



Windsor Warriors AFC Bylaws

I. Name

This organization shall be known as the Windsor Warriors AFC (hereafter known as "the Club," "WWAFC") and shall be affiliated with the Colorado Soccer Association (hereinafter "CSA"), United States Youth Soccer.

II Purpose

This document describes the roles and responsibilities of key positions required to manage the Windsor Warriors AFC. Ideally, the WWAFC will strive to have each position assigned to a different individual, however, by necessity, it is recognized that an individual may be performing multiple jobs. Positions appointed by the Board of Directors may sit unfilled as the BoD and Executive team deems necessary. The intent of this document is to provide clarity regarding which position within the club is responsible for which task.

III. General Knowledge and Skills

In addition to specific knowledge and skills required to fulfill the responsibilities of a specific position, the WWAFC will strive to fill positions with individuals who possess or will be trained to acquire the following general knowledge and skills:

- a. Knowledge of the WWAFC's mission, guiding principles and structure
- b. Knowledge of the WWAFC's policies and Age Group Overviews and Curriculum
- c. Ability to communicate in both written and oral form
- d. Ability and willingness to listen to others
- e. Ability to be inclusive of other ideas while leading and managing by the WWAFC's advocated approach
- g. Ability to make decisions with moral courage in the interest of all the players even if the actions are unpopular with others

IV. Board of Directors

General Authority over the organization, property and affairs of THE CLUB shall be managed and controlled by an Executive Board of Directors. All authority of THE CLUB shall be vested in an Executive Board of Directors unless specified otherwise in these bylaws. The Executive Board of Directors is responsible for developing the bylaws, and enforcing THE CLUBS policies and activities, including but not limited to decisions affecting membership status, grievances, and appeals procedures. The Executive Board of Directors is responsible for overseeing the annual review of the Executive Director.

The primary duties of this board are:

- Fundraising*
- Additional Marketing*
- Communications*
- Investment*
- Programs*
- Compensation*

Club Oversight

1. Board of Directors Structure

a. The Board of Directors Composition of THE CLUB shall be composed of up to ten (10) members, which is responsible for the operation of the Club. There is an Executive Board of Directors (Officers) which is responsible for the execution of the youth soccer programs. Officers shall be elected by vote of the Board of Directors. All officers of THE CLUB shall be residents of Colorado, unless otherwise specified in these Bylaws. Except as otherwise provided in these By-Laws, all members of the Board of Directors shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations, and restrictions.

b. Executive Officers Composition of THE CLUB consists of five (5) Directors (Officers) of THE CLUB, which are responsible for providing strategic and operational leadership within the organization. They operate as an interdependent, collaborative decision-making body, strategically executing the organization's mission and vision. They are responsible for anticipating future needs, challenges, and opportunities and adjusting their plan accordingly. These roles are filled by the Executive Director (who is filled by the Board of Directors). The board oversees the performance of the CEO and can elect to remove or replace the CEO if they feel the executive's performance isn't producing desired results.

The Officer Positions on the Board of Directors are (voting positions):

President or Chairman
Vice President / Administrator
Secretary
Treasurer

Executive Officer roles reporting to the Board of Director are (hired in by and reporting to the Board of Directors. Some positions to be added upon growth and maturation of the Club):

Executive Director/Chief Executive Officer of WWAFC (CEO)
President/Chief Operating Officer (COO)
Director of Risk Management (DRM) (non-voting)
Director of Marketing (Sponsorship/Fundraising) (DM)(non-voting)
Director of Programing (DP)(non-voting)

Committee Chair positions (to be added upon growth and maturation of the Club) report to executive members and the Board of Directors (appointed by Board of Directors or Executive Members, non-voting positions):

Immediate Past President
Registrar
Coaching Committee Chair
Field Manager Committee Chair
Referee Assignor Committee Chair
Volunteer Coordinator Committee Chair
Special Events Planner Committee Chair
Equipment Manager
Webmaster
Administrative staff

2. Executive and Board of Directors Position Descriptions

President

The President (also referred to as Chairman of the Board) of THE CLUB shall have the following duties and responsibilities:

- A. To oversee and coordinate the activities of THE CLUB, the Board of Directors, and designee(s) of the Board of Directors.
- B. To preside at all Board and membership meetings.
- C. To serve (or delegate to other Board members to serve) as an ex-officio member of all THE CLUB'S committees, except the Nominating Committee.
- D. To appoint, subject to ratification by the Board, Chairs, and other members of all standing committees, except where otherwise provided.
- E. To ensure all that the WWAFC is managed in accordance with its by-laws, policies, mission statement and guiding principles
- F. To perform all other duties as shall be necessary to promote and uphold the welfare of youth and adult soccer and to positively affect "the good of the game" within the State of Colorado.
- G. Work with the BOD to develop a dynamic strategic roadmap for the WWAFC.
- H. Preside at all meetings of the WWAFC BODs and work with the secretary to establish the agenda for all BOD meetings, Annual and Special meetings.
- I. Present an annual report of the state of the WSA at the Annual General Meeting.
- J. Act as the principal representative of the WWAFC BODs.
- K. Have signature authority, in addition to the Treasurer, for club expenditures; To sign money disbursements made in the name of THE CLUB.

Vice President

The Vice Presidents of THE CLUB shall have the following duties and responsibilities:

- A. To preside at all sub-board and membership meetings.
- B. To stand in over all meetings in absence of the President.
- C. To appoint special or ad hoc committees, subject to Executive Board approval.
- D. To appoint, subject to ratification by the Executive Board, Chairs, and other members of all standing committees, except where otherwise provided.
- E. To provide a one-page summary of activities at the end of each season.
- F. To perform all other duties as shall be necessary to promote and uphold the welfare of youth soccer and to positively affect "the good of the game" within the State of Colorado.

Secretary

The Secretary of THE CLUB shall have the following duties and responsibilities:

- A. To preside at all sub-board and membership meetings.
- B. To coordinate all Board meetings and ensure annual requirements for meetings is met per guidelines set forth by the Colorado Soccer Association (CSA).
- C. Must be familiar and up to date with requirements from CSA for the board and ensure the sitting board is current with any rule changes or requirements.
- D. To work with executive roles and other club roles to ensure dissemination of information.
- E. To oversee communication between THE CLUB and its Board of Directors to ensure that all are kept informed of the activities of THE CLUB.
- F. To maintain the official records of THE CLUB.
- G. To be responsible for recording the minutes of the Board's and to record and disseminate information as required by procedure and policy.

- H. To be responsible for informing Board members of meetings and carrying out such other duties as shall be delegated.
- I. To oversee, record and post all elections and their results.
- J. To coordinate with marketing and media regarding handling of media communications including, but not limited to, newsletters, newspapers, flyers/mailings, and hotline.
- K. In the absence of a secretary, the responsibility of communication shall fall to the President of THE CLUB who can delegate to THE CLUB Vice President if so chosen.

Treasurer

The Treasurer of THE CLUB shall have the following duties and responsibilities:

- A. To ensure the sound financial operation of THE CLUB.
- B. To oversee the financial (including budget process) policies and procedures for THE CLUB.
- C. To sign money disbursements made in the name of THE CLUB.
- D. To present a statement of account at every regular meeting of THE CLUB or the Board and at other times when requested by the Board and make a full report at the Annual General Meeting.
- E. To serve as Chair of the Finance Committee.
- F. Have custody of all funds, securities, financial records, and tax documents of THE CLUB.
- G. To periodically review the fee and payment structure of THE CLUB.
- H. Be responsible for all day-to-day bookkeeping and handling of accounts payable and account receivable issues.
- I. To file all necessary documentation with the IRS and coaching staff before the April deadline each fiscal year.
- J. Establish an annual operating budget and submit it for BOD approval prior to the start of the fiscal year.
- K. Publish a monthly and year-end financial statement.
- L. Ensure that the WWAFC maintains a 501c3 non-profit tax status
- M. Pay all bills that are within the approved limits of the WWAFC annual operating budget or have been otherwise approved by the BOD, in a timely manner.
- N. Obtain BoD decisions for expenditures not covered in the annual budget.
- O. Maintain a Bank Account in the Club's name.
- P. Be one of the two persons, together with the President, authorized to sign checks.
- Q. Have custody of all funds, securities, financial records, and tax documents of the WWAFC.
- R. To provide a one-page summary of financial activities at the end of each season.

3. Executive Directors

Chief Executive Officer (CEO); Executive Director of WWAFC

The Chief Executive Officer role is head of the senior management team, reporting directly to the Board of Directors. The Chief Executive Director is responsible for implementing the club's long-term goals and making consistent and timely progress to achieve the club's mission, strategic plan, and financial objectives. The Chief Executive Director (CEO) of THE CLUB shall have the following duties and responsibilities:

- A. To be accountable for all aspects of THE CLUB's daily operations both internal and external.

- B. Oversees long-term planning for THE CLUB; has an external focus, collaborating with investors, partners and other external stakeholders. Will hold and maintain the role and responsibilities of the COO if the position is unfilled/vacant until such a time as the role is filled.
- C. Responsible for ensuring on-field activities and programs are effectively delivered to CLUB members, while also managing finance, administrative operations, field and facility operations, volunteer resources, marketing, sponsorship, and community outreach programs. These may be done with the help of committee members assigned to oversee such tasks; however, the ultimate authority and responsibility fall under the CEO.
- D. Responsible for collaborating with the Board of Directors, other executive directors, and their staff to ensure accomplishment of THE CLUB's mission, strategy, and annual goals.
- E. Implement, improve, and enforce policies and procedures that will increase the financial and operational effectiveness of the company.
- F. Report to the Executive Committee of the Board of Directors in regular meetings; coordinate and oversee Board meetings and other committee meetings and support the Board's efforts.
- G. Serve as the spokesperson for the Windsor Warriors AFC.
- H. Evaluate the company's financial, operational, and sales and marketing structures to plan for continual improvements and a continual increase in operating efficiencies.
- I. Role is filed without term limitations. Role is hired by Executive Director and held until such a time as individual elects to leave role or is removed.
- J. Responsible for oversight of all Executive (Officer) roles and well as all committee roles. Delegating responsibilities as necessary it is the role of the CEO to ensure all roles necessary for the club are met.

Chief Operating Officer (COO)

The Chief Operating Officer role is a key member of the senior management team, reporting only to the Chief Executive Officer (CEO) and the Board of Directors. The Chief Operating Officer is a senior-level executive who provides management, leadership and vision to ensure the organization meets its short-term and long-term objectives. They help create enduring policies and a company culture that strengthens operational efficiency and generates revenue. Their main duties and responsibilities may include:

- A. Design and implement business strategies, plans and procedures
- B. Set comprehensive goals for performance and growth
- C. Oversee daily operations of the company and the work of executives (IT, Marketing, Sales, Finance etc.)
- D. Lead employees to encourage maximum performance and dedication
- E. Evaluate performance by analyzing and interpreting data and metrics
- F. Write and submit reports to the CEO in all matters of importance
- G. Assist CEO and Marketing Director in fundraising ventures
- H. Participate in expansion activities (investments, acquisitions, corporate alliances etc.)
- I. Manages relationships with partners/vendors Works with the board of directors and other executives to establish short-term objectives and long-range goals, and related plans and policies.
- J. Presents regular reports on the status of the company's operations to the board of directors and to company staff.
- K. Oversees the organization's financial structure, ensuring adequate and sound funding for the mission and goals of the company.

- L. Reviews the financial results of all operations, comparing them with the company's objectives and taking appropriate measures to correct unsatisfactory performance and results.
- M. Ensures the company's compliance with all applicable laws, rules, regulations, and standards.
- N. Role is filed without term limitations. Role is hired by Executive Director and held until such a time as individual elects to leave role or is removed.

Director of Risk Management (DRM)

The Director of Risk Management is responsible for systematically eliminating or minimizing the adverse impact of all activities which may give rise to injurious or dangerous situations. The Director of Risk Management is responsible for creating, maintaining, and overseeing a framework within which risk exposure can be monitored and controlled. The Director of Risk Management of THE CLUB shall have the following duties and responsibilities:

- A. To preside at all sub-board and membership meetings.
- B. The Director of Risk Management has overall responsibility for management of all activities related to the minimization of potential risks to the association and its members.
- K. Shall assist in establishing policies concerning risk management and risk mitigation issues within THE CLUB.
- L. Establish employment and administrative policies and procedures for all functions and the day-to-day operation of THE CLUB.
- C. Is responsible for coordinating with the Board of Directors and other CLUB executives to ensure accomplishment of THE CLUB's mission, strategy, and annual goals.
- D. Shall assess, identify, analyze, and prioritize potential risks to maximize safety of athletes, volunteers, and spectators.
- E. Shall operate across all parts of THE CLUB in an effort to minimize or eliminate potential risk to THE CLUB, its executives, and its members.
- F. Shall oversee liability forms, waiver forms, contracts, and insurance matters related to THE CLUB and its operations. This includes but is not limited to vendors and club volunteers.
- G. Shall assist the club in communication regarding risk management and develop distribution of educational and instructional materials.
- H. Implement a league risk management policy/procedure with reference to the CSA Risk Management document to educate and train club program administrators, coaches, parents, players, and other volunteers.
- I. Annually verify that no club program administrator or coach is on the Colorado register of convicted sex offenders.
- J. Act as the first line of contact for Risk Management problems.
- K. Role is filed without term limitations. Role is hired by Executive Director and held until such a time as individual elects to leave role or is removed.
- L. The Director of Risk Management is an ex-officio, non-voting member of the Board of Directors.

Director Of Marketing & Sponsorship

The Director of Marketing & Sponsorship oversees the organization's promotion and advertising efforts to drive sales and build brand awareness. Their responsibilities include developing an overall marketing plan, approving campaigns and measuring the return on investment of various advertising methods. The Director of Marketing & Sponsorship of THE CLUB shall have the following duties and responsibilities:

- A. secure sponsors for THE CLUB.

- B. Solicit businesses and individuals to sponsor players or THE CLUB as a whole.
- C. To devise a sponsorship plan with different levels to secure the maximum amount THE CLUB can in a season.
- D. To actively seek local and national grant money.
- E. To find sources of grants and apply for them on behalf of THE CLUB.
- F. To coordinate fundraising activities to help members offset their club fees.
- G. To provide a one-page summary of sponsorship activities and fundraising activities at the end of each season.
- H. This role must report expectations and goals to the Board of Directors and the Executive members throughout the year.
- I. Role is filled without term limitations. Role is hired by Executive Director and held until such a time as individual elects to leave role or is removed.
- J. The Director of Marketing and Sponsorship is an ex-officio, non-voting member of the Board of Directors.
- K. **If this position is unfilled, the Chief Executive Officer is responsible for the role or may delegate the role out until the position is filled.*

Director of Programing & Development

The Director of Programming and Development is in charge of every step in the creation and implementation of new programming, including the Referee Program. They set goals for the organization's growth, develop plans for programs to meet those goals, and oversee the programs as they operate.

The Director of Programing and Development of THE CLUB shall have the following duties and responsibilities:

- A. Oversee training program for Referees
- B. To secure and schedule referees for all home games played at THE CLUB.
- C. To secure pay for all referees for said home games.
- D. To provide a one-page summary of referee activities at the end of each season.
- E. Resolve all referee related issues to a timely and effective resolution.
- F. Hire, train and be a motivating mentor to staff.
- G. Lead large group discussions to answer questions and remedy complaints.
- H. Create and nurture effective communication within the organization.
- I. Build a strong team through open communication and by collaborating on decision-making responsibilities.
- J. Initiate and set goals for programs based on the organization's strategic objectives.
- K. Plan programs from start to finish, including identifying processes, deadlines and milestones.
- L. Oversee the role of registrar and ensure the position is meeting requirements.
- M. The Director of Programing and Development is an ex-officio, non-voting member of the Board of Directors.

4. COMMITTEE CHAIRS and ADMINISTRATIVE STAFF

Committee Chairs roles to be designated by the Board of Directors or Executive Directors. Committee chairs may be term-limited at the discretion of the board upon creation of and fulfillment of the seat. Procedure will be put in place by the Board of Directors and Executive Directors. All roles report to the Board of Directors and Executive members. All roles are non-board, non-voting positions.

Additional Coordination duties and responsibilities filled by members (may sit vacant and duties may be absorbed by executive team as necessary):

- L. **Immediate Past President** – The Immediate Past President shall serve as advisor to the Board of Directors to efficiently transition the roles and responsibilities of the President. This position will have a term limit of one year.
- M. **Registrar** - The Registrar of THE CLUB shall have the following duties and responsibilities: To be responsible for the registration of THE CLUB'S members and the certification thereof. To be responsible for enforcing all State and National Rules, Bylaws, and policies and procedures governing player registration and team assignment. To be responsible for the storage and maintenance of records of THE CLUB regarding the registration of teams and players within THE CLUB and ensure the confidentiality of player information. Inform THE CLUB of the activities of the IYSA as it relates to tournaments, clinics, rule changes, and other matters of interests as they pertain to THE CLUB. Implement and/or maintain online signups for various activities such as practice time sign-ups, coach education clinics, tryout volunteers, etc... Maintain a database of all currently registered players as well as past players. Coordinates Age Group wait lists. Provides executive members and BOD a one-page summary of activities at the end of each season.
- N. **Coaching Committee Chair** – reports directly to the Director of Programming and Development. The Coaching Committee Chair of THE CLUB will play a key role in defining and monitoring the coaching sessions delivered by THE CLUBS coaches. Responsible for interviewing and placing prospective coaches with the appropriate teams. To coordinate all coaches. To write and implement a Club wide curriculum for all age groups. To put on coaching clinics, training, and meetings. Preparation of Coach's binders. To work directly with all coaches and academy director to coordinate and implement the curriculum. To evaluate all coaches at the end of each season. To evaluate the curriculum at the end of each season and make necessary alterations.
- O. **Field Manager Committee Chair**- To oversee the care and regular maintenance of the fields. To perform the regular maintenance, such as, but not limited to, reseeding, mowing, lining, and care of the goals. To provide a one-page summary of field activities at the end of each season.
- P. **Volunteer Coordinator Committee Chair** –ensures that all teams are properly represented in the various volunteer positions. Works with staff and coaches to maintain a log that explains the various volunteer functions and helps new incoming volunteers in performing tasks. Works with various event coordinators to assist in finding volunteers to help with upcoming events.
- Q. **Special Events Planner Committee Chair**– Plans yearly club events and tracks progress. Provides reports regarding planning and progress to Board of Directors, Executive members, and club staff. This role ensures events are coordinated in a manner that allows the events to run smoothly and allows for a central reporting system as to the progress being made. Works closely with the Marketing/Sponsorship/Fundraising committee chair.
- R. **Equipment Manager** - Assists in maintaining inventory control for all equipment room stock, including following security procedures to prevent inventory losses. Ensures the availability of equipment for all home games by distributing (start of season) and collecting (end of season) necessary equipment from the coach of each team. (Goals, Nets, Game Balls, First Aid Kits, etc.) Coordinates with the coaches for equipment evaluations. Inspects all equipment to make sure that it is clean and functional, or if it needs any repair or to be replaced. Ensures equipment and apparel (pennies) is properly maintained for each season participation. Participates in the maintenance and repair of all equipment and facilities. Works with the Board of Directors to

coordinate the purchase of new equipment. Collects and cleans soiled clothing items (Pennies and Referee shirts). Performs other duties related to coordinating equipment for sport camps and special games. Prepares and monitors annual budgets for the club; forecasts equipment needs, various supplies and expenses. Prepares and maintains related records and files.

- S. **Webmaster** –Manages THE CLUBs accounts (webpage, email addresses, all other platforms). Maintains THE CLUBs web page(s) and provides access to pages for board members and volunteers as deemed necessary. Ensures that all website pages are consistent and error free. Updates information as directed by club staff and monitors page for errors.
- T. **Administrative staff** – administrative staff is responsible for providing day-to-day support and assistance to board, executives, and coaches. They will work to improve and manage workflow and information flow-systems and help organize and disseminate data for various parts of the club. Administrative staff may be asked to share information with team members and parents, coaching staff, and oversee general email correspondence on behalf of the Board of Directors, Executive members, and coaching staff. They may be asked to attend meetings, especially coaching staff meetings, and work groups. Administrative staff shall establish, monitor, maintain, and manage data systems.

V. Nominations, Elections, and Term limits

By the first day of July of each election year, the Board will select the candidate or candidates to run for each opening as director based upon evaluation of the background of interested members in seeking office. The Board will set the criteria for evaluation. The nominee receiving a plurality of the ballots cast for office by the voting membership will be deemed elected. Should the successful candidate be unable to assume the office for any reason, the candidate with the next most votes will be deemed elected. If no candidate is able to serve, the procedure described below will be followed.

- A. The candidates for president and vice president will be selected from the directors who are currently completing their term of office. In the event that currently serving directors are unable or unwilling to be a candidate for the office of president, a candidate may be selected from among those qualified designated representatives in the chapter who have completed a term as Board member.
- B. The terms of office for the president, vice president, secretary and treasurer will be two (2) years. The term of office for the other directors will be two years; these terms will be staggered.
- C. In the event any director retires from or is removed from their status as a board member the seat will be considered vacant.
- D. In the event of a vacancy in the office of president, the unexpired term of office will be filled by the vice-president. In the event of a vacancy in the office of vice president, secretary or treasurer, the unexpired term may be filled by another director or eligible member by a majority vote of the Board, until the next annual election of THE CLUB.
- E. In the event of a vacancy in the office of one of the at-large directors, the unexpired term will be filled by a member appointed by the president with the concurrence of a majority of the Board, until the next annual election of the Chapter.
- F. The newly elected Directors of the Chapter will commence their terms of office each year in August.
- G. A person serving a portion term as Board member to fill an office left vacant in mid-term by any cause will be eligible for election to a full term of office immediately following the completion of the partial term. The interim term will not count against their term limit.

H. The number of Board of Director members may from time to time be increased or decreased by resolution adopted by not less than a majority of the Executive Board of Directors, subject to the limitation that the Executive Board of Directors shall never be reduced to less than three (3) nor increased to more than ten (10).

VI. Meetings

The annual meeting of the Chapter will be held in the month of July on a date set by the Board, giving at least thirty days notice to the membership. The Board, by majority vote, may also establish a schedule of periodic meetings as necessary for the conduct of the Chapter's affairs. In the absence of the president from any chapter meeting, the vice president will preside, and in their absence, the risk manager will preside.

VII. Offices

The principal office of THE CLUB shall be located in the State of Colorado. The address of the principal office and the designation of the resident agent may be changed from time to time as authorized by the Board of Directors.

VIII. Seasonal Playing Year and Fiscal Year

The seasonal playing year of THE CLUB shall begin on the first day of August in each year and end on the last day of July in the following year. The Board of Directors shall determine the fiscal year.

IX. Membership

Membership in THE CLUB consists of one type of Member: Members who are Parent(s), Guardians or Representatives of Players.

- A. Definition: Members who are parent(s), guardian(s) or representative(s) of a Player(s) registered with the Club.
- B. Adherence to Standards: Each Member who is a Parent(s), Guardian(s), or Representative(s) of a Player(s) will adhere to the Bylaws, policies, and procedures of THE CLUB and CSA where applicable.
- C. Voting Rights: Members who are Parents, Guardians, or Representatives of a Player that are in good standing with THE CLUB shall have the right to vote at the Annual General Meeting and any special meetings of the membership of THE CLUB. Members who are Parent(s), Guardians or Representatives of Players may attend and vote by proxy.
- D. Membership Meetings
 - a. Annual General Meeting of Members
 - b. THE CLUB shall have an annual general meeting of its members. The Board of Directors shall determine the date, time, and location of that meeting. Written notification by: website posting, e-mail, newsletter, etc. to all Members shall be made at least thirty (30) days prior to the Annual General Meeting.
- E. Special Meetings
 - a. The Board of Directors may call a special meeting of the membership at any such time, as the Board of Directors deems necessary. Written notice of the meeting by: mail, e-mail, newsletter, or posting at the playing fields of the Club must be given to all Members at least thirty (30) days in advance of the special meeting.
- F. Member in Good Standing: Member shall be considered in 'Good Standing' if:
 - a. All dues and fees associated with the Club are paid in full.
 - b. No grievances are open and in status of active investigation against the member.
 - c. The member or player is considered eligible for play and meets all other club requirements for membership.

- G. Quorum: A quorum shall consist of the smaller, seven (7) Members or ten percent (10%) of the total number of Members.
- H. Majority Vote Requirement: Action of the membership shall be by majority vote, unless otherwise provided by these bylaws.

X. Amendments

Upon approval of a proposed change to the Bylaws by two-thirds vote of the Board of Directors, the membership will be notified of the proposed amendments to the Bylaws at least fifteen days in advance of the proposed vote. Amendments to the Bylaws so referred to the membership will require a plurality of votes cast by the designated representative present and voting at any annual or special meetings of the Chapter or of plurality of the votes case by the designated representatives responding to a mail ballot, (whether paper or electronic), allowing them a minimum of fifteen days to cast their votes, whichever method is selected by the Board.

Should any provision of these Bylaws be determined to be contrary to law, in whole or in part, the remaining provisions shall remain in full force and effect. Any amendment or other alteration of these Bylaws that is contrary to law or the Chapter's status shall be invalid and of no force or effect.

XI. Dissolution

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

XII. Inurement

No part of the net earnings of the Chapter will inure to the benefit of, or be distributed to any member, director, officer, employee, or other private person, except that the Chapter will be authorized and empowered to pay reasonable compensation for services rendered to or for the Chapter and to make payments and distributions in furtherance of the purposes set forth in Article II (Purpose) of these Bylaws.

XIII. Operation

Notwithstanding any other provisions of these Bylaws or the Articles of Incorporation of the Chapter, the Chapter shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in section 501(c)(3) of the Internal Revenue code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under section 107(c)(2) of the Code.