

Capital Travel Sports, Inc.

BY-LAWS

Table of Contents:

Article I	Name and Purpose
Article II	Membership
Article III	Board of Directors
Article IV	Committees
Article V	Management Staff
Article VI	Technical Staff
Article VII	Programs
Article VIII	Financial Provisions
Article IX	Miscellaneous Provisions
Article X	Corporate Records
Article XI	Amendments
Article XII	Dissolution

ARTICLE I - NAME AND PURPOSE

Section 1 — Name: The name of the corporation shall be Capital Travel Sports. It shall be a non-profit organization incorporated under the laws of the District of Columbia. Capital Travel Sports will register, and conduct business, under the trade name Washington Capital United.

Section 2 — Purpose: Capital Travel Sports (hereinafter referred to as “the Corporation” or “WCU”) is organized exclusively to educate, develop, and promote the growth and appreciation of soccer and futsal.

Section 3 – Mission: The mission of the Corporation is to: bring professional coaching to all committed players; to develop their technical capability, their understanding, their love of the game, and their sportsmanship; to utilize of professional expertise to identify and support each individual player’s unique talents and future; and to expand the game from our base into under-served communities, opening the personal growth opportunities to all interested players in the Nation’s Capital.

Section 4 – Miscellaneous: In furtherance of its Purpose and Mission, the Corporation shall establish a Vision Statement, and associated Strategy, Guiding Principles, Philosophy, and any other structure requisite to the successful implementation of the Purpose and Mission.

ARTICLE II — MEMBERSHIP

Section 1 — General: Members must be legal adults, aged 18 years or older.

Section 2 — Membership: Membership in the corporation shall be restricted to Members of the Board of Directors, as per the Articles of Incorporation.

Section 3 — Non-voting Membership: The Board may vote to accept former Members to non-voting Membership positions, in ex-Officio capacity.

ARTICLE III — BOARD OF DIRECTORS

Section 1 — Board role: The Board is responsible for overall policy and direction of the Corporation. The Board is also responsible for the preparation of the annual operating budget. The Board delegates responsibility for day-to-day operations to: Management Staff, the Technical Director of Coaching, parent volunteers, and committees.

Section 2 — Board size: The Board shall consist of no less than five (5), nor more than eleven (11) members (hereafter “board members”). The Board shall vote on the appointment of the Executive Committee. The remaining Directors-At-Large shall be assigned to one of the roles delineated in Section 7. The Board shall in no instance intentionally consist of an even number of board members.

Section 3 — Board voting: Each member is entitled to one vote and may not carry any proxy. The President shall only vote when it is required to create a majority. In the event that a member resigns, and the board is left with an even number of members, the President shall abdicate his/her voting rights. Such abdication of voting rights shall not be enforced in circumstances where the Board meets, and a Board Member absence yields an odd number of members at said meeting. Further, the President may act as a tie-breaking vote, but may not vote until all other votes are cast.

Section 4 — Board limitations: In the event that resignation leads to a Board consisting of less than the minimum five (5) members, no changes to the by-laws, nor any substantive changes to the budget or organization, including mergers and acquisitions, shall be made until the Board is made “Whole”.

Section 5 — Board Officers: The following four (4) board members shall be Officers of the Club: President, Vice President, Secretary, and Treasurer. These positions must be filled. These positions specifically have the ability to execute contracts on behalf of the Board and the Club, and to otherwise encumber the Club with respect to financial and other obligations as required, and as authorized by the Board.

Section 6 — Board Financial Control: The Treasurer and Comptroller will have overlapping terms in order to maintain continuity of the club’s finances when one or the other position turns over.

Section 7 — Positions and Duties of the Board Members: The positions delineated in A through D are the positions of the Officers, and shall have the following responsibilities:

A. President

- a. Convene and preside over all board meetings;
- b. Set the agenda for board meetings;
- c. Give notice as required by the bylaws, including, for example, board meetings;
- d. Represent the corporation to industry partners;
- e. Ensure the budget is prepared;
- f. Exercise general supervision over the affairs of the Club;
- g. Keep the Board of Directors fully informed, and freely consults with them concerning the activities of the Club;

B. Vice President

- a. Chair of the Coaches Committee, providing quarterly reports on committee activity;
- b. Provide direction on coach recruiting done by the Technical Director;
- c. Chair of the Rules & Discipline Committee;
- d. Represent the Board, and the mission and philosophy of the Club to the Technical Director, and ensure such is conveyed during the Coaches' meetings;
- e. Perform the duties of the President in the absence of the President;
- f. Exercise such other powers and duties as the President or the Board of Directors from time to time may assign to them including chairing committees;

C. Secretary

- a. Provide oversight of annual calendar of activities and keep board informed of progress;
- b. Provide oversight of changes to club-wide policies;
- c. Distribute copies of minutes and agenda to board members;
- d. Ensures the Board adheres to the bylaws;
- e. Responsible for record keeping of Board actions, including taking minutes at board meetings, and making such records available to the Board;
- f. Ensure that Corporation records are maintained;
- g. Serves as member of the Financial Aid Committee;
- h. Performs such other duties as shall from time to time be assigned to her or him by the Board of Directors, including chairing committees;

D. Treasurer

- a. Provide a financial report at each meeting;
- b. Chair of the Financial Aid Committee;
- c. Make financial information available to the Board;
- b. Authority to open administrative bank accounts for the Corporation;
- c. Maintain full and accurate records of all receipts and disbursements of the Corporation in the proper books of account, and deposit monies and other valuables in the name and to the credit of the Corporation;
- d. Under the direction of the Board, disburse the funds of the Corporation, track proper vouchers and report to the Board at regular meetings, or whenever required;

- e. Perform such other duties incident to the position of Treasurer as shall from time to time be assigned to her or him by the Board of Directors, including chairing committees;

In addition to the required positions of the Officers, the Board shall assign the following duties at its discretion to the remaining Directors-at-Large:

E. Comptroller

- a. Audits and supervises financial affairs for the Club, and provides quarterly updates of findings;
- b. Prepare annual reports and tax filings;
- c. Prepare or cause to be prepared an annual budget and quarterly financial updates for the Club in such form and detail as the Board of Directors may require;
- b. Present or cause to be prepared a full report at the annual meeting of the Club and such other reports as the Board of Directors shall request;

F. Development

- a. Tasked with securing annual Club and Team donations;
- b. Tasked with securing multi-year Club sponsorships;
- c. Chair of the Marketing Committee;
- d. Serves as Club Point-of-Contact for merchandising, marketing, solicitation, and other fund-raising and brand expansion endeavours;
- e. Performs such other duties as shall from time to time be assigned to her or him by the Board of Directors, including chairing committees;

G. Operations

- a. Oversight of field loading and scheduling;
- b. Oversight of field and space development issues;
- c. Oversight of referees and referee recruiting;
- d. Oversight of league registrations;
- e. Oversight of team managers to make sure teams are registered and organized;
- f. Appoints members to serve as Club Representatives to the leagues;
- g. Main Point-of-Contact for VYSA and MSYSA;

H. Communications

- a. Oversight of Club communications to Club customers;
- b. Oversight of Club communications to external entities;
- c. Establishes and maintains all social media accounts;
- d. Responsible for organization of Annual Club Town Hall meeting;

I. Information Technology

- a. Oversight of website;
- b. Oversight of registration program;
- c. Co-Oversight of all social media accounts;
- d. Oversight of email domain and online storage accounts;
- e. Oversight of e-security;

J. Human Resources

- a. Ensures adherence to established recruiting and hiring practices;
- b. Oversight of employees, and employment matters;
- c. Conducts the Club's administrative employee complaint resolution process;
- d. Maintains employee records;
- e. Maintains the Employee Handbook, ensuring it is up-to-date and distributed to all employees;
- f. Proposes new or modified Human Resources policies and procedures to the Board for consideration and adoption;

K. Legal

- a. Coordination with HR regarding employment;
- b. Review and approval of all contracts;
- c. Reviews all policies and procedures for legal sufficiency;
- d. Point-of-Contact for DOES, DCRA, OTR, and other legal entities;
- e. Ensures that all proposed actions of the Board are consistent with external laws, policies, and procedures.

Section 8 — Terms: All board members shall serve two-year terms, but are eligible for re-election for up to three (3) consecutive terms. Terms shall begin on July 1st and shall end on June 30th of the subsequent year.

Section 9 — Meetings and notice: The Board shall meet at least quarterly, at an agreed upon time and place. In order for the Board to conduct Corporation business at a meeting, each Director, the Technical Director, and the Club Administrator, must have received written notice at least two (2) weeks in advance of the scheduled meeting.

Section 10 — Decorum: The Board is designed to be responsive to, and responsible for, the entire Club. Such responsibility, consistent with the Club's Purpose and Mission, implies a diversity of concerns, and viewpoints. It is the expectation that each Member of the Board shall be entitled to their opinion, to the respectful presentation thereof, and that the other Members shall accord due courtesy and civility in entertaining and evaluating those opinions.

Section 11 — Procedures: Board proceedings shall generally adhere to Robert's Rules of Order.

Section 12 — Board elections: By April 1st of each year, all Board Members whose terms are expiring must announce in writing to the Board whether they intend to serve another term. The Board will then make a club-wide announcement by April 15th of openings on the Board, inviting interested individuals to apply to be a member of the board. Individuals interested in running for the Board must complete the Candidate Application that the Board will make available on the club's website. The Candidate Application must be received by a current board member by May 15th to be eligible. The Board will review all applications and may interview any applicants at its discretion. The election shall take place during a meeting of the Board in May or June, called in accordance with the provisions of these bylaws. The Board will make

reasonable efforts to diversify Board Membership across teams so that a broad array of interests is represented.

Section 13 — Election procedures: New board members shall be elected by a simple majority of the eligible votes, provided a quorum is present. Each board member present at such a meeting has one eligible vote. The President determines the order in which the Board will consider the candidates. Once the Board has elected its maximum member, it need not consider any more applications. Moreover, the Board is not required to fill all board positions, as long as the minimum required number of positions are filled.

Section 14 — Quorum: At least fifty percent (50%) of board members must be present at a Corporation meeting in order for business transactions to take place and motions to pass.

Section 15 — Vacancies: When a vacancy on the Board exists mid-term, the Board will vote to fill the vacancy at the next board meeting, if possible. The Secretary must receive nominations for the vacant position from current board members two (2) weeks in advance of the board meeting where the vote will take place. These nominations shall be sent out to board members with the regular board meeting announcement. Board members elected to fill vacancies will serve until the end of the resigning board member's term.

Sub. a. — Expiring terms: In the event a vacancy exists with a term less than six (6) months remaining, the Board may wait to fill the vacancy until the end of the fiscal / soccer year;

Sub. b. — Size: In the event a vacancy exists that leaves the Board with a number of members greater than the minimum, the Board may decline to fill the vacancy;

Sub. c. — Number: In the event a vacancy exists that leaves the Board with an odd number of members, greater than the minimum, and filling the vacancy would yield an even-numbered Board, the Board may decline to fill the vacancy;

Section 16 — Resignation, termination, and absences: Resignation from the Board must be in writing and received by the Secretary. A board member may be removed by a three-fourths vote of the remaining board members. In the event that a member is absent for three (3) consecutive Board meetings, or six (6) or more Board meetings within the last twelve (12) consecutive months, that Member may be removed by simple majority vote.

Section 17 — Special meetings: Special meetings of the Board shall be called upon the request of the President, or one-third (1/3) of the board. Notices of special meetings shall be sent out by the Secretary to each board member and the Technical Director at least two weeks in advance.

Section 18 — Annual Meeting: The Board shall hold an annual meeting in June or July of each year for the purpose of organizing Committees and appointing board members and volunteers to take oversight of Committees and other club-wide positions.

Section 19 — Board compensation: The Board shall not be entitled to receive any compensation.

ARTICLE IV — COMMITTEES

Section 1 — General: The Board is not required to create or fill every position, and at its discretion, the Board can create Committees or club-wide positions not contained herein. The Board shall provide stewardship and oversight of Committees and club-wide positions.

Section 2 — Committee formation: Committees provide important input into the operations of the Corporation and advise the Board. The Board may create committees as needed, such as for fundraising, public relations, etc. Committees may be chaired by board members, or by non-board members at the discretion of the Board.

Section 3 — Committee Composition: Whenever possible, committee assignments should include a broad representation across age groups or teams.

Section 4 — Committees: The Board shall appoint members to chair the following Committees, unless a Chair is indicated below. Committees not specifically noted here may be formed at the Board's discretion.

Sub. a. — Fundraising Committee: The Board shall appoint a chair for the Fundraising Committee. The Fundraising Committee is responsible for organizing club-wide fundraising activities. Because these activities are critical to the Corporation, the chair will report on the committee's activities and plans at each board meeting.

Sub. b. — Coaches Committee: The Vice President shall chair the Coaches Committee. The Coaches Committee assists the Technical Director in selecting new coaches, determining a resolution if issues with an existing coach arise, and approving recommendations of the lead coaches—particularly on decisions regarding player selections when those selections impact multiple teams or age groups. The Vice President will report on the committee's activities and plans at each board meeting.

Sub. c. — Fields Committee: The Operations Director shall be the chair of the Fields Committee. The Fields Committee is responsible for working with the appropriate authorities to acquire fields for practice and league play. The committee is also responsible for the maintenance and set-up of fields, as needed. The chair will report on the committee's activities and plans at each board meeting.

Sub. d. — Financial Aid Committee: The Board shall name the chair of the Financial Aid Committee. The Financial Aid Committee is responsible for determining financial aid awarded by the Corporation. The chair will report on the committee's activities and plans at each board meeting.

Section 5 — Club-Wide Positions: The Board may appoint board members or non-board members to club-wide positions at its discretion for the purpose of conducting club business. The Board shall provide oversight to club-wide positions. The following list enumerates possible club-wide positions:

A. Field Permits Coordinator

- B. League Representative
- C. Tournament Coordinator (for tournaments hosted by WCU)
- D. Tryouts Coordinator
- E. Player Identification Coordinator
- F. Marine Barracks Liaison
- G. International Trips Coordinator
- H. Sports on the Hill Liaison

ARTICLE V — MANAGEMENT STAFF

Section 1 — General: As the organization grows, it is expected that management staff will be added. Positions added must not cause the budget to run a deficit. New management staff must be approved by majority vote of the Board.

Section 2 — Compensation: The compensation level must be approved by the Board of Directors, by simple majority vote, prior to execution of any contract.

Section 3 — Duties and Responsibilities: The Board shall determine the duties and responsibilities of each management staff hired. Such duties and responsibilities shall be documented via contract/position description.

Section 4 — Hiring and Dismissal: The hiring or dismissal of management staff requires a simple majority vote of the Board.

Section 5 — Voting Authority: No Staff hired by the Club shall be a board member, and thus will not vote on Board matters. However, the Board shall give proportionate weight to the views of the Staff, when deciding on club policy.

Section 6 — Positions: In the event that the Club hires executive staff to manage the operations of the Club, their duties shall be documented via written contract. Such positions, whose duties are generally outlined below, but shall be confirmed via written contract, may include, but are not limited to:

- A. Executive Director – Unless otherwise indicated, the Executive Director shall be hired by the Board, shall report directly to the Board, in a manner seen fit and described by the Board within the contract executed for the Executive Director, and shall have the authority to hire and dismiss all other Management-level staff, unless otherwise indicated by the Board. Generally, the Executive Director shall:
 - a. Provide an operational level financial report at each meeting;
 - b. Provide a staff review after each season;
 - c. Provide a programming review after each season;
 - d. Propose Management-level hires and dismissals as needed;
 - e. Propose new positions within the Management Staff as needed;

- f. Verify financial feasibility of new Technical-level staff;
- g. Inform the Board, in concert with the Technical Director, of new staff and programs.
- B. Club Administrator
 - a. Manage the registration platform, and actual registration of players;
 - b. Manage the receipt and refund of dues;
 - c. Manage the submission of rosters to the leagues and state bodies;
 - d. Manage other such duties as assigned by the Executive Director;
- C. Club Registrar
 - a. Manage player carding with respective state agencies
- D. Marketing Director
 - a. Manage the marketing of the Club to prospective business partners;
 - b. Manage the solicitation of donations to the Club;
 - c. Manage the co-branding and sponsorship efforts of the Club;
- E. Communications Director
 - a. Manages all Club communications, both internal and external;
 - b. Manages Club messaging, both internal and external;
- F. Finance Director
 - a. Manages all financial reporting;
 - b. Manages tax preparation;
 - c. Manages all regulatory filings;
 - d. Manages budget as behest of Executive Director;

ARTICLE VI — TECHNICAL STAFF

Section 1 — General: The organization, by its nature, and requirements of the various leagues and state authorizing agencies, require the Club to retain at least a Technical Director of Coaching.

Section 2 — Role of Technical Director of Coaching: The Technical Director (the “TD”) shall represent the Club to other Clubs, to the Leagues, and to the State Governing Boards. The TD shall be primarily responsible for the organization, development, and support of the coaches in the Club. The Club may, at its discretion, allow the TD to also serve as a coach. The TD shall report on the status of his or her responsibilities to the Board at board meetings.

Section 3 — Compensation: The compensation level must be approved by the Board of Directors, by simple majority vote, prior to execution of any contract.

Section 4 — Duties and Responsibilities: The Board shall determine the specific duties and responsibilities of the Technical Director. Such duties and responsibilities shall be documented via contract/position description.

Section 5 — Hiring and Dismissal: The hiring or dismissal of the Technical Director requires a simple majority vote of the Board.

Section 6 — Voting Authority: The Technical Director is not a board member and thus does not vote on Board matters. However, the Board will give significant weight to the views of the Technical Director when deciding on club policy.

Section 7 — Other Technical Staff: The Corporation shall endeavour to expand the Club's Technical Staff as the Club grows. No addition of staff shall cause the budget to run a deficit. In the event that the Club hires additional technical staff, their duties shall be documented via written contract. Such positions may include, but are not limited to:

- A. Director(s) of Coaching
- B. Programme Director(s)
- C. Age Group Coordinator(s)

ARTICLE VII — PROGRAMS

Section 1 — General: The Corporation shall offer at least the following Program: Travel Soccer.

Section 2 — Additional Programs: As the Club grows, the Corporation may wish to provide additional programming. No such additional programming shall cause the budget to run a deficit, unless such a deficit is part of strategic growth, is limited to not more than 5% of the overall annual operating budget, and is limited to one year in duration. Such programming may include:

- A. Recreational Soccer
- B. Academy Program
- C. Pre-Travel Development Programme

Section 3 — Supplemental Programming: The Club may wish to provide additional, supplemental programming, to further development of its players. Such programming shall not cause the budget to run a deficit, unless such a deficit is part of strategic growth, is limited to not more than 5% of the overall annual operating budget, and is limited to one year in duration. Such programming may include:

- A. Technical Skills Training
- B. Camps
- C. Advanced Performance Training
- D. Individual Skills Sessions

Section 4 — Compensation: Compensation shall be established in advance of launch of the program, so as to evaluate for solvency.

ARTICLE VIII — FINANCIAL PROVISIONS

Section 1 — Requirement: The corporation shall keep as permanent records, minutes of all meetings of the Board of Directors, a record of all actions taken by a Director without a meeting, and a record of all actions taken by a Committee.

Section 2 — Accounting: The corporation shall maintain a record of tax filings available for review upon request, for not less than the past three (3) years. Records for at least the past seven (7) years shall be retained.

Section 3 — Authority: The President, Vice-President, and Treasurer shall have the authority to execute contracts on behalf of the Corporation.

Section 4 — Discretionary Spending: The President shall have the authority to expend funds up to a maximum individual amount as determined by the Board. The total discretionary expenditure shall not exceed the aggregate amount approved in the annual budget.

Section 5 — Status: The Treasurer and/or Comptroller shall ensure that the Corporation is compliant annually in all filings requisite to preserve its federal, state, and local non-profit status.

Section 6 — Audit: The Comptroller shall cause an audit not less than once every two years to ensure fiscal compliance, and to preserve eligibility for grants and partnerships.

ARTICLE IX — MISCELLANEOUS

Section 1 — Indemnification: Except as set forth in the Articles of Incorporation, the following indemnification provisions shall apply. The liabilities and expenses reasonably incurred in connection with any threatened, pending, or completed civil action, arbitration, mediation, administrative proceeding, criminal prosecution, or investigatory action by any person who served or is serving the Corporation as a director, officer, committee member, volunteer, partner, trustee, employee, or agent of another entity (i.e., an “Eligible Person”) by reason of that Eligible Person’s position with or service to the Corporation:

- a. Shall be indemnified to the extent the Eligible Person was successful, on the merits or otherwise, in the defense of any such proceeding; and,
- b. May be indemnified if the person acted in good faith, and reasonably believed in the case of conduct in an official capacity, that the conduct was in the best interests of the Corporation; and in all other cases, that her or his conduct was at least not opposed to the best interests of the Corporation; and in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful, which indemnification shall be done only after complying with the provisions of the District of Columbia Nonprofit Corporation Act of 2010 regarding the process for making determinations about indemnification and the advance of expenses; but,
- c. Shall not be indemnified in connection with any proceeding with respect to conduct for which the person was adjudged liable on the basis that the person received a

financial benefit to which she or her was not entitled, whether or not involving action in an official capacity; but,

d. With regard to any Director or officer, the indemnification provided by this Article shall not be deemed exclusive of any rights to which any such Director or officer may be entitled under any statute, bylaw, agreement, vote of the Board of Directors or otherwise, and shall not restrict the power of the Corporation to make any indemnification permitted by law, and to in its judgment advance expenses for indemnification to such persons to the fullest extent allowed by law.

Section 2 — Insurance: The corporation shall maintain Directors & Officers (D&O) insurance of minimum \$1.0M in aggregate coverage. When the corporation shall hold assets totaling more than \$100,000, it shall also maintain fraud prevention and loss coverage.

Section 3 — Fiscal Year: The fiscal year shall run concurrently with the soccer year. Currently, the soccer year is defined as July 1st through June 30th. No adjustment may be made unless US Youth Soccer and/or USSF re-define the soccer year.

Section 4 — Payments: All arrangements for payment of compensation of any kind must be approved, in writing, by the Board prior to such payment and according the Board's procedures. The President, and Vice President, have the authority, with Board approval, to sign and execute contracts in the name of the Corporation and to sign or approve payment of money with Board approval.

Section 5 — Surety: The Board may require any member with fiduciary duties, or any staff with fiduciary duties, to cooperate with efforts to secure any bonding insurance desired by the Board.

Section 6 — Branding: The trade name, and its associated logo, shall be presented in a consistent manner through all internal and external communications, and shall not be changed except on 3/4 vote of the Board.

Section 7 — Conflicts of Interest: The Corporation shall adopt a Conflict of Interest Policy requiring its directors, officers, and members to disclose situations and the material facts where they, or their family or business associates, have an interest that could be an impediment to the loyalty of that director, officer, or member to the Corporation, and requiring a good faith determination by disinterested decision-makers as to whether that conflicted person can participate in the consideration or vote on the matter and as to the fairness of the proposed transaction or contract to the Corporation.

ARTICLE X — CORPORATE RECORDS

Section 1 — Requirement: The corporation shall keep as permanent records, minutes of all meetings of the Board of Directors, a record of all actions taken by a Director without a meeting, and a record of all actions taken by a Committee.

Section 2 — Accounting: The corporation shall maintain a record of tax filings available for review upon request.

Section 3 — Format: All records shall be maintained in secure electronic format, and/or hard copy format. Records shall be so maintained as to be accessible within one (1) week of request.

Section 4 — Specific: The corporation shall keep a copy of the following records:

- a. Its articles of incorporation, and all amendments thereto;
- b. Its By-Laws, and all amendments thereto;
- c. Minutes of the Board of Directors' meetings for the past three (3) years;
- d. A list of the names and business addresses of its current Directors & Officers;
- e. Records of biannual corporate filings;
- f. Its current business license;
- g. Its current insurance policy(s);
- h. Its federal and state documentation of non-profit status;
- i. Its last three (3) years of tax filings;
- j. Documentation of compliance with Dept of Employment Services requirements;
- k. Any other statutorily required filing not listed herein;

ARTICLE XI – AMENDMENTS

Section 1 — Amendments: These bylaws may be amended when necessary by a simple majority vote of the Board.

Section 2 — Procedure: Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

ARTICLE XII – DISSOLUTION

The corporation may be dissolved at any time by vote of the Board of Directors. All required federal, state, and local dissolution papers must be filed within statutory timeframes by the Board.

Section 1 — General Dissolution: Dissolution may, as noted above, occur at any time. When such dissolution is proposed by the Board, a vote of not less than 4/5 of the entire Board, regardless of quorum, must be recorded.

Section 2 — Discretionary Dissolution: From time to time, dissolution for purposes of merger, or other structural change, may be contemplated. When such dissolution is proposed by the Board, a vote of not less than 3/4 of the entire Board, regardless of quorum, must be recorded.

Section 3 — Dissolution due to Insolvency: In cases of impending, or current, insolvency, for which the Board perceives no resolution, dissolution may be proposed. When such a dissolution is proposed by the Board, a vote of not less than 2/3 of the entire Board, regardless of quorum, must be recorded.

END OF BY-LAWS

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