

## **ARTICLE I – NAME**

The Corporation shall be known as the Capital Area Soccer League. The initials “CASL” shall equally refer to the Corporation.

## **ARTICLE II – PURPOSE AND AFFILIATION**

### **SECTION 1 – PURPOSE**

The purpose of the Corporation is as set forth in its Articles of Incorporation. It is the mission of the Corporation to foster the physical, mental and emotional growth and development of Mid-Michigan’s (the Greater Lansing or Capital Area) youth through the promotion and development of soccer and to protect the rules of the game. The Corporation shall provide the governing structure to administer youth soccer in the Mid-Michigan area and shall provide a vehicle to communicate information to players, parents, coaches, referees and other interested parties.

### **SECTION 2 – AFFILIATION**

The Corporation shall be affiliated with the Michigan State Youth Soccer Association (MSYSA), the United State Youth Soccer Association (USYSA), and such other associations or organizations as the Corporation may deem beneficial to its Members or the game of soccer. The Corporation, in conducting its business and administering the soccer league(s) and teams governed by the Corporation, shall at all times comply with the authority, laws, and rulings of MSYSA and USYSA, and the authority, laws, and rulings of MSYSA and USYSA shall prevail in the event of a conflict between the same and the Corporation’s Bylaws, Rules and/or Guidelines. Notwithstanding the foregoing, if MSYSA and/or USYSA permit the Corporation or affiliating leagues to make rules, bylaws, rulings, or take any other actions which may be different and/or more or less stringent than the authority, laws, and rulings of MSYSA and USYSA, the Corporation is empowered to take such actions and the same shall not be deemed to be in conflict with the authority, laws, and rulings of MSYSA and USYSA.

## **ARTICLE III – MEMBERS**

### **SECTION 1 – MEMBERS DEFINED**

The Corporation is organized on a Membership basis. The Members of the Corporation shall be the organizations, associations, clubs, or any other entity that supervises, organizes, forms, and administers soccer teams for the purpose of playing in CASL. Each Member shall represent the interests of the community from which their teams are drawn. Unless otherwise specified, by default the school district which administers the geographic area shall define the boundaries of the community.

## SECTION 2 – NEW MEMBERS

New communities desiring to join CASL may submit a request to the Board of Directors to join CASL as a new Member. The Board of Directors may then vote at their next meeting to admit the community as a Provisional Member. A Provisional Member has no voting power, but is otherwise granted all other benefits and privileges of full Members of CASL. At the next Annual General Meeting, or at any meeting called by the Members, the Members may vote to admit the Provisional Member as a full Member. A Provisional Member not admitted within 24 calendar months shall be considered rejected, and must re-apply for Membership. Members adopting these bylaws shall immediately become full Members of CASL.

## SECTION 3 – MEMBER REPRESENTATIVE

Each Member shall provide the Board of Directors an individual person who is authorized to represent the community at all meetings and votes, hereafter called the Member Representative. Should more than one person be authorized, the Member may choose to select up to 3 alternate Member Representatives who shall be presumptively recognized to act on behalf of the Member. The Secretary shall maintain a current list of Member Representatives and their contact information. The Member Representative shall act as the point of communication between CASL and its staff and the Member.

## SECTION 4 – REMOVAL OF MEMBER

If, after a vote of the Members, it is resolved that a Member should be removed from CASL, that Member shall immediately cease to have any privileges, voting power, or rights within the corporation. The community may create a new entity and seek admission pursuant to § 2 as a new Member after the end of the league's current soccer season. Any games scheduled or planned with teams operating under the former Member's organization shall be canceled by the Scheduler.

## SECTION 5 – ANNUAL MEETING

The annual meeting of the Members of the Corporation will be held at the principal office of the Corporation in June of each year beginning after the adoption of these bylaws, at such place and date as designated by the Board of Directors for the purpose of electing Directors and for the transaction of other business properly brought before the meeting.

## SECTION 6 – SPECIAL MEETING OF THE MEMBERS

Special Meetings of the Members may be called by the President at any time, and shall be called by the President or Secretary upon the written request of

not less than four (4) Members. The request must state the purpose or topics of the meeting. If the request is not acted upon within ten (10) business days, the Special Meeting shall be held on the next Thursday at 6:30pm, at a location agreed upon by the original requesting Members. Special meetings will be held at the principal office of the Corporation unless otherwise directed by the Directors and stated in the notice of meeting. The Special Meeting is limited to the topics in the requests made by the Members.

#### SECTION 7 – NOTICE OF MEETINGS

Except as otherwise provided by these bylaws or by law, written notice containing the time, place and purpose of a meeting of the Members will be given either personally or by mail to each Member of record entitled to vote at the meeting not less than 10 days nor more than 60 days before the meeting. No notice of an adjourned meeting need be given if the time and place to which the meeting is adjourned is announced at the meeting. At the adjourned meeting, the only business that may be transacted is business which might have been transacted at the original meeting, unless the Members fix a new record date for the adjourned meeting. Meetings may be held without notice if all Members are present in person or if notice of the meeting is waived in writing, either before or after the meeting, by all Members not present at the meeting.

#### SECTION 8 – QUORUM

The quorum requirement for a meeting of the Members shall be as stated in the Articles of Incorporation. The Members present in person or by proxy at the meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. The vote of a majority of the Members present at the meeting at which a quorum is present constitutes the action of the Members, unless a greater number is required by other sections of these Bylaws or the Articles of Incorporation. Whether or not a quorum is present, the meeting may be adjourned by a vote of the Members present.

#### SECTION 9 – MEMBER VOTING WEIGHT

The voting power of all Members shall be decided by the number of teams that Member fielded to play at least three (3) matches in the last season. The Secretary shall determine prior to the meeting the voting power of each Member.

#### SECTION 10 – CONDUCT OF MEETINGS

Meetings of the Members will be presided over by the President or, in their absence, the Vice-President or any other Director as determined by the Board of Directors. The Secretary or, in their discretion, any designated individual

whether or not a Member or Director of the Board, shall take the minutes and verify votes. In all procedural votes, defined as those votes which affect the course of the meeting, each Member shall be entitled to one vote. In all resolutions, defined as those votes which enact changes to CASL or its Members, each Member shall have their weighted votes as determined by § 9.

#### SECTION 11 – VOTING

Each Member shall cast its vote through the Member Representative, voting either aye, nay, or abstain. If a Member is dissatisfied with the counting of the votes, they may demand a roll-call vote. The Secretary or President shall individually ask each Member Representative their vote, and the final tally will be announced at the conclusion. In the event there is more than one person claiming to vote on behalf of a Member, and the dispute cannot be reconciled, then neither vote shall be accepted until the Secretary is satisfied as to which person is the proper Member Representative. Members may vote by proxy, upon written confirmation from the Member Representative authorizing another Member Representative to vote on their behalf. Such written shall be reviewed and approved by the Secretary.

#### SECTION 12 – ACTION BY UNANIMOUS WRITTEN CONSENT

Any action required or permitted to be taken at an annual or special meeting of the Members may be taken without a meeting, without prior notice and without a vote, if all of the Members entitled to vote therein consent in writing to the action so taken. Written consents shall be filed with the minutes of the proceedings of the Members.

### **ARTICLE IV – THE BOARD OF DIRECTORS**

#### SECTION 1 – DIRECTOR DEFINED

A Director is a Member voted by the Members of CASL to sit on the Board of Directors, the supreme governing body of CASL. Directors may or may not be selected from the Member Representatives. If a Director is also a Member Representative, they shall be entitled to vote on behalf of the Member they represent during any meeting of the Members, but their vote shall not carry any special weight elsewhere. Directors must receive at least 50% of their personal income from non-soccer sources. No Member community may have more than one Director on the Board of Directors, unless there are insufficient Directors for a full Board of Directors in which case no more than two Directors may be affiliated with the same Member community.

#### SECTION 2 – ELECTIONS; TERM OF OFFICE

The Board of Directors are voted upon each year at the annual general meeting of the Members. At minimum six (6) Directors must sit on the Board of Directors; at maximum fourteen (14) Directors may be elected. The Members shall determine at the Annual General Meeting the number of Directors to serve on the Board, within the limits proscribed above. If fewer candidates than the number of open Board seats stand for election, those candidates shall win their seats unopposed. If a greater number of candidates than the number of open seats stand for election, then those candidates receiving the highest number of votes shall become Board Members. Should this result in Board seats remaining unfilled, then the votes for the remaining seats shall continue until all seats are filled. Directors serve for a term of two years, beginning on the date of their election. Directors appointed to fill a vacancy shall have the remainder of the ex-Director's term.

### SECTION 3 – RESIGNATION OF DIRECTOR

A Director may resign at any time in writing to the President or Vice-President. The resignation is effective at the time of transmission, or any other timeline outlined by the resigning Director not inconsistent with the provisions of this article. A Director may be removed by a majority vote of the Members, with or without cause. Any Director who fails to attend two (2) meetings within a twelve (12) month period without adequate notice or excuse, or who attends less than 50% of all meetings within a twelve (12) month period, shall be deemed to have resigned their Directorship. The President shall notify said Director of their resignation. All resignations must be voted upon as approved by the then-existing Board of Directors, reflected in the meeting minutes, and announced to all Members via official communique.

### SECTION 4 – REMOVAL OF DIRECTOR

The Members of CASL may, through any process outlined in these bylaws, vote on a resolution to remove a Director from the Board of Directors with a majority vote. Upon a successful vote to remove a Director, an immediate special election shall occur to fill the vacant Director seat. The removal of a Director does not constitute the removal of the Member. A Director who is removed from the Board of Directors automatically forfeits any officer position they may have had.

### SECTION 5 – VACANCIES

Except as outlined in § 4, should a vacancy exist on the Board of Directors, the remaining Directors shall convene within seven (7) calendar days to select a new Director. In the event that a new Director is not selected, a Special Meeting

of the Members shall be automatically called pursuant to Article III § 6. The sole topic at that meeting shall be the selection of a Director to fill the vacancy.

#### SECTION 6 – GENERAL POWERS AS TO NEGOTIABLE PAPER

The Board of Directors may, from time to time, authorize the making, signature or endorsement of checks, drafts, notes and other negotiable paper or other instruments for the payment of money and designate the persons who will be authorized to make, sign or endorse the same on behalf of the Corporation. Any authorizations must be reflected either in meeting minutes or corporate resolutions.

#### SECTION 7 – POWERS AS TO OTHER DOCUMENTS

All material contracts, conveyances and other instruments may be executed on behalf of the Corporation by the President or any Vice President, and, if necessary, attested by the Secretary or the Treasurer.

#### SECTION 8 – REGULAR MEETINGS

Regular meetings of the Board of Directors may be held without notice if the time and place of the meeting has been determined by resolution of the Board. A regular meeting of the Board of Directors will be held immediately after the annual meeting of the Members at the same place for the purpose of electing officers for the ensuing year. At least one regular meeting of the Board must be held each year. All Members are entitled to attend and speak at regular Board Meetings within the discretion of the Board, but are not entitled to vote on any action.

#### SECTION 9 – SPECIAL MEETINGS

Special Meetings of the Board of Directors may be called by the President at any time, and shall be called by the President or Secretary upon the written request of not less than two (2) Directors. The request must state the purpose or topics of the meeting. Special meetings will be held at the principal office of the Corporation unless otherwise directed by the Directors and stated in the notice of meeting. The Special Meeting is limited to the topics in the requests made by the Members. All Members are entitled to attend and speak at special Board Meetings within the discretion of the Board, but are not entitled to vote on any action. If the request for a Special Meeting is not acted upon within ten (10) business days, the Special Meeting shall be held on the next Thursday at 6:30pm, at a location agreed upon by the original requesting Members.

#### SECTION 10 – NOTICE OF MEETING

Except as otherwise provided by these Bylaws or by law, written notice containing the time and place of all meetings of the Board of Directors will be given either personally, by mail, by e-mail or by facsimile to each Director not less than ten days before a regular meeting and not less than two days before a special meeting. Notice of a regular meeting need not state the purpose or purposes of the meeting nor the business to be transacted at the meeting. Notice of a special meeting must state the purpose or purposes of the meeting. Attendance of a Director at a meeting constitutes a waiver of notice of the meeting, except where the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

#### SECTION 11 – QUORUM AND VOTING

A quorum for purposes of meetings of the Directors shall be a majority of the Directors including either the President or the Vice President of the Corporation. The vote of a majority of the Directors present at a meeting at which a quorum is present constitutes the action of the Board of Directors, unless the vote of a larger number is required by law or by other sections of these Bylaws or the Articles of Incorporation. In the event of an even number of votes, the President shall only vote to break a tie; in the event of an odd number of votes, the President votes as a normal Director.

#### SECTION 12 – CONDUCT OF MEETINGS

Meetings of the Board of Directors will be presided over by the President or, in their absence, the Vice-President or any other Director as determined by the Board of Directors. The Secretary or, in their discretion, any designated individual whether or not a Director of the Board, shall take the minutes and verify votes.

#### SECTION 13 – ACTIONS BY UNANIMOUS WRITTEN CONSENT

Any action required or permitted to be taken at an regular or special meeting of Directors may be taken without a meeting, without prior notice and without a vote, if all of the Directors consent in writing to the action so taken. Written consents will be filed with the minutes of the next proceedings of the Board of Directors. Written consent in the form of an email is acceptable, so long as the consent is unambiguous, unequivocal, and unconditional. For the purposes of written consent, “I vote Aye.” satisfies this requirement so long as it is not attached to any other clause or sentence.

#### SECTION 14 – COMPENSATION

Directors will serve without compensation for meetings but may be reimbursed for actual, reasonable and necessary expenses incurred by a Director in his or her capacity as a Director.

#### **SECTION 15 – AUTHORITY OF THE BOARD**

The Board of Directors has general authority to act for and on behalf of the Corporation, to adopt resolutions, rules and/or regulations governing the Corporation, its officers and committees, and any league or team sponsored by or affiliated with the Corporation, and to take any other actions it deems appropriate on behalf of the Corporation. The Board of Directors shall have final authority over the disciplinary actions of players, teams, coaches, and any other individual within CASL.

#### **SECTION 16 – DIRECTOR AT LARGE**

Any Director who holds no officer position is a Director at Large, with no special duties beyond their Directorship.

### **ARTICLE V – OFFICERS**

#### **SECTION 1 – MANDATORY OFFICERS**

Pursuant to Michigan law and the needs of the corporation, certain officer positions must be filled and held by then-existing Directors of the Board of Directors. These Mandatory Officers are as follows: President, Vice-President, Secretary, and Treasurer. The Board of Directors shall, upon their first meeting after the Annual General Meeting of the Members, elect from among themselves one Director for each Mandatory Officer position. A Director may hold up to two officer positions, but not more than one Mandatory Officer position.

#### **SECTION 2 – DISCRETIONARY OFFICERS**

As needed and in the best interests of the corporation, the following officer positions may be filled by the Board of Directors by any individual within CASL and its Members: League Operations Manager, Scheduler, Complaints Chief, Publicist, Statistician, Risk Manager, Fields Supervisor, Assistant-Secretary, Assistant-Treasurer, Deputy-Scheduler. The Board of Directors may, in their discretion, choose to fill or not fill any of these positions. Any officer who is not concurrently a Director may not vote on matters pertaining to the Board of Directors, but shall attend all Board Meetings as required.

#### **SECTION 3 – VACANCY OF OFFICERS; INTERIM APPOINTMENT; ACTING PRESUMPTIONS**

In the event of a vacancy for any Mandatory Officer, their role shall be immediately filled by an existing Director in an acting capacity. The Vice-



President shall be the presumptive Director who will become the acting officer for the position. This process is not limited by § 1's prohibitions. In the event of a vacancy for a Discretionary Officer, the President may appoint an interim officer to fill the role until the Board elects a new permanent officer.

#### SECTION 4 – MANDATORY OFFICER DUTIES

4.1 – Scope. The Mandatory Officers shall be the core of the Executive Committee, responsible for the day-to-day operations and management of the corporation.

4.2 – President. The President is the head of the entire corporation and the chief executive officer. The President is tasked to duly carry out the resolutions of both the Board of Directors and the Members. The President will execute all authorized conveyances, contracts or other obligations in the name of the Corporation except where required by law to be otherwise signed and executed and except where the signing and execution is expressly delegated by the Directors to some other person. The President will preside at meetings of the Directors; will submit an annual report on the operations of the Corporation at the Annual Meeting; will enforce the Corporation's Bylaws, Rules and Guidelines; will be an ex-officio member of all committees and shall be notified of all committee meetings; and shall be responsible, along with the Secretary, for the adding of documents to, the safe keeping of and the storage of the Corporation's archive materials. The President shall manage any employees of the Corporation.

4.3 – Vice President. The Vice President shall succeed the President in the event of any incapacity, disability, removal, or resignation. The Vice President will also presumptively become the acting officer for any Mandatory Officer position that becomes vacant, until such time as a new officer is elected or another Director takes over the acting role. The Vice President shall carry out any additional duties as prescribed by the Board of Directors.

4.4 – Secretary. The Secretary will attend all meetings of the Board of Directors and record the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall maintain the current list of Member Representatives, and the voting weights of each Member. The Secretary will give or cause to be given notice of all meetings of the Board of Directors for which notice may be required; will serve as the credentials officer for Corporation meetings; will be responsible for the recording of revisions to and publishing of the Corporations Bylaws, Rules and Guidelines; and will perform any other duties prescribed by the Board of Directors.

4.5 – Treasurer. The Treasurer will oversee the financial activities of the Corporation. The Treasurer will perform all duties incident to the office of

Treasurer and other administrative duties as may be prescribed by the Board of Directors. All books, papers, vouchers, money and other property of whatever kind belonging to the Corporation which are in the Treasurer's possession or under his or her control will be returned to the Corporation at the time of his or her death, resignation or removal from office. The Treasurer will provide at each regular meeting of the Board of Directors a financial update including the current balance in any bank accounts or other financial accounts. At the Annual General Meeting, the Treasurer will submit a report detailing the financial health of the corporation, and draft a new budget for the next year.

#### **SECTION 5 – DISCRETIONARY OFFICER DUTIES**

The Discretionary Officers shall have duties as prescribed by the Board of Directors.

#### **SECTION 6 – REMOVAL OF OFFICERS**

All officers serve at the pleasure of the Members and may be removed at any time by the Members. An officer removed by the Members may not be re-elected or reappointed by the Board of Directors. Should this result in fewer eligible Directors than Mandatory Officer positions that must be filled pursuant to § 1, then a Special Meeting of the Members will be automatically called pursuant to Article III, § 6. A Mandatory Officer may be removed by a majority vote of the Board of Directors, unless it would result in too few Directors to satisfy § 1; a Discretionary Officer may be removed by a majority vote of the Board of Directors or by the President. If removed by the President, the removal can be rescinded by a vote of the Board of Directors at the next meeting.

#### **SECTION 7 – COMPENSATION, REIMBURSEMENT**

Any officer who works as a contractor for, or as an employee of, the Corporation will receive reasonable compensation for their services as fixed by the Board of Directors. All other officers serve as volunteers and are not eligible for compensation. No Discretionary Officer is permitted to make purchases on behalf of the corporation without prior approval of the Board of Directors. No Mandatory Officer is permitted to make purchases greater than \$500 per month without the approval of the Board of Directors. All purchases must be reported directly to the Treasurer within 24 hours of the purchase.

### **ARTICLE VI – COMMITTEES**

#### **SECTION 1 – EXECUTIVE COMMITTEE**

The President, Vice President, Treasurer, Secretary, Scheduler, and Registrar shall constitute the Executive Committee. The Executive Committee may act on matters demanding immediate attention when it is impractical or

impossible to call a meeting of the full Board of Directors. Any action taken by the Executive Committee shall be subject to the approval of the entire Board of Directors and in no case shall the Executive Committee have power to incur liabilities on behalf of the Corporation.

## SECTION 2 – NOMINATING COMMITTEE

The President shall appoint the Chairperson of the Nominating Committee. The Nominating Committee shall consist of three persons selected by the Board from among the Member Representatives. The Nominating Committee shall: (a) submit a slate (ballot) of nominees to the Board of Directors at least 30 days prior to the annual league meeting; (b) assure that all persons nominated and placed on the ballot be present at the annual membership meeting and accept the nomination, or that they have submitted a letter of acceptance of the nomination (failure to accept shall render the nominee ineligible for election); and (c) assure that all nominees are 21 years of age or older.

## SECTION 3 – DISCIPLINE AND APPEALS COMMITTEE

The Complaints Chief shall be the Chairperson of the Discipline and Appeals Committee. The Complaints Chief shall select from among the Members Representatives not fewer than 3 persons to be appointed to the Committee. Appointments to the Committee shall be for a term of one year from the date of Board approval. The Committee shall follow the Policies and Procedures of the Corporation; the concepts of due process; and provide fair, swift and just hearing and resolution of all appeals or disciplinary procedures. The Board of Directors shall create a Disciplinary Procedure to resolve complaints that require disciplinary action. Appeals from this process are heard by the Committee. The Committee's decision may be finally appealed to the Board of Directors, who shall render a final decision.

## SECTION 6 – TOURNAMENT COMMITTEE

The President shall appoint the Tournament Coordinator who shall be the Chairperson of the Tournament Committee. The remaining members of the Tournament Committee shall be appointed by the Committee Chairperson. The Tournament Committee shall: (a) be responsible for the scheduling and running of any CASL tournaments hosted by CASL and/or sanctioned by MSYSA, and (b) provide reports to the Board of Directors regarding such tournaments.

## SECTION 7 – OTHER COMMITTEES

The Board of Directors may designate other committees as deemed appropriate. The committees will have the authority as delegated to them by the Board of Directors.

## SECTION 8 – PROCEDURE

Except for the Executive Committee, the Discipline and Appeals Committee, all committees will serve at the pleasure of the Board of Directors. The Board of Directors will have the power at any time to increase or decrease the number of members of any committee, to fill vacancies thereon, to change any member thereof, and to change the functions or terminate the existence of any committee except for the Executive Committee and the Discipline and Appeals Committee. Regular or special meetings of any committee may be held in the same manner provided in these Bylaws for regular or special meetings of the Board of Directors, and a majority of any committee will constitute a quorum at the meeting.

## ARTICLE VII - INDEMNIFICATION

### SECTION 1 – INDEMNIFICATION

The Corporation will, to the fullest extent now or hereafter permitted by law, indemnify any Director or officer of the Corporation (and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any volunteer, employee or agent of the Corporation) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a Director, officer, volunteer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorneys' fees (which expenses may be paid by the Corporation in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its Members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.

### SECTION 2 – RIGHTS TO CONTINUE

This indemnification will continue as to a person who has ceased to be a Director or officer of the Corporation. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the Corporation to the extent provided in a resolution of the Board of Directors or in any contract between the Corporation and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, officer,

volunteer, employee or agent of the Corporation will inure to the benefit of the heirs and personal representatives of that person.

## **ARTICLE VIII - CONFLICTS OF INTEREST**

### **SECTION 1 – DISCLOSURE**

When a Director of the Board or an officer is affiliated with an organization seeking to provide services or facilities to the Corporation, or when a member of the Board or officer has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest should be disclosed to the Board of Directors and made a matter of record, either when the interest becomes a matter of Board action or as part of a periodic procedure to be established by the Board. An affiliation with an organization will be considered to exist when a Board member or officer or a member of his or her immediate family or close relative is an officer, director, trustee, partner, employee or agent of the organization, or has any other substantial interest or dealings with the organization.

### **SECTION 2 – VOTING**

Any Director or officer having a duality of interest or possible conflict of interest on any matter should not vote or use his or her personal influence on the matter, and should not be counted in determining a quorum for the meeting at which the matter is voted upon, even though permitted by law. The Board should obtain and rely on appropriate comparability data, when appropriate. The minutes of the meeting should reflect that the disclosure was made, that the interested Director abstained from voting, that his or her presence was not counted in determining a quorum, and that comparability data was considered.

### **SECTION 3 – STATEMENT OF POSITION**

The foregoing requirements should not be construed to prevent a Director or officer from stating his or her position on the matter under consideration, nor from answering questions of other Board members relating to the matter.

## **ARTICLE IX - MISCELLANEOUS**

### **SECTION 1 – FISCAL YEAR**

The fiscal year of the Corporation will end on the last day of June.

### **SECTION 2 – SEASONAL YEAR**

The seasonal year of the Corporation will begin on September 1 end on August 31 of the following calendar year; provided, however, that the seasonal

year may be changed by a rule adopted by the Board of Directors of the Corporation unless prohibited by MSYSA and/or USYSA.

### SECTION 3 – AMENDMENTS

These Bylaws may be amended or repealed by the affirmative vote of the Members at any Members meeting.

### SECTION 4 – VIDEO CONFERENCING AS PRESENT

For the purposes of presence, voting, meeting, and speaking, individuals are considered to be present when they are connected via video-conferencing technology. If an individual is unable to remain connected to video-conferencing for longer than 10 minutes due to connectivity issues, that individual shall not be considered to be present.

### SECTION 5 – EMAIL AS WRITING

For the purposes of any writing requirements, an email sent from a verified email account shall be satisfactory. Email addresses previously used to communicate are presumed to be verified, unless and until proof to the contrary is provided. If a dispute should arise, the Secretary or another designated by the Board shall resolve the validity of the email.

### SECTION 6 – BANK ACCESS

The bank accounts which hold the funds for CASL shall always allow the President, Vice President, and Treasurer to have full access. Should any of these officer positions be vacated, the outgoing officer shall ensure access is provided within 5 business days. The Board of Directors may also pass a resolution effecting the same, to be presented to the bank.