

BYLAWS OF
QUEEN CITY FOOTBALL CLUB

ARTICLE I

SECTION 1: The name of the corporation shall be Queen City Football Club (hereinto referred to as QCFC)

SECTION 2: The principal office shall be held in the State of Montana.

SECTION 3: The organization shall be registered as a public benefit non-profit corporation with the State of Montana and shall remain in good standing.

SECTION 4: QCFC shall be affiliated with United States Soccer Federation (USSF) and shall recognize the authority, rules and laws of this body and any other body in which QCFC is associated. The board may affiliate with other appropriate organizations not in conflict with the above organization.

ARTICLE II

SECTION 1: The objective is to provide programs for the improvement of the physical, mental, social, and moral condition of its players. It is to organize, develop, promote, and regulate the game of soccer. It is to support the training and licensing of coaches and referees for soccer activities and to encourage active public support of soccer and physical fitness. It is the policy of QCFC programs to promote the development of strong character, positive attitude and sense of responsibility and citizenship using soccer as the vehicle. The intent of QCFC programs is to achieve this goal through fair play, good sportsmanship and congenial fellowship with adult leaders providing the example. It is strictly against the policies of QCFC, for any person, either as a participant, volunteer, or spectator to engage in arguments, use abusive language towards anyone, harass referees or league officials, or to exhibit any behavior not in concert with the general intention of this policy statement. Coaches, board members, players and volunteers are required to abide by this policy statement and to assist in promoting its intent to all parents, adults, and children associated with QCFC.

ARTICLE III

SECTION 1: Any person sincerely interested in active participation to further the objective may apply to become a member.

SECTION 2: There shall be the following classes of Members.

A. Player Members: Any player candidate meeting the requirements of QCFC programs shall be eligible for participation. Player members shall have no rights, duties, or obligations in the management or in the property of QCFC.

B. Regular Members: Any adult person actively interested in furthering the objective of QCFC may become a regular member upon payment of dues as hereinafter provided. Only regular members in good standing are eligible to vote at General Membership Meetings. All officers, Board members, Committee members, Managers, Coaches, and other elected and appointed officials must be active regular members in good standing. To remain in good standing a member must have paid all required dues and fees, abide by the bylaws, policies and rules of QCFC and is not subject to any disciplinary penalties by the Organization. Regular members of QCFC automatically include all current Managers, Coaches, Volunteers, Board members and any other person who is recognized by the Board as a volunteer of QCFC.

C. Sustaining Member: Any person who is not a regular member who makes financial or other contributions to QCFC may by a majority vote of the Board of Directors become a Sustaining Member, but such person shall have no rights, duties or obligations in the management or in the property of QCFC.

D. As used hereinafter, the word "member" shall mean a Regular Member unless stated otherwise.

SECTION 3: Per-player registration fees will be set each year by the Board of Directors. Any additional expenses or fees incurred shall be voted and approved by the Board of Directors.

SECTION 4: Membership may be terminated by resignation or action of the Board of Directors as follows:

A. The board of directors, by a two-thirds vote of those present at any duly constituted board meeting, shall have the authority to discipline or terminate the membership of any member of any class, including managers and coaches, when the conduct of such person is considered detrimental to the best interest of QCFC and its associated charters or affiliations. The Member involved shall be notified of such meeting, informed of the general nature of the charges, and given an opportunity to appear at the meeting to answer such charges.

B. The board of directors shall, in case of a Player Member, give notice to the coach of the team for which the player is a player member. Said coach shall appear, in the capacity of an advisor, with the player before the Board of Directors. The player's parent(s) or legal guardian(s) may also be present. The board of directors shall have the full power to suspend or revoke such player's rights to future participation by a two-thirds vote of those present at any duly constituted meeting (quorum is required).

ARTICLE IV

SECTION 1: A General Membership Meeting is any meeting of the membership of QCFC including special general membership meetings.

SECTION 2: Notice of each General Membership Meeting shall be given at least 14 days in advance of the meeting, setting forth the place, time, and purpose of the meeting. Notice of a general membership meeting may be made through the local newspaper, advertisement, electronically, or mailing.

SECTION 3: At any General Membership Meeting, those members in attendance shall constitute a quorum.

SECTION 4: Only regular members shall be entitled to make motions and vote at general membership meetings. However, the Board of Directors, may invite, admit, and recognize guests for presentations or comments during general membership meetings.

SECTION 5: Absentee ballots or proxy voting shall not be permitted at any meeting in which a vote is required or during elections of officers.

SECTION 6: The annual meeting shall be held during no less than two weeks and no more than six weeks before the fiscal year begins for the purpose of electing the Board of Directors, electing Officers, receiving reports, reviewing, and voting on amendments to the constitution or bylaws, and for the transaction of such business as may properly come before the meeting.

A. The membership shall receive at the annual meeting of the members a report, verified by the President and Treasurer showing: 1. The condition of QCFC to be presented by the president or his/her designee; 2. A general summary of funds received and expended by QCFC for the previous year, the amount of funds currently in possession of QCFC, and the name of the financial institution in which such funds are maintained. 3. The whole amount of property owned by QCFC and where located.

B. The Board of Directors shall assume the performance of its duties on July 1st.

SECTION 7: Special General Membership Meetings of the Members may be called by the Board of Directors or by the President at their discretion. Upon the written request (petition) of 10% of the regular membership the President shall call a Special General Membership Meeting to consider the subject specified in the request. No business other than that specified in the notice of the meeting shall be transacted at any Special General Membership Meeting. Such Special General Membership Meeting shall be scheduled to take place not less than 14 days after the request is received by the President or Board of Directors. A minimum of two-thirds of the Members requesting a Special General Membership Meeting shall be required to be in attendance at same special meeting. In the event less than two-thirds Members are

present, the meeting will be called to order and the petition ruled invalid and obsolete. Any special meeting for the same purpose cannot be submitted within 90 days from such invalid and obsolete petition.

ARTICLE V

SECTION 1: QCFC shall be administered and operated by a Board of Directors (BOD) which it will consist of ~~12~~ **13** positions of elected officers as specified herein. The Board of Directors shall consist of the President, Vice-President, **Immediate Past President**, Secretary, Treasurer, Registrar, Technical Director, Referee Assignor, Director of Marketing, Facilities Director, Director of Academy, Director of Development, Director of Coaching. The BOD shall have the authority to:

- A. Transact all business of this Association.
- B. Delegate its authority to such person or persons whom it may determine should accomplish one or more of its delegated responsibilities.
- C. Enforce the Constitution, By-Laws, and Administrative rules or policies of QCFC and affiliated organizations.
- D. Arrange games of any nature whatsoever in its own name, and to that end, it may request the membership's support and/or their affiliated organizations and personnel.
- E. Create and manage the establishment of special funds that it may deem expedient for the welfare of The Game.
- F. Suspend, expel, and/or impose such fines or penalties upon any person under its jurisdiction who violates or breaches the Constitution, By-laws, and Administrative Rules of QCFC and/or its affiliated organizations.
- G. Settle all disputes between two or more QCFC Members.
- H. Make the final decision on all Financial Matters for the welfare of the organization and player members.

SECTION 2: The Board of Directors shall have regular meetings at such places and times as it shall establish by resolution.

- A. The President or majority of the Board of Directors, whenever they deem advisable, shall issue a call for a Special Board Meeting. In the case of Special Board Meetings, such notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the meeting.
- B. Notice of each Board meeting shall be given by the President or Secretary personally, electronically or by mail to each Director at least 48 hours before the time appointed for the meeting to the last recorded address of each director.
- C. A majority of the total number of members of the Board of Directors then in office shall constitute a quorum for the transaction of business. If a quorum is not present, no business shall be conducted.
- D. Only members of the Board of Directors may make motions and vote at meetings of the Board of Directors. However, the Board of Directors may invite, admit, and recognize guests for presentations and comments during board meetings.
- E. All board meetings will be open to all members or guests. The BOD reserves the right to go to a closed session without notice or call.

SECTION 3: Roberts Rules of Order shall govern proceedings of all Board of Directors meetings, except where same conflicts with the constitution or bylaws of QCFC.

ARTICLE VI

SECTION 1: The President, Registrar, Treasurer, Technical Director, Director of Academy and Referee Assignor will be elected in the even years. The Vice President, Secretary, Director of Coaching, Director of Marketing, Director of Development, and Facilities Director will be elected in the odd years. They shall take office and assume duties as of July 1. An officer may resign at any time by delivering written notice to the Board or Executive Committee. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Board accepts the future effective date, the Board may fill the pending vacancy before the effective date with the successor to take office on the effective date. If any vacancy occurs in the Board of Directors, by

death, resignation or otherwise, it may be filled by a majority vote of the remaining Directors at any regular Board meeting or at any Special Board Meeting called for that purpose. The Board of Directors shall have the power to appoint such standing committees as it shall determine appropriate and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate. The Board of Directors may appoint such other officers or agents as it may deem necessary or desirable and may prescribe the powers and duties of each. The Board of Directors shall authorize the employment and prescribe the duties of all officers, employees, and agents of QCFC. Compensation may be established from time to time by the Board of Directors.

SECTION 2: The Board of Directors shall be elected in the following manner. All elected individuals must be members in good standing and must receive a majority of the cast votes. Any individuals who wish to run for any QCFC Office shall submit such notice to QCFC by doing so using the "Nomination" form on the QCFC website, or by mail to QCFC. In order to be placed on the ballot at the Annual General Membership meeting. The entire membership shall elect the Board by secret ballot.

SECTION 3: The Board may remove any officer described in this constitution at any time for committing infractions against QCFC bylaws by a majority vote of the Directors present at any meeting of the Board at which a majority of the officers are present. Any assistant officer may likewise be removed by the officer that appointed him, by the Board, or by the Executive Committee.

SECTION 4: Each officer shall accomplish the tasks described in the following Sections. No officer should make any decisions on his own as to dissolve, sale or remove any part of an age group, equipment, or property of QCFC. All officers shall be active in QCFC programs, be available to members, actively check their QCFC email account and reply to inquiries in a timely manner, attend board meetings regularly, complete tasks as assigned by the board or president, and positively represent QCFC.

The President shall:

- A. Attend and preside over the monthly board meetings and be a member ex-officio of all committees.
- B. Preside over Annual General Meeting (AGM)
- C. Be the representative for QCFC to state meetings.
- D. Present a report of the condition of QCFC at the Annual General Membership.
- E. Conduct the affairs of QCFC and execute the policies established by the Board of Directors. Appoint, designate, or hire other persons to assist him/her in performing his/her said duties.
- F. Work with Registrar to ensure registration matters are in order.
- G. Work with Vice President to ensure all soccer operations run smoothly.
- H. Work with Director of Marketing to find ways to market QCFC programs.
- I. Work with the Technical Director to ensure player development and appropriate competition in place.
- J. Work with Director of Coaching to assure coaching programs are developed.
- K. Work with Treasurer to overview the financial aspects of the club.
- L. Preside over seasonal meetings for players, coaches, referees and parents.
- M. Notify the Webmaster for any changes in the board membership and other items to be posted online.
- N. Be responsible for the conduct of QCFC in strict conformity to the policies, principle, rules and regulations of Board of Director approved program charters, as agreed to the conditions of charter issued to QCFC by such organizations.
- O. Investigate complaints, irregularities and conditions detrimental to QCFC and report thereon to the Board of Directors as circumstances warrant.
- P. With the assistance of the Registrar, examine the application and support proof-of-age documents of every Player Member and certify to residence and age eligibility before the Player Member may be accepted for applicable tryouts and selection.

The Vice President shall:

- A. Perform the duties of the President in the absence or disability of the president, provided he or she is authorized by the President or the Board so to act. When acting so, the Vice President shall have all powers in that office.
- B. Be responsible to convey reports of the progress of the soccer programs to the Board of Directors.
- C. Assist the President and Director of Coaching in operations to further the growth of the Soccer program in the club.
- D. Ensure the safety of the players, create awareness through education and information of the opportunities to provide a safer environment for all players and participants in QCFC programs.
- E. Work with the Director of Development in the implementation of approved QCFC fundraising activities,
- F. Work with the Director of Development in obtaining sponsors.
- G. Assist in special events such as clinics and festivals.

The Technical Director shall:

- A. Be responsible for player development,
- B. Develop and implement training plans,
- C. Evaluate players,
- D. Maintain a player evaluation tool and train coaches on its use,
- E. Be responsible for all aspects of player tryouts and team formations,
- F. Oversee the Director of Coaching and guide them as needed,
- G. Ensure all coach training is in line with the club philosophy and player development goals,
- H. Identify and work with outside technical partners,
- I. Propose camps and oversee such as approved by the board,
- J. Chair the Player Development committee.

The Treasurer shall:

- A. Provide the President with monthly financial statements two days prior to the board meeting,
- B. Maintain accounting software; Present the treasure budget at BOD meeting,
- C. Maintain budget,
- D. Process receipts and maintain records of player payments; collect on non-payments of registration fees,
- E. Maintain list of scholarships,
- F. Process disbursements: all disbursements by check must be signed by authorized person/s only,
- G. Pay Refs as reported by Referee Assignor,
- H. Reconcile bank accounts,
- I. Process Insufficient Funds notices. Notify the Registrar of returned checks and non-payments,
- J. Provide information to accounting firm for tax return preparation within one month of fiscal year-end or as determined by the Board of Directors,
- K. Be responsible for maintaining and archiving all files relevant to QCFC finances,
- L. Receive all monies and securities and deposit same in a depository approved by the board of Directors within a maximum of 72 hours from receiving said monies,
- M. Prepare an annual budget, under the direction and/or assistance of the President for submissions to the Board of Directors at the Annual Meeting and to specific affiliations as may be required,
- N. Keep an itemized account of all receipts of items bought by QCFC (nets, uniforms, equipment ETC),
- O. Shall report to the Board at each meeting a report of all receipts and disbursements,
- P. Create the end of the Year report to be presented at the AGM.

The Registrar shall:

- A. Prepare and maintain up-to-date team rosters, assign player registration numbers and transfer all appropriate forms to affiliated organizations as required to maintain "good standing",

- B. Execute all approved player transfers between teams and leagues or releases and notify affiliated organizations as required of such actions,
- C. Respond to all routine correspondence about QCFC Registration matters,
- D. Order uniforms for players,
- E. Perform all necessary actions to acquire player passes as needed.

The Director of Development shall:

- A. Be responsible for the implementation of approved fundraising activities,
- B. Be responsible for obtaining sponsors,
- C. Provide each sponsor with a schedule of games and ensure each sponsor is appropriately recognized at the end of the season, and with any promised advertisements, etc. during the season,
- D. Research and apply for grant funding,
- E. Chair the ways and means committee,
- F. Work with the President and Treasurer on budget development.

The Director of Marketing shall:

- A. Lead insight gathering for marketing development,
- B. Organize advertisements for new programming,
- C. Advertise QCFC registration dates, camps, clinics, and other events around the club's area,
- D. Work with the Director of Development in sponsorship efforts,
- E. Serve on the ways and means committee,
- F. Work with Facilities Director to ensure proper signage at all facilities,
- G. Work with Webmaster to ensure proper content is on the website,
- H. Develop and implement creative and consistent social media marketing.

The Director of Coaching shall:

- A. Work with the Registrar to ensure all coaches in all divisions have completed background checks and that said forms are filed properly with the state,
- B. Maintain a shared report of all licensed coaches including their background information and coaching requirements.
- C. Provide coaches with approved materials and guidance for age-appropriate coaching methods,
- D. Plan, organize and conduct coaching clinics and submit their licensing information to the state within 7 days of completion of the course,
- E. Recruit and assign coaches for all programs,
- F. Preside over Coaches Meeting,
- G. Assist coaches with developing a coaching philosophy,
- H. Ensure all coaches have completed Concussion awareness training.

The Secretary shall:

- A. Be responsible for recording the activities of QCFC and maintain appropriate files, mailing lists and necessary records,
- B. Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of secretary or as may be assigned by the President or the Board of Directors,
- C. Maintain a list of all Regular and Sustaining Members, Directors and Committee Members and give notice of all meetings of QCFC, the Board of Directors and Committees,
- D. Keep the minutes of the meetings of the Members, Board of Directors and the Executive Committee and cause them to be recorded and disbursed at the next meeting or electronically prior to the next meeting,
- E. Notify Members, Directors, Officers and Committee Members of their election or appointment,

- F. Check mail two to three times per week. Pickup mail and disburse as is necessary,
- G. Upon the end of term, provide the incoming secretary with the minutes archive.

The Referee Assignor shall:

- A. Be responsible for remaining certified with the state,
- B. Have general supervision over all referees of QCFC,
- C. Recruit and schedule referees for all QCFC programs which require referees and keep records of games refereed and compensation paid,
- D. Plan, organize and conduct referee clinics for all referees of QCFC,
- E. Evaluate the performance of referees at the request of the Board, the President, or the Executive Committee,
- F. Respond to all routine correspondence about referee matters.

The Facilities Director shall:

- A. Be responsible for the caretaking of all facilities used by QCFC,
- B. Keep the board informed of any issues regarding facilities,
- C. Be the main contact for field use and rented spaces,
- D. Ensure all storage is properly maintained and clean,
- E. Chair the special projects committee,
- F. Ensure fields are rented, lined and safe for all game days and training schedules,
- G. Work with the webmaster to ensure proper field maps are posted,
- H. Ensure all equipment is safe to use and goals are weighted,
- I. Submit annual budget requests to the board.

The Director of Academy shall:

- A. Oversee the fall and spring academy programs**
- B. Be available and respond to inquiries in a timely manner**
- C. Present a plan and work with the board each season for approval and implementation**
- D. Work with the TD on team/group formations and present final list to Registrar**
- E. Assist the DOC with recruitment of coaches and training of academy coaches**
- F. Work with the Facilities Director on field needs**
- G. Work with the Director of Marketing to advertise seasons and post information**

The Immediate Past President shall:

- A. Mentor and Guide the President and Board of Directors**
- B. The Immediate Past President position shall only be filled by the most recent outgoing President of the club who has served at a minimum one full term. The current Immediate Past President shall serve in the position until this requirement has been met. Resignation of the Immediate Past President shall result in a vacancy of the position or may be filled by an appointment of the BOD to a previous immediate past president.**

ARTICLE VII

SECTION 1: The Executive Committee shall consist of the President, Vice President, Treasurer, Registrar, and Technical Director, **and Immediate Past President.**

SECTION 2: A quorum of the Executive Committee shall consist of three of the members of the Executive Committee.

SECTION 3: Regular meetings of the Executive Committee shall be held with or without notice at such time and place as shall be determined by the President or Executive Committee. Special meetings of the Executive Committee may be

called by the President or at least 2 members of the Executive Committee by written request passed on to the Secretary. At all regular and special meetings each member of the Executive Committee shall be entitled to one vote.

SECTION 4: The Executive Committee shall have all the powers as the Board of Directors when the Board is not in session, except that the Committee shall not have the authority to: 1. Reverse, modify or change any prior decisions made by the board; 2. Authorize distribution of any kind; 3. Approve dissolution, sale or merger of all or substantially all of QCFC's assets; 4. Elect, appoint or remove Directors; 5. Or adopt, amend or repeal the Articles of Incorporation, the constitution or these bylaws. All actions taken by the Executive Committee on behalf of QCFC shall be reported at the next meeting of the Board.

ARTICLE VIII

SECTION 1: The Board of Directors may appoint a Nominating Committee consisting of three Directors and other appointed Regular Members. The committee shall investigate and consider eligible candidates and submit at the Annual Meeting a slate of candidates for the Board of Directors. The committee shall also submit for consideration by the Board a slate of Officers and Committee Members. They shall notify the corresponding Secretary at least 21 days prior to the Annual Meeting of the Members and the Secretary shall include a list of the nominees along with the notice of the Annual Meeting of the Members. Nominations for Directors may also be made with a completed application, signed by the nominee, and submitted to the secretary at least 15 days prior to the Annual Meeting or the Members.

SECTION 2: The Disciplinary Committee shall consist of five Members one of which shall be the Vice President, and the remainder of whom shall be appointed by the Board. A quorum of the Disciplinary Committee shall consist of a minimum of 4 members of the committee. The disciplinary committee shall be responsible for hearing and determining all disciplinary proceedings at the local level pertaining to the alleged violations of the rules, regulations, by-laws, and constitution of QCFC and any affiliated organization by registered players and coaches. All decisions made by the Disciplinary Committee shall be the final decision at the local level and shall not be subject to review by the Board, the Executive Committee or the Members but may be appealed pursuant to said rules and regulations. The Disciplinary Committee shall also be responsible for preparing an evidentiary record of the matters considered by the Disciplinary Committee and for appearing on behalf of QCFC in any appeal taken by a party aggrieved by a decision of the Disciplinary Committee. A coach or registered player may be removed, suspended, reprimanded, or otherwise disciplined for willful violation of the constitution, by-laws or rules and regulations of QCFC and any affiliated organization, for persistent violation of the laws of the game or for conduct prejudicial to the best interests of QCFC. Removal, Suspension, Reprimand or other disciplinary action shall be by the vote of the majority of the members present, at a regular or special meeting of the Disciplinary Committee. At least five days prior to the meeting of the disciplinary Committee at which disciplinary action will be considered written notice of such meeting and the reasons disciplinary action will be considered shall be given to the affected coach or player by personal delivery, first class mail or certified mail sent to the last known address in the record of QCFC. Such coach or player shall have access to all pertinent by-laws, constitution, rules and regulations which pertain to the disciplinary proceedings thereof. Such coach or affected player shall have the right to be heard orally or in writing at the meeting of the Disciplinary Committee at which such action will be considered. At such meeting, the Disciplinary Committee shall, after providing such coach or player the right to be heard, determine whether the proposed disciplinary action shall take place. The vote of a majority of the members present of the Disciplinary Committee present at such meeting shall be required for disciplinary action to be taken. Appeals from decisions of the Disciplinary Committee shall be made in accordance with procedures established by QCFC or its affiliated organizations.

SECTION 3: The Grievance Committee shall consist of the President, Vice President, and the Director of Coaching. If the grievance is filed against the person holding one of the above positions, the other two members of the committee shall select a third member from the rest of the QCFC Board.

ARTICLE IX

SECTION 1: The Board of Directors shall decide all matters pertaining to the finances of QCFC and it shall place all income into a common account for QCFC, directing the expenditure of funds in such manner as will give no individual or team an advantage over those in competition will such individual or team.

SECTION 2: All monies received shall be deposited to the credit of QCFC in a depository as the Board of Directors designates.

SECTION 3: Any contribution to QCFC shall be notified and approved by the BOD. All funds shall be deposited in the common treasury of QCFC.

SECTION 4: The Board shall not permit disbursement of funds for anything other than the conduct of QCFC activities in accordance with the rules, regulations, and policies of QCFC and its affiliated organization. All disbursements shall be made by check or credit card and all checks must be signed by two officers as the Board of Directors shall determine. All checks written must be accompanied by the purpose and amount of which such check was drawn.

SECTION 5: The Board shall not permit the solicitation of funds in the name of QCFC not approved by the BOD. All funds so raised are to be placed in the common treasury of QCFC. Any solicitation of funds for specific teams or reason must be raised in the name of said specific team or reason and must be made clear to all potential contributors that funds will be used for specific team or reason only and not for the common treasury of QCFC.

ARTICLE X

SECTION 1: QCFC shall keep as permanent records minutes of all meetings of the Board of Directors, the Executive Committee, and all other committees. QCFC shall also maintain appropriate accounting records. QCFC shall maintain its records in written form or in other form capable of conversion into written form in a reasonable amount of time. QCFC shall also keep a copy of the following records: 1. Its Articles or Restated Articles of Incorporation and all amendments to them currently in effect. 2. Its Bylaws or Restated Bylaws and all amendments to them currently in effect. 3. A list of the names and business or residential address of each officer and director in office. 4. Its most recent status report as delivered to the Secretary of State's Office as required by law.

SECTION 2: The fiscal year of QCFC shall begin on July 1st and shall end on June 30th.

SECTION 3: No part of the net earnings of QCFC shall inure to the benefit of any trustee, director, or officer of QCFC, or any private individual, except reasonable compensation for services rendered to or for QCFC. No trustee or officer shall be entitled to share in the distribution of any of the QCFC assets upon dissolution of the Corporation. QCFC shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax code Upon the termination, dissolution or final liquidation of QCFC in any manner and for any reason, the Board of Directors shall first pay or provide for the payment of all liabilities of the Corporation; all remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding section of any future federal tax code), or shall be distributed to the federal government, or to state or local government, for a public purpose.

ARTICLE XI

SECTION 1: These bylaws shall be amended only at an Annual General Meeting by a two thirds (2/3) majority of the votes allowed under a duly constituted quorum. Proposed amendments must be submitted 30 days prior to the General Meeting. The BOD can make recommendation(s) to the membership at the AGM, The BOD will mail a copy of each proposal, including the recommendation(s), to all registered Members with QCFC. Except where provided in the QCFC Constitution any additions or amendments to this Constitution, Bylaws, or Policies shall not be effective until they are set down in writing and physically appended to those documents as a part thereof.

SECTION 2: If the Board or the Members seek to have an amendment or repeal approved by the Members at a Membership Meeting, the Secretary shall give notice to the Members of such meeting either personally, electronically,

or first-class mail. This notice shall state the purpose is to consider the proposed amendment or repeal and contain or accompany a copy of the proposed amendment or repeal along with the current rule it applies to.