



**By-Laws
Of
Seneca Valley Lacrosse Association, Inc.**

Updated, Approved and Executable as of 6 June 2008

Article I: NAME

The name of the organization is “Seneca Valley Lacrosse Association, Inc.” referred to in this document as “SVLA”.

Article II: PURPOSE

The purpose of this organization is to:

- A. Provide an opportunity for athletes in the Seneca Valley School District to play competitive scholastic lacrosse.
- B. Develop lacrosse skills
- C. Promote social relationships among its members.
- D. Engender community spirit and interest in lacrosse.
- E. Encourage scholastic achievement

Article III: MEMBERSHIP

Section I. Definition

- A. Membership will be limited to no more than two parents or guardians of each participant (players, statisticians, managers, etc.) registered in the programs offered by this Association. Additionally, coaches hired by the Association will also be considered members, each with a single vote until such time as their coaching contract expires. Members may attend and participate in all meetings of the Association until such time as their child no longer meets current membership criteria.
- B. Eligibility for membership in SVLA is restricted to residents within the Seneca Valley School District (SVSD) the coaches are exempt from this requirement. All members will follow SVSD, WPSLA, WPIAL, PIAA and WPYLA athletic participation standards, and or any other lacrosse specific governing body in which SVLA may subject itself as determined by the executive board of directors.





- C. To the best of its ability the association will accommodate all interested participants. Capacity constraints may present situations whereby individual participants may experience limited instruction time, limited games exposure and or high safety risk factors. At the discretion of the executive board, under a capacity constraint scenario, team sizes may be limited. Steps to alleviate capacity constraints may include, but are not limited to tryouts, lottery drawings, registration order, and seniority.
- D. Further, a person may become a member of the Association by being elected to the Executive Board by the general membership or by being appointed by the Executive Board to a volunteer leadership role such as Co-Coordinator or Committee Member. Membership status will cease upon the person's resignation or removal from the status-eligible position.

Section II. Membership Rules, Rights and Responsibilities

- A. Each player participant in good standing shall be entitled to two votes. The player participant's family will decide how the votes are to be apportioned and cast regarding decisions that come before the general body.
- B. Each hired coach and elected or appointed official of the Association shall be entitled to one vote. Should that coach or elected or appointed official also be a parent or guardian of a registered player, they shall not be entitled to voting privileges in excess of the provisions of Article III (II.A) above.
- C. A member in good standing is defined as having paid and met all financial and material requirements addressed and all required paperwork submitted, the participant must abide by the athlete's "code of conduct" and SVSD athletic eligibility rules as defined by SVLA and the Seneca Valley School District.
- D. Furthermore, to retain membership in good standing status, Parents and Guardians must also abide by the "Parents' Code of Conduct" or risk expulsion of themselves and or the players from the association. Please refer to current the Parents' Code of Conduct as documented by the association.
- E. In order to be eligible to vote on matters that come before the general body, a member must be in good standing with the association and in addition the member must attend two (2) regular scheduled general membership meetings during the current September – May program season. The member will be eligible to vote at the second general membership meeting. The recording secretary will keep attendance records at all meetings.
- F. All members in good standing as defined in Article III Section II. Paragraph C and D are eligible to vote in the election of officers to the Executive Board of Directors.

Article IV: **GOVERNANCE**

- A. The overall government of this association will be under the supervision of the Executive Board of Directors, which will attain their positions through an open





election by the general membership of the Association for a one year term. The Executive Board is responsible for leading the affairs of the association and is required to vote on all matters that legally bind the association to its actions. This board will consist of the elected positions of:

- President
- First Vice-President – Administration
- Second Vice-President – Lacrosse Operations
- Treasurer
- Recording Secretary
- 2 At-Large Board Members

B. There may also be Board appointed coordinators. These appointed coordinators may consist of:

- Communications Coordinator
- Concessions Coordinator
- Equipment & Facilities Coordinator
- Fundraising Coordinator
- Middle School Teams Coordinator
- Registrar
- Travel & Tournaments Coordinator
- Youth Teams Coordinator

Additional coordinators may be appointed as determined by the Executive Board of Directors.

1. Appointed Board Members will be nominated by an Executive Board member, and require affirmation by a majority of the Executive Board.
2. Appointed Board Members may attend all board meetings, except when a matter requiring an executive session of the board is brought before the leadership.
3. Committees may be formed by the Association on an ad-hoc basis. Committee appointments are at the discretion of the President.

C Any officer may resign at any time and relinquish their future responsibilities by giving written notice to the Executive Board. Such resignation will take effect on the date of receipt unless otherwise specified by the Executive Board.





- E. Any elected board member can be removed from their positions for cause. Removal of a board member will require a vote of at least seventy-five percent of the full Executive Board. The date of suspension will be noted in the minutes of the meeting during which the action was taken, and the former board member will be notified in writing of his/her discharge.
- F. Any appointed coordinator can be removed from their positions by a vote of majority of the full Executive Board. The date of suspension will be noted in the minutes of the meeting during which the action was taken, and the former board member will be notified in writing of his/her discharge.
- G. A position vacated by an Executive Board member prior to the December Board of Directors meeting will be filled on a temporary basis by a person appointed by the President until an open election can be held at the next general meeting. Sufficient time must be given for an announcement of the vacancy and nominations to be received.
- H. The term of a position vacated by an Executive Board member between the December Board of Directors meeting and the March Board of Directors meeting will be filled by a person appointed by the President and approved by the Executive Board of Directors by the next board meeting.
- I. The term of a position vacated by an Executive Board member between the March Board of Directors meeting and the end of his/her term will be filled by a person appointed by the President.

Section I. Majority

Except as otherwise provided in these Bylaws, a **simple** majority of the **Executive** Board of Directors shall constitute a quorum for the transaction of business.

Section II. Compensation

Directors shall not receive any monetary compensation or other benefits for their services as Directors but may be reimbursed for necessary and reasonable expenses.

Section III. Election of Officers

- A. The **First** Vice-President shall appoint a nominating committee by **the February General Meeting** and be responsible for administering the nomination process.
- B. The nominating committee will solicit nominations from the entire membership for each Board position. This slate of nominees will then be presented at the April





meeting where additional nominations may be taken from the floor. Every effort shall be taken to solicit nominations for every age group to be represented on the board of the directors served by the association.

- C. A nominee for President must have served a minimum of a one-year term as a Board member in any capacity.
- E. A ballot will then be prepared from all the nominees. Ballots will be mailed to all active SVLA members after the May meeting. Ballots will be due and counted at the June membership meeting. A ballot will then be prepared listing all the nominees.
- F. In order to certify the election as legitimate, the Secretary must receive ballots from at least 10% of the eligible voting members. In positions where there is a single candidate to be elected, the person with the greatest number of votes will be deemed the winner. For positions where there are multiple electees, the persons receiving the greatest number of vote in descending order will be deemed the winners. In the event of a tie vote for any position, the Secretary will circulate a second set of ballots for that position (or those positions) only. In the event of a second tie vote, the out-going Executive Board will decide the outcome itself with a simple majority of those voting determining the outcome.
- G. New Officers will assume their duties by June 30th.

Article V: DUTIES OF OFFICERS

Section I. President

The duties of the President are:

- A. To set the time and place of all membership meetings.
- B. To preside over all meetings using Robert's Rules of Order as a guideline.
- C. To serve as chair of the Board of Directors.
- D. To see that SVLA operates within the By-Laws.
- E. To authorize payment of bills and other expenditures that necessitates action between Executive Board meetings.





- G. To present an annual report showing the condition of the affairs of the Association, and the yearly activities to the membership either in writing or verbally at the March membership meeting.
- H. To serve as the official direct liaison with the Seneca Valley Athletic Director.
- I. To attest to the veracity of the Association's financial statements and other such official documents as may be appropriate to ensure transparency of the Association's business practices.

Section II. First Vice President

The duties of the First Vice President are:

- A. To assume the duties of the President in his/ her absence
- B. To automatically become President if for any reason the office of President becomes vacant until that vacancy is filled per Article 4: Section G, H and I of these By-Laws.
- C. Coordinate the development of each team practice schedule including the Developmental Program. The schedules shall be forwarded to the applicable team manager in a timely manner.
- D. Coordinate any team game schedule changes with the appropriate team manager.
- E. Coordinate any league changes with all Association teams in writing to the team manager. The team manager will then forward the information in writing to the players.
- F. Responsible for the nomination of all Board appointed coordinators.

Section III. Second Vice President

The duties of the Second Vice President are:

- A. To assume the duties of the President in his/ her absence, and the absence of the First Vice President
- B. To chair the coaching review and selection committee. To coordinate all aspects of coaching, including recruitment, documentation, assessment and team assignments.





- C To manage the fields and equipment, to appoint a committee to assist and to work directly with team parents and coaches as it relates to field readiness.
- D To assist President in representing the Association at WPSLA meetings.

Section IV. Secretary

The duties of the Secretary are:

- A. To record minutes of all SVLA meetings, meetings of the Board of Directors, and meetings of any other executive committee that may be established.
- B. To notify the membership general meetings.
- C. To acquaint prospective and new members of SVLA policies.
- D. To keep an up to date roster of players and members and provide a copy to each player / member.
- E. To become temporary presiding officer in the absence of the President and Vice Presidents.
- F. To keep on file a copy of the By-Laws and amendments and make available a copy of it to every player/ member.
- G. To make available to the various officers and or committees, any SVLA records or documents which are necessary for the performance of their duties; and upon request, to make all these records or documents available to any member in good standing.
- H. Document attendance of board members and other members and guests at all meetings.
- I. To provide to incoming officers, within two weeks of their election, a copy of the duties of each office.
- J. To assure to the best of his/her ability that all necessary filings of required documents and reports occur in a timely fashion and that the Association is in full regulatory compliance with all local, state and federal reporting requirements,

Section V. Treasurer

The duties of the treasurer are:





- A. To keep current financial records of SVLA and provide a monthly written report of the financial status to the Board of Directors.
- B. To maintain records of the SVLA checking account and any other bank account of SVLA.
- C. To alert the Board of Directors of any delinquent accounts.
- D. To provide the membership with a proposed budget for vote for the upcoming year by the September general membership meeting.
- E. To provide the membership with a summary report of the income and expenses of SVLA for the term served at the June general meeting.
- F. To deposit all funds of SVLA upon receipt.
- G. To initiate a payment policy, with Board approval, of individual accounts.

Section VI. At-Large Executive Board Members

The duties of the At-Large Executive Board Members are:

- A. To actively participate in discussion, debate and voting on all issues and proposals before the Board of Directors, and shall gather input from Association members on an ongoing basis.
- B. To undertake special assignments and tasks that lead to the development of SVLA policy statements, comments on proposed rules, regulations, or policy, and/or engagement in activities the help SVLA achieve its mission.
- C. To undertake leadership of special event assignments, such as tournaments and/or banquets, as assigned by the SLVA President.
- D. To serve as liaison to one or more of the SLVA Board-appointed Coordinators, Committees, and Ad Hoc Committees as assigned by the SVLA President and lead efforts to enhance the contributions of those committees to achieving the SVLA mission.
- E. To report on these activities at SVLA Board meetings.





Article VII: COACHING

Section I.

Section I. Selection & Retention of Coaches

At the direction of the Board of Directors, a Vice-President will Chair an annual Coaching Committee, which will evaluate coaching performances throughout the SVLA at the completion of the scheduled season. It is recommended, but not required, that this annual Coaching Committee consist of one member from each age group.

As needed, the Board of Directors may designate a Special Coaching Committee, to be Chaired by a Vice-President, in order to address Special Coaching-related issues that may develop during the SVLA season. Special Coaching-related issues may include, but are not limited to, coaching vacancies, coach-player issues, coach-parent issues and any issues deemed important to the longevity and well-being of SVLA.

Any action deemed necessary based on the aforementioned shall be subject to Executive Board approval in accordance with these By-laws **Article VII Section II**

Section II. Coaching Review and Disciplinary Actions

- A. The Executive Board must receive a written notice concerning any policy violations allegedly committed by any coach, such report to be signed by the complainant who will be clearly identified.
- B. The Board of Directors will assign as a fact-finding body to investigate the grievance.
- C. If the fact-finding body determines appropriate, the President of the BOD in his/her capacity of official liaison will notify the Seneca Valley Athletic Director of the issues identified. The Athletic Director input will be considered and discussed.
- D. After thorough investigation and fact finding if the allegations are deemed valid the Board of Directors will be charged with determining the level of action taken up to and including termination.

Article VIII: BY-LAWS

Section I. Ratification





- A. These By-Laws will become effective upon ratification per Article XVI. By-Laws are to be read and discussed at one meeting and voted on the following month.
- B. Upon ratification of these By-Laws the Board of Directors will pursue incorporation making it know as SVLA, INCORPORATED.

Article IX: FISCAL RESPONSIBILITIES & CONTROLS

Section I. Contracts

The Board of Directors will approve all contracts and contractual obligations on behalf of SVLA prior to entering into such contracts.

Section II: Checks

The Treasurer and one other Board member shall sign all checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of SVLA. A minimum of two signatures is required for all checks in excess \$500.

Section III: Deposits

All funds of SVLA shall be deposited upon receipt to the credit of SVLA in such banks or other depositories as selected by the Board of Directors.

All funds received from the members of the Development Program shall be maintained and distributed as directed by the Board of Directors to coordinate this program.

Section IV: The membership will have the following voting responsibilities:

- Approval of the annual operating budget for the up-coming program year
- Any single expenditure of the reserve fund in excess of \$5,000
- Election of the Seneca Valley Lacrosse Association Executive Board
- Any contractual and/or financial obligation in excess of \$500 which extends beyond the current program year.
- Approval and ratification of any and all revisions to these By-Laws

Article X: FISCAL AGENTS

This corporation may designate such fiscal agents, investment advisors, and custodians as the Board of Directors may select by resolutions. The Board of Directors may at any time, with or





without cause, discontinue the use of the services of any such fiscal agent, investment advisor, or custodian.

Article XI FIDUCIARY RESPONSIBILITY

It shall be the policy of this Association that the Executive Board shall assume and discharge fiduciary responsibilities with respect to all assets (including financial, physical, human and intellectual) which are held or administered by the Association.





Article XII: CONFLICTS OF DUALITY OF INTEREST

Section I. Statement of General Policy

These bylaws recognize that it is natural for either actual and apparent conflicts or dualities of interest to sometimes occur in the course of conducting the daily affairs of the SVLA. A conflict or duality of interest refers here only to personal or proprietary interests of the persons covered by this policy and their immediate families and not to philosophical or professional differences of opinion. Conflicts or dualities of interest will occur because the many persons associated with the corporation should be expected to have and do in fact generally have multiple interests and affiliations and various positions of responsibility within the community. Sometimes a person will owe identical duties to two (2) or more organizations having similar activities, but service on behalf of two (2) or more organizations shall not constitute a conflict of interest.

Conflicts or dualities of interest are to be avoided because they potentially or apparently place the interests of others ahead of the corporation's obligations to its corporate purposes and to the public interest. Conflicts or dualities of interest are likewise undesirable because they often reflect adversely upon the persons involved and upon the institutions with which they are affiliated, regardless of the actual facts or motivations of the parties. However, it is decidedly not the long-range best interests of the corporation to terminate or cease all association with the persons who may have actual or apparent conflicts or dualities of interest if there is a prescribed and effective method of rendering such conflicts harmless to all concerned.

It shall be the policy of the SVLA, therefore, not to preclude all dealings with those having actual or apparent conflicts or dualities of interest, but in keeping with Pennsylvania law relative to not-for-profit corporations to require that they be disclosed promptly and fully to all necessary parties whenever they occur.

Section II. Coverage of This Policy

This policy shall apply to all Directors, members of the Executive Board of Directors and association officers, compensated agents, and employees of the corporation, and also independent contractor providers of services. It shall be the obligation of the SVLA's management to publicize this policy to all such parties on recurring bases, and to request appropriate disclosures thereunder at least annually as provided below.

Section III. Disclosure of All Conflicts

All Directors, members of the Executive Board of Directors and all officers, agents and employees of the SVLA, and also independent contractor providers of services and materials, shall disclose all actual apparent conflicts or dualities of interest which they discover or have brought to their attention in connection with the SVLA's activities. "Disclosure" as used in these bylaws





shall mean providing promptly to the appropriate persons a description of the facts comprising the actual or apparent conflict or duality of interest and, in the case of Directors of the corporation, all material facts concerning any transaction or arrangement in which the Director has a direct or indirect interest. An annual disclosure statement shall be circulated to Directors, officers, certain identified agents, and employees and also to certain independent contractors to assist them in considering such disclosures, but disclosure is appropriate whenever conflicts or dualities of interest may occur. Disclosure of conflicts or dualities of interest shall be made to the President of the SVLA or any other person designated by the President from time to time to receive such notifications. In the case of the President, disclosure shall be made to the Vice President, and subsequently to the whole Executive Board of Directors.

Section IV. Proscribed Activity by Person Having Conflicts

Where an individual Director, officer, agent, employee or independent contractor believes that he or she or a member of his or her immediate family might have or does have an actual or apparent conflict or duality of interest, such person should, in addition to making the disclosure required under this Article, abstain from making motions, voting executing agreements, or taking any other similar direct action on behalf of the SVLA where the conflict or duality of interest might pertain by law, agreement or otherwise. Directors who have declared actual or apparent conflicts or dualities of interest are encouraged, when abstaining from voting, to restate their disclosure for the minutes.

Article XIII: BOOKS OF RECORD, AUDIT, FISCAL YEAR, BOND

Section I. Books of Record

The Executive Board of Directors shall keep correct and complete books and records of account for the corporation including, without limitation, the following:

- A. records of all proceedings of the Executive Board of Directors, and Committees thereof;
- B. all financial statements of this corporation;
- C. Articles of Incorporation and Bylaws of this SVLA and all amendments thereto and restatements thereof; and
- D. such other records and books of account as shall be necessary and appropriate to the conduct of the association business.

Section II. Audit; Financial Review; Inspection





The Executive Board of Directors may cause the records and books of account of this corporation to be audited or be subject to a regular financial review at least annually in such a manner as may be deemed necessary and appropriate, and also shall make such inquiry as the Executive Board of Directors deems necessary and advisable into the condition of all trusts and funds held by any Director, agent, or custodian for the benefit of this corporation, and shall retain such person or firm for such purposes as it may deem appropriate. All books and records of the corporation may be inspected by any Director, or agent or attorney of any Director, for any purpose at any reasonable time.

Section III. Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31.





Section IV. Bond

The SVLA shall obtain a bond on such people in such amounts as may from time be deemed necessary by the Executive Board of Directors.

Section V. Rule of Order

The most current edition of *Roberts Rules of Order* shall be used.

Article XIV: INDEMNIFICATION

Section I. Mandatory Indemnification

The SVLA shall indemnify, to the fullest extent now or hereafter permitted by law (including but not limited to the indemnification permitted under Section 8365 of the act of November 28, 1986 (P.L. 1485, No. 145), known as the Directors' Liability Act), each person who was or is made a party to or a witness in or is threatened to be made a party to or a witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an authorized representative of the SVLA, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding.

Section II. Mandatory Advancement of Expenses

The SVLA shall pay expenses (including attorneys' fees and disbursements) incurred by a person referred to in Article XIV Section I hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section I hereof in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such person shall be paid by the SVLA in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such person to repay all amounts advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation for the reason set forth in Section IV hereof.

Section III. Permissive Indemnification and Advancement of Expenses

The SVLA may, as determined by the Board of Directors from time to time, indemnify to the fullest extent now or hereafter permitted by law any person who is not an authorized representative of the SVLA if such person was or is a party to or a witness in or is threatened to be made a party to or a witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of such person's activities in connection with the SVLA against all expenses (including attorneys' fees and disbursements),





judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding. The SVLA may, as determined by the Executive Board of Directors from time to time, pay expenses incurred by any such person by reason of participation in an action, suit or proceeding referred to in this Section III in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the SVLA for the reason set forth in Section 12.04 hereof.

Section IV. Scope of Indemnification

Indemnification under this Article shall not be made by the SVLA in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by the act of November 28, 1986 (P.L. 1485, No. 145), known as the Directors' Liability Act, or any successor statute as in effect at the time of such alleged action or failure to take action.

Section V. Funding to Meet Indemnification Obligations

The Executive Board of Directors shall have the power to borrow money on behalf of the SVLA, including the power to pledge the assets of the SVLA, from time to time to discharge the SVLA's obligations with respect to indemnification, the advancement and reimbursement of expenses and the purchase and maintenance of insurance. The SVLA may, in lieu of or in addition to the purchase and maintenance of insurance referred to in Section 12.06 of this Article, establish and maintain a fund of any nature or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article or otherwise.

Section VI. Insurance

The SVLA shall purchase and maintain insurance on behalf of each Director and officer against any liability asserted against or incurred by such Director or officer in any capacity, or arising out of such Director or officer's status as such, whether or not the corporation would have the power to indemnify such Director or officer against such liability under the provisions of this Article. The SVLA shall not be required to maintain such insurance if it is not available on terms satisfactory to the Executive Board of Directors or if, in the business judgment of the Executive Board of Directors, either (i) the premium cost for such insurance is substantially disproportionate to the amount of coverage or (ii) the coverage provided by such insurance is so limited by exclusions that there is insufficient benefit from such insurance. The SVLA may purchase and maintain insurance on behalf of any person against such liability under the provisions of this Article.

Section VII. Miscellaneous





Each authorized representative of the corporation shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested Directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while acting as an authorized representative of the corporation, and shall continue as to a person who has ceased to be an authorized representative of the SVLA and shall inure to the benefit of the heirs, executors and administrators of such person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the corporation. Any repeal or modification of this Article by the Executive Board of Directors of the SVLA shall not adversely affect any right or protection existing at the time of such repeal or modification to which any person may be entitled under this Article.

Section VIII. Definition of Authorized Representative

For the purpose of this Article, the term "authorized representative" shall mean a Director, officer, employee or agent of the corporation, or a Director, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the corporation, or a person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the SVLA.

Article XV: ELIMINATION OF DIRECTORS' LIABILITY

Section I. Directors' Personal Liability

A Director of the SVLA shall not be personally liable for the monetary damages for any action taken, or any failure to take any action, provided however that this provision shall not eliminate or limit the liability of a Director to the extent that such elimination or limitation of liability is expressly prohibited by the act of November 28, 1986 (P.L. 1485, No. 145), known as the Directors' Liability Act, as in effect at the time of the alleged action or failure to take action by such Director.

Section II. Preservation of Rights

Any repeal or modification of this Article by the Executive Board of Directors of the SVLA shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Director or former Director of the SVLA may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Director of the SVLA and shall inure to the benefit of the heirs, executors and administrators of such person.





Article XVI: AMENDMENTS

These Bylaws and the SVLA's Articles of Incorporation may be amended or restated at any regular meeting or at any special meeting of the Board of Directors, at which a quorum is present and upon receiving the affirmative vote of not less than two-thirds (2/3) of all Directors in office. Any proposed amendment shall be presented to the Directors in writing not less than twenty (20) days prior to the meeting when Board action is to be taken.

Article XVII: SEVERABILITY CLAUSE

If any provision or part thereof of these bylaws is declared invalid and of no further force and effect, the remaining provisions shall remain in full force and effect.

