



**Herndon Youth Soccer, Incorporated**  
**PO Box 464 Herndon, Virginia 22172**

## **By-Laws**

*Adopted May 1980*

*Amended June 2007- Adopted June 2007*

*Amended September 2020 – Conditionally Adopted January 26, 2021*

*Amended September 2021 – Adopted September 2021-by membership at annual meeting*

## **Article I: Identification**

### **Section 1.01**

The name of this corporation is HERNDON YOUTH SOCCER, INCORPORATED.

The intent of Herndon Youth Soccer, Inc. is to provide enrichment and enjoyment through cooperation, team spirit, friendly competition, enjoyment, and development in soccer.

### **Section 1.02**

The registered agent for the Corporation is:

Silver and Brown

10621 Jones St. Suite 101

Fairfax, VA 22030

### **Section 1.03**

The fiscal year of this Corporation shall begin on the first day of July in each year and end on the last day of June in the next year.

## **Article II: Purposes**

### **Section 2.01**

This Corporation is organized for the charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, including primarily the establishment and supervision of a program of soccer education, training, and competition of and by the soccer enthusiasts in the Herndon area of Fairfax County, Virginia; provided, however, that the Corporation shall not influence legislation or intervene or participate directly in any political campaign; and provided further, that to the fullest extent possible, the Corporation's programs and facilities are available to any person in the area who desires to participate, is physically able, and has reached the minimum age level for participation.

### **Section 2.02**

#### **NOT-FOR-PROFIT CHARACTER**

This Corporation shall not be operated for pecuniary gain and profit. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its Articles of Incorporation.

### **Section 2.03**

#### **PROHIBITED ACTIVITIES**

**Section 1.** This Corporation shall not engage in any activities which would disqualify the Corporation for Federal income tax exemption under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**Section 2.** The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

**Section 3.** Should the Corporation be or become a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1954 (or the corresponding provision of any further United States Internal Revenue Law), then – (1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws. (2) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws. (3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws. (4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

### **Article III: Membership**

#### **Section 3.01**

Membership in this Corporation shall automatically vest for a period of twelve months from the date of registration, for any adult or parent or guardian of a child or children, registered in a program sponsored by this Corporation, provided the player is registered in the current playing season. Per the Articles of Incorporation, each family shall be entitled to one vote irrespective of the number of family children participating in the soccer program, at the annual election of the Board of Directors and on any other matter submitted to the membership for a vote. There shall be only one class of members.

#### **Section 3.02**

Membership in this Corporation shall vest in any person not a parent or guardian of a child registered in a program sponsored by this Corporation who acts:

- (a) as a coach, including assistant coaches
- (b) as an official of this Corporation acting as President, Vice President, Secretary, Treasurer, Commissioner of a sponsored program, or Director on the Board of Directors of this Corporation
- (c) or in some capacity that lends assistance to a program sponsored by this Corporation.

#### **Section 3.03**

Membership in this Corporation under Section 3.02 (a) and (c) of these By-Laws shall not vest automatically as shall membership under Section 3.01 and Section 3.02 (b). Membership under Section 3.02 (b) shall be automatically vested in such official, as defined above, of this

Corporation, for a period of time coincidental with his term as such an official as defined elsewhere in these By-Laws. Membership in this Corporation under Section 3.02 (a) and (c) shall become vested only after application made to the Board of Directors of this Corporation, acceptance of such application by a majority vote of the Board of Directors, and certification issued by the Secretary of the Corporation evidencing favorable action on such application by the Board of Directors. With respect to membership under Section 3.02 (a) and (c), the Board of Directors may, from time to time, by resolution duly adopted, establish qualifying criteria for such membership as the Board may deem in the best interest of the programs sponsored by the Corporation. Once an application for membership in this Corporation under Section 3.02 (a) and/or (c) has been acted upon favorably by the Board of Directors, the applicant's term as a member shall be for a period of twelve month from the date of the favorable vote by the Board of Directors, providing the applicant is still acting in the capacity under their initial application.

#### **Section 3.04**

The Board of Directors shall be required to act upon applications for membership under Section 3.02 (a) and (c) within thirty (30) days of the receipt of such application at the registered office of this Corporation. Failure by the Board of Directors to act upon such application shall be deemed conclusively to be an approval of such application on the thirty-first (31<sup>st</sup>) day, after its receipt and the applicant's term of membership shall be for a period of twelve (12) months from such conclusive approval, providing the applicant is still acting in the capacity under their initial application.

### **Article IV: Meetings**

#### **Section 4.01**

Meetings of the membership of this Corporation shall be held at such suitable place convenient to the membership as may be designated by the Board of Directors. Meetings may be in person or by any remote means as deemed appropriate by the Board of Directors. Members participating in a members' meeting by means of remote communication shall be deemed present and may vote at such meeting as long as the Corporation has implemented reasonable measures to verify that each person participating remotely is a member and provide such members have a reasonable opportunity to read or hear the proceedings of the meeting, substantially concurrently with such proceedings

#### **Section 4.02**

The annual meeting of the Corporation shall be held during the time period of June 1st and August 1<sup>st</sup> each year. At such meetings there shall be elected by ballot of the members, a Board of directors of this Corporation as called for hereinafter by these By-Laws. The members may also transact such other business of the Corporation as may properly come before them from the Board of Directors as long as such business has been presented in the notice of the annual meeting.

#### **Section 4.03**

It shall be the duty of the President to call a special meeting of the members as directed by resolution of the Board of Directors or upon a petition signed by one-twentieth of the voting members of the Corporation and presented to the Secretary. A special meeting petitioned by the members will be held within ninety days after presentation to the Secretary. The notice of any special meeting shall state the day, date, time, and place of such meeting and purposes thereof. No business shall be transacted at a special meeting except as stated in the notice.

#### **Section 4.04**

It shall be the duty of the Secretary of this Corporation to issue a notice of each annual or special meeting, stating the purpose thereof as well as the day, date, time and place where it is to be held on the Corporation's Website and to each member of record at the physical or electronic address as it appears in the membership records of the Corporation, at least ten (10) but not more than thirty (30) days prior to such meeting.

#### **Section 4.05**

The presence in person or by remote communication, of at least fifteen (15) of the members of record of the Corporation at the membership count shall be requisite for and shall constitute a quorum for, the transaction of business of all meetings of members. No action of the members at such a meeting after the membership count has been taken shall destroy a quorum constituted hereunder.

#### **Section 4.06**

If any annual meeting of members cannot be conducted because a quorum has not attended, the members who are present may adjourn the meeting to a time not less than one (1) week from the time the original meeting was called. Public newspaper, radio, television or Corporation Website notification of such meeting shall constitute sufficient notification and if a quorum has not been reached at this second meeting, those attending shall have the right to cast ballots for the next year's directors.

#### **Section 4.07**

At every meeting of the members, each member present in person or by remote communication shall have the right to cast one vote according to Article III (3). The vote of the majority of those present in person or by remote communication, at a meeting shall decide any question brought before such meeting, unless the question is one upon which, by express provision of statute or of the Articles of Incorporation, or of these By-Laws, a different vote is required, in which case such express provisions shall govern and control.

#### **Section 4.08**

No proxies or absentee ballots shall be permitted at any meeting of the members of this Corporation.

#### **Section 4.09**

The order of business at all annual meetings of the members shall be as follows:

- (a) Count of the members for purposes of establishing a quorum
- (b) Proof of notice of meeting
- (c) Reading of minutes of preceding meeting
- (d) Reports of Officers
- (e) Reports of Committees
- (f) Election of Officers and Directors
- (g) Unfinished business
- (h) New business

#### **Section 4.10**

It shall be the duty of the Secretary of the Corporation to maintain a record of members entitled to vote at a meeting.

#### **Section 4.11**

The failure to hold an annual meeting at the time stated in or fixed in a corporation's bylaws does not affect the validity of any corporate action.

#### **Article V: Directors**

##### **Section 5.01**

The affairs of this Corporation shall be governed by a Board of Directors composed of the following officers:

- (a) President
- (b) Vice President – (Travel Director)
- (c) Secretary
- (d) Treasurer

The number of directors may be increased or decreased, from time to time, by vote of the Board of Directors, in order to accommodate new or special committees or functions, but no decrease shall have the effect of shortening the term of any incumbent Director. At no time will the number of Board of Directors exceed nine (9) or be less than four (4). If at the annual election of the membership a quorum has not been met, or there are no nominations to succeed a Director's position, a Director will continue to serve until a suitable replacement is elected at the next annual meeting or special meeting called for that purpose.

## **Section 5.02**

The term of the Directors named in the Articles of Incorporation shall expire when their successors have been elected at the first annual meeting of the Corporation or at any special meeting called for that purpose. An elected Director's term of office shall begin on the date of the annual meeting in which they are elected and continue for three (3) years, ending at the annual meeting closest to the three (3) year term. The terms of Directors must be staggered. If for any reason an elected Director assumes office at any time other than the first six months of a fiscal year, he or she will complete that fiscal year and serve an additional three fiscal years. In the event of a vacancy, the Board shall elect a person to serve a three-year term for the vacancy ending with the final year election. Board members may be re-elected by the membership at the annual meeting or a special meeting called for that purpose and serve multiple terms.

## **Section 5.03**

Any vacancy occurring in the Board of Directors due to resignation, removal, death or any other reason a Director may be unfit to continue their position, may be filled by the affirmative vote of a majority of the remaining Directors, even if less than a quorum of the Board of Directors remains. Any Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

## **Section 5.04**

At any regular or special meeting of the Board of Directors, any one or more of the Directors may be removed with or without cause by a vote of three-quarters (3/4) of the member of the Board of Directors. Any Director whose removal has been proposed shall be given an opportunity to be heard at such a meeting.

## **Section 5.05**

The Board of Directors of this Corporation may designate, by a resolution adopted by a majority of all the Directors, three (3) or more of the members of the Corporation to constitute a Nominating Committee. It shall be the function of such a Committee to nominate persons to fill each of the Director positions that are expiring, set forth in Section 5.02 of these By-Laws. It shall be the duty of such a Nominating Committee to report its nominees to the Secretary of this Corporation no less than thirty (30) days prior to any annual meeting of this Corporation, or to any special meeting duly called for the purposes of election of Directors as provided for in Section 4.04 of these By-Laws. It shall be the commensurate duty of the Secretary of this Corporation to include a list of the nominees in the notice of each annual meeting or special meeting called for the purpose of election of Directors. Furthermore, in the event that a special meeting is duly called for the purpose of election of Directors, it shall be the duty of the Secretary to give the Nominating Committee ten (10) days notice prior to the time a notice will be given to the membership of such special meeting in order that the Nominating Committee may have ample time to act as required hereby. Seventy-two (72) hours prior to any annual or special meeting called for the purposes of election of directors, any member may nominate a person of their choice to fill any position. The nomination must be in writing or email to the secretary of the Corporation. Nominations will close seventy-two (72) hours prior to the scheduled meeting start time.

### **Section 5.06**

The Board of Directors first fiscal calendar year meeting shall be held within sixty (60) days of the annual meeting at such place as shall be fixed by the Directors.

### **Section 5.07**

Regular meetings of the Board of Directors may be called by the President at such time and place as shall be determined convenient by a majority of Directors, but at least two such meetings shall be held during each spring and fall soccer season. Written notice of regular meetings of the Board of Directors shall be given to each Director by the Secretary, or his/her designate, personally or by mail or telegraph or electronic communication at least seventy-two (72) hours prior to the time named for such a meeting.

### **Section 5.08**

Special meetings of the Board of Directors may be called by the President on seventy-two (72) hours written notice to each Director, given personally, or by mail or telephone or telegraph or electronic communication, which notice shall state the date, time, and place thereof and the purposes of its being called. Special meetings of the Board of Directors shall be called by the President or the Secretary in like manner and on like notice on the written request of three (3) Directors.

### **Section 5.09**

Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such a meeting and such waiver shall be deemed equivalent to the giving of such a notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If two-thirds (2/3) of the Directors are present at any meeting of the Board, no notice shall be required, and any business may be transacted at such meeting.

### **Section 5.10**

At all meetings of the Board of Directors, a majority of the number of Directors fixed by Section 5.01 of these By-Laws, present at the time of the meeting is called to order and the roll call made, shall constitute a quorum for the transaction of business and after such a quorum is established, no act of any Director may destroy such a quorum. The acts of the majority of the Directors present at a meeting at which such a quorum has been established in accordance with this Section, shall be the acts of the Board of Directors.

### **Section 5.11**

The order of business at all meetings of the Board of Directors shall be as follows:

- (a) Calling of the roll
- (b) Proof of notice of the meeting
- (c) Reports of Officers and/or Directors
- (d) President's Report

- (e) Unfinished business
- (f) New business

## **Article VI: Officers**

### **Section 6.01**

The Officers of this Corporation shall consist of:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer
- (e) Executive Director
- (f) Division Commissioners and adult team representatives
- (g) Field Maintenance Director
- (h) Equipment Director
- (i) Administrator/PR/Communications
- (j) Technical Director
- (k) Registrar
- (l) Head Referee Assignor

and such other officers; officers pro-tem, assistant officers and agents as may be deemed appropriate by the Board of Directors.

### **Section 6.02**

At the first meeting of the Board of Directors, after the first annual meeting, or after any special meeting called for that purpose, and after each annual meeting thereafter, the members of the Board of Directors elect officers to the positions set forth in Section 6.01, to hold such offices until the next succeeding annual meeting. Each officer so elected shall hold office for the term for which he is elected until his successor shall be elected.

### **Section 6.03**

The Board of Directors of this Corporation may designate, by a resolution adopted by a majority of all the Directors, three (3) or more of the Directors to constitute a Nominating Committee or by a majority vote of the Board of Directors select a Nominating Committee of three (3) or more members to constitute a Nominating Committee. It shall be the function of such a Committee to nominate persons to fill each of the Officer positions set forth in Section 6.01 of these By-Laws. It shall be the duty of such a Nominating Committee to report its nominees to the Secretary of this Corporation no less than ten (10) days prior to the first Board of Directors meeting held after any annual meeting of this Corporation, or to any special meeting

duly called for the purposes of election of Officers as provided for in Section 4.04 of these By-Laws. It shall be the commensurate duty of the Secretary of this Corporation to include a list of the nominees in the notice of each annual Board of Directors meeting or special meeting called by the Board of Directors for the purpose of election of Officers. Furthermore, in the event that a special meeting is duly called for the purpose of election of Officers, it shall be the duty of the Secretary to give the Nominating Committee ten (10) days notice prior to the time notice will be given to the membership of such special meeting in order that the Nominating Committee may have ample time to act as required hereby.

#### **Section 6.04**

The officers should obtain an assistant who is qualified to undertake the duties of his/her office during a period of absence.

#### **Section 6.05**

Seventy-two (72) hours prior to the first Board of Directors meeting after annual or special meeting called for the purposes of election of directors, any member may nominate a person of their choice to fill any officer position. The nomination must be in writing or email to the secretary of the Corporation. Nominations will close seventy-two (72) hours prior to the scheduled meeting start time.

#### **Section 6.06**

The election of officers as provided for herein shall be by secret ballot of the members of the Board of Directors present for contested positions and by secret ballot or open vote (based upon majority preferences) for uncontested positions. Election to any position shall be by majority vote of the Board of Directors present and voting to fill such position.

#### **Section 6.07**

At any regular or special meeting of the Board of Directors of this Corporation duly called, any one or more of the Officers may be removed with or without cause by a vote of the majority of the Board of Directors of record. Any officer whose removal has been proposed shall be notified and given an opportunity to be heard at such meeting.

#### **Section 6.08**

Any vacancy occurring in any office due to death, resignation, increase in number of officers of the Corporation, or otherwise, may be filled by the affirmative vote of the majority of the Board of Directors or of those remaining Directors even though less than a quorum of the Board of Directors remain. Any person elected to fill a vacancy as provided for herein shall be elected for the unexpired term of his/her predecessor in office, when applicable, or when not, until the next annual meeting.

#### **Section 6.09**

The President shall be the chief executive of the Corporation. He/She shall preside at all meetings of the members and of the Board of Directors upon which he shall sit ex officio. He/She shall have all the general powers and duties which are usually vested in the office of president of a corporation, including but not limited to the power to appoint committees from

among the members from time to time as he/she may, in his/her discretion and where not inconsistent with these By-Laws, decide is appropriate to carrying out the purposes of this Corporation. He/She shall be provided minutes of the meetings of the various committee and division meetings and rule on inconsistent decisions made by these committees and divisions.

#### **Section 6.10**

The Vice President shall take the place of the President and perform his/her duties whenever he/she shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him/her by the Board of Directors. The Vice President shall be the Commissioner of the Select Division.

#### **Section 6.11**

The Secretary shall attend all meetings of the members of the Corporation and of the Board of Directors and shall keep, or cause to be kept, in a book provided for the purpose a true and complete record of the proceedings of those meetings. He/She shall be the custodian of the records and the Seal of the Corporation and see that the seal is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized. He/She shall attend to giving of all notices.

#### **Section 6.12**

The Treasurer shall keep correct and complete records of account, showing at all times the financial condition of the Corporation. He/She shall be the custodian of all monies, notes, securities, and other valuables that may from time to time come into possession of the Corporation. He/She shall immediately deposit all funds of the Corporation in an account designated by the Board of directors and shall keep such account in the names of the Corporation. He/She shall perform all check writing unless the amount of one check is over ten thousand dollars (\$10,000.00) or the total in one month is over fifty thousand dollars (\$50,000.00). In such a case, the checks will be co-signed by the Commissioner. The bank shall be so informed. He/She shall also perform such other duties as the By-Laws may provide or the Board of Directors may from time to time prescribe.

#### **Section 6.13**

The Division Commissioners shall be responsible for administering their respective programs which shall be sponsored by this Corporation. They should report their activities to the President and the Board of Directors. Their programs should be conducted in a manner that is consistent with these By-Laws. If any conflict should be apparent between Division Commissioners (and other Commissioners) or a Board member, it should be resolved by a majority vote of the Board of Directors.

#### **Section 6.14**

The following Officers shall be responsible for administering their respective programs which shall be sponsored by this Corporation:

- (a) Field Maintenance Director – responsible for the maintenance of all fields use for play by the Herndon Youth Soccer, Inc. Also responsible for field equipment dispersal, maintenance, repair, and storage.
- (b) Manpower Coordinator or Administrator – responsible for contacting volunteers from the membership to fill the various positions as needed by the officers of this Corporation.
- (c) Director of Field Scheduling or Administrator – responsible for securing fields for use during the season from the proper authorities and establishing a master schedule for use by each team. He/She should present this schedule to the President before the opening of the season.
- (d) Equipment Director – responsible for ordering, maintaining, and storing all the equipment needed by the players, coaches, and officers of this Corporation.
- (e) Technical Director – responsible for providing training clinics for coaches and referees and for collecting and disseminating training material resources.
- (f) Head Referee Assignor – responsible for selecting, scheduling, and evaluating referees for all Herndon Youth Soccer matches as well as day to day administration of those rules and standards of the Corporation applying to referees (Section 8.02). He should be well versed in the laws of soccer and is designated as principal advisor to the Board of Directors, Executive Committee, and President on matters pertaining to the laws of soccer and their interpretation.
- (g) Registrar or Administrator or Executive Director – responsible for developing a fair and comprehensive program for registration of players. Every effort should be made to include every person in the Herndon area that desire to play soccer within the limits of fields available and manpower resources.

## **Article VII: Executive Director and Committees**

### **Section 7.01**

Executive Director can be contracted, hired and terminated by the Corporation through a majority vote of the Board of Directors. This Executive Director should manage the everyday affairs of this Corporation. The Executive Director shall be empowered to make decisions and take actions necessary to provide the smooth operation of the Corporation. The actions of this Executive Director should be brought to the attention of the Board of Directors through the President's Report at each regular meeting or at such time as designated for a special meeting as outlined in the Bylaws. Any action of the Executive Director may be over-turned by a majority vote of the Board of Directors. The Executive Director may not financially bind the Corporation without an affirmative majority vote of the Board of Directors of the Corporation. The Head Referee or the full Board of Directors and Officers of the Corporation will be a voting member of this committee during deliberations concerning the laws of soccer, rules and regulations of match play, and standards of conduct and performance of referees.

## **Section 7.02**

Finance Committee. This committee shall prepare a fiscal budget for approval by the Board of Directors and assist the Treasurer in planning a sound financial policy. All requests for funds should be brought before this committee. The members of this committee shall consist of the President, the Treasurer, the Equipment Manager and two members elected by the Board of Directors. Any decision of this committee can be overturned by a majority vote of the Board of Directors.

## **Section 7.03**

Nominating Committee. This committee shall be responsible for nominating responsible persons to fill vacant positions on the Board of Directors. Their selections shall be presented to the Secretary as provided elsewhere in these By-Laws. The members of this committee shall consist of members of the Board of Directors of the Corporation.

## **Section 7.04**

Tournaments and Festival Committee. This committee should be responsible for establishing Tournaments and Festivals as deemed desirable and in the interest of this Corporation. Members of this committee should consist of the Commissioner of Select, and one other member of the Board of Directors.

## **Article VIII: Miscellaneous**

### **Section 8.01**

At the closing of each fiscal year the books and records of the Corporation shall be audited by a certified public accountant or other person designated by the Board of Directors, whose report will be prepared in accordance with the requirements of the Board of Directors. Based on such reports, the Corporation will make available to the members a statement of the income and disbursements of the Corporation for each fiscal year.

### **Section 8.02**

The Board of Directors shall propose rules and standards of conduct for carrying out the various programs sponsored by the Corporation. Such rules and standards of conduct shall be harmonious with the avowed purposes of this Corporation and shall in no way be inconsistent with the Articles of Incorporation and/or these By-Laws, and in accordance with FIFA regulations as viewed by USSF. In the event that the Board of Directors adopts certain rules and standards of conduct in accordance with the provisions of this Section, such rules and standards of conduct shall govern and be binding upon all members of this Corporation. Members violating such rules and standards of conduct are subject to censure, suspension, of participation, relief from office, refusal of membership renewal, expulsion, or other action designated by the Board of Directors and approved by a majority vote of that body. In such event, it shall be required that the Secretary see that printed copies of such rules and regulations are made available to members of the Corporation and participants in Corporation sponsored programs.

## **Section 8.03**

### **By-laws**

These By-laws may be altered or amended at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors, if notice of such proposed action is contained in the notice of such meeting. A vote of three-fifths of the directors present and voting shall be required for such alteration or amendment, as duly authorized in the Code of Virginia. Upon an affirmative vote of the Board of Directors, any amendment to these By-laws will be in effect under a conditional approval until such time as the amended By-Laws can be affirmed and ratified by a vote of the membership at the next annual meeting or any special meeting call for that purpose per section 4.05 of these By-laws.

**Duties** The business and affairs of the Corporation shall be managed by the direction of the Board, and all corporate powers exercised under the authority of the Board consistent with these By-laws and other applicable laws. Directors shall elect officers. Directors shall hire or terminate Officers. Directors shall hear and pass judgment on requests, protests, etc., and have full power to deal with any situation not expressly set forth in the by-laws.

**Notices** A notice or other communication may be given or sent by any method of delivery including, mail to a member's current address of record or by electronic communication to a member's electronic address on file with the Corporation. If these methods or delivery are impracticable, a notice or other communication may be communicated by publication in a newspaper of general circulation in the area where the notice is intended to be given, or by radio, television, or other form of public communication including the Corporation website or the Corporations social media accounts.