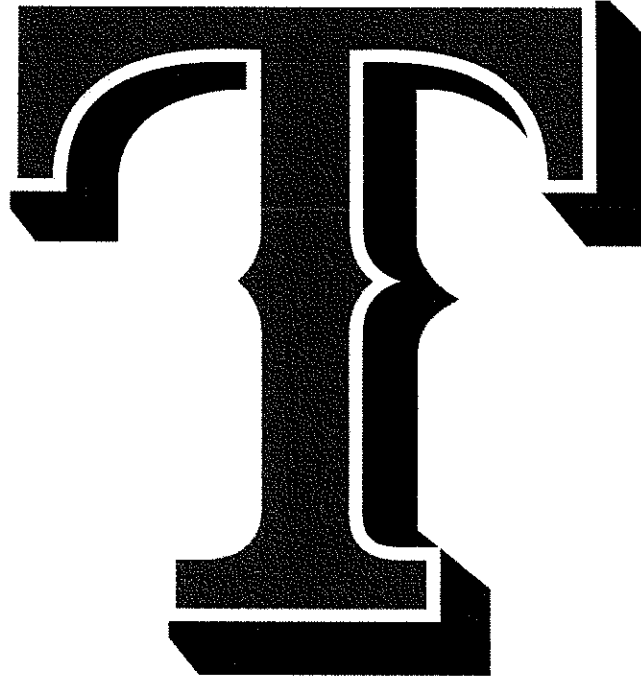




Thunder Baseball League



**Thunder Baseball League
Bylaws
Effective September 1, 2011**

Article I. ORGANIZATION

- Section I.01 NAME
- Section I.02 PURPOSE, VISON, PHILOSOPHY AND PRINCIPLES
- Section I.03 NON-PROFIT AND NON-STOCK CORPORATION
- Section I.04 DISSOLUTION OF ASSOCIATION

Article II. MEMBERSHIP

- Section II.01 MEMBERSHIP

Article III. ASSOCIATION MEETINGS

- Section III.01 REGULAR MEETINGS
- Section III.02 ANNUAL MEETING
- Section III.03 SPECIAL MEETINGS
- Section III.04 ATTENDANCE
- Section III.05 VOTING
- Section III.06 PRESIDING OFFICER
- Section III.07 CONDUCT OF MEETINGS

Article IV. BOARD OF DIRECTORS

- Section IV.01 PURPOSE
- Section IV.02 MEMBERS
- Section IV.03 MEETINGS
- Section IV.04 DUTIES OF THE BOARD OF DIRECTORS
- Section IV.05 DUTIES OF THE EXECUTIVE OFFICERS
- Section IV.06 DUTIES OF NON-OFFICER DIRECTORS
- Section IV.07 COMMITTEES
- Section IV.08 COORDINATORS

Article V. BASEBALL PROGRAM RULES AND REGULATIONS

- Section V.01 LEAGUE BYLAWS AND LEAGUE RULES AND REGULATIONS
- Section V.02 ASSOCIATION RULES AND REGULATIONS

Article VI. POWERS AND RIGHTS OF MEMBERS

- Section VI.01 BOARD OF DIRECTORS
- Section VI.02 PARENTS AND/OR LEGAL GUARDIANS

Article VII. AMENDMENT TO BYLAWS

- Section VII.01 SUBMITTING AMENDMENTS
- Section VII.02 ADOPTION OF AMENDMENTS

Article VIII. METHOD OF DISSOLUTION OF ASSOCIATION

- Section VIII.01 METHOD OF DISSOLUTION

Article I. ORGANIZATION

Section I.01 NAME

The name of this organization shall be the Thunder Baseball League, abbreviated "TBL", hereinafter referred to as the Association.

Section I.02 PURPOSE, VISION, PHILOSOPHY, AND PRINCIPLES

The purpose of the Association is about promoting good character, developing young players' baseball skills in a positive manner and preparing for high school baseball and beyond. The Association will be:

- Family/community oriented with a spiritual and moral base
- Fostering growth and opportunities as people first and players second
- Community driven
- Offering opportunities to participate in the League (as defined below) no matter what their financial or social circumstances
- Teaching players how to learn and advance independently in addition to providing instruction on finite baseball skills
- Focusing on a player's social and emotional development in addition to developing baseball skills
- Promoting the Association's philosophy that winning is secondary to development of the individual and the team which will in turn lead to success
- Seeking opportunities to receive grant funding to build a national model including facilities, training for players, family members, and coaches based on the above principles.

Section I.03 NON-PROFIT AND NON-STOCK CORPORATION

The Association shall be operated as a non-profit corporation in accordance with the laws of the State of Colorado and shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon non-profit corporations organized under the laws of Colorado. The private property of the members of the Association shall not become liable for the debts of the Association. The Association shall be a non-stock corporation.

Section I.04 DISSOLUTION OF ASSOCIATION

In the event of dissolution of the Association, its then net assets and monies shall be transferred as determined by a committee elected by the membership and/or Executive Director at that time.

Article II. MEMBERSHIP

Section II.01 MEMBERS

The Members in the Association shall be comprised of:

- A. Parents, step-parents and/or legal guardians of the players registered in the Association
- B. Members of the coaching staff of each team
- C. Members of the Board of Directors

The members:

- A. May Attend and speak at, any meeting of the Association or Board of Directors.
- B. Have the right to be kept informed of the affairs of the Association.

Section II.02 MEMBERSHIP

Membership in the Association will be on a yearly basis, from registration date to registration date.

Section II.03 REGISTRATION FEES AND DUES

Members shall pay a registration fee in an amount determined by the Board of Directors, such fee to be reduced or waived in the event of hardship as approved by the Board of Directors.

Section II.04 ANNUAL MEETING

The annual meeting of the members of the Association will be held each year on a date set by the Board of Directors, however, the meeting is typically in September.

Section II.05 SPECIAL MEETINGS

Special meetings of the members may be called at any time by the Board of Directors or upon the written request of no less than ten percent (10%) of the total members, who shall have stated in writing to the Board of Directors the purpose of the special meeting. The business transacted at any such special meeting shall be confined to the purposes stated in the written request.

Section II.06 ELECTION OF DIRECTORS

The Executive Director shall place the directors designated by the Nominating Committee on the agenda of the

annual meeting of the members. Voting for directors shall be cast by election ballots. The notice of the annual meeting shall state when voting shall begin or end. All election ballots shall be secret unless all candidates agree to forego the privilege. Each ballot shall designate all candidates in a predetermined, random order and shall clearly state the number of directors to be elected. Each eligible voter may vote for one candidate to fill each director seat up for election. No votes shall be counted from any ballot containing more votes than available seats. Each member shall only be entitled to cast an election ballot, regardless of the number of players per family in the Association and regardless if a member qualifies as a member under more than one requirements set forth in Section II.01.

Members who vote *in absentia* may do so the week prior to the annual meeting at the place and times designated by the Board of Directors. Absentee voting is intended for those who are unable to attend the annual meeting. A list of people voting absentee shall be kept to ensure each member votes only once. Numbered absentee ballots shall be made available to members. Absentee ballots may not leave the Association. Absentee ballots shall be counted together after the ballots of the members attending the annual meeting have been counted. The board hopes that at least one parent from each family will attend the annual meeting of members.

Upon closing of the election, the Secretary shall tally the votes from the ballots cast at the annual meeting of members and then from the absentee ballots. The candidates receiving the most votes shall be elected as Directors. Ties shall be broken by a coin toss. The Presiding Officer of the meeting shall announce the election results during the annual meeting and publish the election results on the Association website or by other medium as is the custom for communications to members.

Section II.07 RECORD DATE

For the purpose of determining members entitled to (i) notice of or vote at any annual or special meeting of the members for the election of Directors, or (ii) demand a special meeting, the Board of Directors may fix a future date as the record date for any such determination, such date in any case to be not more than seventy (70) days prior to the date on which the particular action requiring such determination is to be taken. If no record date is fixed by the Board of directors, the record date shall be the date on which notice of the meeting is emailed to the members.

Section II.08 NOTICE OF MEETINGS

Notice of an annual or special meeting of the members shall be given to the members at least fourteen (14) days prior to the date of the annual meeting. The Association shall also publish notice of the annual or special meeting on the Association website. Notice of the meeting sent to the last known email address of a member or posting on the Association website shall constitute sufficient notice.

Section II.09 PRESIDING OFFICER

The Executive Director shall preside at the annual or special meeting of the members, unless not in attendance, in which event the President shall preside. The Secretary shall act as Secretary, and in his/her absence, such other

person shall serve as Secretary as designated by the Presiding Officer.

Section II.10 CONDUCT OF MEMBER MEETINGS

Annual meetings of the members of the Association shall be informal in nature but must include the following:

- A. Call to Order
- B. Welcome guests
- C. Roll call
- D. Public Comments
- E. Announcements
- F. Approval of Agenda
- G. Approval of minutes of previous meeting
- H. Reports: President, Executive Director, CFO Report, Information Manager, Thunder Calendar
- I. Q & A
- J. New Business
- K. Adjournment

The Presiding Officer shall allow discussion on any matter brought to the attention of the members. **ROBERT'S RULES OF ORDER** shall serve as a guideline only for the conduct of meetings. Adherence to ROBERT'S RULES OF ORDER is not required. Any matter may be brought to a vote by request of any full time voting member.

Section II.11 OPEN MEETINGS

All meetings of the members of the Association shall be open to the public (members and non-members). Members and non-members shall be allowed to participate during the Public Comment portion of the meeting.

Article III. BOARD OF DIRECTORS

Section III.01 QUALIFICATION AND NUMBER

Directors are the members of a board of directors. Directors shall be natural person who is 18 years or older. The Board of Directors of the Association shall consist of seven (7) Directors who shall complete responsibility for operating the Association. The Board of Directors shall select one Director to serve as President, Executive Officer, Executive Operations Manager, Secretary, and Chief Financial Officer. No Director shall hold more than one of these offices. A Nominating Committee composed of three (3) persons appointed by the Executive Director and approved of by the Board of Directors shall select persons to be nominated as Directors for the annual meeting. The elections for Directors shall be held at the annual meeting of the members and each Director shall be elected to a two (2) year term. Each Director shall serve until his/her successor shall be been duly elected and qualified unless he/she shall resign, become disqualified, disabled or shall otherwise be removed.

Section III.02 PURPOSE

The management of all of the affairs, interests, and property of the Association shall be vested in the Board of Directors. The Board of Directors shall have all the powers not prohibited to it by statute or as reserved by law or these Bylaws.

Section III.3 DUTIES AND POWERS OF THE BOARD OF DIRECTORS

- A. To abide by the Bylaws of the Association and the Bylaws of the League including all Rules and Regulations of the Association and the League.
- B. To properly notify the eligible players, and their parents or legal guardian of registration dates.
- C. To make up team rosters. All decisions of the Board of Directors in the placement of the players on teams shall be consistent with the best interest of the player.
- D. Approve the expenditure of all monies of the Association.
- E. Establish registration and sponsorship fees.
- F. Be responsible for the procurement and selection of a sufficient number of coaches to adequately staff each team.
- G. Have the power to discharge any coach or assistant coach or player upon the majority of the vote cast by the members of the Board of Directors.
- H. To remove from office any Director or Officer for good and sufficient cause, at a regular or special meeting, by majority vote if a quorum is present.
- I. To hear, consider, and approve or disapprove reports of the Board of Directors, Officers, and committees of the Association.
- J. To amend these Bylaws by a two-thirds affirmative vote.
- K. To adopt resolutions for the guidance and direction of the Association at any annual or special meeting, and such resolutions shall be binding on the Association.

Section III.04 EXECUTIVE COMMITTEE

The Executive Committee consists of the President, Executive Director, Executive Operations Manager, Secretary and Chief Financial Officer. The Executive Committee shall serve as the business operations decision making team. The Executive Committee may meet on a quarterly basis to discuss matters of business and to review/develop the organizational business plan. The Executive Committee shall report directly to the Board of Directors.

Section III.05 DIRECTORS FROM THE PUBLIC AT LARGE

There are two Directors from the public at large who sit on the Board of Directors. These Directors are there to represent the public view and provide checks and balances for decision making of the Board with respect to the public's desire. They are appointed onto the Board for a two (2) year term. These members are considered voting Directors.

Section III.06 REGULAR MEETINGS

The Board of Directors may call for regular meetings at such time and place designated by the Board of Directors. The Board of Directors may decide to meet each month on such day, time and place as designated by the Executive Director, with the approval of the Board of Directors for the purpose of conducting business of the Association, typically the 3rd Sunday of each month, subject to change.

Regular meetings may be suspended as determined by the Board of Directors. The regular meetings of the Board of Directors may be held in an informal manner in order to produce results versus protracted debates that in the Board of Directors' opinion do not serve the interests of the Association.

Section III.07 SPECIAL MEETINGS

Special meetings of the Board of Directors may be held at any time upon the call of the Executive Director, President or any two (2) members of the Board of Directors, providing that notice is given to all members of the Board of Directors no later than forty-eight (48) hours prior to such meeting. The person or persons authorized to call a special meeting of the Board of Directors may fix any place within Colorado, as the place for holding any special meeting of the Board of Directors.

Section III.08 NOTICE

Notice of any meeting of the Board of Directors must be given at least forty-eight (48) hours previously thereto by written notice delivered personally, sent by e-mail or telephoned to each Board member. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where such Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice of such meeting, unless specifically required by law or these Bylaws. Board packets (including but not limited to an agenda and minutes) shall be sent by email to each Director at least forty-eight (48) hours prior to the scheduled meeting.

Section III.09 QUORUM

A minimum of four (4) voting Directors of the Board of Directors shall constitute a quorum necessary for the transaction of any business of the Association. Directors may participate via conference call, if necessary, to help constitute a quorum. But if less than a majority of the number of Directors are present at said meeting, the majority of the attending Directors may adjourn the meeting without further notice.

Section III.10 MANNER OF ACTING

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the

Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section III.11 ATTENDANCE

Board of Directors meetings are designed to conduct business the Association. Directors are expected to attend all meetings.

Section III.12 PRESIDING OFFICER

The Executive Director shall preside at any Board of Directors meetings, unless not in attendance, in which event the President shall preside. The Secretary shall act as Secretary, and in his/her absence, such other person shall serve as Secretary as designated by the Presiding Officer.

Section II.13 CONDUCT OF MEMBER MEETINGS

Board of Directors meetings shall be informal in nature. The Presiding Officer shall allow discussion of any matter brought to the attention of the Board of Directors by any Director. ROBERT'S RULES OF ORDER shall serve as a guideline only for meetings of the Board of Directors; adherence to ROBERT'S RULES OF ORDER is not required. Any matter may be brought to vote by request of any member of the Board of Directors.

Section III.14 ADVISORY MEMBERS

The Advisory Board Members are those members assigned to support the Association through consultation and support using their area of expertise. Advisory Board Members carry out tasks as assigned by the Board of Directors. Advisory Board Members are nominated and voted upon by the Board of Directors and serve a two year term. Advisory Board Members do not have voting rights within the board but are expected to attend Board meetings upon request. These members are encouraged to attend a majority percentage of the Board meetings or they may lose their position as an Advisory Board Member.

Section III.15 VACANCIES

Any Director may resign at any time by giving written notice to the President or Secretary of the Association. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board of Directors may be filled by majority vote of the remaining Board of Directors. A Director elected to fill a vacancy shall be elected for the un-expired term of his or her predecessor.

Section III.16 REPLACEMENT

The Board of Directors shall have the sole authority to replace an office or chairman deemed not to be fulfilling the responsibilities of his/her office or not to be acting within the best interest of the Association or may replace a

Director for cause.

Article IV. OFFICERS

Section IV.01 OFFICERS

The Board of Directors shall select one Director to serve as President, Executive Officer, Executive Operations Manager, Secretary, and Chief Financial Officer. No Director shall hold more than one of these offices. The sequence of authority of such officers shall be as follows: President, Executive Director, Executive Operations Manager, Secretary, and Chief Financial Officer. Any such Officer shall serve until his/her successor shall be duly elected and qualified unless he/she shall resign, become disqualified, disabled or shall otherwise be removed. If any such Officer resigns or is replaced as a Director, the Officer shall also be deemed to have vacated the officer held by such Officer, at which time the Board of Directors may select another Director to fill such office.

All other officers or positions held in the Association shall be appointed by the Board of Directors and may be members or persons from the public at large.

Section IV.02 PRESIDENT

The President is the guiding visionary and part of the executive decision making process in all matters of the organization and reports to the Board of Directors. The President shall be a Director. The President oversees the organizational structure and flow with both the Executive and Baseball Operations. The Director of Baseball Operations and the Executive Director answer to the President. The President answers to the Board of Directors regarding all motions approved by the Board.

Section IV.03 EXECUTIVE DIRECTOR

The Executive Director ("ED") is part of the executive decision making process and reports to the Board of Directors. The ED shall be a Board Member. The ED manages the business side of the Association operations and executes the vision of the Board of directors regarding any motions approved by the Board. The ED is acting representative for the Association in absence of the President and is in charge of the day to day work flow of the organization. The ED is in charge of keeping accountability for organizational tasks and processes. The ED facilitates all Board of Director meetings. Both the President and ED are responsible for representing the Association at all League meetings or finding a replacement representative in case of a conflict.

Section IV.04 EXECUTIVE OPERATIONS MANAGER

The Executive Operations Manager reports to the Board of Directors. The Executive Operations Manager shall be a Board Member. The Operations Manager is responsible for the following with support from committee chairs:

- Facility and equipment management
- Researching and ordering of baseball supplies
- Uniform selection and Ordering
- Assistant to Chief Financial Officer
- General Field Maintenance (outside of city) – contact with City rep
- Distribution and Collection of Equipment for teams
- Storage, inventory, and replacement of used equipment
- Resolves issues escalated by the Division Directors

Section IV.05 SECRETARY

The Secretary works closely with the President, Executive Director and reports the Board of Directors. The Secretary shall be a Board Member. The Secretary has the responsibility of the following components:

- Chairing the Scheduling committee
- Scheduling games and practice times for all teams
- Scheduling special events and “picture day”
- Scheduling umpires for all Fall season games
- Working with the City on field costs and contracts
- Collecting and organizing documentation for JCJBL
- Facilitating Thunder Tournament Committee
- Board meeting Minutes
- Oversees registration for all players
- Maintaining and updating Thunder website
- Liaison between the Association and Uniform supplier

Section IV.06 CHIEF FINANCIAL OFFICER

The Chief Financial Officer answers to the President, Executive Vice President, and the Board of Directors. The Chief Financial Officer shall be Board Member. The Chief Financial Officer is responsible for all financial transactions of the Association including but not limited to the following:

- Chairing the Finance committee
- Annual financial reports
- Monthly financial statements
- Organizational Tax filing and documentation
- Bank account management with Treasurer

Section IV.07 OTHER POSITIONS

Information Manager. The Information Manager answers to the President, Executive Director, and the Board of Directors but is not a Director. The Information Manager is responsible for all public communications and internal communications processes including:

- Chairing the Public Relations committee
- Web Site postings and development
- Association based E-mails and Constant Contact updates
- Coaches communications regarding League information
- Communications with Families
- Calendar of League Events (Web)
- Advertising and Public Relations
- Day at the Rockies Major League Baseball Event

Tournament Director(s): The Tournament Director coordinates with the scheduler to ensure dates are reserved for tournaments, communicates with JCJBL regarding RMI event, and organizes the Association's annual charity tournament. Recruits site directors for each of the tournaments and coordinates details with the tournament chairmen.

Softball Director(s): The Softball Director is the guiding visionary for the Association's softball program. This director reports to the director of Baseball Operations and coordinates with the scheduler to ensure field availability. The Softball director oversees the organizational structure and flow of the competitive softball program.

Fall Ball Director: The Fall Ball Director is the guiding visionary for the Association's Fall ball program. This director reports to the director of Baseball Operations and coordinates with the scheduler to ensure field availability. The Fall Ball director oversees the organizational structure and flow of the competitive baseball program.

Division Directors: The Division Directors are responsible for resolving any conflicts between Coaches and parents before, during, and after the season. These Directors will mediate any issues that occur on or off the field and are the first level when communication between the parents and the Coach breaks down. If the Division Directors cannot solve the issues, the issue will be documented and submitted in written form to the Executive Operations Manager to review for final resolution.

City Representative: The City Representative is responsible for keeping a good working relationship with the city of Broomfield.

Indoor Facility Director: The Indoor Facility Director is the guiding visionary for the Association's use of the indoor facility. The director will ensure the facility is a clean, safe, and fun environment for kids and families. Minor/Major

repairs and routine maintenance will be overseen by the director with cooperation and guidance from The Thunder Academy owner.

Director of Community Outreach: The Director of Community Outreach ("DCO") is a member of the Advisory Board the guiding visionary for the Association's Community Outreach Program. The Director of Community Outreach for the Association is a member of the Advisory Board. This Director is the focal point for the community based activities of the Association in the Broomfield area. The DCO will be the liaison in coordinating the efforts of the "Sister City" program with the city of Broomfield. The Association Community Outreach has three main charitable local partners in Broomfield FISH, A Precious Child, and Broomfield Habitat for Humanity. The Susan G. Komen Foundation will be our national partner. Additional partners can be added at the direction of the membership with the approval of the Board of Directors. The DCO has several key roles in ensuring the Association is an integral part of the Broomfield community. These include but not limited to:

- Creating the overall strategy for the league
- Plans, coordinates, and directs Outreach events in the local community
- Presents and promotes the team's community relations programs in a manner that creates interest by community and public sponsors
- Serves as the primary contact external for the Association with the city of Broomfield Cultural Affairs office (Sister City Program)
- Proves updates on all community relations initiatives to the BOD and members

Committees: Committees are created to address any major tasks that need to be maintained or accomplished. The committees are typically chaired by a member of the Board of Directors or the Advisory Board. "Ad Hoc" committees can be created to accomplish specific time limited tasks or information gathering for the Board of Directors. Chairs are assigned by the Board of Directors. Members of committees do not have to be Board members. Any individual can be nominated for a committee by any Board member. All Committee members carry out the tasks necessary to accomplish committee objectives. The Committee Chair is responsible for the accountability of its members to complete necessary tasks.

Events Chairman: The Events Chairmen is responsible for and coordinates special events such as, but not limited to "Opening Day Ceremony", "End of Season Celebration", etc. The Board expects attention to detail and promotes a high quality event. Events should have a theme and inspire good memories for all.

Registration/Scheduler Chairman: The Registration/Scheduler is responsible for and coordinates Spring and Fall registration. This person is responsible for providing direction of the Board regarding fees, scholarships process, and dates. The Scheduler manages the process for signing the contract with the city, submitting rosters for both the city and JCJBL, and all indoor/outdoor practices and game fields.

General Counsel: The General Counsel is responsible for reviewing business transactions and primary objective to ensure the company is operating within the law at all times. The Board should make General Council aware of all

transactions the company is engaged in. This will ensure limited risk exposure to the company, personnel, and the company's public image.

Sponsorship Chairman: The Sponsorship is responsible for generating new sponsors and maintaining approved existing sponsors. The goal is to help keep the cost of registration and indoor facility rental time to the membership at a reduced cost. The Chairman helps in the promotion of the "Wall of Fame", Company Banners, and Company logo placement on the website.

Finance Chairman: The Finance Chairman is responsible for auditing the financials, verification of business processes, maintaining non-profit status and confirming taxes are filed yearly.

Philanthropy Chairman: The Philanthropy Chairman is responsible for helping guide the vision of Thunder in community events.

Section IV.07 COMMITTEES

- A. The Executive Director shall appoint, with approval of the Board of Directors, any committee necessary for the proper administration of the affairs of the Association.

Section IV.08 COORDINATORS

- A. The Executive Director shall appoint, with approval of the Board of Directors, any Coordinator position necessary for the proper administration of the affairs of the Association. Such Coordinators do not have voting rights as board members, and may include, but are not limited to following positions:
 - 1. Events Coordinator
 - 2. Fall Baseball Coordinator
 - 3. Zero or Major League Director
 - 4. AAA, AA, and A League Director
 - 5. Rockies Day Coordinator

Article V. BASEBALL PROGRAM RULES AND REGULATIONS

Section V.01 LEAGUE BYLAWS AND LEAGUE RULES AND REGULATIONS

- A. The baseball program of the Association is a part of the Jefferson County Junior Baseball League (the "League" or "JCJBL"). The Association's Bylaws shall not conflict with the Bylaws of the League. The Association's Rules and Regulations shall not conflict with the Rules and Regulations of the League.
- B. The objective of the League shall be to organize and conduct a baseball program for all players conforming to the age limitations and residing within the geographic boundaries as set forth in the JCJBL Bylaws. The

purpose of the Association's program shall be to provide said players the opportunity to learn and play the game of baseball for their enjoyment, healthful occupation, and athletic growth.

- C. It shall be the duty of the Association's Secretary to maintain the official copy of these Bylaws. The Executive Director shall keep the membership of the Association informed as to all changes to the Bylaws of the League by posting on the Association website www.Thunder-Baseball.org.

Section V.02 ASSOCIATION RULES AND REGULATIONS

The Rules and Regulations of the Association shall govern the administration of the Association's baseball program insofar as the Association shall make no rule or regulation that is in conflict with League Rules and Regulations. Any further rules or regulations not addressed by the Association Rules and Regulations that should be necessary to conduct the Association's baseball program shall be passed by resolution of the members, and may be changed from time to time as the need arises. An amendment to these Bylaws shall not be required in order to adopt, change, or pass by resolution any Association rule or regulation governing the administration of the Association's baseball program. A detailed RULES AND REGULATIONS document adopted by the Board of Directors will provide definitions and details to help the Associate operate efficiently.

Article VII. AMENDMENT TO BYLAWS

Section VII.01 SUBMITTING AMENDMENTS

Any member of the Board of Directors may propose amendment(s) to these Bylaws by presenting such proposal(s) to the Board of Directors in writing at any regular or special Board of Directors meeting.

Section VII.02 ADOPTION OF AMENDMENTS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted as follows:

- A. The proposed amendment(s) shall be discussed during the meeting in which such proposed amendment(s) were submitted.
- B. At the next regular or special meeting of the Association, provided that the purpose of such a special meeting is to approve or disapprove such proposed amendment(s), such proposed amendment(s) shall be voted on by Board of Directors.

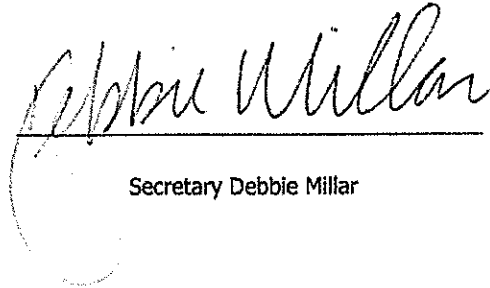
Article VIII. METHOD OF DISSOLUTION OF ASSOCIATION

Section VIII.01 METHOD OF DISSOLUTION

Voluntary dissolution of the Association shall be accomplished by the affirmative vote of a three-fourths (3/4)

majority of the Board of Directors. No member of the Association shall be entitled to or have any interest in the assets of the Association or any right to share in the distribution thereof.

ADOPTED: August 14, 2011



Secretary Debbie Millar