

# **McKinney Ice Hockey Club Constitution and Bylaws**

## **ARTICLE I – NAME & OFFICE**

Section I The name of this club shall be:

McKinney Ice Hockey Club (MIHC)

MIHC shall maintain a mailing address in the McKinney area for the transaction of its business. The mailing address shall be:

P.O. Box 1451  
McKinney, Texas 75070

## **ARTICLE II – OBJECTIVES**

Section A The purpose of the MIHC shall be to promote, foster, and improve amateur youth ice hockey in the McKinney high schools and associated feeder schools for charitable, educational, and recreational purposes. To further those purposes, MIHC shall endeavor to (1) stimulate interest in amateur youth ice hockey, (2) develop and administer a non-profit youth ice hockey program, (3) improve and promote the social, mental, and physical welfare of all participants of the program, (4) provide youths with instruction and coaching in the sport of ice hockey in an environment of good sportsmanship, fair play, safety and (5) carry out the duties and responsibilities of an organization affiliated with the USA Hockey Association. In conducting its affairs and administering its hockey programs, MIHC shall abide by the policies and rules of USA Hockey, or any successor organization to them, as in effect from time to time.

Section B MIHC shall operate as a non-profit corporation, and shall take all actions necessary to become, and continue to operate as, a corporation exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code, as amended. MIHC is organized solely for the non-profit purposes set forth above and is one that does not contemplate pecuniary gain or profit to its members.

### **ARTICLE III – MEMBERSHIP**

Section A Membership in this organization shall not be transferable or assigned.

Section B There shall be two (2) classes of membership in MIHC.

1. General Members shall consist of parents or legal guardians of duly registered players on the Varsity, Junior Varsity or any other MIHC teams.

General Members of MIHC shall be responsible for the payment of fees, dues, and assessments as established by the Board of Directors and for conducting themselves in accordance with the rules of MIHC, NTXHL, AT&T High School League, USA Hockey and in keeping with the purposes of MIHC.

General Members in good standing shall be entitled to one vote per player member.

2. Player Members shall consist of duly registered players on the MIHC Varsity, Junior Varsity or any other MIHC teams who have a current conduct contract and all other required documents on file.

Player Members participating in the ice hockey program are under the supervision of the MIHC and must be eligible under the rules as set forth by USA Hockey, NTXHL, MIHC, and AT&T High School League. All Varsity participants must be current students enrolled in grades 9-12 at one of the McKinney high schools, or reside within the McKinney School District boundaries, with the exceptions stated in the AT&T High School League rules amending this constitution. Membership shall also be open to qualified students in the 8<sup>th</sup> grade to fill available positions on the Junior Varsity team only. Membership shall also be open to any player on any other MIHC team based upon criteria established by the MIHC Board of Directors.

Player Members shall not hold office, chair a committee or vote

Section C Certain matters shall be entrusted to the membership for a vote. A General Member in good standing may assign a proxy, keeping in mind one vote per player member. A member in good standing is a General or Player Member who is current on all his or her financial obligations to MIHC and who is currently not the subject of any disciplinary action.

Section D Each General Member, in accordance with specified deadlines, shall pay all fees to MIHC for the appropriate leagues or tournaments in which the club will participate by the date specified in the signed contract. Non-payment will result in the Player Member being considered to be not in good standing and shall not be entitled to participate in MIHC games, practices or in any other MIHC team activity.

Section E MIHC Player Members, General Members, and guests are responsible for insuring that they conduct themselves in a mature and sportsmanlike manner at all times during which they are participating in MIHC activities, and that coaches, players, officials, and rink management are at all times treated in a respectful and non-abusive manner. If a MIHC member, their family member(s), or guest(s) fail to conduct themselves as required herein, the Board of Directors and/or Sportsmanship Committee shall have the authority to take appropriate action, including but not limited to requiring that the offending person(s) be precluded for a stated period from attending or participating in MIHC games, practices, or other activities. Such action by the Board of Directors shall be taken only after all concerned parties have been given reasonable opportunity to be heard by the Board. Nothing in this section shall be construed to alter or limit the authority of referees, rink management or coaches to deal with unruly or inappropriate behavior when it occurs.

#### **ACTICLE IV – ORGANIZATION**

Section A Roberts Rules of Orders Revised shall govern this organization.

Section B All business shall be conducted by a Board of Directors. The Board will consist of not less than eight (8) members elected by the general membership.

Section C The fiscal year for the organization is April 1<sup>st</sup> through March 31<sup>st</sup>.

#### **ARTICLE V – OFFICERS / BOARD OF DIRECTORS**

Section A The Board shall consist of the following officers:

- 1) President
- 2) Vice-President of Administration
- 3) Vice-President of Hockey Operations
- 4) Vice-President Hockey Development & Corporate Relations
- 5) Sportsmanship Committee Chair
- 6) Secretary
- 7) Treasurer
- 8) Member-at-Large representing each Junior Varsity team(s)
- 9) Member-at-Large representing the Varsity team
- 10) Member-at-Large representing each additional MIHC team(s)
- 11) Fundraising Coordinator
- 12) Sponsorship Coordinator

Section B The officers shall serve without compensation or remuneration, other than reimbursement, upon presentation of vouchers and expense report, for approved expenditures. No one who is a vendor of goods or services to MIHC or who

otherwise would profit from his or her position as an officer of MIHC may be nominated to be elected to the Board of Directors, notwithstanding that such person may be a General Member of MIHC.

- Section C Members of the Board of Directors must be General Members of MIHC in good standing.
- Section D Officers with unexcused absences from three (3) consecutive regularly scheduled meetings shall be automatically removed from the Board. This position will be considered vacant at which time the Nominating Committee shall convene to find nominees to fill the vacancy. Board Members must notify the President of the Board if they are unable to attend a meeting to be excused from attendance.
- Section E In the event of any vacancy in the Board of Directors, the Nominating Committee would present nominations within thirty (30) days of the vacancy. A general election of all General Members in good standing would then be held. The President can appoint a temporary replacement if necessary until an election can take place.
- Section F The Board of Directors shall manage the affairs of MIHC. The Board of Directors shall have final authority over all matters pertaining to the administration of MIHC. The Board of Directors may, in its discretion and consistent with these bylaws, delegate authority as to particular matters to any officer(s) or committees(s) designated by the Board. In its discretion, the Board may present any matter on which it would otherwise pass as a Board to the General Members for a vote of the membership
- Section G In setting fees, dues, and assessments for General Members, the Board, assisted by the Treasurer, is to determine the amounts due at registration of players. This is based on a good faith estimate, using the best information available, of the costs of providing the planned hockey program for which the Player Member is registering and administrative costs of operating for the fiscal year.
- Section H The Board, assisted by the Treasurer, shall establish an operating budget to be presented at the first general membership meeting of the fiscal year for approval by a vote of the General Members.

- Section I The Board shall be responsible for selecting the head coaches for each team using the information obtained in part from the annual evaluation. All coaches are subject to approval by AT&T and NTXHL and must complete their criminal background check. Failure to do so, or negative results from such check, will result in immediate dismissal. At anytime the MIHC Board sees fit to remove a coach from his current position, a quorum of the MIHC Board will meet to discuss the issue at hand. A majority of the Board must be present to vote on the removal of a coach from his current position. If the majority of the Board is not available, a majority of the Executive Board members will be convened and vote on the decision in the Board's absence.
- Section J Board Members may serve for an unlimited number of one-year terms. President, each Vice President, Secretary, Treasurer, Sportsmanship Chair, Fundraising, and Sponsorship term of office shall be one (1) year starting on June 1<sup>st</sup> and ending on May 31<sup>st</sup>. The Member-at-Large for each MIHC team shall be elected as soon as practical, but no later than the team's first regular season game with their term of office beginning upon appointment and ending on May 31<sup>st</sup>.
- Section K Board Members may be removed from office by a two-thirds (2/3) vote of the General Membership.
- Section L Any vacancy of the President shall be filled by the Vice President of Administration at the time the vacancy occurs until a new President shall be elected.
- Vacancies of all other officers shall be filled by a majority vote of elected officers per Article V, Section E. An officer elected to fill a vacancy will fill that position for the remainder of the term for that office.

## **ARTICLE VI – DUTIES OF OFFICERS / BOARD OF DIRECTORS**

- Section A The President shall:
- a) Be considered an executive officer.
  - b) Convene and preside over all regular and special meetings.
  - c) Be charged with the general management and supervision of the affairs and operations of MIHC.
  - d) Be an ex officio member of all committees of MIHC.
  - e) Submit annual reports to the Board of Directors and General and Associate Members on the accomplishments of MIHC.
  - f) Serve as a co-signatory on all checks disbursed by the organization over \$2500.00
  - g) Serve as the official signatory for approved contracts and agreements.
  - h) Perform other duties as set out by these bylaws or as requested by the Board of Directors.
  - i) Appoint an Audit Committee for fiscal year-end or at any other time the Board deems necessary.

- j) Shall have previously held an executive officer position within MIHC.
- k) Shall appoint a parliamentarian for each meeting.

**Section B**

The Vice President of Administration shall:

- a) Be considered an executive officer.
- b) Serve in the absence of the President, or whenever the President is unable to serve.
- c) Whenever the President is unable to do so, serve as a co-signatory on all checks disbursed by the organization over \$2500.00.
- d) Perform other duties as set out by these bylaws or as requested by the President.

**Section C**

The Vice President of Hockey Operations shall:

- a) Be considered an executive officer.
- b) Be responsible for coach and player relations.
- c) Be responsible for handling grievances involving coaches, players and/or parents and be responsible for documenting the resolution of any such grievances.
- d) Be responsible for coordinating activities of the Members-at-Large for all MIHC teams.
- e) Perform other duties as set for the in these bylaws or as requested by the President.

**Section D**

The Vice President Hockey Development & Corporate Relations shall:

- a) Shall be an executive officer
- b) Promote the awareness of the game of hockey to the community
- c) Promote the awareness in MIHC to the community and its constituents
- d) Be responsible for substantial corporate sponsorships and relationships with public and private interests

**Section E**

The Sportsmanship Chair shall:

- a) Shall be an executive officer
- b) Chair the Sportsmanship Committee and be officer responsible for upholding the MIHC code of conduct and sportsmanship matters
- c) Administer the MIHC drug testing policy and execution
- d) Report to the Board, the minutes and recommendations of the Committee

**Section F**

The Secretary shall:

- a) Be considered an executive officer.
- b) Maintain a written record of all proceedings and voting actions of the Board of Directors and maintain a permanent file of such records.
- c) Have general charge of all the organization's files, records, and papers, including membership
- d) Is responsible for scheduling & supplying referees and scorekeepers for all NTXHL home games for the Varsity team(s), JV team(s) and other MIHC teams playing in the NTXHL league.

- e) Perform other duties as set forth in these bylaws or as requested by the President.

#### Section G

The Treasurer shall:

- a) Be considered an executive officer.
- b) Be the custodian of all money, securities, and assets of the organization and make reports to the Board of Directors as may be requested concerning the financial position of MIHC.
- c) Present a written report at each scheduled Board meeting on the financial status of MIHC.
- d) Be responsible for keeping records of receipts and disbursements of MIHC.
- e) Pay all bills approved by the Board.
- f) Deposit all monies or other things of value in the name and to the credit of MIHC in such bank or banks as the Board may approve from time to time and ensure that two executive officers authorized to do so sign and countersign checks, drafts, or other orders for payments of more than \$2500 of money issued by the MIHC against any funds deposited in any account held by the MIHC. Amounts up to \$2500 can be signed by only 1 of the three designated signers (Treasurer, President, VP of Admin)
- g) Prepare a year-end financial statement for presentation at the annual general meeting of the organization and ensure that any required tax returns are prepared and filed in a timely manner.
- h) Shall assist the Audit Committee, at the request of the Board, to conduct an audit of the financial records of the MIHC.
- i) Perform other duties as set forth in these bylaws or as requested by the President.
- j) Shall maintain a current listing of all assets and complete an inventory of assets by April 1 of each fiscal year.

#### Section H

The Members at Large shall:

- a) Represent their respective teams (Varsity/ Junior Varsity/other) and relay any concerns arising with parents to either the Board of Directors or the Vice President of Hockey Operations.
- b) Shall be a member of the Sportsmanship Committee, representing their team
- c) Each Member at Large shall have a player on the team for which they represent.
- d) Perform other duties as set forth in these bylaws or as requested by the President or the Vice President of Hockey Operations.
- a) Act as the team's financial rep as it pertains to BOD related activities. Examples would include, collections, tourney travel fees, fundraising activities etc. specific to that particular MIHC team.

#### Section G

The Fundraising Coordinator shall:

- a) Be responsible for the fundraising activities.
- b) Keep accurate and up-to-date records of all fundraising activities and report at each scheduled Board meeting.

- c) Perform other duties as set forth in these bylaws or as requested by the President.

Section H

The Sponsorship Coordinator shall:

- a) Be responsible for the sponsorship-related activities.
- b) Keep accurate and up-to-date information of all sponsorship activities and report at each scheduled Board meeting.
- c) Perform other duties as set forth in these bylaws or as requested by the President.
- d) Ensure sponsorships are distributed as deemed by the BOD

**ARTICLE VII: TEAM REPRESENTATIVE**

Section A

The team representative may, but does not have to be, the Member-at-Large on the Board representing the Varsity, JV team or any other MIHC team.

Section B

The role of team representative is to assist the Head Coach and other coaches by handling off-ice administrative and organizational activities for the team. Some of the activities of team representative include:

- b) Display team banner at each game and practice.
- c) Distribute team practice and game schedules.
- d) Manage team jerseys as required.
- e) Maintain security of locker rooms for all games and practices.
- f) Establish and maintain a telephone tree and email listings to facilitate contacting team members in an emergency, i.e. cancellations, or changes in game schedule.
- g) Arrange for consent to treat forms and all medical forms to be at each game and practice.
- h) Maintain water bottles and pucks as needed by coaches.
- i) Collect all game sheets.
- j) Any other duties as asked by the Coach or Vice President of Hockey Operations or coaches.
- k) Act as the team's financial rep as it pertains to BOD related activities. Examples would include, collections, tourney travel fees, fundraising activities etc. specific to that particular MIHC team.

**ARTICLE VIII: COACHES**

Section A

Normal coaches' terms will be one (1) year beginning May 1<sup>st</sup> and ending April 30<sup>th</sup>. The Board may elect to offer specific coaches multiple year contracts to ensure continuity from year to year. These multiple year contracts should be very limited in number and duration, normally 2 years. Coaches will be evaluated annually by the teams, parents, and Board of Directors, as well as peer evaluations. The results of the evaluations will be taken into consideration to determine eligibility for return. The new Board will present to the General Members the coaching staff for the next season.



- Section B The Head Coach will establish and submit coaching staff's goals to the Board before August 1<sup>st</sup> of each fiscal year and these goals will be presented at the first general membership meeting of the Head Coach's term.
- Section C If required by the Board, the coaches shall present an operating budget, applicable Player Code of Conduct and any other team rules to the Board by June 15<sup>th</sup> of each fiscal year for Board approval.
- Section D The coaches must fill out all USA Hockey forms pertaining to criminal and sexual misconduct background checks. Coaches will also sign a code of conduct contract. All coaches are expected to abide by and support this contract. Failure to do so will result in action by the Board of Directors.
- Section E The coaches will be responsible for maintaining a current coaching certificate for the level of hockey for which they are coaching per USA Hockey, NTXHL and AT&T regulations.
- Section F The coaches will be responsible for the conduct of the players, especially interaction with referees and players of the opposing team. This will be consistent with MIHC, AT&T High School League, NTXHL and USA Hockey standards.

#### **ARTICLE IX: PLAYER CONTRACTS**

- Section A Player contracts are a critical requirement for Ice Hockey Clubs such as MIHC. The club enters binding contracts with rinks to provide adequate practice and game ice along with the general administration of a multi team organization. These cost are part of the fees structure and therefore part of the players binding contract responsibility.
- Section B Player contracts must be signed within 15 days of the extended offer to participate on a given MIHC team. By signing the contract, the player and parent are committing to the entire hockey season and the required fees associated with that team.
- Section C A deposit (50% of the fees total) will be required at the time of contract signing and the remaining fees paid by post dated checks (in accordance with the specific contract) AT THE TIME OF CONTRACT SIGNING, no exceptions. If financial assistance is being requested, that request must be addressed BEFORE the contract is signed. This is required to ensure that the club can pay the cost associated with fielding the teams.
- Section D Deposits and fees paid are non-refundable. Should a player experience a situation that would qualify them for a contract "Hardship" release (determined by the Board as outlined below), the remaining fees would be waived and the player granted a release from their MIHC contract for the remainder of that season.

- Section E Release Request and Administration Process:
1. The Board as a whole will address request for release from any contract. Once a written request is presented to anyone in a position of authority within MIHC, including coaches and team representatives, that person should immediately notify the President and the rest of the BOD.
  2. The President will then inform the VP- Hockey Operations so he or she can meet with the families requesting such a release. This meeting should take place within a 7 day period from the time of notification.
  3. During this meeting, which will include the team representative and coach, the VP-HO will try to arrive at an understanding for such a request.
  4. Once all the facts have been gathered, the BOD should convene for the sole purpose of voting on the release. The BOD is the only body authorized to release a player from the contract.

Section F Types of releases:

**Full Release:** can be given only if the contract is paid in full. During their meeting with the family, the VP-HO, team representative, and coach should attempt to reach a resolution so that the player can remain within the system.

**Hardship Release:** can be given only when the player has no control over his ability to play with MIHC (may be subject to a pro-rated refund). This includes but is not limited to a parent's job transfer, a season-ending injury or illness, and other such events. A disciplinary action against that player such as suspension from MIHC or any league would not apply.

## **ARTICLE X: MEETINGS**

- Section A A regular meeting of the Board of Directors shall be held monthly or at other times as may be set by the Board of Directors. Special meetings of the Board may be called by the President, or in his or her absence, by the Vice President of Administration or by majority vote of the members of the Board of Directors. Executive meetings will be held at the discretion of the President.
- Section B Voting on all matters requiring action by the Board of Directors shall be by voice or sign vote unless a motion for a written ballot has been made and approved by a majority of those directors present.
- Section C The President shall vote on all motions only in the event of a tie.
- Section D The Board of Directors shall call three (3) general membership meetings. One to be held within four (4) weeks of the first High School League game. The second meeting is to be held in January. The third is to be the annual general meeting to

be held within four (4) weeks after the final game, but in any event before the end of May each year. The President must call for a meeting of the Members if presented a written request for a meeting signed by three (3) members of the Board of Directors.

Section E The President must call for a meeting of the members if he or she is presented with a written request for such a meeting, signed by a minimum of fifteen (15) General Members of the organization, or 10% of the General Member, whichever is greater, provided, however the request states the matter or business that the requester desires to take up at the meeting.

Section F A quorum will consist of twenty-five percent (25%) of voting members for a general membership meeting and six (6) members for a Board meeting.

Section G Election requires a majority of the quorum. In the event there are more than two candidates and no one has a majority, the top two candidates will be selected and another vote taken.

#### **ARTICLE XI: COMMITTEES**

Section A The Board may establish standing or ad hoc committees to advise or assist the Board. Said committee shall dissolve with the conclusion of their purpose.

Section B Any member of the Board may nominate, to the Board for approval, proposed members of such committees.

Section C The following are recognized as standing committees:  
*Nominating                      Fundraising      Audit                      Sportsmanship*  
*Marketing                      Spirit                      Sponsorship*  
*Banquet*

Section D The Nominating Committee will consist of two (2) current members of the Board of Directors along with three (3) General Members in good standing. The Nominating Committee will be required to form a recommended slate of officers consisting of current General Members in good standing. The Nominating Committee will open the slate for nominees at the January general membership meeting. Nominations will also be taken from the floor at the January meeting with nominations being accepted for such period of time as determined by the Nominating Committee Chairperson, but in no event less than 14 days after the opening of the nominee slate. The final slate of nominees will be circulated to the general membership and voted upon at the annual general meeting to be held within four (4) weeks after the final game with the new officers assuming their responsibilities on June 1<sup>st</sup>.

Section E The Nominating Committee will convene in the event of a vacancy and present nominees for such vacancy, if the vacancy occurs within the first six (6) months of the fiscal year. Otherwise, the Board will appoint the position.

Section F The Audit Committee will consist of two (2) General Members in good standing, who do not hold executive officer positions and the incoming Treasurer. The Audit Committee will meet at fiscal year end to review and approve the financial records of MIHC for the current year.

Section G The Sportsmanship Committee will consist of each team Member-At-Large and 1 additional parent member in good standing from each team and the current Sportsmanship Chairperson. The Member-At-Large and the 1 additional parent representing the specific team involved will be excused from voting.

Sportsmanship Committee oversight and review will include:

For Players:

- Any incident that results in a game ejection or league suspension, including coach's ejections of the players, players leaving the bench (without Coach's consent/knowledge)
- Players benched by a coach for 3 consecutive games
- Repeat Player offenses leading to stiffer coach penalties

For Coaches:

- Coach's being ejected from a game or the mandatory suspension when maximum penalties are reached in a game.
- Coaches' violation of code of conduct – should be held to a higher standard
  - Excessive verbal abuse to any Player, parent or league official
  - Physical abuse – fighting, punching or aggressive shoving/hitting by coach – is a termination event

For Parents:

- A family's violation of Parents Code of Conduct.
- Coaches can suspend a player a maximum of two games. Anything more significant must be presented to the SC. Any time a player is suspended for 2 games, it should be brought to the SC's attention. A decision may be made to call the player and/or coach in at the committee's discretion.
- Two committee members must be present at any MIHC game. For out of town trips, we can have special designees if necessary.

- The team reps will still be the first point of contact
- The VP Operations should also have its role as it currently exists, but would not have a formal role or vote on the SC – it would likely attend for ‘testimony’ purposes.
- Decisions of the SC would be final (jury of peers) and not have appeal rights to the Board.
- Expulsions will be recommended to the Board, which shall have final authority.

SC Oversight does NOT cover:

- Ice time
- Hard ‘Punishment’ Practices/skating
- Matters causing players benched for less than 2 games
- Team rules violations (eg., Dress code violation (if any), property (locker) trashing
- Verbal abuse by Player
- locker boxing/incidents

Sportsmanship Committee authority for sanctions/punishment may include:

For Players:

- Upholding coaches sanctions
- Additional Game suspensions up to the SC’s discretion
- Suspension for season
- Recommendation to the Board regarding Expulsion from Club
- Recommendation to the Board regarding NIGS status [precludes player from playing elsewhere]

For Coaches:

- Suspensions
- Fines
- Recommendation to the Board regarding Expulsion from Club.

For Parents:

- Game suspensions
- Parent banishment from a set number of games and or practices, or remainder of Season
- Player not invited back to next season
- Recommendation to the Board for NIGS Status, in accordance with the current DFW Youth Hockey Oversight Committee (YHOC) Not-in-Good-Standing Process

## **ARTICLE XII - DISSOLUTION OF THE ORGANIZATION**

Section A Any voluntary dissolution of MIHC shall be governed by and conducted according to requirements of the Texas Non-Profit Corporation Act, Article 1396-1.01 through Article 1396-11.01 of the Texas Revised Civil Statutes, including any amendatory or successor legislation in effect at the time the voluntary dissolution is considered.

## **ARTICLE XIII – AMENDMENTS**

Section A Any amendment to the bylaws of the organization shall require a two-thirds (2/3) vote of the General Members. General Members may submit changes to the bylaws in writing to any Board Member by March 31 for consideration and voting at the annual general membership meeting in May.

## **ARTICLE XIV – MISCELLANEOUS**

Section A The Directors, Officers, Committee Members, General Members and Player Members served by this organization shall be selected entirely on a non-discriminatory basis with respect to age, sex, race, religion and national origin.

Section B Board Members may only be persons from the General Members who do not have conflicting activities with MIHC.

Section C The coaches and the Board will make all uniform decisions.

Section D No current MIHC coach may be on the Board.

Section E Use of MIHC name or logo must have Board approval. There are no exceptions.

## INDEMNIFICATION

Members of the Board of Directors of MIHC, its officers and committee members, and/or any other person acting on behalf of the organization by delegation of the Board of Directors, shall be indemnified and saved harmless out of the funds of the organization to the fullest extent permitted by the Texas Non-Profit Corporation Act, Article 1396-2.22A, Texas Revised Civil Statutes, or any amendatory or successor legislation thereto, for any act or failure to act in connection with their activities on behalf of the organization. The Board of Directors is authorized to expend MIHC funds to purchase insurance covering any such persons against such liability.

By my signature hereon, I hereby certify that the Board of Directors of the McKinney Ice Hockey Club created these bylaws on September 3rd, 2000 by a vote of all Directors present and approved by a two-thirds (2/3) majority of the General Membership and said bylaws were amended by a vote of all Directors present and approved by a two-thirds (2/3) majority of the General Membership on January 23, 2002, on September 27, 2004, and on \_\_\_\_\_, 2005.