

*By-Laws*  
*of*  
**Scottsville Athletic Association, Inc.**

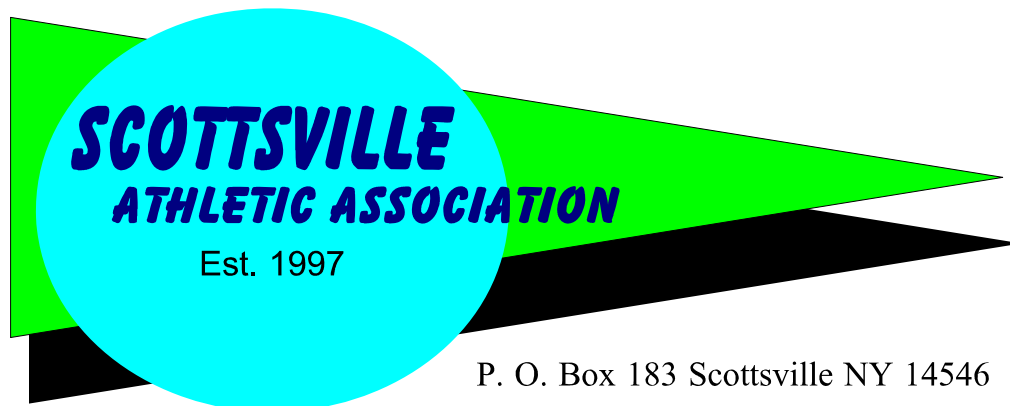
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**DOCUMENT  
SUMMARY:**

This document sets forth and describes the By-Laws for Scottsville Athletic Association, Inc. (also referred to by the acronym: SAA). SAA is a certified Not-for-Profit Corporation and publicly supported organization which provides an independent service for the community of Scottsville, the Town of Wheatland and surrounding region, through the funding, administration and execution of athletic programs for youth. SAA athletic programs are focused on the best interest of the youthful participants in an atmosphere of wholesome community participation.



P. O. Box 183 Scottsville NY 14546

## Document Change History

Amendments incorporated into each revision of these By-Laws are summarized and listed in the following table. Specific document section numbers refer to the preceding revision of the document (which is the revision of the document before the indicated changes were incorporated), except for newly added sections.

<b>Revision</b>	<b>Document Section</b>	<b>Amendment Description</b>
1.0	General	Initial release of document.
2.0	General	Adoption of lawyer's recommendations for changes to by-laws for alignment with "Not-for-Profit" corporation rules.
3.0	General	Added cover page to document, similar to revision 1.0. Added section for purpose of the corporation that contains mission statement and corporate objectives from revision 1.0.
	3.8 Section VIII - Organization/Conduct of Meetings	Added Robert's Rules of Order to meeting conduct.
	3.7 Section VII - Quorum	Modified the minimum rules for a meeting quorum to conduct business to four Directors, with at least three officers present.
4.0	General	Corrected some miscellaneous spelling and grammatical errors. Added SAA logo to the cover page.
	1.1 Mission	Added text indicating formal Corporate status.
	3.1 Section I - Powers and Duties	Defined requirements for majority vote by Board of Directors when obligating the Corporation to expenses, services or property disbursement.
	3.2 Section II – Number, Election, Term of Office and Removal	Changed the maximum number of Directors from ten to eleven.
	6.4 Section IV – Large Purchases	Defined requirement for competitive bid process for purchases of \$ 1000 or greater.
	6.5 Section V – Fund Raising and Sponsorships	Defined fund raising and sponsorship requirements, including specific standards and practices.
5.0	General	Changed terms for directors and officers to two years each and other miscellaneous minor changes.
	3.4 Section IV – Annual Meeting/Notice and 3.5 Section V – Special Meetings/Notice	Modified wording to clearly allow use of e-mail for meeting notifications.

<b>Revision</b>	<b>Document Section</b>	<b>Amendment Description</b>
	3.7 Section VII – Quorum	Changed quorum to minimum of five directors and two officers.
	4 Article IV - Committees	Updated requirements to reflect that while one or more directors must chair each committee, the others may also serve as committee members. Defined committee types, establishment and termination.
	5.2 Section II – Election, Term of Office and Removal	Changed term of office to 2 years, alternating elections for offices of the President / Vice President and Secretary / Treasurer offices.
5.1	3.4 Section IV – Annual Meeting/Notice	Changed minimum time of notification from 10 days to 5 days.
	3.7 Section VII - Quorum	Changed minimum number of directors required for a quorum from five to four. Two officers are still required.
	3.10 Section X – Action by Board without a Meeting	Allowance for use of electronic mail in addition to written consent.
5.2	3.2 Section II - Number, Election, Term of Office and Removal	Change the director term of office to 1 year from January 1 through December 31.
	5.2 Section II - Number, Election, Term of Office and Removal	Clarified two year terms for Corporate Officers.
5.3	3.2 Section II - Number, Election, Term of Office and Removal	Added detailed nominations procedure for candidates to become directors.
5.4	3.2 Section II – Number, Election, Term of Office and Removal	Updated nominations procedure for candidates to become directors, adding application.
5.5	5.2 Section II – Number, Election, Term of Office and Removal	Further clarified two year terms for Corporate Officers.
	6.4 Section IV – Large Purchases	Clarified approach for both competitive and non-competitive bids. Competitive bids are not required.
5.6	1.2 Objectives	Clarified requirement for SAA Safety Program.
5.7	3.1 Section I - Powers and Duties	Clarified actions which require majority vote approval by the SAA Board of Directors.

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## **1. ARTICLE I - PURPOSE**

This article defines the purpose of the Scottsville Athletic Association Inc. (SAA), in terms of a mission statement and a list of corporate objectives.

### **1.1 SECTION I - MISSION**

Scottsville Athletic Association, Inc. shall provide an independent, non-profit service for the community of Scottsville, the Town of Wheatland and surrounding region, through the funding, administration and execution of athletic programs for youth. Scottsville Athletic Association Inc. athletic programs shall focus on the best interest of the youthful participants in an atmosphere of wholesome community participation. As part of these athletic programs, the Scottsville Athletic Association Inc. will establish and maintain athletic leagues, as well as participating in leagues with organizations from other communities. The Scottsville Athletic Association is a certified Corporation by the State of New York and is formally recognized by the United States Department of the Treasury Internal Revenue Service as a publicly supported organization. As an independent organization, the Scottsville Athletic Association Inc. shall not accept support (either labor or money) for any reason from an organized political or religious group, or an individual representing an organized political or religious group.

### **1.2 SECTION II - OBJECTIVES**

1. The emphasis of SAA athletic programs shall be dedicated to helping children enrich their lives, becoming good and decent citizens in the community.
2. SAA programs shall strive to inspire youthful participants with the fundamental principles of teamwork and fair play, while having a focus on fun.
3. SAA programs shall provide youthful participants with both leadership and training. As a minimum, training shall include: program rules, safety instructions and skill development.
4. SAA programs shall have clearly defined regulations for conduct and operation and each program shall be executed in accordance with these regulations.
5. SAA shall have a defined Safety Program specifying risk management and child protection best practices that apply to all registered participants in SAA programs. SAA is committed to provide a safe environment and to prevent child abuse and sexual misconduct. SAA will make every reasonable effort to ensure that every person involved in coaching/training a youth sport activity in an SAA program will abide by the safety policies and guidelines specified in this document. SAA will make every reasonable effort to exclude any adult with a legally documented history of child abuse/molestation or any other conviction or record that would bring unnecessary risk to the health and safety of the participants of this organization. SAA will take appropriate action on all allegations of child abuse and/or sexual misconduct. All allegations will be reported immediately to the authorities for investigation and SAA will cooperate fully with any such investigation
6. No interested parties shall be turned away from participating in SAA programs.

## **2. ARTICLE II - MEMBERS**

The corporation shall have no members.

### **3. ARTICLE III - BOARD OF DIRECTORS**

This article defines the policy and responsibilities for the Corporation's Board of Directors, including: elections, meetings and actions.

#### **3.1 SECTION I - POWERS AND DUTIES**

The Board of Directors shall have general power to control and manage the affairs and property of the Corporation by majority vote. Actions which require majority vote approval by the Corporation's Board of Directors include (and are not limited to) the following:

- Election of nominees to the Corporation's Board of Directors and officers positions.
- Removal of a Director from the Board (refer to section 3.2 of this document for details)
- Designation of the Corporate Office.
- Corporate By-Laws amendments (refer to section 13 for details).
- Establishment and modification of policies and procedures.
- Establishment of annual operating budget.
- Changes or series of changes to an established annual operating budget which reduce net operating income by 10 percent or more.
- Expenditure authorization and final approval (see paragraph below for details).
- Approval of specifications, quote solicitation and bid evaluations (per section 6.4).
- Fee establishment (i.e., program participation fees, sponsorship fees).
- Minutes of Board of Director meetings.
- Treasurer Reports (financial standing of the Corporation and expense reports).
- Removal of any participants from programs for disciplinary reasons.
- Appointment of committee chairpersons.

Any action, or series of related actions that obligates the Corporation to more than \$100 in expenses, shall be approved by majority vote of the Board of Directors in advance of the expenditure. The Corporation shall not be liable for any amount of incurred expense greater than \$100 obligated by any Director or other agent of the Corporation, if the expense has not received prior approval by majority vote of the SAA Board of Directors. In addition, the Corporation may not be obligated by any Director or agent of the Corporation to provide a service, or dispose of property owned by the Corporation without a majority vote of the Board of Directors.

#### **3.2 SECTION II - NUMBER, ELECTION, TERM OF OFFICE AND REMOVAL**

The number of directors shall be not less than seven and no more than eleven. The directors shall be elected at an annual meeting of the Board of Directors by a majority vote of the directors then in office. Each director shall hold office for one year, from January 1 through December 31 and where possible until a successor shall have been elected and qualified.

Interested candidates for new election to the Board of Directors shall fill out an application and submit it to the Board for consideration. An applicant must be nominated by a current director with at least two other current directors formally supporting the nomination. The Board of Directors shall consider and render a decision on each application for nomination and provide written verification of this decision to the applicant.

Any director may be removed, with or without cause by a vote of a three-quarters majority of the directors then in office.

### 3.3 SECTION III - VACANCIES

Any vacancy in the Board of Directors arising at any time and due to any cause, may be filled for the unexpired term by a majority vote of the directors then in office, at any meeting of the Board of Directors, duly called and held. The nomination process specified in section 3.2 shall be strictly followed.

### 3.4 SECTION IV - ANNUAL MEETING/NOTICE

The annual meeting of the Board of Directors shall be held at the principal office of the Corporation, or at such other place as the Board of Directors shall designate, at such date and time as the Board of Directors shall designate. Notice of the time and place of such annual meeting shall be given by the Secretary by sending a copy thereof, or delivering the same, to each director not less than five and not more than thirty days prior to such annual meeting.

### 3.5 SECTION V - SPECIAL MEETINGS/NOTICE

Special meetings of the Board of Directors may be held upon the call of the President or by any director upon written demand of not less than two directors. Such special meetings shall be at the principal office of the Corporation, or at such other place within the town of Wheatland as shall be specified by the person calling such meeting. Notice of the time, place and purpose of any special meeting shall be given by the Secretary, or by the person calling such meeting, by sending a copy thereof or delivering the same to each director at least two days before such meeting. The notice of such special meeting shall specify the business to be transacted thereat.

### 3.6 SECTION VI - REGULAR MEETINGS/NOTICE

Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors shall designate, by resolution, at any duly called meeting of the Board of Directors and no further notice thereof shall be required.

### 3.7 SECTION VII - QUORUM

A minimum of four Directors, including at least two Officers shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is not obtained at

said meeting, a majority of the directors present may adjourn the meeting, from time to time, without further notice, until a quorum is obtained.

### 3.8 SECTION VIII - ORGANIZATION/CONDUCT OF MEETINGS

The President of the Corporation shall preside at all meetings of the Board of Directors or the Board of Directors may select from among its directors a Chairman. The Secretary of the Corporation shall act as Secretary at all meetings of the Board of Directors or the presiding officer may appoint any person to act as Secretary of the meeting. Robert's Rules of Order shall be used to govern the conduct of Board of Directors meetings at all times.

### 3.9 SECTION IX - RESIGNATION

Any director may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall take effect at any time specified therein following the giving of such notice. Acceptance of such resignation shall not be necessary to make it effective.

### 3.10 SECTION X - ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

Any action required, or permitted to be taken by the Board of Directors may be taken without a meeting if all directors consent in writing, or electronic mail, to the adoption of a resolution authorizing the action. The resolution and written or electronic mail consents shall be filed with the minutes of the board meetings.

### 3.11 SECTION XI - MEETINGS OF THE BOARD OF DIRECTORS BY CONFERENCE TELEPHONE

Any one or more of the directors may participate in any meeting of the Board of Directors by means of a conference telephone or similar communications equipment that allows all participants to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## 4. ARTICLE IV - COMMITTEES

The Board of Directors may designate one or more standing or special committees, consisting of directors and other members where appropriate, as the Board of Directors may deem necessary to promote the purposes and carry on the work of the Corporation. Each committee shall be created and constituted by majority vote of the Board of Directors and shall serve at the pleasure of the Board of Directors.

Standing committees shall be defined as committees that once established remain in place until such time the Board of Directors terminates these committees by majority vote. Special committees are defined as committees, which normally terminate upon completion of a specific task or time duration and not by majority vote of the Board of Directors (although the Board of Directors may terminate a special committee at any time.

One or more directors shall be appointed as chairperson(s) for each established committee by majority vote of the Board of Directors. For each standing committee, the Board of Directors shall appoint one or more chairpersons at the annual meeting of the Board of Directors. The Board of Directors may remove committee members from any established committee by majority vote. The President shall serve, ex officio, on any committee if not specifically appointed thereto by the Board of Directors.

## **5. ARTICLE V - OFFICES**

This article defines the offices of the Corporation and all associated policy, roles and responsibilities.

### **5.1 SECTION I - OFFICES**

The officers of the Corporation shall be a President, a Secretary, a Treasurer and such other officers, including one or more Vice Presidents, as the Board of Directors may, from time to time, appoint or elect. One person may hold more than one office in the Corporation, except that one person may not hold both the offices of President and Secretary. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

### **5.2 SECTION II - ELECTION, TERM OF OFFICE AND REMOVAL**

The officers of the Corporation shall be elected at an annual meeting of the Board of Directors immediately following the election of directors. Each officer shall hold office for two years, until the annual meeting of the Board of Directors completing the second year of the term, and where possible shall continue until a successor shall have been elected and qualified or until death, resignation or removal. Any officer of the Corporation may be removed, with or without cause, by a three-quarters majority vote of the directors then in office. The offices of the President and Treasurer shall be elected on alternating years from the offices of Vice President and Secretary, with the President and Treasurer elections being held for terms beginning in odd years (i.e., 2005) and with Vice President and Secretary elections being held for terms beginning in even years (i.e., 2006).

### **5.3 SECTION III - CONSULTANTS, AGENTS, ETC.**

The Board of Directors may, from time to time, hire consultants, agents, etc., as it shall deem necessary, each of whom shall serve at the pleasure of the Board of Directors and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the Board of Directors may, from time to time determine.

#### 5.4 SECTION IV - VACANCIES

Any vacancy, in any office, may be filled by election through majority vote of the Board of Directors. Any officer so elected shall hold the office until the election at the next annual meeting of the Board of Directors and the qualification of a successor.

#### 5.5 SECTION V - PRESIDENT: POWERS AND DUTIES

The President shall preside at all meetings of the Board of Directors. The President shall generally manage and supervise the affairs of the Corporation. The President shall keep the Board of Directors fully informed and shall freely consult with them concerning activities of the Corporation. The President shall have the power to sign alone, unless the Board of Directors shall specifically require an additional signature, in the name of the Corporation, all contracts authorized either generally or specifically by the Board of Directors. The President shall perform all duties incident to the office of President, subject, however to the control of the Board of Directors.

#### 5.6 SECTION VI - VICE PRESIDENT: POWERS AND DUTIES

A Vice President shall have such powers and duties as may be assigned by the Board of Directors. In the absence of the President, in the order designated by the Board of Directors, a Vice President shall in general, perform the duties of the President.

#### 5.7 SECTION VII - SECRETARY: POWERS AND DUTIES

The Secretary shall act as secretary of all meetings of the Board of Directors, and shall keep minutes of all such meetings. The Secretary shall attend to giving and serving all notices of the Corporation. The Secretary shall perform all duties incident to the office of the Secretary, subject however, to the control of the Board of Directors, and such other duties as shall, from time to time, be assigned by the Board of Directors.

#### 5.8 SECTION VIII - TREASURER: POWERS AND DUTIES

The Treasurer shall have the custody of all funds and securities of the Corporation that may come into the Treasurer's hands. The Treasurer shall keep, or cause to be kept, complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable effect of the Corporation in such banks and depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. The Treasurer shall, at reasonable times exhibit the financial books and accounts to any officer or director of the Corporation. The Treasurer shall perform all duties incident to the office of Treasurer, subject, however to the control of the Board of Directors, and such other duties as shall, from time to time, be assigned by the Board of Directors. The Treasurer shall, if required by the Board of Directors, give security for the

faithful performance of duties as the Board of Directors may require, the cost and expense of which will be borne by the Corporation.

## **6. ARTICLE VI – TRANSACTIONS MADE BY THE CORPORATION**

This article defines the policy and rules for the handling of contracts, checks, bank accounts, investments, large purchases and fund raising/sponsorships by the Corporation.

### **6.1 SECTION I - CHECKS, NOTES AND CONTRACTS**

The Board of Directors is authorized to select such banks or depositories as it shall deem proper for holding the funds of the Corporation. The Board of Directors shall determine who shall be authorized, from time to time, on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidence of indebtedness, to enter into contracts, or to execute and deliver other documents and instruments.

### **6.2 SECTION II - INVESTMENTS**

The funds of the Corporation may be retained in whole or in part in cash, or be invested and reinvested, from time to time, in such property, real, personal or otherwise, or stocks, bonds or securities, as the Board of Directors may deem desirable.

### **6.3 SECTION III - REIMBURSEMENT OF EXPENSES AND DISBURSEMENTS**

The Treasurer of the Corporation shall be authorized to cause any director or officer to be reimbursed for reasonable and necessary expenses and disbursements incurred by the director or officer in the furtherance of the Corporation's business. In no event shall any director be compensated for work, labor or services performed as a director for the Corporation.

### **6.4 SECTION IV – LARGE PURCHASES**

Purchases made by the Corporation in the amount of \$ 1,000 or greater shall require a receipt of formal written or electronic bids from one or more potential suppliers, in response to specifications defined by the Corporation. Competitive bids should be sought from two or more suppliers when it is in the best interest of the Corporation. Received competitive bids shall be evaluated by a predetermined criteria established by the Board of Directors. For competitive bids, the purchase shall be awarded to the supplier which best satisfies the evaluation criteria.

#### 6.5 SECTION V – FUND RAISING AND SPONSORSHIPS

All fund raising and sponsorship activities shall be consistent with the mission of the Corporation, shall be compliant with applicable Government laws and regulations, and shall be in accordance with the following practices and standards:

Tobacco – The Corporation shall not accept league or individual team sponsorships from tobacco companies. Subsidiaries of tobacco companies are not necessarily excluded from sponsorship and promotions, providing they meet the remaining criteria as defined in these practices and standards.

Alcohol – The Corporation shall not accept league or individual team sponsorships from alcohol companies or related businesses where alcohol is the primary product being dispensed or has a word associated with alcohol in its name (i.e., Smith’s Bar & Grill, The Pub & Brewery).

### 7. ARTICLE VII - OFFICE AND BOOKS

#### 7.1 SECTION I - OFFICE

The office of the Corporation shall be located as the Board of Directors may, from time to time, determine.

#### 7.2 SECTION II - BOOKS

There shall be kept at the office of the Corporation, correct books of account of the activities and transactions of the Corporation. As a minimum, these books shall include: a copy of the Certificate of Incorporation, a copy of Tax Exempt applications and granting letters or certificates, a copy of these By-Laws and all minutes of the meetings of the Board of Directors.

### 8. ARTICLE VIII - CORPORATE SEAL

The seal of the Corporation shall be circular in form and shall bear the name of the Corporation and words and figures showing that it was incorporated and the State of New York and the year of incorporation.

## **9. ARTICLE IX - FISCAL YEAR**

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each calendar year.

## **10. ARTICLE X - INDEMNIFICATION AND INSURANCE**

The Corporation may, to the fullest extent now and hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he/she (or a person of whom is the legal or personal representative or heir or legatee) is or was a director, officer, employee or other agent of the Corporation, or of any other organization served by the person in any capacity at the request of the Corporation, against judgments, fines amounts paid in settlement and reasonable expenses, including attorney's fees. The Board of Directors is specifically authorized to purchase and maintain such insurance as it may determine appropriate for the purpose of funding the obligation of the Corporation pursuant to the foregoing and to purchase and maintain any and all other insurance, insuring the Corporation, against such liability and perils, and in such amounts, as the Board of Directors may determine.

## **11. ARTICLE XI - CHARITABLE STATUS**

As determined by the United States Department of the Treasury Internal Revenue Service, the Corporation has qualified for tax exempt status under Section 503 (c) (3) of the Internal Revenue Code. The Corporation shall maintain such status with regards to Section 503 (c) (3) of the Code or any replacement or substitute therefore, as amended from time to time. Consistent with such intention, neither the Corporation nor any director, officer, employee or agent of the Corporation shall permit:

- a) Operation of the Corporation for the primary purpose of carrying on a trade or business for profit;
- b) Substantial participation in activities consisting of attempting to influence legislation or a political campaign;
- c) Participation in unlawful activities;
- d) Solicitation or acceptance of contributions that may jeopardize the Corporation tax exempt status;
- e) Receipt of net earnings that inure to the benefit of any private individual;
- f) Acts of self dealing, retention of business holdings, investments that would subject the Corporation to tax under Section 4944 of the Internal Revenue Code ("Taxes on Investments Which Jeopardize Charitable Purpose") and incurring "taxable expenditures" as defined in Section 4945 (d) of the Internal Revenue Code.

## **12. ARTICLE XII - DISSOLUTION**

In the event of the dissolution of the Corporation, the assets thereof, if any, shall be distributed only to another association, corporation or other entity which has qualified as a charitable organization pursuant to Section 501 (c) (3) of the Internal Revenue Code.

## **13. ARTICLE XIII - AMENDMENTS**

The By-Laws specified by this document may be amended at any meeting of the Board of Directors by a vote of the majority of the entire Board of Directors.