

By-Laws of the
Southwest Virginia Rush
Soccer Club, Inc.



Certification:

These By-Laws were duly adopted by the Board of Directors, Southwest Virginia Rush Soccer Club, Inc. on June 5, 2016. These By-Laws were ratified by the Club Membership on July 31, 2016 at the Annual Meeting.

Southwest Virginia Rush Soccer Club, Inc.

[SWVA RUSH]
Adopted: June 5, 2016
Ratified: July 31, 2016

Table of Contents

Article I: Identification

- Section 1.01 Name of the Corporation
- Section 1.02 Registered Office and Agent
- Section 1.03 Fiscal Year

Article II: Purposes

- Section 2.01 Purposes

Article III: Membership 1

- Section 3.01 Parent Members
- Section 3.02 Non-Parent Members
- Section 3.03 Application for Membership
- Section 3.04 Approval of Applications

Article IV: Meetings

- Section 4.01 Place of Meetings
- Section 4.02 Annual Meetings
- Section 4.03 Special Meetings
- Section 4.04 Notice of Meetings
- Section 4.05 Quorum
- Section 4.06 Adjourned Meetings
- Section 4.07 Voting
- Section 4.08 Proxies
- Section 4.09 Order of Business
- Section 4.10 Voting List
- Section 4.11 Robert's Rules of Order

Article V: Directors

- Section 5.01 Designation
- Section 5.02 Election and Term of Office
- Section 5.03 Nominating Committee
- Section 5.04 Nomination by Members
- Section 5.05 Ballots
- Section 5.06 Regular Meetings
- Section 5.07 Removal
- Section 5.08 Vacancies
- Section 5.09 Sub-Board or Committee
- Section 5.10 First Board Meeting after Elections
- Section 5.11 Special Meetings
- Section 5.12 Waiver of Notice
- Section 5.13 Quorum
- Section 5.14 Order of Business
- Section 5.15 Electronic Meetings

Article VI: Officers

- Section 6.01 Designation
- Section 6.02 Election and Term of Office
- Section 6.03 Nomination by Members
- Section 6.04 Ballots
- Section 6.05 Removal
- Section 6.06 Vacances
- Section 6.07 President
- Section 6.08 Vice President Commissioners
- Section 6.09 Secretary
- Section 6.10 Treasurer
- Section 6.11 Officers

Article VII: Miscellaneous

- Section 7.01 Audit

Article VIII: Teams

- Section 8.01 Requirements
- Section 8.02 Structure

Article IX: Basic Policies

- Section 9.01 Basic Policies

Article X: Amendments

- Section 10.01 Ratification of Articles of Incorporation & By-Laws
- Section 10.02 Changes to Articles of Incorporation & By-Laws
- Section 10.03 Changes to Policies & Procedures
- Section 10.04 Implementation

Amendments/Changes

Article I: Identification

Section 1.01

The name of the organization shall be Southwest Virginia Rush Soccer Club, Inc., hereinafter referred to as "Southwest Virginia Rush" or "Club".

Section 1.02

The mailing address of Southwest Virginia Rush Soccer Club, Inc. is P.O. Box 1773, Radford, VA 24143. The physical address of Southwest Virginia Rush Soccer Club, Inc. is 116 3rd Avenue, Professional Building, Radford, VA 24141. The Board of Directors from time to time may move the mailing or physical address of the Corporation to any other address in the Commonwealth of Virginia.

Section 1.03

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

Article II: Purposes

Section 2.01

Southwest Virginia Rush Soccer Club, Inc. is organized exclusively for the teaching of sports to children as permitted in Section 501(c)(3) of the Internal Revenue Code of 1986 as enacted and hereby amended. All funds whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes. The specific purposes for which Southwest Virginia Rush is organized is to provide instructional education, training, competition, promoting and facilitating the participation of and by children primarily in the game of soccer in the City of Radford, Virginia and surrounding areas.

Article III: Membership

Section 3.01

Membership in Southwest Virginia Rush Soccer Club, Inc. shall automatically vest, for a period from August 1st to July 31st, in any Parent or Guardian of a Player, in good Club standing, rostered to a VYSA registered team sponsored by this Corporation for the given Roster Year. The member will have 1 vote per registered player [child].

Section 3.02

Membership in Southwest Virginia Rush Soccer Club, Inc. shall vest in any person not a parent or guardian of a child rostered to a VYSA registered team sponsored by this Corporation, who acts:

- (a) As an Official of this Corporation
- (b) Or in some other capacity lends assistance to a program sponsored by this Corporation

Section 3.03

Membership under Section 3.02(a) shall be automatically vested in this Official, as defined above, of this Corporation, for a period of time coincidental with their term as an Official as defined elsewhere in these By-Laws.

Membership under Section 3.02(b) of these By-Laws shall not vest automatically as shall membership under Section 3.01 and 3.02(a). Membership under Section 3.02(b) shall become vested only after application made to the Board of Directors of this Corporation through the Secretary, acceptance of this application by majority vote of the Board of Directors of this Corporation, and certification issued by the Secretary evidencing favorable action.

With respect to membership under Section 3.02(b), the Board of Directors may establish from time to time qualifying criteria for such membership as they may deem in the best interest of Southwest Virginia Rush Soccer Club, Inc.-sponsored programs. Once an application for membership in this Corporation under Section 3.02(b) has been acted upon favorably by the Board of Directors, the applicant's term as a member shall begin from the date of the favorable vote by the Board of Directors, and end the next following July 31.

Section 3.04.

The Board of Directors shall be required to act upon applications for membership under Section 3.02(b) within forty-five (45) days of the receipt of such application by the Southwest Virginia Rush Soccer Club, Inc. Secretary. Failure by the Board of Directors to act upon such application shall be deemed conclusively to be an approval of such application on the forty-sixth day after its receipt and the applicant term of membership shall begin on the forty-sixth day and end the next following July 31.

Article IV: Meetings

Section 4.01

Meetings of the Southwest Virginia Rush Soccer Club, Inc. membership shall be held at a suitable place convenient to the Southwest Virginia Rush Soccer Club, Inc. membership as may be designated by the Board of Directors.

Section 4.02

The Southwest Virginia Rush Soccer Club, Inc. Annual Meeting shall be set by the Board of Directors and will be held between May and August. At this meeting, Directors shall be elected by the Southwest Virginia Rush Soccer Club, Inc. members, as called for in these By-Laws. The members may also transact such Southwest Virginia Rush Soccer Club, Inc. business of the Corporation as may properly come before them including By-Law revisions that have been included in the Annual Meeting announcement.

Section 4.03

It shall be the duty of the President to call a special meeting of the Southwest Virginia Rush Soccer Club, Inc. members as directed by resolution of the Board of Directors or upon a petition signed by 25% of members of the Corporation and presented to the Secretary. The notice of any special meeting shall state the day, date, time and place of such meeting and the purposes. 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 President, or their designee, to email a notice of each Annual or special meeting, stating the purpose as well as the day, date, time, and place where it is to be held, to each member of record at their 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. The emailing of a notice in the manner provided in this Section shall be considered due service of notice.

Section 4.05

The presence in person of at least eight (8) 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 at all meetings of members. No action of any member at a meeting after the membership count has been taken shall destroy a constituted quorum constituted hereunder.

Section 4.06

If any meeting of members cannot be organized because a quorum has not been obtained, the members who are present in person may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called, but not more than twenty-one (21) days from the time the original meeting was called.

Section 4.07

At every Southwest Virginia Rush Soccer Club, Inc. meeting of members, each member, as defined in Article III of these By-Laws, present in person, shall have the right to cast only one vote on each question. The vote of the majority of those members present in person and voting 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 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 shall be permitted at any Southwest Virginia Rush Soccer Club, Inc. meeting.

Section 4.09

The order of business at all Southwest Virginia Rush Soccer Club, Inc. 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 [or motion to dispense with reading of minutes if minutes are available for review upon request].
- (d) Reports of Officers
- (e) Reports of Committees
- (f) Election of Directors [only at the Annual Meeting or upon dismissal, death or resignation of an Officer or Director]
- (g) Old Business
- (h) New Business
- (i) Adjournment

Section 4.10

It shall be the duty of the President, or their designee, to maintain a record of Southwest Virginia Rush Soccer Club, Inc. members entitled to vote at a meeting.

Section 4.11

The rules of order in the current edition of Robert's Rules of Order shall govern the conduct of all meetings of the Southwest Virginia Rush Soccer Club, Inc. except where they may be in conflict with the Articles of Incorporation, these By-Laws, or other policies adopted by the Board of Directors.

Article V: Directors

Section 5.01

The affairs of this Corporation shall be governed by the Southwest Virginia Rush Soccer Club, Inc. Board of Directors which shall be composed of 12 members.

Section 5.02

At each Southwest Virginia Rush Soccer Club, Inc. Annual Meeting of the Corporation, or at any special meeting called for that purpose, the Southwest Virginia Rush Soccer Club, Inc. members of the Corporation shall elect Directors. One-half (1/2) of the Directors shall be elected annually and shall take office effective on the August 1st next following their election, and shall hold office for two (2) years from that time, or until their successors shall have been elected and qualified, with the exception that at the first election held after the adoption of these By-Laws, one-half (1/2) of the Directors shall be elected for two year terms and the other one-half (1/2) of the Directors shall be elected for one (1) year term.

Section 5.03

The Southwest Virginia Rush Soccer Club, Inc. President may constitute a Nominating Committee composed of Southwest Virginia Rush Soccer Club, Inc. members. It shall be the function of this Committee to nominate persons to fill the Director positions set forth in Section 5.03 of these By-Laws. The Nominations Committee shall report its nominees to the Secretary in time for inclusion in the mailing of the notice of annual or special meeting as called forth in Section 4.04.

Section 5.04

At any Southwest Virginia Rush Soccer Club, Inc. Annual Meeting or at any special meeting called for the purpose of election of Directors, any member present may nominate a person of their choice. It shall be the duty of the presiding Officer to invite such nominations from the floor.

Section 5.05

The election of Directors as provided for herein shall be by secret ballot of the members present at the Annual Meeting or at the special meeting called for the purpose of election of Directors for contested positions or open vote (based upon majority preferences) for uncontested positions. Election to any position shall be by majority vote of the members present and voting for filling such position.

Section 5.06

Regular meetings of the Southwest Virginia Rush Soccer Club, Inc. Board of Directors will be held on the first Sunday of each EVEN month at such time and place as shall be determined by a majority of the Directors. At least two (2) such meetings shall be held during each fiscal year. Notice of regular meetings of the Southwest Virginia Rush Soccer Club, Inc. Board of Directors shall be given to each Director, by the Secretary, or their designate, personally, or by mail, telephone, or email at least seventy-two (72) hours prior to the time named for such a meeting.

Section 5.07

At any Southwest Virginia Rush Soccer Club, Inc. regular or special meeting of the members of the Corporation duly called, any one or more of the Directors may be removed with or without cause by a vote of two-thirds (2/3) of the members present and voting. Any Director whose removal has been proposed shall be given an opportunity to be heard at this meeting.

Section 5.08

Any vacancy occurring in the Southwest Virginia Rush Soccer Club, Inc. Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. Any Director elected to fill a vacancy shall be considered elected and qualified for the un-expired term of their predecessor in office.

Section 5.09

The Southwest Virginia Rush Soccer Club, Inc. Board of Directors may designate or dissolve, by resolution, any Committee, such as an Executive or Budget and Finance Committees. Any such Committee shall be consistent with the avowed purposes of Southwest Virginia Rush Soccer Club, Inc. and shall in no way be inconsistent with the Articles of Incorporation and/or these By-Laws. These Committees shall have the powers designated in the duly executed resolution. The Secretary of the Corporation shall maintain a list of all such designated Committees. This list is included for information purposes as Attachment A.

Section 5.10

The first meeting of a newly elected Board of Directors shall be held within thirty (30) days of the election at such place as shall be fixed by the Directors at the meeting at which such Directors were elected and no notice shall be necessary to the newly elected Directors in order legally to constitute such meeting.

Section 5.11

Special meetings of the Southwest Virginia Rush Soccer Club, Inc. Board of Directors may be called by the President on seventy-two (72) hours' notice to each Director, given personally, or by mail, telephone, E-mail, which notice shall state the day, date, time and place of such meeting and the purposes of its being called. Special meetings of the Southwest Virginia Rush Soccer Club, Inc. Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least three (3) Directors.

Section 5.12

Before or at any meeting of the Southwest Virginia Rush Soccer Club, Inc. Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by them of the time and place thereof. If all 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 5.13

At all meetings of the Southwest Virginia Rush Soccer Club, Inc. Board of Directors, six (6) Directors present at the time the meeting is called to order and 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 a quorum has been established in accordance with this Section shall be the acts of the Southwest Virginia Rush Soccer Club, Inc. Board of Directors.

Section 5.14

The order of business at all meetings of the Southwest Virginia Rush Soccer Club, Inc. Board of Directors shall be as follows:

- (a) Calling of the roll
- (b) Proof of notice of meeting
- (c) Reports of Officers and/or Directors
- (d) Reports of Committees
- (e) Old Business
- (f) New Business
- (g) Adjournment

Section 5.15

Conference calls and similar electronic meetings can be used in lieu of face-to-face meetings for pressing matters and where appropriate. The Board of Directors can also utilize email to collect votes on motions put forth at meetings where a quorum is lacking, but a vote is needed prior to the next face-to-face meeting, or for convenience.

Article VI: Officers**Section 6.01**

The seasonal operations of Southwest Virginia Rush Soccer Club, Inc. shall be managed on a day to day basis by the Southwest Virginia Rush Soccer Club, Inc. Officers in accordance with their job descriptions and Southwest Virginia Rush Soccer Club, Inc. policies and procedures. The Southwest Virginia Rush Soccer Club, Inc. Officers shall consist of the following positions:

1. President
2. Vice President
3. Secretary
4. Treasurer

Plus the members of the Board of Directors and such other Officers; Officers pro tem, assistant Officers, Southwest Virginia Rush Soccer Club, Inc. designated Committee members and agents, as may be authorized by the Board of Directors from time to time.

Section 6.02

At the first meeting of the newly elected Board of Directors, Officers shall be elected from members of the Board of Directors to the positions set forth in Section 6.01, to hold such offices until the next succeeding newly elected Board of Directors meeting. Each Southwest Virginia Rush Soccer Club, Inc. Officer so elected shall hold office for the term for which they are elected and until a successor shall be elected and qualified.

Section 6.03

At the first meeting of the newly elected Board of Directors, any Director present may nominate any elected Director of their choice to an Office. It shall be the duty of the presiding Officer to invite such nominations from the floor.

Section 6.04

The election of Directors as provided for herein shall be by secret ballot of the 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 Directors present and voting for filling such position.

Section 6.05

At any Southwest Virginia Rush Soccer Club, Inc. regular or special meeting duly called, any one or more of the Officers may be removed with or without cause by a vote of two-thirds (2/3) of the members present and voting. Any Officer whose removal has been proposed shall be given opportunity to be heard at this meeting.

Section 6.06

Any Officer vacancy occurring in President, Vice President, Treasurer, or Secretary due to death, resignation, 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, whichever is less. Any vacancy occurring in the other Officers may be appointed by the President, except in the case of multiple candidates or volunteers for such a vacant position, where 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, whichever is less, will be necessary.

Any person elected or appointed to fill a vacancy as provided for herein shall fulfill the unexpired term of their predecessor in office, when applicable, or, when not, until the next annual meeting of the Corporation.

Section 6.07

The President shall be the chief executive Officer of Southwest Virginia Rush Soccer Club, Inc. and shall preside at all meetings of the Southwest Virginia Rush Soccer Club, Inc. The President shall have all the general powers and duties which are normally vested in the Office of President of a Corporation. These powers include, but are not limited to, the power to appoint committees (such as Planning or Field Development) from among the membership in their discretion and where not inconsistent with these By-Laws, and decide what is appropriate to carrying out the purposes of this Corporation. Appointees to such committees shall be Officials of the Corporation.

From time to time, the President shall recommend to the Board of Directors for their approval proposed Southwest Virginia Rush Soccer Club, Inc. organization, and/or other matters (such as structure, Officer Positions, policies, procedures, and programs) that they deem appropriate for the operation of Southwest Virginia Rush Soccer Club, Inc. The President shall present the annual budget recommended by the Operations Committee to Board of Directors for their approval. The President shall execute the decisions of the Board of Directors. The Secretary of the Corporation shall maintain a copy of all approved organization, budgets, etc., and promulgate such information as appropriate or requested.

The President has the power to enforce the decisions of the Southwest Virginia Rush Soccer Club, Inc. Officers and Board of Directors and may suspend or terminate any member of the Southwest Virginia Rush Soccer Club, Inc. Officers, Board of Directors, Coach, or Player, or other member who stands in violation of Board of Director policies and/or directives. A terminated person may petition for review by the Board of Directors whose decision will be final and binding.

Section 6.08

The Vice-President shall take the place of the President and perform their duties whenever they 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 Officer to do so on an interim basis. The Vice-President shall also perform such other duties as the By-Laws may provide or the Board of Directors may from time to time prescribe.

Section 6.09

The Secretary shall attend all Southwest Virginia Rush Soccer Club, Inc. meetings of the members and of the Southwest Virginia Rush Soccer Club, Inc. Board of Directors, and keep a true and complete record of the proceedings of these meetings. The Secretary 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. The Secretary shall attend to the giving of all notices and shall have other duties as prescribed in the By-Laws.

Section 6.10

The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall be the custodian of all monies, notes, securities, and other valuables that may come into the possession of the Corporation. The Treasurer shall immediately deposit all funds of the Corporation to be designated by the Southwest Virginia Rush Soccer Club, Inc. President and shall keep such account in the name of the Corporation. The Treasurer shall also perform such other duties as the By-Laws may provide or the Board of Directors may from time to time prescribe.

Section 6.11

Southwest Virginia Rush Soccer Club, Inc. Officers shall be responsible for administering their respective sponsored divisions or programs in accordance with any policies or procedures established by the Corporation.

VII: Miscellaneous**Section 7.01**

At the closing of each fiscal year the books and records of the Corporation shall be audited by a committee appointed each year by the Board of Directors, whose report will be prepared in accordance with the requirements of the Southwest Virginia Rush Soccer Club, Inc. Board of Directors. Based on such reports, Southwest Virginia Rush Soccer Club, Inc. Board of Directors will furnish the members upon written request to the Board of Directors with a statement of the income and disbursements of the Corporation for each fiscal year.

VIII: Travel Teams**Section 8.01**

Requirements:

1. All Club Travel Teams must be registered with the Virginia Youth Soccer Association.
2. All Club Travel Teams shall adhere to the Laws of the Game as set forth by FIFA and to the rules of sportsmanship and conduct as set forth in Southwest Virginia Rush Soccer Club, Inc. policy, the Blue Ridge Soccer League, and the Virginia Youth Soccer Association.

Section 8.02

1. Each Club Travel Team shall have at least one Coach and at least one Manager recognized by the Club.
2. Each Club Travel Team may have no more players than allowed by the Southwest Virginia Rush Soccer Club, Inc.
3. Each Club Travel Team shall have an Executive Committee. This Executive Committee shall consist of no fewer than three (3) members, one of whom shall be the Team Manager and none of whom may be the Coach. The Executive Committee shall act as the governing body for the individual teams, in the intervals between regularly called Team Meetings. The Manager shall submit to the Club's Executive Director the names of the duly elected Executive Committee members for their team prior to the start of the season.
4. Each Club Travel team shall have a Manager. The Manager shall be elected by vote of the Club members of the Team at the first meeting of the team's members. Managers are elected for a term of one year, are eligible for re-election, and not subject to term limits. The Manager shall not serve in the capacity of a coach in any other but an interim or emergency basis.
5. The Club has the right to remove a Manager in order to protect the interests of the Club.

IX: Basic Policies of the Southwest Virginia Rush Soccer Club, Inc.

Section 9.01

The following are the basic policies of the Club:

1. No person shall, on the grounds of race, color, national origin, sex, age, political beliefs or religious creed and no otherwise qualified handicapped individual shall, solely by reason of their handicap, be excluded from participating in, be denied the benefits of, or be subjected to discrimination under any program or activity sponsored or operated by any member of the Club.
2. The name of the Club and the names of any members in their official capacities shall not be used for any purpose not appropriately related to the promotion of the purposes of the Club.
3. The Club may cooperate with other organizations and agencies that develop, promote, advance and administer the sport of soccer.
4. The Club shall be governed by its Charter, these By-Laws, and its Policies and Procedures, except when these provisions are superseded by the governing authority of the Virginia Youth Soccer Association, the United States Youth Soccer Association, and the FIFA all of whom this Club is affiliated.
5. All members of the Club shall be governed by the policies of the Club and failure to do so will result in disciplinary action to include but not limited to expulsion, denial of registration, and any other actions deemed appropriate by the Board of Directors.
6. The Club shall endeavor to assure that any otherwise qualified player shall not be deprived the opportunity to participate due to lack of financial resources.

X: Amendments

Section 10.01

These By-Laws may be amended by a two-thirds (2/3) vote of the members in good standing present and voting at any Southwest Virginia Rush Soccer Club, Inc. Annual Meeting or at any special meeting called for that purpose provided that a quorum as prescribed by Section 4.05 is present at any such meeting. Amendments may be proposed by the Board of Directors or by petition signed by at least twenty-five (25) Southwest Virginia Rush Soccer Club, Inc. members. A statement of any proposed amendment shall accompany the notice of any Southwest Virginia Rush Soccer Club, Inc. Annual or special meeting at which such proposed amendment shall be voted upon. Proposed amendments by petition must be presented to the Board of Directors in writing forty-five (45) days prior to the Annual Meeting to be included in the Annual Meeting notice.

Section 10.02

Articles of Incorporation & By-Laws:

1. Any member in good standing can propose a change(s) to the Articles of Incorporation or By-Laws.
2. Proposed changes to the Articles of Incorporation or By-Laws can only be acted upon at a meeting of the Board of Directors.
3. A written copy of the proposed change(s) shall be provided 20 days prior to the meeting at which the change shall be discussed.
4. The proposed change(s) will be discussed at one meeting of the Board of Directors and voted upon at the next meeting of the Board of Directors.
5. For purposes of amendment, a quorum to convene a meeting shall consist of two-thirds (2/3's) of the Directors. A two-thirds (2/3's) vote of the Board of Directors in favor of, will place an amendment in effect until the next annual meeting at which time the amendment must be voted upon by the membership and ratified.

Section 10.03

Policies & Procedures

1. Any member in good standing can propose a change(s) to the Club's Policies and Procedures Manual.
2. Proposed changes to the Policies & Procedures Manual can only be acted upon at a meeting of the Board of Directors.
3. The proposed change(s) will be discussed at one Board of Directors meeting and voted upon at the next Board of Directors Meeting.
4. For purposes of adopting or modifying Policies & Procedures, a quorum to convene a meeting shall consist of two-thirds (2/3's) of the Directors. Passage of the action being taken requires a two-thirds (2/3's) vote of the Board of Directors.

Section 10.04

Changes to the Articles of Incorporation, By-Laws, or Policies and Procedures shall become effective immediately unless otherwise stated in the change.