

KARATE NEW BRUNSWICK

CONSTITUTION & BY-LAWS

CONSTITUTION



1. The name of the Association is “Karate New Brunswick”.
2. The objectives of the Association are to:
 - a) Establish for all members a stronger union to promote karate in the Province of New Brunswick;
 - b) Promote the welfare and enhance the happiness of its members;
 - c) Cultivate good fellowship;
 - d) Promote ethical behavior; and
 - e) Preserve the art of Karate.
3. Karate will be defined within Karate New Brunswick as traditional Japanese Karate, Okinawan Karate, or any other martial art that meets the technical requirements established by Karate New Brunswick.

**KARATE NEW BRUNSWICK LTD.
BYLAWS**

ARTICLE I: GENERAL

1.1 Purpose – These Bylaws relate to the general conduct of the affairs of Karate New Brunswick Ltd., a Company incorporated under the New Brunswick Companies Act.

1.2 Definitions - The following terms have these meanings in these Bylaws:

- a) *Act* – the Companies Act of New Brunswick, as amended.
- b) *Association* – Karate New Brunswick Ltd.
- c) *Auditor* – an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Association for a report to the Members at the next Annual General Meeting.
- d) *Board* – Board of Directors of the Association.
- e) *Constitution* – a statement comprising the Association’s objectives.
- f) *Days* – will mean days irrespective of weekends and holidays.
- g) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
- h) *Officer* – an individual elected or appointed to serve as an Officer of the Association pursuant to these Bylaws.
- i) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, meeting of the Executive or a meeting of Members.
- j) *Special Resolution* – a resolution passed by no less than two-thirds of the votes cast at a meeting of Members for which proper notice has been given.

1.3 Head Office – The head office of the Association will be located at all times within the Province of New Brunswick as determined by the Directors. The Association may establish other offices or places of business as determined by the Directors. Any amendment to the location of the head office will be notified to Service New Brunswick within fifteen days after any change in the place or address of its head office.

1.4 Corporate Seal - The Association will have a corporate seal, which may be adopted and may be changed by resolution of the Directors.

1.5 No Gain for Members – The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objectives.

1.6 Ruling on Bylaws – Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Association.

1.7 Conduct of Meetings – Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

1.8 Interpretation – Word importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

ARTICLE II: MEMBERSHIP

Categories of Membership

2.1 Categories – The Association has seven (7) categories of membership:

- a) Eight (8) Zone Region Members;
- b) Club Members;
- c) Regular Members;
- d) Associate Members;
- e) Honorary Members;
- f) Life Members;
- g) Probationary Members.

Qualifications for Membership

2.2 Zone Region Member – A geographical area defined by the Board which is composed of Club Members, Individual Members, Associate Members, Honorary Members, Life Members and Probationary Members residing in the designated geographical area who have adopted the Association's Bylaws, policies, rules and regulations.

2.3 Club Member – An organized karate club under the supervision of a recognized club instructor, registered with the Association, with goals and objectives similar to the Association

2.4 Five[5] Regular members define a club, and each club will be allowed a maximum of two non-training members.

2.5 Regular Member – Any individual who is an instructor, official, referee, athlete/student or administrator registered with a Recognized Club of the Association.

2.6 Associate Member – Any organized karate association recognized by the Association on a temporary basis only as determined by the Board.

2.7 Honorary Member - An individual or organization who has contributed greatly to the development or promotion of karate, recommended by of the Executive for Honorary Membership for life or for a limited period, and approved by unanimous vote of the Board.

2.8 Life Member – A life member is the highest honor that can be bestowed by the Association and may be awarded to any individual or organization who has contributed greatly to the development, welfare and promotion of karate and approved by unanimous vote of the Board.

2.9 Probationary Membership – Any individual of club approved for membership with specific criteria and subject to limitations specified by the Board.

Recognition of Instructors

2.10 Chief Instructors – All Chief/Head club instructors will be screened by the Technical Committee of the Association who will make recommendations to the Board.

2.11 Recognition – Upon receipt of a positive recommendation by the Technical Committee, new club instructors will appear in person, before the Board and present documentation proving the qualifications of the club instructor. The Board will determine in its sole discretion to recognize the Head club instructor for certification.

2.12 Revocation – The Board may revoke the club instructors recognition upon their sole discretion provided the club instructor is provided notice of and the opportunity to be present and to be heard at such meeting.

Admission of Members

2.13 Admission of Members - No individual or entity will be admitted as a Member of the Association unless:

- a) The candidate member has made an application for membership in a manner prescribed by the Association;
- b) The candidate member has been approved by majority vote as a member by the Board or by any committee or individual delegated this authority by the Board;
- c) The candidate member is a resident of New Brunswick, unless by approval of the Board of Directors.
- d) If, at the time of applying for membership the candidate member is currently a Member, the candidate member is a Member in good standing;
- e) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member; and
- f) The candidate member has paid dues as prescribed by the Board.

2.14 Failure to be Admitted – Where a candidate member is not admitted to membership, written reasons will be provided.

Membership Dues

2.15 Year - Unless otherwise determined by the Board, the membership year of the Association will be January 1st – December 31st.

2.16 Dues – Membership dues for all categories of Membership, will be determined annually by the Board.

2.17 Honorary/Life Members – Honorary and Life Members are not required to pay membership dues.

Withdrawal and Termination of Membership

2.18 Resignation – A Member may resign from the Association by giving a written notice to the Board. The Member's resignation will become effective the date on which the request is approved by the Board.

2.19 May Not Resign – A Member may not resign from the Association when the Member is subject to disciplinary investigation or action of the Association.

2.20 Arrears – A Member will be expelled from the Association for failing to pay membership dues or monies owed to the Association by the deadline dates prescribed by the Association.

2.21 Discipline – In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Association in accordance with the Association's policies and procedures relating to discipline of Members.

Good Standing

2.22 Definition – A Member of the Association will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Association;
- d) Has complied with the Constitution, Bylaws, policies and rules of the Association; and
- e) Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board.
- f) Had paid all required membership dues.

2.23 Privileges – Subject to these Bylaws and other governing documents of the Association, Members in good standing may be entitled to the following privileges:

- a) To Hold Office;
- b) To Vote; subject to these Bylaws.
- c) To attend and participate in the meetings and affairs of the Association;
- d) To carry the Association's Membership Card;
- e) Participate in sanctioned tournaments as either competitor or officials;
- f) Participate in regular or special classes of a Member Club; or
- g) Participate in other events associated with the Association.

2.24 Cease to be in Good Standing - Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

ARTICLE III MEETINGS OF MEMBERS

3.1 Types of Meetings – Meetings of Members will include Annual General Meetings and Special Meetings.

3.2 Special General Meeting - A Special General Meeting of the Members may be called at any time by the President, by the Board or upon the written requisition of ten (10%) percent or more of the voting Members of the Association. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called.

3.3 Location and Date - The Association will hold meetings of Members at such date, time and place as determined by the Board. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting and held in the Cities of Saint John, Moncton and Fredericton on a rotating basis. If a city is unable to facility the Annual General Meeting, the location will be determined by the Board.

3.4 Notice - Written notice of meetings of Members will be given to all Members at least thirty (30) days and not more than sixty (60) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.

- 3.5 Agenda – The agenda for the Annual General Meeting will at least include:
- a) Call to order
 - b) Roll Call
 - c) Establishment of Quorum
 - d) Approval of the Agenda
 - e) Declaration of any Conflicts of Interest
 - f) Adoption of Minutes of the previous Annual Meeting
 - g) Board, Committee and Staff Reports
 - h) Report of Auditors
 - i) Appointment of Auditors
 - j) Enactment, repeal or amendment of any Bylaw(s) or the Constitution
 - k) Business as specified in the meeting notice
 - l) New and Unfinished Business
 - m) Appointment of Scrutineers
 - n) Election of new Directors, in accordance with the term described in these bylaws.
 - o) Adjournment

3.6 New Business - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Association at least ten (10) days prior to the meeting date or upon the sole discretion of the President or designate.

3.7 Quorum – Fifteen voting Regular Members will constitute a quorum.

3.8 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

Voting at Meetings of Members

3.9 Voting Privileges - Members will have the following voting rights at all meetings of Members:

- a) Zone Regions may not attend meetings of members and are not entitled to vote.
- b) Club Members may not attend meetings of members and are not entitled to vote.
- c) Regular Members may attend meetings of members but only Regular Members having obtained a green belt or higher ranking, and 14 years of age and older, or 18+ adult, are entitled to one (1) vote.
- d) Associate Members may not attend meetings of members and are not entitled to vote.
- e) Honorary Members may attend meetings of members but are not entitled to vote.
- f) Lifetime Members may attend meetings of members and are entitled to one (1) vote.

3.10 Scrutineers - At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.11 Proxy Voting – There will be no voting by proxy.

3.12 Determination of Votes - Votes will be determined by a show of hands or electronically unless a secret or recorded ballot is requested by the majority of those Members voting.

3.13 Majority of Votes - Except as otherwise provided in the Act or these Bylaws, the majority of votes of Members who vote will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE IV: GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of a minimum of eight (8) Directors to a maximum of fifteen (15) Directors.

4.2 Composition of the Board - The Board of Directors of the Association will consist of the following:

- a) One (1) Director for each Zone Region that has one (1) registered Member Club.
- b) A second (2nd) Director for a Zone Region that has at least three (3) registered Member Clubs.
- c) A third (3rd) Director for a Zone Region that has at least six (6) registered Member Clubs and two hundred (200) registered Regular Members.

- d) A fourth (4th) Director for a Zone Region that has at least nine (9) registered Member Clubs and three hundred (300) registered Regular Members.
- e) When a Zone is represented by more than one (1) Director, the second (2nd) and third (3rd) Directors will be a resident within the Zone.
- f) No Member Club will have more than one (1) member on the Board of Directors.
- g) Upon appointment as President, the President will appoint one (1) Director.

Election of Directors

4.3 Eligibility - Any Member who is nineteen (19) years of age or older and who has the power under law to contract, is not an employee of the Association and is a member of the Association in good standing for at least one (1) year may be nominated for election as a Director.

4.4 Nominating Committee – The Board of Directors may appoint a Nominating Committee will be comprised of the three Members of the Association as appointed by the Board of Directors.

4.5 Duties of the Nominating Committee – The Nominating Committee will be responsible to solicit nominations for the Board of Directors.

4.6 Nomination - Any nomination of an individual for election will include the written or oral consent of the nominee prior to election.

4.7 Circulation of Nominations - Valid nominations will be circulated to voting Members at the Annual General Meeting prior to the elections.

4.8 Decision – Elections will be decided by majority vote of the Members in accordance with the following:

- a) One Valid Nomination – Winner declared by acclamation.
- b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes.

4.9 Tie – In the case of a tie, the nominee with the least number of votes will be dropped from the ballot and the voting Members will re-vote and the winner will be the nominee receiving the greatest number of votes. In the case of an additional tie, the process described herein will be repeated until a winner is declared. If there are only two nominees who receive an equal number of votes, the voting Members will re-vote until such time as a nominee receives a greater number of votes. Ties will be broken immediately at that meeting.

4.10 Terms - Elected Directors will serve terms of two years unless they resign, are removed from or vacate their office. The Directors term of office will commence beginning from the Annual or Special general meeting at which they were elected.

Resignation and Removal of Directors

4.11 Resignation - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.12 Vacate Office - The office of any Director will be vacated automatically if:

- a) the Director misses two consecutive meetings of the Board without notification to the President;
- b) the Director is found by a court to be of unsound mind;
- c) the Director becomes bankrupt;
- d) the Director ceases to be a member of the Association;
- e) the Director is less than nineteen years of age;
- f) the Director is convicted of an offence under the *Criminal Code (Canada)* or the criminal law of any jurisdiction outside of Canada within the previous three (3) years;
- g) Upon the Director's death.

4.13 Removal – A Director may be removed by two-thirds vote of the voting Members present at an Annual General Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at such a meeting.

Filling a Vacancy on the Board

4.14 Vacancy - Where the position of a 1st Vice-President, 2nd Vice-President, Treasurer or Secretary becomes vacant for whatever reason and there is still a quorum of Board Members, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office. Where the position of President becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy until such time as the Board can elect a new President.

Meetings of the Board

4.15 Call of Meeting – The meetings of the Board of Directors will be held at any time and place as determined by the President or at least four (4) Directors. If at any time a director is unable to attend a meeting, he may designate an alternate for that meeting by providing twenty-four (24) hours notice to the President.

4.16 Notice – Written notice, served other than by mail, of Board Meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.17 Number of Meetings – The Board will hold a minimum of two[2] meetings per year.

4.18 Quorum – At any meeting of the Board of Directors, quorum will consist of two-fifths (2/5) of Directors holding office.

4.19 Voting –Each Director is entitled to one vote except the President who is not entitled to vote unless in the case of a tie. Voting will be by a show of hands, orally or electronically unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution.

4.20 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.21 Meetings by Telecommunications - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

Powers of the Board

4.22 Powers of the Association – Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Association and may delegate any of its powers, duties and functions.

4.23 Managing the Affairs of the Association – The Board may make policies, procedures, and manage the affairs of the Association in accordance with the Act and these Bylaws.

4.24 Discipline – The Board may make policies and procedures relating to discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures.

4.25 Dispute Resolution - The Board may make policies and procedures relating to management of disputes within the Association and all disputes will be dealt with in accordance with such policies and procedures.

4.26 Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Association.

4.27 Borrowing Powers – The Board may borrow money upon the credit of the Association as it deems necessary.

Validity of Acts of Directors

4.28 Validity of Act of Directors – No act of the Board or a Director will be nullified if it is discovered after the fact that the Director was improperly appointed or elected.

ARTICLE V: OFFICERS AND EXECUTIVE COMMITTEE

5.1 Composition – The Officers will be comprised of the President, 1st Vice-President, 2nd Vice-President, Treasurer and Secretary as elected by the Board of Directors and will include representation of at least two (2) styles of karate. No individual may hold more than one position as an officer.

5.2 Duties - The duties of Officers are as follows:

- a) The President will:
 - i. Be responsible for the general supervision of the affairs and operations of the Association,
 - ii. Preside as Chair-Person at the Annual and General Meetings of the Association and at meetings of the Board and the Executive Committee,
 - iii. Be the official spokesman of the Association,
 - iv. Oversee and supervise office staff,
 - v. Represent the Province of New Brunswick to the National Karate Association, subject to the NKA Black Belt Eligibility rules and
 - vi. Perform such other duties as may from time to time be established by the Board.
- b) The 1st Vice-President will:
 - i. Support and assist the President in all duties,
 - ii. Preside at meetings in the absence of the President,
 - iii. If designated by, or in the absence of the president, may be an alternative representative for the Province of New Brunswick to the National Karate Association, and
 - iv. Perform such other duties as may from time to time be established by the Board.
- c) The 2nd Vice-President will:
 - i. Support and assist the President in all duties, and
 - ii. Perform such other duties as may from time to time be established by the Board.
- d) The Treasurer will:
 - i. Keep proper accounting records as required by the *Act*;
 - ii. Collect and record all dues and other funds received by the Association,
 - iii. Write all checks for expenditures and retain cancelled checks and receipts,
 - iv. Cause to be deposited all monies received by the Association in the Association's bank account,
 - v. Supervise the management and the disbursement of funds of the Association,
 - vi. When required will provide the Board with an account of financial transactions and the financial position of the Association,
 - vii. Prepare annual budgets, and
 - viii. Perform such other duties as may from time to time be established by the Board.
- e) The Secretary will:
 - i. Be responsible for the documentation of all amendments to the Association's Constitution and Bylaws,
 - ii. Ensure that all official documents and records of the Association are properly kept,
 - iii. Conduct the correspondences of the Board,
 - iv. Keep an up-to-date list of registered members,
 - v. Sent out any notice requirements as described herein,
 - vi. Cause to be recorded the minutes of all meetings of Members, Board of Directors and Committees of the Association, and
 - vii. Perform such other duties as may from time to time be established by the Board.

5.3 Removal – An Officer may be removed by Special Resolution of the Board or by Special Resolution of the voting Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

Executive Committee

5.4 Executive Committee - The Executive Committee will be comprised of the Officers. The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between meetings of the Board, and will perform such other duties as are prescribed by these Bylaws or may be prescribed from time to time by the Board.

5.5 Call of Meeting – Meetings of the Executive Committee will be held at any time and place as determined by the President or upon the request of any two (2) Officers.

5.6 Number of Meetings – The Executive Committee will hold at least four (4) meetings per year.

5.7 Quorum - Quorum will consist of a majority of the Executive’s voting members.

5.8 Voting – Each Executive Committee member is entitled to one vote except the President who is not entitled to vote unless in the case of a tie. Voting will be by a show of hands, electronically or orally on a conference call unless a majority of Executive Committee Members present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution.

5.9 Closed Meetings – Meetings of the Executive Committee will be closed to Members and the public except by invitation of the Board.

Standing Committees

5.10 Standing Committees – The Association will have the following Standing Committees:

- a) Technical Committee
 - i. The Technical Committee will consist of an odd number of senior ranking Regular Members (Sandán or the highest ranking belt of that style available) who will represent the membership’s styles.
 - ii. The Technical Committee is responsible for:
 - a. Tournament development, technical development, coaching and competitor development and other matter relating to the technical integrity of the Association;
 - b. Screening and making recommendations with regard to any instructor applying to the Association;
 - c. Advising the Board, Ethics Committee and Tournament Committee on any matters of a technical nature;
 - d. Maintaining the technical quality for the styles represented by the Association.
 - iii. Decisions made by the Technical Committee will be binding on the Association subject to approval by the Board of Directors.
 - iv. Any member of the Technical Committee who misses two (2) meetings of the Technical Committee, without prior notification to the Committee Chair, is deemed to have submitted their resignation to the Committee.
- b) Officials Development Committee
 - i. The Officials Development Committee will consist of senior certified officials as appointed by the Board of Directors, who meet the qualifications.
 - ii. The Officials Committee is responsible for upgrading of officials and setting policies relating to officials.
 - iii. Decisions made by the Officials Development Committee will be binding on the Association subject to approval by the Board of Directors.
- c) Coaching Committee
 - i. The Coaching Committee will consist of the Association’s Head Coach and his/her Assistant Coaches. Only the Head Coach will be appointed by the Board of Directors.
 - ii. The Coaching Committee is responsible athlete and coach development.
 - iii. Decisions made by the Coaching Committee will be binding on the Association subject to approval by the Board of Directors.
- d) Tournament Committee
 - i. The Tournament Committee will consist of at least three individuals each representing a different Zone Member, if possible, as appointed by the Board of Directors.
 - ii. The Tournament Committee is responsible for the organization and general operation of the Association’s tournaments and will follow the National Karate Association “Rules for Tournaments”
 - iii. Decisions made by the Tournament Committee will be binding on the Association subject to approval by the Board of Directors.

Other Committees

5.11 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Association and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act, the Constitution or these Bylaws.

5.12 Quorum - A quorum for any committee will be the majority of its voting members.

5.13 Terms of Reference - The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.

5.14 Vacancy - When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

5.15 President Ex-officio - The President will be an *ex-officio* (non-voting) member of all Committees of the Association.

5.16 Removal - The Board may remove any member of any Committee.

5.17 Debts - No committee, other than the Executive Committee, will have the authority to incur debts in the name of the Association.

Remuneration

5.18 No Remuneration - All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

Conflict of Interest

5.19 Conflict of Interest - A Director, Officer, Executive Committee member or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VI FINANCE AND MANAGEMENT

6.1 Fiscal Year - The fiscal year of the Association will be January 1st to December 31st, or such other period as the Board may from time to time determine.

6.2 Bank - The banking business of the Association will be conducted at such financial institution as the Board may designate.

6.3 Auditors - At each Annual General Meeting the Members will appoint an auditor to audit the books, accounts and records of the Association. The auditor will hold office until the next Annual Meeting. The auditor will not be an Employee or a Director of the Association.

6.4 Books and Records - The necessary books and records of the Association required by these Bylaws or by applicable law will be necessarily and properly kept.

6.5 Signing Authority - All written agreements entered into in the name of the association will be signed by the President, upon receiving approval from the Board and financial transactions entered into in the name of the Association will be signed by two members of the Executive Committee. The Board of Directors may authorize other persons to sign on behalf of the Association.

6.6 Property - The Association may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

6.7 Borrowing - The Association may borrow funds upon such terms and conditions as the Board may determine.

ARTICLE VII AMENDMENT OF BYLAWS

7.1 Voting – These Bylaws may only be amended, revised, repealed or added to by a two-thirds affirmative vote of the voting Members present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.

7.2 Notice in Writing – Notice in writing is to be delivered to the Board forty-five (45) days prior to the date of the meeting at which it is to be considered, and is to be delivered to voting Members thirty (30) days prior to meeting at which it is to be considered.

7.3 Waiver of Notice – Notwithstanding any other provisions of these Bylaws, the notice provisions of Article 7.2 may be waived by an affirmative vote of not less than three-fourths (3/4) of the Members present and entitled to vote.

ARTICLE VIII NOTICE

8.1 Written Notice - In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Association, Director or Member, as the case may be.

8.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.

8.3 Error in Notice - The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE IX DISSOLUTION

9.1 Dissolution - Upon the dissolution of the Association, any funds or assets remaining after paying all debts will be distributed to one or more organization with similar objectives as the Association as determined by the Board of Directors.

ARTICLE X INDEMNIFICATION

10.1 Will Indemnify - The Association will indemnify and hold harmless out of the funds of the Association each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

10.2 Will Not Indemnify - The Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

10.3 Insurance - The Association will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE XI ADOPTION OF THESE BYLAWS

11.1 Adoption by Board – These Bylaws are adopted by the Board of Directors of the Association at a meeting of the Board duly called and held on [date].

11.2 Ratification – These Bylaws are ratified by a two-thirds affirmative vote of the Members of the Association present and entitled to vote at a Meeting of Members duly called and held on [date].

11.3 Repeal of Prior Bylaws -- In ratifying these Bylaws, the Members of the Association repeal all prior Bylaws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

President

Secretary