing may officiate games.

### **Section 6 – Governing Authority**

Members shall comply with the requirements of the constitution and by-laws.

### **Section 7 – Rights of Members**

All members have the right, and are required, to wear the official uniform when officiating matches involving Colorado High School Activities Association (CHSAA) member schools. Active members can accept assignments at any level of high school soccer sanctioned by the CHSAA. Provisional members may only accept assignments at the sub-varsity level and varsity lines and as side referees in the double-dual system. JV members may accept assignments only for sub-varsity games. Active, honorary and inactive members may be elected as officers and hold positions on the Board of Directors. All members have the right to receive other benefits as set forth in the constitution and by-laws.

## **Article V - Board of Directors**

### **Section 1 – Purpose**

The purpose of the board of directors is to set policies, rules, and regulations; approve the annual budget; and act upon other business properly brought before the board of directors.

### **Section 2 – General Powers**

All of the business and affairs of the corporation shall be managed and controlled by the board of directors. The following are the matters which must be submitted to and receive the approval of the board of directors.

1. Annual financial statements,
2. Annual Budget,
3. Proposed amendments or the restatement of these Bylaws or the Articles of Incorporation,
4. The merger, consolidation or dissolution of the corporation,
5. The sale, lease, exchange, pledge or mortgage of any substantial part of the assets of the corporation, or any contract, option or other agreement with respect thereto,
6. Any other matter which may be specified by the board of directors,
7. Such other matters as to which the board of directors determines by resolution that such submission is advisable,
8. Any expenditure of the corporation's funds.

### **Section 3 – Members, Election, and Tenure**

The board of directors shall consist of a President, Vice President – Evaluation & Discipline, Vice President – Officials Liaison & Recruitment, Treasurer, Secretary, Director of Officials Clinics & Rules Interpreter, and Director of Liaison and Special Projects. At the regular annual meeting, the existing membership shall elect the positions of President, Vice President – Evaluation & Discipline, Vice President – Officials Liaison & Recruitment, Secretary, Treasurer for terms commencing on the first day of July following such election and continuing for two years or until their respective successors shall have been elected. The positions of Director of Officials Clinics & Rules Interpreter and Director of Liaison and Special Projects shall be appointed by the board of directors annually for one year commencing on the first day of July following such appointment or until their

respective successor shall have been appointed. Any member of the board of directors may be elected or appointed to succeed himself/herself.

#### **Section 4 – Staggered Terms**

Directors shall be divided into two groups substantially equal in number with terms expiring at intervals of one year based on the year being either odd or even. To this end, directors may be elected for terms of less than two years.

##### Group One Even Numbered Years:

- President
- Vice President – Officials Liaison & Recruitment
- Treasurer

##### Group Two Odd Numbered Years:

- Secretary
- Vice President – Evaluation & Discipline

#### **Section 5 - Ex Officio Members of the Board**

The members of the board of directors may from time to time appoint one or more additional persons as ex officio members of the board. Ex officio members of the board of directors shall not vote or be counted in determining the existence of a quorum.

#### **Section 6 – Required Meetings**

1. Members of the board of directors shall meet at such times as determined by the board of directors for the purpose of appointments, determining policies, adopting rules, regulations and acting upon such other business as may be properly brought before the board of directors. The board of directors may hold additional meetings throughout the year, as it deems necessary.
2. An Annual General Meeting (AGM) of the membership will be held during the month of June each year. The form of the AGM will be determined by the Board of Directors.

#### **Section 7 – Notice**

Notice of the time and place of any meeting of the board of directors shall be given at least three (3) days previously thereto by written notice delivered personally or electronically or sent by mail to each director at his/her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be

specified in the notice or waiver of notice of such meeting, unless otherwise required by statute.

### **Section 8 – Quorum**

A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board, except if less than such number of directors is present at such a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

### **Section 9 - Manner of Acting**

1. Formal Action by Directors. The act of a majority of the Board of Directors present shall constitute an act of the board of directors.
2. Informal Action by Directors. No action of the board of directors shall be valid unless taken at a meeting at which a quorum is present except that any action which may be taken without a meeting if a consent in writing, (setting forth the action so taken), shall be signed by each director entitled to vote.

### **Section 10 - Resignation and Removal**

- a. Any director may resign from the board at any time by giving written notice to the president or the secretary of the corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- b. A member of the HSSO Board of Directors may be removed from office for misconduct, malpractice, or neglect of proscribed duties.
- c. a. Any board member may recommend that another board member be removed from office by submitting the recommendation to the President in writing with substantiating facts.
- d. b. The President will review and clarify the information in the recommendation. When clarified, the President will notify the charged board member of the recommendation at least 30 days before bringing the recommendation to the Board of Directors.
- e. c. A secret ballot will be conducted and a unanimous vote of the Board of Directors (not to include the accused) is required to remove a member from the board.
- f. d. If the President is the board member being considered for removal then the Vice President for Evaluation and Discipline will chair the meeting and voting process.

### **Section 11 – Vacancies**

The board of directors shall have the power to fill the vacancy of any board position provided any appointee is an active member of HSSO. Such appointee shall serve until the next normal election of that officer.

## **Section 12 – Compensation**

Directors as such shall not receive any salary for their services, but by resolution of the board of directors' expenses, if any, may be allowed for attendance at each regular or special meeting of the board.

## **Section 13 – Procedure**

The president shall preside at meetings of the board of directors. The board of directors may adopt its own rules of procedure which shall not be inconsistent with these bylaws.

## **Article VI - Officers**

### **Section 1 – Officers**

The officers of the corporation shall be a President, Vice President – Evaluation & Discipline, Vice President – Officials Liaison & Recruitment, Treasurer, Secretary, Director of Officials Clinics & Rules Interpreter, and Director of Liaison and Special Projects.

### **Section 2 – Duties of Officers**

#### **President**

The president shall be the chief executive officer of the corporation and have the general overall supervision of all the business and affairs of the corporation. His responsibilities shall include, without limitation, the following: (a) the day-to-day administration of the corporation; (b) acting as the representative of the corporation to the public, as well as to governmental and voluntary organizations; (c) making policy proposals to the board of directors; (d) long-range planning; (e) assigning overall responsibility for corporate management; and (f) reporting to the board of directors on the performance of corporate functions. The president shall be an ex officio member of all committees which may from time to time be elected or appointed. The president may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors any deeds, mortgages, bonds, contracts or other instruments which have been authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the corporation. In general, he shall perform all duties incident to the function of the chief executive officer and such other duties as may be prescribed by the board of directors from time to time. The president shall preside at all meetings of the membership and at all meetings of the board of directors. The president shall vote on matters before the board of directors only in the event of a tie vote.

#### **Vice President – Evaluation & Discipline**

The Vice President – Evaluation & Discipline shall be responsible for administering all evaluation and assessment programs for all members. The

Vice President – Evaluation & Discipline shall preside as the Chairman of the Disciplinary Committee. Further, the Vice President – Evaluation & Discipline shall administer any disciplinary action taken against any member. In the absence of the president, the Vice President – Evaluation & Discipline shall have the responsibilities and shall perform the duties of the president.

#### **Vice President – Officials Liaison & Recruitment**

The Vice President – Officials Liaison & Recruitment shall be the primary point of contact for officials to communicate comments, questions, and concerns and act as a conduit for such interaction. The Vice President – Officials Liaison & Recruitment shall handle all recruiting activities and coordinate with the Director of Officials Clinics & Rules Interpreter for new official clinics and develop strategies to achieve the desired membership levels.

#### **Treasurer**

The treasurer shall, subject to the direction of the president and the board of directors, have charge and custody of and be responsible for all funds and securities of the corporation from any source whatsoever; deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws; and in general perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the board of directors. Prepare annual financial statements and reports and submit them to the Board of Directors for approval; prepare and send out to members annual dues notices and copies of the annual financial statements and reports after they have been approved by the Board of Directors.

#### **Secretary**

The secretary shall, subject to the direction of the president and the board of directors, keep the minutes of the meetings of the board of directors in one or more books provided for that purpose; assure that a rough draft of the minutes of each board of directors meeting is prepared prior to the next meeting, prepare the minutes for the annual general meeting, assure that all minutes of all meetings of committees are prepared and filed with the records of the corporation; assure that all notices are given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation; assure that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is authorized in accordance with the provisions of these bylaws; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or the board of directors.

#### **Director of Officials Clinics & Rules Interpreter**

The Director of Officials Clinics & Rules Interpreter shall be responsible for overseeing the administration of the National Federation refresher examination. The Director of Officials Clinics & Rules Interpreter shall be responsible for



scheduling, coordinating, and publicizing all new and re-certification clinics, for sending clinic information to the State Referee Committee and CHSAA for dissemination, and for providing current training materials to all instructors. For new clinics the Director of Officials Clinics & Rules Interpreter shall also be responsible for distributing and administering tests, for collecting fees and dues, and for verifying prospective members' qualifications for membership. The Director of Officials Clinics & Rules Interpreter shall also be responsible for interpreting rules for members, coaches, CHSAA, and HSSO, for drafting proposed rules changes for approval by the board of directors prior to their submission to the National Federation, for informing members of all rules changes and interpretations, and for assisting CHSAA regarding the proper interpretation of the high school rules. The Director of Officials Clinics & Rules Interpreter shall also perform such other duties as from time to time may be assigned by the president or the board of directors.

### **Director of Liaison and Special Projects**

The Director of Liaison and Special Projects shall be the liaison for league assignors to the board of directors, conduct periodic process review meetings with league assignors and set future direction. The Director of Liaison and Special Projects shall also be the liaison between other Colorado soccer referee associations, other Colorado sport referee associations, other state soccer referee associations, the Colorado High School Soccer Coaches Association (CHSSCA), and the National Federation of High Schools (NFHS). The Director of Liaison and Special Projects shall be responsible for periodic meetings with Area Directors and the General Membership. The Director of Liaison and Special Projects will coordinate any necessary fund-raising efforts. The Director of Liaison and Special Projects will also perform such other duties as may be assigned by the president or the board of directors.

## **Article VII - Contracts, Loans, Checks, Deposits, and Gifts**

### **Section 1 – Contracts**

The board of directors may authorize any officer or agent of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

### **Section 2 - Borrowing**

No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

### **Section 3 - Checks, Drafts, Etc**

All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed

by such officer or officers, agent or agents of the corporation and in such a manner as shall from time to time be determined by resolution of the board of directors. Such instruments shall be signed by the treasurer, president or such other person or persons as designated by the board of directors.

#### **Section 4 – Deposits**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

#### **Section 5 - Gifts**

The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any specific purpose of the corporation.

### **Article VIII - Discipline of Members**

#### **Section 1 – Grounds for Discipline**

For the failure to comply with established authority or regulations of the board of directors, or for delinquency in payment of authorized charges, or for refusal or failure to promptly file reports requested by the board of directors, or by CHSAA, or for failure to appear for an assignment, or for any other conduct established by the HSSO Board of Directors to be contrary to the best interest of soccer, a member may be reprimanded, placed on probation, suspended, expelled, and/or fined. A member may also have his/her membership classification reduced from Active to Provisional if such member fails to receive a satisfactory grade on two formal evaluations. A referee shall have the right to appeal such a judgment before the full HSSO Board of Directors.

#### **Section 2 - Disciplinary Committee**

The Disciplinary Committee shall be chaired by the Vice President – Evaluation & Discipline and consist of four other members appointed annually by the chairman and approved by the board of directors. All disciplinary issues shall be submitted to and heard first by the Disciplinary Committee.

#### **Section 3 - Right of Hearing**

A member has the right to be notified in writing of any charge(s) brought against him/her and shall have the right to be heard in person or by written statement made by him/her in his/her own defense.

#### **Section 4 - Appeal**

Any member who has been reprimanded, placed on probation, suspended, expelled, and/or fined by the Disciplinary Committee may appeal such probation, suspension, expulsion, reprimand and/or fine to the board of directors. Any suspension or expulsion will be reported to CHSAA. Any official who has been

suspended, expelled or fined may appeal the action by an appearance before the CHSAA Executive Committee, which may or may not choose to hear the appeal. The decision of the CHSAA Executive Committee shall be final.

### **Section 5 – Discipline Notice**

When a member is suspended or expelled, the board of directors shall notify all concerned that such member is no longer able to accept assignments or officiate as a member of HSSO. No member shall officiate knowingly with a suspended or expelled member without first notifying the home team coach and/or Athletic Director. The member shall subsequently notify the HSSO Vice President for Evaluation and Discipline.

### **Section 6 – Officials Conduct**

CHSAA game officials are expected to abide by the code of ethics for their respective associations, including proper, accepted social conduct. Violations of this by-law will be investigated and, if substantiated, the official may be suspended from the officials' association and CHSAA contests for a specific period.

Any official who has been suspended or expelled may appeal the action by an appearance before the CHSAA Executive Committee. The decision of the CHSAA Executive Committee shall be final.

This by-law allows the Association and officials' organizations to discipline officials who have been arrested or convicted of crimes. It allows the Association and officials' organization to remove the offending official for conduct detrimental to interscholastic athletics and activities. All officials' organizations are required to place this by-law in their organization's constitution.

At the January 21, 1999, Board of Control meeting the board voted 54-0 to adopt Proposal S-1-Officials' Conduct. Athletic By-laws, Article 27, Rule 2760 to read:

#### **“OFFICIALS” CONDUCT**

Any official who has been registered by his/her parent officials' group may be suspended and/or banned from the CHSAA registered list of officials for a specified amount of time (including a lifetime ban) by action of the officials' organizations governing board, when:

- 1) It has been shown that the official is guilty of unethical conduct; or
- 2) The official refuses to promptly file reports requested by the Commissioner's office and such reports are deemed pertinent to the conduct of coach, contestant, official or school competing under the jurisdiction of the CHSAA; or

- 3) If the official, as an adult, has been convicted of or has pleaded 'guilty' or 'no contest' to any criminal charge due to conduct that adversely affects the ability or appropriateness of the official to perform officiating duties in interscholastic athletics or activities; or
- 4) If the official has engaged in any illegal, unethical, or immoral conduct that adversely affects the ability or appropriateness of the official to perform officiating duties in athletics or activities; or
- 5) It is deemed that the official's conduct is detrimental to interscholastic athletics and activities.

### **Article IX - Sexual Harassment, Intimidation and Violence**

HSSO believes that all its members should strive to provide a healthy, safe and appropriate environment for athletic competition. This philosophy dictates that each individual involved with interscholastic competition be treated with respect and dignity. An integral part of a contest official's role is awareness of what behaviors or practices are considered unacceptable. The following information identifies what is considered wrongful conduct, both on and off the contest field and said conduct is hereby prohibited.

Definitions:

Sexual harassment is a form of sex discrimination which violates federal law. Sexual harassment is illegal and includes requests for sexual favors, sexually motivated physical conduct, or other verbal or physical conduct or communication of a sexual nature.

Sexual intimidation is conduct which subjects members of either gender to humiliation, embarrassment, or discomfort. Sexual intimidation can be verbal or non-verbal.

Sexual violence is an act of physical aggression that includes a sexual act or sexual intent. Sexual violence could include, but is not limited to, touching, grabbing, or patting another person's intimate body parts, coercive sexual touching, or coercive sexual intercourse. Using force or the threat of force to engage in sexual touching or sexual intercourse also constitutes sexual violence.

### **Article X - Fees, Dues, and Assessments**

#### **Section 1 – Membership Fees**

The annual membership fees, which includes the payment of NIFOA fees, CHSAA registration fee, insurance coverage and rule book, shall be set by the

board of directors. The annual membership fees must be paid by the date determined by the board of directors, or be subject to penalty fees for late payment. Should the annual membership fees not be paid prior to the established date the member will be declared delinquent, not in good standing, and not qualified to accept officiating assignments.

### **Section 2 – Registration Fees**

A prospective member shall pay an additional registration fee, as determined annually by the board of directors, at the time he/she registers to take the new officials' certification clinic.

## **Article XI - Area Directors**

### **Section 1 – Geographical Areas**

The board of directors shall divide the state into geographical areas based upon the need and availability of officials and to better suit the administration of on-going activities.

### **Section 2 – Election**

Area Directors shall be elected to a one-year term of office by members in their respective areas. The Area Directors shall assume office by July 1 following their election. Voting will coincide with the election of officers.

### **Section 3 – Duties**

Each area director shall have the following duties:

- a. To recruit eligible individuals to serve as high school soccer officials in his or her area,
- b. To arrange for, schedule, and inform members of clinics and other HSSO events in his or her area,
- c. To conduct clinics and training sessions for members in his or her area when requested to do so by the Director of Officials Clinics,
- d. To act as liaison between the members in his or her area and the HSSO Board of Directors and the Colorado High School Activities Association (CHSAA),
- e. To recommend members from his or her area to officiate state playoff games,
- f. To perform such other duties as the HSSO Board of Directors may from time to time prescribe.

## **Article XII - Miscellaneous**

### **Section 1 - Books and Records**

The corporation shall keep correct and complete books and records of account, and the minutes of the proceedings of the board of directors. An annual financial statement will be provided to all members prior to the start of the Fall Season.

**Section 2 - Fiscal Year**

The fiscal year of the corporation shall begin on the first day of July and end on the last day of the following June in each year unless otherwise determined by resolution of the board of directors.

**Section 3 – Rules**

The board of directors may adopt, amend or repeal rules, (not inconsistent with these bylaws), for the management of the internal affairs of the corporation and the governance of its officers, agents, and committees.

**Section 4 – Adoption**

These bylaws shall be deemed adopted by the membership unless a majority of the current active members shall vote to disapprove these by-laws within fourteen days from the date of mailing of these bylaws to the membership.

**Section 5 – Amendments**

These bylaws may be amended from time to time by the affirmative vote of the members voting.

As amended July 2021