

ARTICLE 1 NAME

This Association shall be know as
Temecula Valley Pop Warner Incorporated
P.O. Box 890464
Temecula, CA 92589-0464

ARTICLE 2 AFFILIATION

(Sec. 2.1)

This association shall be affiliated with Pop Warner Little Scholars Incorporated and Palomar Pop Warner Football Conference Incorporated a part of Wescon Region.

(Sec. 2.2)

This association shall be governed by and comply with the principles, rules and regulations enunciated and decreed by Pop Warner Little Scholars Incorporated and Palomar Pop Warner Football Conference Incorporated.

ARTICLE 3 LOCATION

The principle operation of this Association shall be in the City of Temecula and surrounding areas, County of Riverside and State of California, but may extend into such areas as permitted by Pop Warner rules and regulations.

ARTICLE 4
POWERS

(Sec. 4.1)

The duly elected and/or appointed Board of Directors for Temecula Valley Pop Warner Incorporated have all powers necessary to conduct business pertaining to this association and its activities as permitted under local, state and federal law. The Board shall have the power to adopt, amend and repeal such rules and regulations as it deems necessary to do business adhering to all the Robert's Rules of Order guidelines

(Sec. 4.2)

The powers listed in Sec. 4.1 must also strictly adhere to the rules and regulations of Pop Warner Little Scholars Incorporated and Palomar Pop Warner Football Conference Incorporated.

ARTICLE 5 MEMBERSHIP CLASSES AND ELIGIBILITY

(Sec. 5.1)

Fees and Assessments

Each member must pay, within the time frame and on the conditions set by the Board of Directors, the dues, fees and assessments in the amounts to be fixed from time to time by a majority vote of the Board of Directors. The fees and assessments shall be equal for all members of each classification, but the Board of Directors may, in its discretion, set different fees and assessments for each classification.

(Sec. 5.2) The Executive Board

Shall consist of the President, Vice President of Football, Secretary and Treasurer and up to 1 board member appointed by the President. These members are duly elected by the General Membership as described in Article 8 or who is appointed according to Section 5.4.

(Sec. 5.3)

The Board of Directors

The officers of the Temecula Valley Pop Warner Football Association, Inc. shall be: (1) President; (2) Vice President; (3) Vice President-Cheer; (4) Secretary; (5) Treasurer; (6) Player Agent; (7) Flag Player Agent; (8) Equipment Manager; (9) Coaches Representative; (10) Player Safety Coach; (11) Cheer Player Agent/Treasurer; (12) Field Director; (13) Webmaster/Publicity Director; (14) Fundraising /Team Parent Coordinator; (15) Snack Bar/Concessions Coordinator constitute the Board of Directors. These members are duly elected by the General Membership as described in Article 8 or appointed according to Sec. 5.4

(Sec. 5.3.1) Members at Large

In addition to the officers of the Board of Directors there can be up to two additional non-voting Board Member positions known as Members at Large. Their attendance at meetings is not mandatory and they will not have voting rights. These members are duly elected by the General Membership as described in Article 8 or appointed according to Sec. 5.4 of the bylaws.

(Sec. 5.4)

The Appointed Board Members

Appointed Board members shall consist of persons voted upon by the Board of Directors to fill any vacancies or Member at Large positions created after the general election and shall have all rights of elected board members said position.

(Sec. 5.4.1)

Upon vacancies created by resignation and/or lack of interest from the membership the board shall have the authority to appoint a member in good standing to any vacant position and or board deemed necessary positions. These positions shall have all voting rights as elected members.

(Sec. 5.4.2)

Any persons on ballot of the vacated positions that received general membership votes can be considered to fill the vacancy.

(Sec. 5.5)

Rostered Representatives

Shall consist of Coaches, Assistant Coaches, Business Managers, Team Parents and other volunteers as selected and recognized by the Board of Directors. Rostered Representatives are considered officers but shall have no voting rights other than those given for General Membership.

(Sec. 5.6)

Directors, officers and members of this association attending any Temecula Valley Pop Warner sponsored functions in which players or cheerleaders participate in any way shall not at any time during such functions use alcoholic beverages, illegal drugs or use inappropriate language.

(Sec. 5.7)

General Members

Shall consist of all elected or appointed volunteers of the association All Parents/Guardians of Participants *Who are in good standing with this Association* To include special cases as approved by the Board of Directors

Termination of Rostered Representatives & General Membership

By a majority of the vote of the Board of Directors with all directors notified of any duly constituted meeting, shall have the authority to suspend or remove any member or Rostered Representative whose conduct is considered detrimental to the best interest of the association. The Board of Directors shall determine the definition of detrimental. A written statement of the alleged violation shall be provided to any Member against whom any such charges are made. Any member of an alleged violation will receive an invitation to a confidential Enforcement Hearing of the Board of Directors prior to any disciplinary action except when it is believed the safety of a player(s) or cheerleader(s) is an issue. When the member no longer meets eligibility requirements.

(Sec. 5.9) Termination of Directors

A member of the Board of Directors may be removed from office by two-thirds vote of the Board of Directors according to Sec. 5.9 above. A written statement of the alleged violation shall be provided to any Member against whom any such charges are made. Any member of an alleged violation will receive an invitation to a confidential Enforcement Hearing of the Board of Directors prior to any disciplinary action.

Any member of the Board of Directors who misses two consecutive meetings without an excuse prior to said meeting or misses three consecutive meetings for any reason shall be brought up at the second or third meeting accordingly for removal from their Board position. OR any member of the Board of Directors that does not fulfill his/her duties as listed in their Board description shall be brought up at the meeting for removal.

Removal of a Board Member requires a two-thirds secret ballot vote of those Board members present, providing at least two-thirds of the full Board is in attendance. If two thirds of the Board members are not present, the vote to dismiss must be postponed to the next board meeting or addressed in a special board meeting.

(Sec 5.10) Code of Conduct

All officers will adhere to the Code of Conduct set forth by Pop Warner. Any infraction of the Code of Conduct whether it is stated in these By-laws or in the National Code of Conduct set by National Pop Warner will be disciplined accordingly.

ARTICLE 6 TERMS OF ELECTED OFFICERS

(Sec. 6.1)

All Directors shall hold position for the term described herein unless they resign or are removed.

(Sec. 6.2)

The President, Vice President of Football, Vice President of Cheer, Treasurer, and Player Agent, term of office is two years beginning November 1st. Newly elected Board Members will not have voting rights until January 1st. This is a transition period from the outgoing Board Member to the newly elected Board Member.

The offices of President, Player Agent require the candidate to have served at least one year on the Temecula Valley Pop Warner Board of Directors in some capacity prior to their seeking either office. Vice President of Cheer requires that they have served at least one year in the Temecula Valley Pop Warner program in some capacity prior to seeking office.

(Sec. 6.3)

The Equipment Manager shall hold office for a period of no more than one year, two months. The office of Equipment Manager shall begin term immediately following elections and work with the exiting officer until December 31st of the election year. The exiting officer will maintain the only voting privilege up until the end of the 14th month.

(Sec. 6.4)

All other elected positions shall hold office for a period of no more than one year beginning November 1st. Newly elected Board Members will not have voting rights until January 1st. This is a transition period from the outgoing Board Member to the newly elected Board Member.

ARTICLE 7 COMMITTEES

Committees may be formed for any reason.

The Board of Directors shall appoint committees when deemed necessary or requested by a General Member.

Eligibility for Committee shall be any Member in good standing.

A committee should consist of no less than three members and not to exceed five members. A committee will consist of at least one board member and shall be chaired by said Board Member.

If the general membership would like to create a committee, they must provide a written explanation to the Board of Directors on the purpose of the Committee and the objectives of the Committee prior to appointment of Committee.

A committee should be formed for one objective and then be dissolved upon completion of their objective.

Committees have an advisory role only and may not conduct any other business without the consent of the Board of Directors.

ARTICLE 8 MEETINGS

Conduct of Meetings

All meetings of the membership of the Association shall be conducted in accordance with Robert's Rule of Order.

(Sec. 8.1)

The Board of Directors shall meet at least once a month (twice a month is recommended) at a place to be publicized in the open session to discuss and arrive at decisions pertinent to the operation of the association. Only Board Members are entitled to vote at these meetings. A written summary of the meeting minutes shall be made available to the general membership if requested. The summary will be redacted of all sensitive material by the Board of Directors. This is not to preclude meetings held more frequently as the business of the association dictates. Executive sessions of the Board of Directors may be held to discuss matters of disciplinary or personal nature and arrive at decisions concerning such matters.

Major problems of a sensitive nature will also be handled privately by the Board of Directors. These sessions shall be closed to the general membership pertaining to the sensitive matter being discussed.

(Sec. 8.2)

Voting by proxy is permitted only regular board meetings on specific issues. A written statement of proxy must be given to the Secretary at the beginning of the same meeting. No proxy vote shall be permitted at any General Membership meeting.

(Sec. 8.3)

The Board of Directors by a two-thirds vote may elect to exclude anyone they feel may have a conflict of interest in any given situation.

(Sec. 8.4) Ouorum

A Quorum is defined as being a majority of the total Board of Directors.

(Sec. 8.5)

Ties

In the event of a tie during any voting process, excluding general elections, the President shall vote to break the tie.

(Sec. 8.6)

Emergency/Special Meetings

In order to conduct business that needs immediate attention and cannot wait until the next regularly scheduled meeting the President of the Board may call an emergency special meeting. These meetings can be convened with less than 24 hours notice provided a quorum is present.

(Sec. 8.7) General Membership Meetings

A General Membership Meeting for the purpose of elections shall be held no less than two weeks prior to the end of regular football season in order to elect the Board of Directors. Additional General Membership meetings may be called from time to time at the direction of the Board of Directors, with a minimum 14-day notice to the General Membership.

(Sec. 8.8) Voting

Every member of this association, 18-years or older and in good standing, shall be entitled to a vote at any general meeting and shall have only one vote. Voting by proxy and cumulative voting is expressly prohibited. There shall be one vote for each parent/guardian of a child but not more than two votes per family under any circumstances.

(Sec. 8.9) Ties

In the event of a tie during any voting process of a General Membership meeting, the current Board of Directors shall vote to break the tie.

(Sec. 8.10) Election Procedures

Notice of General Meeting with nomination forms shall be distributed and posted 14 days prior to meeting date which shall be within the last two weeks of end of regular season and to be held no less than three days prior to the last game of the regular season. Write in spaces must be available on the ballot.

(Sec. 8.11)

Nomination forms and election ballots are to be approved by the current Board of Directors. They shall not, however, have any influence on nominations.

(Sec. 8.12)

Elected positions are President, Vice President of Football, Vice President of Cheer, Secretary, Treasurer, Player Agent, Flag Player Agent, Equipment Manager, Coaches Representative, Player Safety Coach, Cheer Player Agent/Treasurer, Field Director, Webmaster/Publicity Director, Fundraising /Team Parent Coordinator, Snack Bar/Concessions Coordinator. These positions shall be known as the Board of Directors.

ARTICLE 9 BOARD OF DIRECTORS

POSITIONS AND DUTIES

(Sec. 9.1) Chain of Command

The President is the head of the organization. In his/her incapacitation or absence, these duties will be assumed in the following order. The Vice President has the first obligation to assume the position. In the event the Vice President is also unavailable, the Secretary or Treasurer will assume the position until the Board of Directors can convene to elect a replacement. The above mentioned may serve no longer than necessary or until the next General Election.

(Sec. 9.2) President

President is the Chief Executive Officer of the Board of Directors. All other officers report to this position. The President shall maintain the control of the Board of Directors. He or She is responsible for general supervision, direction and control of the business and affairs of the Corporation. He or she shall preside at all membership meetings and all meetings of the Board of Directors and provide date, place and time of such meetings. He or she shall have a vote only in the case of a tie. The President or his/her duly appointed representative will attend all Palomar Pop Warner Football Conference Incorporated meetings and provide a report to the Board of Directors. Any contact with Palomar Conference shall go directly through the President. The President will be responsible for disseminating all information to the coaching staff. Overall the President shall lead, govern and be accessible to all constituents of the Association. He or she will be responsible for adherence to these bylaws and the National rules provided by Palomar Conference. The president shall set and/or approve meeting agendas.

(Sec 9.3) Vice President of Football

In the absence of the President, the Vice President shall perform all duties of the President explained in Sec. 9.2. This position will include duties of the Little Scholars Program applications, and coordinating end of season trophies. This position is the point of contact for all Business Managers, they will educate all business managers for the teams. In the event of a vacancy in the office of the President, the Vice President shall automatically succeed to that office and serve until the next General Membership meeting at which time elections will take place. Works closely with President and is 2nd in command if President is not present.

(Sec. 9.4) Secretary

The Secretary shall attend all Board Meetings. The Secretary shall record the meeting minutes and keep a book of minutes of all Board meetings.

He/She will keep a register showing the names, addresses and telephone numbers of board members.

He/She shall be the custodian of the Bylaws of the Corporation and shall have said bylaws at all meetings.

Upon receipt by the secretary of any correspondence communication or other material, the secretary shall expeditiously route it to the appropriate member.

Copies of minutes of the previous meeting shall be made available to the Board of Directors 24 hours before the next scheduled meeting.

He/She shall also be responsible for communicating meeting agendas at least 24 hours prior to a scheduled Board meeting, to all Board Members including any special guest and times of appearance. Order of this business shall be discussed and approved by the President. This position will include duties of handling insurance/medical claims and the promotion.

(Sec. 9.5) Treasurer

The Treasurer shall maintain adequate and correct accounts of all financial transactions of this Corporation.

He/She shall promptly deposit all moneys into the proper accounts of the Corporation with such depositories as designated by the Board of Directors.

He/She shall present a written financial statement at Board of Directors meetings. He/She shall maintain all books of accounts, checkbook(s), and other financial records and will generate and will file all tax records required by Government Agencies prior to completion of their term. They shall be required to handle any audit made upon this Corporation with no exceptions.

No changes shall be made on any accounts or in location of said accounts without Board of Directors approval.

He/She shall have sole authority and responsibility for fund distribution and issuing of checks. No checks may be issued or signed without approval of the treasurer or both the President and Vice President of Football.

The President will perform the duties of the Treasurer if the Treasurer is unable to perform his/her duties.

(Sec. 9.6) Player Agent

The Player agent shall be responsible for registration, physical examinations and preparation of official rosters, subsequent roster corrections and appropriate notifications thereof.

He/She is responsible for all information regarding insurance be it association, conference or national matters. He/She will have insurance forms available for coaches and parents when needed.

He/She shall assign late registrants to teams as directed by the Board of Directors. He/She will ensure that all contracts are completed in their entirety prior to their submission to conference.

He/She will field all problems between Players, Parents and Coaches and will present those problems to the Board of Directors for resolution. He/She will not resolve these issues on his/her own. Whether the issue is resolved through the process with the constituents or requires Board involvement, the issue(s) are to be brought before the Board.

(Sec. 9.7) Flag Player Agent

The Flag Player Agent shall be responsible for registration, physical examinations and preparation of official rosters, subsequent roster corrections and appropriate notifications for all flag players and teams. He/She shall assign late registrants to teams as directed by the Board of Directors. He/She will ensure that all contracts are completed in their entirety prior to their submission to conference. He/She will field all problems between Flag Players and parents and will present those problems to the Board of Directors for resolution. He/She will not resolve these issues on his/her own. Whether the issue is resolved through the process with the constituents or requires Board involvement, the issue(s) are to be brought before the Board.

(Sec. 9.8) Vice President of Cheer

The Cheer Coordinator shall be the designated person in charge of the cheer program as a part of Temecula Valley Pop Warner Inc. and is the only Board of Directors position that can be held while also serving as a Cheer Head Coach.

He/She will oversee the cheer coaches, organize and plan cheer practices, uniforms, training clinics and competitions.

He/She is the focal point of the Cheer Program with an additional responsibility towards the association. The Cheer program is to be viewed as an equal part of the program. To enjoy equal standing as to the benefits of the association will require that this officer be a responsible member of the Board and a consultant to the Board as to what is required from the Association in order to properly support the Cheer program.

He/She shall work closely with Palomar Pop Warner Football Conference in order to align our cheer program properly to the requirements of Palomar Pop Warner Football Conference rules and regulations, therefore, must have served in some capacity in the cheer program for at least one year immediately prior to assuming this office.

(Sec. 9.9)

Cheer Player Agent / Treasurer

The Cheer Player Agent shall work closely with the Vice President of Cheer and the Board of Directors in resolving any issues that affect the program as a whole and will perform their assigned duties in accordance with the requirements as set for by the association bylaws. He/She shall oversee the cheer programs and acts as the cheerleader's representative for all divisions. He/She will organize registrations, prepares team books, and prepares official rosters, subsequent roster changes. He/She will collect and disburse all cheer funds received or generated, and reports financial status to the Board at the regularly scheduled meetings. He/She will maintain all books of accounts, checkbook and other financial records for the cheer account only.

(Sec. 9.10) Equipment Manager

The Equipment Manager will attend all Board of Director and General Meetings and shall not be a member of a team staff.

He/She shall inventory all equipment and property of the Corporation at the beginning and end of the playing season and submit a written report to the Board of Directors. He/She shall be responsible for selecting, purchasing and disbursing all Association equipment and property with the approval of the Board of Directors. There is to be no independent purchasing without Board of Directors approval and no power to sign binding contracts.

He/She shall advise the Head Coach of the proper care and maintenance of all uniforms and equipment.

He/She is required to be in attendance at the equipment shed during the first month of practice or assign an assistant to be present in order to address equipment issues.

He/She will organize distribution of uniforms and provide coaches with date, place and time in concurrence with the Board of Directors.

He/She will collect or delegate the collection of all issued uniforms and equipment at the completion of the final game. He or she will notify all Head Coaches for assistance and have them notify their teams of collection time and place.

(Sec. 9.11) Field Director

Field Director will properly set up and close down the playing field at all home games and work with the President on providing field use. He/She will inform Head Coach of their responsibility to help set up or break down the field.

He/She shall be required to be present at all home games or assign an assistant to deal with any issues relative to their duties or responsibilities that may present themselves during activities.

May request the support of Head Coaches, Parents or Board Members to assist in the performance of their duties, but are to be held responsible for those duties nonetheless.

(Sec. 9.12) Web Master/Publicity Agent

The Publicity Agent shall be responsible for all information regarding Temecula Valley Pop Warner Inc. to include notice of sign-ups, reporting of game scores and the arrangement of any articles or stories to be placed in the newspapers. Any articles that could be construed as controversial to the members of the Board, the constituents of the Association or the general public are to be brought before the Board of Directors for approval prior to any contact with newspaper personnel. He/She shall also coordinate the season program and maintain the association website.

(Sec. 9.13) Snack Bar Coordinator

The Snack Bar Coordinator shall be responsible for all activities regarding the Snack Bar, including the inventory of all equipment and property of the Snack Bar, organizing the supplies needed to operate the Snack Bar on a continuing basis, to include the restocking of foods and beverages.

He/She shall coordinate Team Parents to operate the Snack Bar.

The Coordinator shall give an updated report at each Board meeting or arrange for someone to prepare and present that report if the Coordinator is unable to attend on how the Snack Bar is operating and the profitability or lack thereof.

All proceeds are to be directed to the Treasurer for deposit.

(Sec. 9.14) Team Parent Coordinator/Fundraiser

The Team Parent Coordinator will attend all Board of Directors meetings. He/She will make sure that all teams have a Team Parent. He/She will relate all pertinent information from the Board of Directors to the Team Parents and will provide the Team Parents with instructions of their responsibilities. He/She will hold Team Parent meetings throughout the season as needed. He/She will facilitate all league-wide fundraising events.

(Sec. 9.15) Player Safety Coach

The Player Safety Coach will organize any and all educational clinics, on-line courses, mentor programs, etc. to ensure our coaches have all tools necessary for them to increase their coaching skills. He/She will be the main contact for the "Heads Up" football program. Responsible to instill and teach the proper tackling techniques to all coaches. This position requires a Facebook Account, Twitter, and other social media accounts. Other duties may include; to backfill for any equipment and field director if help is needed; will work as the assistant Equipment Manager and Field Director if needed.

(Sec. 9.16) Coaches Representative

The Coaches Representative will attend all Board of Directors meetings. He/She will act as liaison between the Head Coaches and the Board of Directors. He/She will collect coaching applications, arrange for interviews for Head Coaching positions available and ensure that all team staff members have completed and passed the required background check before being assigned to an official roster. Should a background check be flagged,

the Coaches Representative and the President will address the matter with the individual involved. Because of the sensitive nature of the personal information of these individuals, the final decision to approve or not approve a staff member will rest with the Coaches Representative and the President.

ARTICLE 10 Head Coach – Cheer and Football

(Sec. 10.1)

Head Coach is not to be considered a Board position and cannot hold an elected Board of Directors office simultaneously; however, the position of Head Coach is one that holds a certain amount of responsibility to the Association as a whole. The Head Coach will assume the responsibility of the team as a whole as it functions throughout the season during its normal activities. The Head Coach will run the program in such a manner as to meet any Association requirement and comply with the Coaches Code of Conduct found in the Pop Warner National Rule Book. If a child should not complete the season with our organization, it will be because they have made the choice to remove themselves and not because they were instructed to or coerced into removing themselves. Normal discipline problems are to be handled on the playing field in a proper manner whenever possible without involving the Board of Directors. When the issue is beyond the scope of the Head Coach, or of such importance to the program as a whole that it should not be handled on the field, it should be brought to the Board of Directors' attention in the most expedient manner possible without sacrificing the integrity of the child, parent, coach or the association. Any disciplinary problems should be brought to the attention of the Player Agent or Cheer Coordinator so that the officer can observe the progress of the problem and report its progress to the Board of Directors in a timely manner. Proper judgment must be utilized by the Head Coach on all disciplinary matters so as to not let the matter get out of hand and hamper timely solution/resolution of the problem in a fair manner.

The Head Coach shall compete in any and all games for the entire season length (length of season will be mandated by Palomar Conference). Participation in Bowl games or Invitational games is optional except when expected to do so based upon successfully meeting requirements to continue as a representative of TVPW.

The Head Football coach is also to be held responsible for the collection of team fees as prescribed by the Association. Any fees in excess of the team fees collected can be utilized by the Head Coach to finance team functions or to acquire team properties as endorsed by the Board of Directors. No monies collected by the team to support a team function will be used for personal reasons. Team money is to be used in a fair fashion with all team members benefiting equally in the disbursement of those funds. All funds collected must first be turned into the Board of Directors for the purpose of proper

inclusion in the books. Any funds deemed eligible to be returned to the Head Coach for disbursement to finance team functions or acquire team properties will be returned to the Head Coach upon notice of the desired utilization of such funds by the Head Coach and the subsequent approval of the Board of Directors.

The Head Coach shall be responsible for the team members during all team functions whether they are at a home game or on the road even if the parents of those members may be present. The Head Coach should use good judgment before turning over the responsibility of the child to the parent or guardian; again good judgment should be used in regards to this matter. This responsibility goes beyond the time constraints placed upon Pop Warner functions and is all inclusive of those functions. The children placed in the responsibility of Head Coaches, for the purpose of participation in Football or Cheerleading, remain the responsibility of those Head Coaches until they are directly released into the custody of their duly named custodians in a proper manner. Children may not be released from supervision of the coaching staff unless released to a responsible adult.

The Head Coach shall select and seek approval of all assistant coaches necessary to their program and shall be responsible for their actions during Pop Warner functions. The Head Coach shall also seek approval of a Team Parent and Business Manager to assist in the regular activities of the team. The Head Coach shall have the power to remove any appointed representative member of the team from their program without prior approval from the Board of Directors; however, that appointed member of the team may have some right of review by the Board of Directors in regards to reinstatement. The Head Coach shall also be responsible for the action of their Team Parent and Business Manager during Pop Warner Functions.

The Head Coach shall be responsible for the Minimum Play Requirements imposed upon the team during a game and shall sign the forms generated during that game. They shall turn those forms into the President of the Association immediately after the game. They will be held responsible for the correctness of the Minimum Play Forms and for seeing that all eligible members of the team receive their minimum plays. In the event that a team member or members do not receive their minimum plays, the Head Coach will be automatically suspended from the field for one week to include practice. A second infraction will result in the suspension of the Head Coach for the remainder of the season. Any Head Coach suspended for an entire season will be required to pass a special review by the Board of Directors before being allowed to coach within the organization again to include Assistant Coaching.

All Head Coaches of Cheer and Football by division will cooperate, inform and involve one another in all activities.

Head Coaches are responsible for the behavior of not only themselves but also for their Players and Assistant Coaches. Under no circumstances is the face mask of a child to be grabbed by the coach. Furthermore, coaches are not allowed to grab, shake, hit or push a child. Any occurrence will result in immediate suspension. The coach disciplined must appear before the Board of Directors at a regular board meeting for reinstatement. It is suggested in today's society that great care is taken in how a coach touches a child as it could be misconstrued by someone who does not see or hear the entirety of the circumstance, and if a complaint is made, it may require suspension during a review.

ARTICLE 11 Insurance

(Sec. 11.1)

The Corporation shall have the responsibility to purchase insurance on behalf of its Board of Directors and other agents of the Corporation, insuring against any liability asserted against or incurred by the Board of Directors, or agents in such capacity or arising out of the Board of Directors or Agents status as such.

ARTICLE 12 Amendments

(Sec. 12.1)

Amendments to Sections (2.1) (2.2) (4.1) (4.2) (5.1) (5.4) (5.7 A-B) (8.8) and Article 6 in its entirety must be recommended and approved by the Board of Directors but may only be implemented with the approval of the General Membership during the Annual Election.

(Sec. 12.2)

Any desired amendments to these constitutional Bylaws must be submitted in writing to the Board of Directors at a regularly scheduled meeting. A vote on the proposed changes shall be taken at the current meeting or subsequent meeting. If approved by the Board of Directors, the amendments will be effective for the term described above and can be voted on at the next general meeting.