

LVSSA BYLAWS

As Updated/Adopted by the LVSSA Board on September 5, 2023

Introduction

LVSSA, the Las Vegas Senior Softball Association, is a non-profit entity incorporated in the State of Nevada. Founded in February 2000, its primary mission is to promote, organize, and support recreational softball activities for senior adults in Clark County, Nevada.

Article 1 – Name and Operating Framework

- 1.1 **Identity:** The name of the association shall be LVSSA, dba Las Vegas Senior Softball Association, Incorporated (the “**Association**”).
- 1.2 **Non-Profit Status:** The Association is a non-profit corporation focused on recreational softball events / activities that primarily provide charitable, educational, and health benefits to senior adults in Clark County, Nevada, consistent with Section 501(c)(3) of the United States Internal Revenue Code.
- 1.3 **Incorporation:** The Association is incorporated in the State of Nevada and registered as a business operating in the City of Las Vegas, Nevada.
- 1.4 **In-Perpetuity:** The term of endurance for the Association is perpetual.
- 1.5 **Corporate Address:** The registered location of the Association shall be a physical address located in Clark County, Nevada. Unless otherwise approved by the Association’s Board of Directors (the “**Board**”), the specific physical address will be that of the Board’s seated President.
- 1.6 **Fiscal Year:** The fiscal year of the Association shall be the time period spanning January 1 through December 31.
- 1.7 **Bylaws:** The Association shall operate consistent with the terms of these LVSSA Bylaws (the “**Bylaws**”) and the Bylaws shall always take precedence over any other Association documents, policies, and procedures.
- 1.8 **Board of Directors:** The Association shall be governed by a Board consisting of seven (7) elected Directors (the “**Board Officers**”), each empowered with one governing vote, who are member volunteers elected by the membership body as a whole. Additional non-voting Board seats may be added or removed at the discretion of the Board based upon perceived operating needs. Association operations shall always be directed in a manner that is intended to collectively benefit all members.

1.9 **Members:** Criteria for Association membership / participation eligibility shall be uniformly administered and consistent with the senior softball-centric focus of the Association. Every member of the Association who is in good standing shall have equal voting rights and no member shall have more than one vote eligible to be cast in a membership-wide governance vote or election. Also, all members in good standing are eligible to be a Board election candidate. A member in good standing is considered one that has signed-up for an Annual Membership, is current on all fees due, and is not currently suspended from Association activities.

1.10 **Website:** The Association shall maintain an ongoing website presence (the “LVSSA Website”) to help promote its non-profit programs to the public and support communication with members.

Article 2 – Non-profit Purpose

2.1 **Purposes:** The Association is formed to provide and support the following:

- 2.1.a Promote the education and need of physical fitness of Senior Citizens through senior softball.
- 2.1.b Provide financial relief to those who may not be able to afford to participate in physical activities.
- 2.1.c Provide venues for senior adults to participate in activities, enjoy fellowship and good sportsmanship.
- 2.1.d Raise awareness of the need for physical fitness of Senior Citizens through the promotion of events and educational activities.
- 2.1.e Collaborate with other like-minded organizations in an effort to promote our purposes and maximize impact.

Article 3 - Sources / Uses of Funds and Assets

3.1 **Revenue:** Funds to operate the Association in furtherance of the purposes set forth in Article 2 shall be from registration fees, grants, donations, sale of assets, and fundraisers.

3.2 **Payments:** Payments made by the Association must receive signature authorization from two (2) Board Officers. The President shall have the duty of nominating said authorizers, including the power of self-nomination, at the beginning of the Association’s fiscal year. Nominee confirmation requires a majority vote in favor by the Board.

3.3 **No Personal Gain:** No member shall be allowed to benefit from the earnings or operating activities of the Association. However, the Board shall be authorized to pay reasonable compensation for services rendered in conjunction with fulfilling the Association’s purpose and duties as expressed in these Bylaws.

3.4 Conflicts of Interest: In connection with any actual or potential conflict of interest related to a financial transaction being brought to the Board for approval, any Board member so conflicted is required to disclose said conflict to the Board and allow the Board to deliberate the matter without that member being present. A Board ruling on the matter in terms whether the member's recusal is required will be decided by a majority vote with the President, if present, also entitled to cast a vote. If the Board has reasonable cause to believe a Board Member has failed to make the required disclosure(s), and subsequently casts a majority vote confirming such, the matter will then be addressed per the processes outlined in Article 5.5 – Board Member Sanctions.

3.5 Asset Control: All LVSSA funds, equipment and supplies (the "Assets") may not be used by Members, even if intended to be returned or replaced, for any actions or activities not associated with LVSSA events or operations. An inventory of physical assets will be documented and audited on at least a quarterly basis consistent with the Association's fiscal year.

3.6 Dissolution: If for any reason there would be cause to dissolve the Corporation, its remaining Assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code. Such distribution shall also be made in accordance with all applicable provisions of the laws of the State of Nevada.

Article 4 - Members

4.1 General Membership: Any person who has attained the qualifying age established by the Board and has correspondingly paid the requisite Association dues may join the Association. Eligibility is based on a member's age as of December 31st of the year in which the individual seeks membership.

4.2 Honorary Membership: An Honorary membership category may be approved or revoked by the Board with a two-thirds (66%+) vote of approval. The Board shall establish specific terms, rights, privileges, dues, and age requirements for Honorary members.

4.3 Membership Dues: Dues are payable annually by January 1, at an amount (the "**Standard Dues**") established by the Board for each calendar year. Any member renewing after January 1 may be subject to a late fee surcharge as may be set by the Board.

4.3.a New members joining between July 1 and September 30 will pay one-half of the Standard Dues for that year. New members who join on, or after October 1, in a given calendar year shall pay the Standard Dues as then established by the Board for the upcoming year and have those dues applied for the remainder of the current year and the entire succeeding year.

4.3.b Former members who are renewing on or after October 15 but who have not participated in any Association activities during the current year shall be charged the Standard Dues but have their dues payment applied for the remainder of the current year and the entire succeeding year.

4.3.c The Board, upon a majority vote, can waive dues and/or fees for any member on presentation of a notice of financial hardship.

- 4.3.d Short-Term Memberships are available for a reduced fee as established by the Board. This type of Membership is valid for three (3) months from the time an individual pays their fees. Short-Term Members are not entitled to vote on any Association matters.
- 4.4 **Annual Member Meeting:** An All-Member Meeting shall be held annually in the 4th Quarter of each year. The principal business agenda for the meeting shall be a status report by the Board on the activities and finances of the Association. Time will also be allowed for Association Members to make comments, offer suggestions, and ask questions. Annual election results may also be announced at this meeting. The meeting shall be noticed at least 30 days in advance via email, web postings, and handouts at the fields. A meeting agenda will be similarly noticed at least 14 days prior to the meeting. In conjunction with the Annual Member Meeting, there may also be an Annual Banquet scheduled where participation may or may not require per Board direction the payment of a fee above and beyond Association membership dues.
- 4.5 **Code of Conduct:** All LVSSA members are expected to comply with the LVSSA Code of Conduct. The LVSSA Code of Conduct will be made available to members by a posting on the Association website, an annual email distribution, and by handout on request.
- 4.5.a Any such behavior or pattern of behavior that violates the LVSSA Code of Conduct shall be brought to the attention of the Board. Reported violations will be referred as deemed warranted to an LVSSA Disciplinary Committee if one has been created by the Board for purposes of reviewing and investigating such allegations. Those accused of a violation(s) shall be notified of the allegation(s), invited to provide a written response to explain their perspective on the matter, and informed they are entitled to a private in-person hearing with the LVSSA Disciplinary Committee if so desired. Upon completion of their work related to a given infraction or series of infractions, the LVSSA Disciplinary Committee shall prepare a report for Board review with recommendations on what actions should be taken. Said report, along with precedents established from prior cases in the past, shall serve as the fact set the Board will use to deliberate and render a collective decision on the matter. If the Board has chosen not to establish and duly appoint a stand-alone Disciplinary Committee, the Board Officers themselves will collectively fulfill that function.
- 4.5.b Whenever a member has been found to have violated the LVSSA Code of Conduct, the Board may choose to issue a formal reprimand, temporarily suspend a member's privileges, or expel a member from the Association, up to and including a permanent ban, based upon the severity of the infraction. Any disciplinary actions against a member taken by the Board require a two-thirds (66%+) vote of approval. The Board will notify a member of their case disposition via a phone call, email, and postal letter if such contact information has previously been made available to the Board by the member.
- 4.5.c A member may request one (1) appeal on any action taken against them by the Board. To appeal, the member must provide a written request to the Board Secretary stating the reason for the appeal within one week of receiving notice of the planned disciplinary action. The appeal request will be reviewed whenever the Board convenes its next Executive Session. Disciplinary actions will not be enforced earlier than the expiration of the seven (7) day appeal period, or if an appeal is filed, the day after the Board's review of the appeal in Executive Session if it is denied.

Article 5 - Governance, Board Seats, Elections

5.1 Governance: The day-to-day operation and administration of the activities of the Association shall be conducted by the Board. The Board shall have the power and authority to execute the actions necessary to fulfill the Association's purpose and goals in a manner consistent with these Bylaws. The Board has the authority to hire individual(s) or entities to provide services as it may feel warranted to assist the Association with fulfilling its purposes, goals, and business obligations.

5.2 Structure: The Board shall at a minimum be composed of the following seven (7) Board Officer positions each of which will hold one vote, seven (7) votes in total, when it comes to Board decision making: President, Vice President, Secretary, Treasurer, Men's 65 and over Representative, Men's 64 and under Representative, Women's Representative. However, the President shall only cast a vote in the event a quorum is needed, a vote among the other Officers results in a tie vote, or when a special circumstance identified elsewhere in these Bylaws occurs.

5.2.a The President is empowered to increase the number of Board seats by adding non-voting functional roles (I.E. Parliamentarian, Historian, Public Relations, Assistant Secretary, etc.) when believed to be of value to Board effectiveness if approved by a two-thirds (66%+) vote of the other elected Board members. The maximum number of such seats that can be added is five (5).

5.2.a.i When an additional seat is approved, the President shall nominate a member to fulfill the role who to be seated must be approved by a two-thirds (66%+) vote of the other elected Board members when a quorum is present.

5.2.a.ii The term of such appointment will be for up to one-year with the term expiring on December 31 of the appointment year. However, this seat always serves at the discretion of the Board Officers and may be eliminated at any time with or without cause by a two-thirds (66%+) vote in favor by said Board Officers.

5.2.a.iii For each successive year after the initial creation of the additional Board the seat's existence must be reaffirmed by a majority vote of the Board. If the seat is reaffirmed, an appointment shall be made per the process defined in 5.2.a.i.

5.3 Indemnification: All Board members, elected and appointed, shall not be personally liable for the debts, liabilities, or other obligations resulting from any operations or transactions conducted by the Association in pursuit of the Purposes stated in these Bylaws. Board members shall be indemnified by the Association to the fullest extent permissible under the law.

5.4 Elections: All Board Officers are to be elected by the Association membership. Board elections will be held during the 4th Quarter each year. Voting shall be by secret ballot and open only to full-time members in good standing. LVSSA candidate nomination, voting procedures and election timelines as adopted by the Board for a given annual election shall be communicated via a posting on the LVSSA website, email to Members, and shared at field events starting at least thirty (30) days prior to candidate nomination deadlines. Voting shall take place over a time period spanning at least twenty-one (21) days. Vote counting and the announcement of results shall occur within 5 days after the voting period has ended at the time and place communicated upfront to Members as part of the pre-election communication process.

- 5.4.a Members who wish to run for office must submit written notice to the Secretary of the Board or to the Election Committee, if one has been established, of their desire to be a candidate along with an outline of qualifications to hold said office per the procedures, and during the window of time posted on the Association website.
- 5.4.b The President, Treasurer, Men's 64 and under Representative, and the Women's Representative will be elected in years ending with an even number. The Vice President, Secretary, and Men's 65 and older Representative will be elected in years ending in an odd number.
- 5.4.c Board members shall be elected for a term of two (2) years. Board Members shall take office on January 1 following the election. There shall be no limit to the number of terms a person may serve consecutively or otherwise.

5.5 Board Member Sanctions: Board members, both elected and appointed, may be suspended or relieved of their duties and removed from the Board for a Code of Conduct, Bylaws, or Rules violation by a two-thirds (66%+) vote in favor by the Board. A Board member cited for said infraction(s) retains their Board seat as well as their Board vote, if entitled to one, on all matters other than the disciplinary vote itself up to and until the time a final vote tally indicates a judgment has been rendered against them. The process for investigating and managing a reported violation by a Board member will be guided by the provisions of Article 4.5 of the LVSSA Bylaws whose scope for these matters is expressly expanded to include Bylaw and Rules violations by Board Members as well.

Any Board member may also be removed from the Board for failure to appear at three (3) consecutive scheduled monthly meetings or for not appearing at a total of five (5) scheduled monthly meetings over any given twelve (12) month period. A request to place a motion for such removal on an Executive Session agenda may be made by any Board member. Such removal shall be by a vote of the majority of the Board. The Board member subject to this vote is not eligible to cast a vote, even if a Board Officer, on said motion.

5.6 Board Officer Vacancies: Board Officer vacancies caused by any reason shall be filled by an Association member who joined the Association at least twelve (12) months prior and is approved by majority vote of the remaining Board Officers. Such action must occur during a scheduled meeting where said vote is noted on the agenda. For a Board vote on this matter, a Board quorum is not required and the Board President, if present, is also eligible to vote even if a quorum has already been established. Each person so appointed shall immediately be seated after a vote of approval, serve as a Board Officer for the remainder of the term associated with the vacancy, and be empowered to act until their successor is elected and seated in accordance with annual Board election procedures.

5.7 Board Meetings: Board meetings will be held, under normal circumstances, each month, at an announced day, time, and place. Said announcement will be posted on the Association website at least 10 days prior to the meeting date. At least 5 days prior to the scheduled meeting a meeting agenda will also be posted on the Association website and e-mailed to all members as well. Roberts Rules of Order will be used as a guide for conducting meetings. Meetings shall be open to all members of the Association even in times of a pandemic. As part of a Board meeting agenda, the Board may define a time period for holding an Executive Session to discuss legal, disciplinary, and contract negotiation matters. The Executive Session is closed to the membership at-large and Board Members shall not disclose any matters discussed in the Executive Session beyond the topic categories themselves as listed on the published meeting agenda to anyone not considered by these Bylaws to be privy to the proceedings.

- 5.7.a Special Meetings of the Board may also be called by the President or by written notification signed by a majority of the Board Officers. Special Meetings must be duly noticed as similarly required for Monthly Board Meetings with the exception that meeting notice and agenda posting requirements are both reduced to three (3) days.
- 5.7.b To convene a Board meeting of any type, a quorum of the Board, defined as a simple majority of the Board Officers in office immediately before the meeting, must be present before any Board Meeting can be called to order. If for any reason a lack of a quorum occurs after a Board meeting has been convened, the meeting must be immediately adjourned by the presiding Board Officer until a quorum is again established after a temporary pause for a time period not to exceed fifteen (15) minutes or until the next scheduled Board meeting.
- 5.7.c A Board member may vote by proxy on agenda items. To do so, Board Members are required to provide the Board Secretary in writing their position on an agenda item and their vote to approve or deny the item. The Board Secretary will read any comments an absent Board member submits during the relevant discussion period and cast the vote proxy as indicated. No other form of proxy votes will be accepted
- 5.7.d As an exception due to a time sensitive and/or emergency circumstance so declared by the Board President, the Board is empowered to decide an issue or award a contract outside of a scheduled Board meeting via email if unanimous written consent/confirmation is obtained to do so. Any such actions must be included as an agenda item at the next scheduled Board Meeting to include a review of what action took place, when it occurred, why it was necessary, and documentation of each members consent. Subsequent to an “in-meeting” discussion, the “out of meeting” action, even though previously adopted by unanimous consent, must then be ratified by a roll call vote demonstrating unanimous agreement with the recorded decision.

5.8 Committees: From time to time, it may be necessary for work to be assigned to special groups (“**Committee(s)**”). The creation of such a Committee requires a motion on the matter as a published agenda item during a duly called Board meeting and a subsequent vote of approval from the majority of the Board. There is no limit on the number of Committees that may be created.

- 5.8.a Each Committee will be led by a Committee Chair who shall be appointed by the Board President and approved by a majority vote in favor by the Board.
- 5.8.b The Committee Chair, who must be a Board Member, is responsible for organizing, staffing, executing, and providing Committee status reports back to the Board. Any LVSSA Members in good standing may be appointed to serve on a Committee.
- 5.8.c At the time of the Committee creation, the Board shall decide and designate the amount of authority the Committee has to act in all matters of Association policy without reporting and receiving approval from the Board.

5.9 Field Commissioners: Each year the Board by majority vote will appoint a Field Commissioner in support of any constituency group (Men 65 and older, Men 64 and younger, or Women) who is routinely holding full-team scrimmages at Lorenzi Park. This role is responsible for organizing/directing said scrimmages and incumbents are empowered to appoint at their discretion other member volunteers/coordinators to assist with field prep, equipment staging, and game management, etc. Those appointed to these roles are not considered members of the Board.

- 5.9.a The term of the appointment is for a calendar year spanning January 1 – December 31.

- 5.9.b There are no limits on the number of terms a member may be appointed by the Board to serve in this role.
- 5.9.c The Field Commissioners may modify Senior Softball USA (SSUSA) rules of play as they deem necessary to ensure player safety and competitive balance during the scrimmages. Any such rule changes that are utilized on an ongoing basis will be posted on the LVSSA website and available to members in a hard copy format upon request.
- 5.9.d These positions serve at the pleasure of the Board and as such an incumbent may be dismissed at any time by a two-thirds (66%+) vote of the Board.

5.10 Maintenance of Association Records: The Association shall maintain, preserve, and at a minimum, electronically store, with redundancy, the following document types for time periods compliant with sound business practices, these Bylaws, and the requirements associated with any city, state, or federal guidance.

5.10.a Minutes of all Board, Committee, and Annual Member Meetings indicating the time and place of holding such meetings, whether the meeting was regular or special, type of notice given, and the names of those present and the proceedings thereof.

5.9.a.i The Board shall post on the LVSSA website at least two (2) years of agendas and meeting minutes for all Board directed non-executive session meetings open to Members.

5.10.b Adequate and correct books and records of budgets, income statements, balance sheets, tax filings, receipts, disbursements, and other key financial reports as may be similarly compliance-relevant.

5.10.c A record of members indicating their names, addresses, and any other contact information made available.

5.10.d A copy of the Association's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members.

5.10.e A copy of all current and previous versions of any governing documents created by the Board to supplement these Bylaws (the "LVSSA Rules") will be archived for a period of at least twenty-four (24) months.

5.10.e.i The Board shall post on the LVSSA website all LVSSA Rules documents that are considered to be duly approved and in force from a governance perspective.

Article 6 – Board Officers

6.1 Board Members Seated by Election: Board seats filled by a vote of the members are as follows and are collectively recognized as the Board Officers:

6.1.a President: The President shall be the Chief Executive Officer of the Association and shall, subject to the collective power of the Board as a whole, supervise and control the affairs of the Association and activities of the Board Members. He or she shall perform all duties incident to

the role and any such other duties as may be required or empowered by the law, Articles of Incorporation, Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all Board meetings and meetings of members. Except if otherwise provided in any governing documents, the President shall, in the name of the Association, be the executor of contracts, licenses, filings, or other such instruments that from time to time may need to be authorized. The President is a voting member of the Board but only casts their vote in the event of a tie or if a quorum is needed unless a process exception is noted in the Bylaws relative to a specific type of matter being voted upon.

- 6.1.b Vice President: The Vice President works with the Board of Directors to develop and enforce policies and objectives for the organization to ensure it maintains its values and meets established goals. This role, unless otherwise directed by the President, shall also manage the Membership roster, organize the Annual Member Meeting and Member Banquet, maintain an inventory of Association equipment/supplies, serve as the System Administrator for the Association's website, and oversee the work of any Committees. From time to time, the President may also assign other task responsibilities to this position as then viewed necessary for the furtherance of Association goals. In the absence of the President, or in the event of their inability or refusal to act, the Vice President shall perform all of the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President is a voting member of the Board.
- 6.1.c Secretary: The Secretary serves as the correspondence liaison between the Board and LVSSA Members, facilitates Board / Annual meetings (locations, notices, agendas, quorum call, minutes, etc.), maintains a calendar of planned Association activities/events, coordinates elections, and serves as the primary record keeper / record custodian for all Association operations. They shall keep at-hand contact and contract information where applicable for all government, banking, insurance, and other commercial entities the Association interacts with in support of the Association. Also, in general, perform all duties incident of the Office of Secretary and any such other duties as may be required by the law, articles of incorporation, or these Bylaws. However, these Bylaws shall also grant the Board the power by a majority vote in favor, to modify the scope of Secretary job responsibilities as deemed necessary to best address Association needs. The Secretary is a voting member of the Board.
- 6.1.d Treasurer: The Treasurer is responsible for the overall fiscal management of the Association and as such shall oversee all budgeting, reporting, and transaction authorization policies/procedures. Duties include ensuring financial records are accurately represented, incoming revenues are securely deposited in an established financial institution, invoices are paid in a timely way, and taxes are filed per federal/state/city regulations. Also, in general, the incumbent shall perform all duties incident of the Office of Treasurer and any such other duties as may be required by the law, articles of incorporation, or these Bylaws. However, these Bylaws shall also grant the Board by the power by a majority vote in favor, to modify the scope of Treasurer job responsibilities as deemed necessary to best address Association needs. The Treasurer is a voting member of the Board.
- 6.1.e Representatives of Men 65 and older, Men 64 and younger, and Women: Each of these Board Officers is chartered with representing /advocating to the Board the interests, questions, and/or concerns of their constituencies. Each Representative shall maintain a presence at practices / scrimmages and keeps participants informed of the LVSSA Board happenings. Working in collaboration with their corresponding Field Commissioner if one has been appointed and other practice coordinators as relevant, they assist with the sign-up of new members, help organize special events (I.E. Holiday-themed scrimmages, post-scrimmage picnics, etc.), and help

monitor Code of Conduct compliance. Each Representative is a voting member of the Board and a permanent member of the Disciplinary Committee if one has been established by the Board.

6.2 Powers: Subject to the provisions of the laws of the State of Nevada and any limitations in the Articles of Incorporation or these Bylaws relating to actions required or permitted to be taken or approved by the Members, if any, of this Association, the activities and affairs of the Association shall be conducted and all powers shall be exercised by or under the direction of the Board Officers.

6.3 Duties: It shall be the duty of the Board Officers to:

- 6.3.a Perform any and all duties imposed on them individually or collectively by law, by the articles of incorporation, or by the Bylaws.
- 6.3.b Appoint and remove, employ and discharge, contract and terminate, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of officers, appointees, agents, and vendors of the Association.
- 6.3.c Oversee all officers, agents, and vendors of the Association to assure that their duties and obligations are properly performed.
- 6.3.d Meet at such times and places as required by these Bylaws.
- 6.3.e Register their address and contact information with the Secretary of the Association so that any notices of meetings sent to them at such points shall be considered valid notices thereof.
- 6.3.f Preserve, maintain, and have available all Association records as required by these Bylaws and all City of Las Vegas, Clark County Nevada, State of Nevada, and Federal Government regulatory authorities as applicable.

6.4 Fidelity Bonding: The Board at its discretion, supported by a majority vote in favor, may use Association funds to bond Board Officers in an effort provide the Association with more extensive protection against non-anticipated risks to assets.

Article 7 - Amendments to the Bylaws

7.1 Amendments by the Board: These Bylaws may be amended by a two-thirds (66%+) majority of the Board at any regular Board meeting, provided that the proposed amendment shall have been read, in its entirety at the previous Board meeting, and/or distributed to the entire Board, in writing, seven (7) days prior to the meeting, at which the proposed amendment is scheduled for a vote.

7.2 Amendments by the Members: These Bylaws may also be amended by a proposal put forth by a member at the Annual Membership Meeting or at a Special Membership Meeting called for that purpose.

- 7.2.a To propose a Bylaws change at the Annual Membership Meeting, the sponsoring member(s) of such a change must submit a written request to the Board Secretary at least 30 days prior to the date of the meeting asking that the matter be placed on the agenda and correspondingly noticed to the members per Article 4.4 of these Bylaws. In support of said member request, the Board

will also distribute via an email to available addresses, handouts at field scrimmages, and a post on the LVSSA website any content provided describing the intent of the proposed changes along with the specific amendment text to be considered. At the Annual Membership Meeting, if the Board Secretary determines the sign-in roster indicates a quorum of Association members in good standing are in attendance, a quorum in this case being defined as over 50% of Association members in good standing being present, then the Board Secretary will conduct and monitor a roll-call vote on the proposed change(s). Results will be tallied per the process and procedures documented in Article 7.2.c.

- 7.2.b To propose a Bylaws change at a Special Member Meeting called for such purpose by a member or members, the sponsoring member(s) must provide written notice of their intent to the Board Secretary via a certified letter at least 30 days prior to the meeting date for such action to be considered compliant with Bylaw amendment processes. Upon receiving such notice, the Board shall help support the said member-driven initiative by posting on the LVSSA website upon request any content provided by the member(s) regarding meeting logistics, the intent of the proposed change(s), and the specific amendment text to be considered. If, and when, the Special Member Meeting is held, the vote on the proposed change(s) must be done by a roll-call vote conducted and monitored by the Board Secretary alone or in partnership with the sponsoring member(s) of the Special Member Meeting. Results will be tallied per the process and procedures documented in Article 7.2.c.
- 7.2.c Any Bylaw amendment(s) so put forth at an annual or special meeting shall be voted on via a roll call voting process conducted by the Board Secretary amongst those members in good standing attending the meeting in-person. No proxies, absentee ballots, or call-in votes will be included in the tally. The proposed Bylaw amendment(s) will be deemed to have been adopted and be immediately effective if the total votes in favor represent a majority of all LVSSA Association members in good standing, whether they are present or not, at the time of the vote.

Article 8 - Rules

The LVSSA Bylaws may be supplemented from time-to-time by one or more stand-alone documents (the “LVSSA Rules”) that are created to provide detailed guidance as the Board feels necessary for ensuring the effective day-to-day governance and administration of Association programs, processes, and activities. Examples of such might be LVSSA Rules for Board Elections, LVSSA Rules for Hall of Fame Awards, or LVSSA Rules for Membership. The Board may expand, amend, or repeal LVSSA Rules by a majority vote at a duly scheduled Board meeting. All LVSSA Rules shall be posted on the LVSSA website.