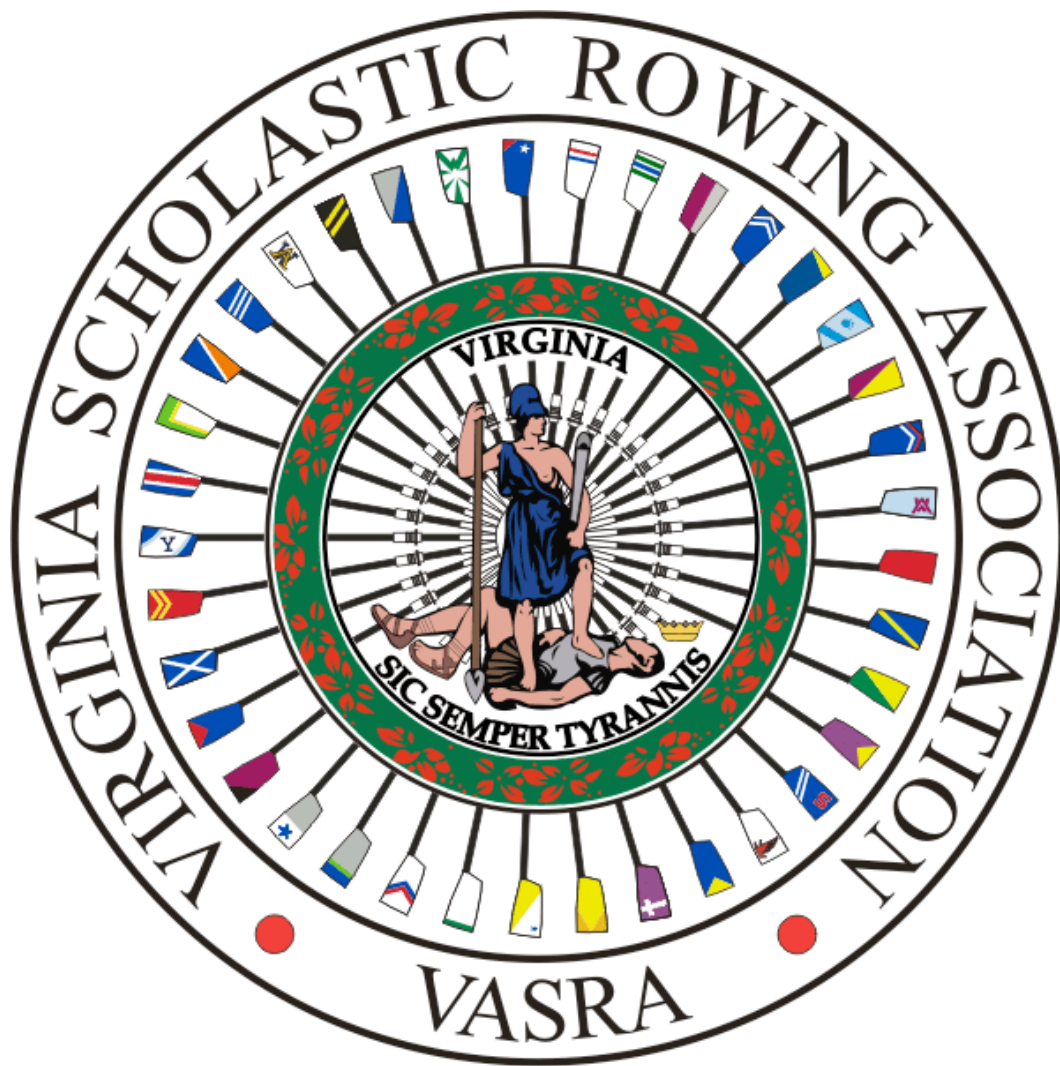


Virginia Scholastic Rowing Association



Bylaws

November 3, 2009

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VIRGINIA SCHOLASTIC ROWING ASSOCIATION, INC.

BYLAWS

ARTICLE I – *Name, Purpose, and Area Definition*

- Section 1 The name of the organization is “Virginia Scholastic Rowing Association, Incorporated” (hereinafter referred to as "VASRA" or the “Association”).
- Section 2 The purpose of the Association is to promote, encourage and support rowing at secondary schools in the Commonwealth of Virginia and in particular the Northern Virginia area; to provide for communication and coordination amongst its member and associate teams, the Local Organizing Committees, the Crew Council, and the Coaches Association; and to sponsor and conduct scholastic rowing competitions.
- Section 3 The Association area encompasses the Commonwealth of Virginia with particular focus on the counties of Arlington, Fairfax, Prince William, Loudoun, and Stafford; the free cities of Alexandria, Fairfax, Vienna, Herndon, Falls Church, Manassas and Manassas Park. Teams from the District of Columbia and Maryland are eligible to be members of VASRA and to participate in its regattas and activities.
- Section 4 The Association is recognized by the Internal Revenue Service as a tax - exempt organization as defined in the Internal Revenue Code, Section 501(c)(3).
- Section 5 The Association is subject to the non-stock corporation provisions of the Virginia Code.

ARTICLE II – *Membership*

- Section 1 The Association does not discriminate on the basis of sex, race, religion, age, national origin, ancestry, creed, pregnancy, marital or parental status, sexual orientation, or physical, mental, emotional or learning disability and does not permit such discrimination in any of its activities.
- Section 2 The teams of the Association consist of public and private, secondary school-based, tax-exempt, scholastic rowing organizations. Teams are categorized as “Member” or “Associate.”
- A. “Member” teams are school-recognized organizations from Virginia, Maryland and the District of Columbia that have applied for membership, have parent-booster organization, and have agreed to comply with the rules of the Association.

B. "Associate" teams are school-recognized organizations that are a) outside the counties and cities listed in Article I, Section 3, or b) teams that lack a parent-booster organization.

Section 3 Each team shall be represented on the Association Board of Directors by its President or designated representative. Member teams shall have full rights and privileges of the Association. Associate teams may compete in all Association regattas and vote on Association issues, but may not participate in the Association's revenue sharing program. Members may have multiple representatives on the Board of Directors, but shall have one vote per team.

Section 4 Association teams shall abide by their local jurisdiction high school athletic association regulations (even if they do not belong to a high school association), the rules and policies of the Association, and the Crew Council-approved VASRA Rule Book.

ARTICLE III – *Team Membership Qualifications*

Section 1 Any public or private secondary school-based organization within the boundaries of Maryland, Virginia, or the District of Columbia, with an interest in establishing a rowing program may request Association membership. A team seeking membership shall present to the Association Secretary a written request addressed to the Association President and a check for Association dues. The application request should include:

- A. Official name of the organization, along with the school's address and phone number, and organization's mailing address (if separate from that of the school)
- B. Date of the organization's inception and membership category (member or associate)
- C. List of its officers, including home addresses, phone numbers, and e-mail addresses of the team's President, Treasurer, Association Representative, Volunteer Coordinator and Local Organizing Committee Representative (if applicable), and Head Coach(es)
- D. Estimate of the number of initial rowers, coaches, and shells
- E. Location of the team training site

The letter shall be co-signed by the team's Booster President and the affiliated school's Principal / Headmaster or Athletic Director.

Section 2 An applying team that is not a member of a high school athletic association that governs standard athletic competition in its school's jurisdiction (usually private schools), shall state in its application its willingness to abide by the public high school athletic association regulations in its jurisdiction.

- Section 3 At the next regular Board meeting following the formal request for membership the Board of Directors shall vote the request.
- Section 4 The primary membership criteria to be considered by the Board of Directors are as follows:
- A. The applying organization shall demonstrate an active interest in scholastic rowing by actively supporting the crew of a public or private secondary school located within the boundaries of Virginia and the District of Columbia.
 - B. The applying organization shall also demonstrate that it is separate from any existing Association organization.
- Section 5 Accepted teams shall be notified forthwith and entitled to immediate representation on the Board of Directors. If the Board of Directors declines to approve membership for the applying team, the organization may reapply and be considered at a future meeting of the Board.
- Section 6 Any member or associate team that believes another Association team should be suspended or terminated must file a written complaint with the Association President. A copy of the complaint (with the accusing team's name removed) will be forwarded to the subject team. The Association Vice President shall discretely investigate the complaint and provide findings at a special meeting to the Executive Board within 30 days. If the Executive Board deems the complaint valid, a recommended resolution will be determined. The Association President shall discuss the complaint and recommended resolution with the subject team's President, then report back to the Executive Board for final resolution. After a final resolution is determined, the Board of Directors shall be notified. The subject team may appeal the Executive Board's decision to the Board of Directors. The Board of Directors may vote to overturn the Executive Board's decision.
- Section 7 Suspension of membership in the Association shall result in a release of rights, title or interest in the Association, its property and assets, and the cessation of the right to vote and participate in Association regattas for the period of suspension.
- Section 8 Termination of Association membership shall result in release of all rights, title or interest in the Association, its property and assets, and loss of the right to vote and participate in Association regattas. The subject team may reapply for membership, but not during the fiscal year of termination.
- Section 9 Any member or associate member may resign from the Association by submitting a written notification to the Association President. Resignation shall not relieve the organization of the obligations to pay any dues, assessments, or other charges theretofore accrued and unpaid.

ARTICLE IV – *Team Responsibilities*

Section 1 To compete in Association regattas and vote on Association issues, a team must be in good standing. “Good standing” requires; (1) regular meeting attendance; (2) financial requirements fulfillment; (3) submission of the Crew Council Rule Book Certification, Insurance Waiver Certification, and Master Eligibility Certificates; (4) providing required personnel support; and (5) compliance with Association rules and policies contained in the VASRA Operations Manual.

ARTICLE V – *Board of Directors*

Section 1 The Board of Directors shall include as members thereof, the Association’s Executive Board officers, a representative from each Association team in good standing, at-large members (appointed by the Association President), Association coordinators and committee chairs, and supporting group representatives. Each Association officer, member of the Board of Directors representing a member or associate team in good standing, and at-large member of the Board of Directors shall be a voting member and have a vote on issues before the Association. All other members shall be non-voting members of the Board of Directors.

Section 2 It is the duty and responsibility of the Board of Directors to assist in the management of the affairs of the Association in carrying out its purpose.

ARTICLE VI – *Executive Board Officers*

Section 1 The Board of Directors shall elect the officers of the Association, who shall comprise the Executive Board. The Executive Board shall consist of a President, a Vice President, a Treasurer, and a Secretary. Officers shall be chosen from members or former members of Association organizations, or other persons who have demonstrated active and dedicated support to the Association’s scholastic rowing efforts. The officers may not concurrently serve as the designated representative or President of an Association team.

ARTICLE VII – *Indemnification of Directors and Officers*

Section 1 The Association shall indemnify each member of the Board of Directors, voting and non-voting, and each person who formerly served in such capacity, and each person who serves or may have served at the request of the Association as a director or officer of another organization in which the Association has an interest, against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any action, suit or proceeding to which he/she may be made a party, or in which he/she may become involved, by reason of his/her being or having been a director or officer of the Association or his/her being or having served as such of another organization at the

request of the Association, whether or not he/she is still serving in such capacity at the time of incurring such expenses or liabilities. The Association shall not indemnify any director, officer or such other person with respect to matters as to which such person shall be finally adjudged to be liable for gross negligence or willful malfeasance; provided, that in the event of a settlement of any action, suit or proceeding, indemnification shall be provided only in connection with such matters covered by the settlement if (i) the Association is advised by written opinion of independent legal counsel that the director, officer or such other person to be indemnified did not commit a breach of duty owed to the Association and (ii) a majority of disinterested directors approves the settlement and indemnification as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to, and not exclusive of, any other rights to which any person indemnified pursuant to this section may be entitled under any agreement or pursuant to any vote of the Board of Directors or otherwise.

ARTICLE VIII – *Election and Terms of Executive Board Officers*

- Section 1 At the March Board meeting, the Association President shall request three volunteers from the Board of Directors to serve as a nominating committee. If three members do not volunteer, the President shall fill the committee by lottery. Choosing its own chair, the Nominating Committee's purpose is to present a slate of nominees to the Board of Directors no later than the May Board meeting and that in doing so, the Committee should consult with member organizations. All members, including the existing Executive Board officers, are eligible for nomination. At the June Board meeting, the Nominating Committee shall oversee the voting for the Executive Board. The committee is disbanded after the election. In the event the Nominating Committee is unable to present a full slate of candidates and one or more positions are not filled by election at the June meeting, the current officers serving in those positions shall continue to serve in an interim capacity until their position is filled by the special election procedure described in Section 4.
- Section 2 Officers' terms of office shall commence on July 1 in the year of the election and expire on June 30 in the year following their election.
- Section 3 An officer shall not be eligible to serve more than four consecutive one-year terms in the same office, unless otherwise specifically approved by a two-thirds vote of the Board of Directors as an exception to policy for sufficient reason.
- Section 4 Vacancies may be filled by special election at any meeting, after the Board of Directors has been duly notified that such an election shall be held.

ARTICLE IX – *Grievance Against VASRA Officers or Support Personnel*

- Section 1 Grievances against anyone conducting VASRA-related work shall be handled at the least formal level possible. However, a complainant who believes that misconduct (or alleged misconduct) requires official Association action should bring the matter to the attention of the Association President (or Vice President if the grievance is against the President), through his/her Booster President or Regatta Director, as soon as possible, generally no more than 30 days. President/Directors forwarding grievances are not required to agree/disagree with the complaint, but are the formal avenue for forwarding the complaint. All grievances forwarded by a President/Director to the Association shall be in writing and contain as much information as possible concerning the nature of the grievance, and if available, any evidence, previous effort made to resolve the grievance, and the names and phone numbers of witnesses.
- Section 2 No investigation will be made into issues that fall under the purview of the Crew Council, US Rowing, high school athletic associations, Northern Virginia Regional Park Authority, National Park Service, or any other outside organization. The VASRA Grievance Committee will not provide an alternate review if either a complainant or accused is dissatisfied with the decision of another authority.
- Section 3 Upon receipt of a grievance, The Association President (or Vice President) shall forward copies to the Grievance Committee Chair and the Association Executive Board and notify the accused of the nature of the charges and identity of the President/Director forwarding them. The Grievance Committee will conduct an investigation as thoroughly and quickly as possible, but will take no more than 60 days. The Grievance Committee will be given access to interview any VASRA personnel and copies of VASRA records it requires in the course of its investigation. The Grievance Committee will recommend one of the following:
- 1) Closure without prejudice
 - 2) Reprimand
 - 3) Expulsion
- Section 4 The Grievance Committee Chair shall provide an electronic copy of its report including the rationale for its recommendation to the Association President (or Vice President). After review and consultation the Grievance Committee Chair, the President (or Vice President) will forward the report as soon as feasible to the complainant, the accused, Team Presidents, and the Association Executive Board.
- Section 5 If the recommendation is for closure without prejudice, recipients of the report will have one week to inform the President (or Vice President), and Grievance Committee Chair if they disagree with the recommendation. No response indicates agreement with the recommendation. The Grievance

Committee Chair will acknowledge receipt to all responses. After one week, the President (or Vice President) and the Grievance Committee Chair will determine if there is significant disagreement with the recommendation. If so, the grievance will be presented to the Board in accordance with Sections 6 and 7 procedures below. If there is no significant disagreement, the President (or Vice President) will inform all involved parties of acceptance of the Committee's recommendation.

Section 6 If the recommendation is for reprimand or expulsion, the Association President (or Vice President) shall notify the complainant, the accused, the Association Executive Board, and the Team Presidents at least one week in advance of the time and place (either in conjunction with a regularly scheduled Board meeting or a special meeting) that the Board will address the Grievance Committee's report and vote on its recommendation. Team Presidents should attend this meeting. If a Team President is unable to attend, s/he should notify the Association President (or Vice President), and if sending a proxy, ensure the representative fully understands the grievance and is prepared to act in the Team president's stead.

Section 7 At the meeting, the Grievance Committee Chair will review the report and recommendation, and direct discussion. After all parties to the grievance have had an opportunity to speak and sufficient time for discussion of the issues is provided, the Association President (or Vice President) will close the discussion and call for a vote. The accused may be accompanied to the meeting by a representative (and be allowed to speak in behalf of the accused), but not may not vote on the recommendation. If the Board votes for expulsion, it will be effective immediately unless otherwise specified by the Association President (or Vice President). The VASRA Secretary will provide a written summary of the meeting and the vote count to the accused, the complainant, Association Executive Board, and Team Presidents, and will retain a copy of all associated material for official VASRA records.

ARTICLE X – Duties of Executive Board Officers

Section 1 The Association President shall preside at all meetings of the Board of Directors, enforce proper observance of the Bylaws and other rules and regulations, and report promptly to the Board of Directors of any violations that require its action. The President shall appoint all committees. The President shall be an ex-officio, non-voting (except in the case of a tie) member of all committees, but not the Nominating Committee or a Grievance Committee if s/he is the subject. The President shall attend the Crew Council meetings to represent the Association on any issue affecting booster organizations and rowers, including regatta scheduling, policies and rules, and shall report back to the Board of Directors the results from the meetings.

- Section 2 The Association Vice President shall act as assistant to the President and chair the President's duties in case of absence. The Vice President shall oversee, with assistance from other officers and coordinators, the development, publishing and dissemination of the Association Handbook. The handbook shall contain Association schedules, policies, rules and other relevant information to provide guidance to Association members. The handbook shall be made available at the October Board meeting.
- Section 3 The Association Treasurer shall receive all monies paid to the Association, deposit them in a financial institution approved by the Executive Board, and disburse monies by the authority of the Board of Directors. The Treasurer shall develop a budget in July for the upcoming year, electronically disseminate it to the Board by the end of July, and present it to the Board of Directors for approval at the first regular Board meeting (usually in October). The Treasurer shall keep full accounting of all receipts and expenditures of the Association, and present a written financial statement to the Board of Directors at each regular meeting. The Treasurer shall produce all accounts and vouchers upon request to the Audit Committee. If senior or equal in Executive Board membership time to the Secretary, the Treasurer will preside over Board meetings in the absences of the President and Vice President.
- Section 4 The Association Secretary shall keep the minutes of all Board meetings, forward the minutes to Association representatives in a timely manner, maintain a file of all votes before the Board of Directors, keep a summary of yearly events and issues, maintain and distribute a current roster of Association representatives, and generally perform all similar duties as prescribed by the President or Vice President. The Secretary shall issue notice to Association representatives of regular monthly Board meetings at least seven days prior, and at least 72 hours prior to any special meetings. If senior in Executive Board membership time to the Treasurer, the Secretary will preside over regular Board meetings in the absences of the President and Vice President.
- Section 5 An officer shall, upon leaving office, deliver to the successor all Association files, papers, property and funds in the officer's possession.

ARTICLE XI – *At-Large Members*

- Section 1 At-large members are appointed by and serve at the discretion of the President. When making appointments, the President shall give consideration to geographic distribution of member affiliation and the individual's ability to actively contribute to scholastic rowing. The past President shall be an ex-officio At-large member.

ARTICLE XII – Coordinators

Section 1 Coordinators are appointed by the Executive Board. The Association Coordinators are critical to the success of the Association’s goals. A Coordinator may be the leader of an organization that performs an important support mission for the Association, or one person assigned to perform a specified task. Non-voting members of the Board of Directors, Coordinators attend all regular monthly Board meetings to provide information vital to the functions of the Association and to the operation of Association regattas. Subject to oversight by the Executive Board, Coordinators may develop policies and procedures required of the Association to perform their jobs. A list of Coordinators and their duties is contained in the Operations Manual.

ARTICLE XIII – Committees

Section 1 Committees are bodies created to address specific Association issues. A committee entity does not have a vote on the Board of Directors. The Association may have both standing and ad hoc committees. The Association President will administer the creation or disbanding of committees, with the concurrence of the Board of Directors. Committees will be chaired by Association members or former members appointed by the President, and their composition will be sufficient to meet their purpose(s). Ad hoc committees are short-term and will exist only as long as they are deemed to be relevant to the needs of the Association, but no longer than June 30 of the current term. Descriptions of the standing committees and their duties are contained in the Operations Manual.

ARTICLE XIV – Supporting Groups’ Representatives

Section 1 Representatives from other groups supporting scholastic rowing are key entities to the overall success of high school rowing. The following may routinely attend Association Board meetings to provide the Board of Directors essential information, but do not vote on Association issues. Their parent governing organizations sets their duties.

- A. Northern Virginia Regional Park Authority, Manager, Sandy Run Rowing Facility
- B. Thompson Boat Center Manager
- C. Anacostia Community Boathouse Association Representative
- D. Chair, Coaches Association
- E. US Rowing Association Referees Representative
- F. Chair, Crew Council

ARTICLE XV – Meetings

Section 1 The Board of Directors shall have regularly scheduled meetings from October through June at a time and location determined by the Executive

Board. The first meeting will usually occur on the first Tuesday in October. The Association President may cancel or change a meeting date, location or time for election days and holidays, or whenever a need to adjust becomes apparent. The Secretary shall notify the Association of the location and time of the regular meetings at least seven days prior.

Section 2 Association meetings shall be conducted in accordance with Roberts Rules of Order.

Section 3 The President may call special meetings with at least 72-hours notice at a place and time determined by the President. Association organizations may also petition the President to request a special meeting. The President shall designate specific attendees. The Secretary shall provide notification and make a concerted effort to ensure all designees acknowledge notification and indicate their attendance intention.

Section 4 A quorum is necessary to conduct Association business. A meeting of the Board of Directors has a quorum when at least 50 percent of the members have a qualified member present. It is, therefore, important that all Association organizations strive to have their representative in attendance at each regular Board meeting. Unless excused prior to the meeting by the Association President, an absence from a regular meeting will result in the absent booster organization being warned. A second unexcused absence will result in a fine of \$100. A third unexcused absence will result in a fine of \$200. Further unexcused absences will result in continued doubling of the fine. Associate teams are excepted from this policy and are not counted in quorum calculations. Unless specifically stated elsewhere in these bylaws the Board of Directors gives its approval to a measure if a majority of the quorum votes in favor of it.

Section 5 The regular Board meeting order of business may be modified by the President, but should include the following elements:

- A. Attendance taking
- B. Previous meeting's minutes adoption
- C. Special presentations, if any
- D. President's report
- E. Treasurer's report
- F. Coordinators' reports, as needed
- G. Committees' reports, as needed
- H. Pending action(s)/old business
- I. New action(s)/new business
- J. Announcement of important upcoming events
- K. Adjournment and announcement of date, location and time of the next regular meeting

Section 6 Member organizations in good standing may vote on Association issues. To cast a vote, a member of the Board of Directors must be present at the

Board meeting, or provide a proxy vote to the Association President prior to the Board meeting. No votes received after the Board meeting vote shall be recorded. Voting in person shall normally occur by voice or show-of-hands. If the vote is close or otherwise in question, the Secretary shall take a roll call vote. Voting results shall be recorded in the meeting's minutes. Proxy voting by absentees may be pre-authorized by the Association President after consideration that sufficient time is available to inform all of the issue(s) under consideration. Proxy voters shall provide their vote to the President in advance of the Board meeting scheduled to vote on the issue(s). The President shall announce all proxy votes at the meeting. If the President determines that an issue requires a confidential vote, the Secretary shall administer and collect ballots. At least two members of the Executive Board shall verify the result and report to the President, who will announce it.

- Section 7 Before the President shall offer them for consideration and vote, all issues to be considered should be presented in writing to the Secretary prior to the start of the meeting. The President will determine if the issue can be considered for discussion and voted on at the current meeting, or if additional research is needed. If the latter, the President shall designate an individual(s) to present findings to the Board at the next meeting.
- Section 8 If agreed by the Board, an email vote may be taken on an issue. In such cases, the copy of the document or issue to be voted will be distributed electronically by the Secretary, with adequate time provided for consideration before a specified vote due date. The absence of a vote will not indicate agreement. To make an electronic vote valid, the number of yes OR no votes alone must exceed the required quorum number (50%) of the entire voting membership, including Associate members.
- Section 9 The first meeting of the fiscal year will be required for all team booster organization presidents and representatives. It shall be an orientation and information meeting, concentrating on the rowing year calendar of events, requirements due dates, booster organization responsibilities, and VASRA and Crew Council relationship and responsibilities. The elements listed in Section 5 of this Article above will be included only in so far as they contribute to or complement the orientation intent of the meeting (e.g., consideration of the budget).

ARTICLE XVI – Budget

- Section 1 The Association fiscal year begins July 1 and ends June 30. Within the first month of the new fiscal year, the Treasurer, with input and assistance of the Chairs of Local Organizing Committees, Concessions, and Communications Coordinators, and any other Association entity requiring budget consideration, shall develop a budget for the new fiscal year. The budget will be considered a targeted operations plan for the coming year. The budget shall set forth cash-on-hand and in banks, anticipated receipts,

and actual and anticipated disbursements during the budget-year. The proposed budget shall then be provided to the Executive Board officers for comment. Executive Board officers shall respond to the Treasurer no later than the end of July, at which time it will be distributed electronically to the entire Board of Directors membership for electronic vote in accordance with Article XV, Section 8, above by the end of August.

Section 2 At the first regular Board meeting, if the budget has been approved by electronic vote, the Treasurer shall review the budget for the benefit of the Board. If the budget has not been approved by such vote, the Treasurer shall present the proposed budget to the Board of Directors for discussion. If there are no issues, or issues can be immediately resolved, the budget may be voted for adoption at that meeting. If there are unresolved issues, at the next Board meeting-such issues will be addressed and a vote for adoption of the budget taken. Failure to adopt the budget at the second regular Board meeting will result in continued operations using the previous year's budget expenditure levels until such time that the Board of Directors approves a new budget.

Section 3 Adoption of the budget constitutes full authority for the Treasurer to make disbursements from Association funds for items in the budget. The Treasurer is authorized to continue expenditure of funds beyond the expiration date of the budget, provided the items are a continuation of approved budget items and approved by the Board of Directors at the June meeting.

Section 4 The Treasurer shall provide a budget status report (including percentage of targeted funds received or spent in each category) at every regular Board meeting.

Section 5 Since the budget is subject to a dynamic environment, timely disbursements for unanticipated items not in the approved budget and limited expenditures beyond what was budgeted may be required. In such cases, two members of the Executive Board must approve such expenditures, with subsequent notification to the Board of Directors.

Section 6 Disbursements shall require the signature of the Treasurer or the President.

ARTICLE XVII – *Dues*

Section 1 In a new year's budget, the Treasurer may propose Association dues changes for approval by the Board of Directors.

Section 2 Association dues are payable at the first regular Board meeting (usually in October) and shall be paid as soon as feasible, but no later than November 15th. Any Association organization that fails to pay its dues by this date shall be suspended from the Board of Directors (thus precluded from voting) until such time that the dues are submitted to the Treasurer.

ARTICLE XVIII – *Amendments and Interpretation*

- Section 1 The Executive Board shall conduct a yearly review of the Bylaws and report recommended changes, if any, to the Board at the May meeting. Recommended changes will be voted upon at the June meeting.
- Section 2 Any Board of Directors member may submit proposed amendments to the Bylaws. All proposed amendments must be submitted in writing and distributed to the Board of Directors at a regular meeting. No action may be taken until the next meeting. Amendments to the Bylaws shall require approval of two-thirds of the Board of Directors.
- Section 3 No substantive change shall be made to the defined purpose of the Association in Article I, Section 2, as long as the Association remains a non-profit corporation under Section 501(c)(3) of the Internal Revenue Code.
- Section 4 Interpretation of the Bylaws shall be decided by the Board of Directors.

ARTICLE XIX – *Disposition of Assets*

- Section 1 The Association may be dissolved in accordance with Chapter 10, Article 13 of the Code of Virginia, as amended. In the event of dissolution, the Association Board of Directors will meet outstanding obligations from assets on hand at the time of dissolution. Distribution of the balance of all monies and other property received by the Association from any source after payment of all debts and obligations of the Association, if any, shall be divided in equal shares among those member organizations in existence at the time of dissolution having tax-exempt status under the Internal Revenue Code. If no Association members continue to exist after the dissolution of the Association, then distribution of remaining assets shall be to other organizations having tax exempt status under the Internal Revenue Code who shall use said assets for the purpose of promoting and encouraging scholastic rowing. Any such assets not so disposed of shall be disposed of by the General District Court of the county in which the principal office of the Association is then located, to such organization or organizations, as said court shall determine, that are organized and operated exclusively for such purposes. Distribution shall conform to the intentment of Section 501(c) of the Internal Revenue Code, as amended.

ARTICLE XX – *Effective Date*

- Section 1 These Bylaws and amendments thereto, shall become effective immediately following their adoption by the Board of Directors.