

**BYLAWS OF  
TRRA, INC.**

**ARTICLE I: NAME AND ADDRESS**

**1.01 Name.** The name of the Association shall be the TRRA, Inc., hereinafter referred to as the Texas Rugby Referees Association or the “Association.”

**1.02 Address.** The principal address of the Association shall be that of the Secretary of the Association. The Association may have such other offices, either in the State of Texas or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Association.

**ARTICLE II: OBJECTIVES**

**2.01 Purpose.** The Association is organized for the purpose of contributing to the growth of rugby football at all levels of play, through competition at local, state, national and international levels, and to improve the standing and standards of the game of rugby football in the State of Texas and the United States of America.

The Association is established to:

- (a) Recruit, teach, train, coach and generally assist Members to become certified referees of the game of rugby union football through the USA Rugby referee certification program as formulated by the USARRA training committee.
- (b) Improve the refereeing skills of Members by: (i) refereeing games, (ii) attending regional meetings, (iii) reading recommended publications, (iv) participating in peer discussion groups, (v) attending refereeing and coaching clinics, and (vi) attending territorial and national conferences on refereeing and coaching of the game.
- (c) Provide referees for rugby matches organized by the Texas Rugby Union and/or its partners or associate members and/or USA Rugby member clubs, conferences and/or organizations within the State of Texas.
- (d) Provide a positive image of rugby football and rugby referees through service to and support of the rugby community.

**2.02 Powers.** The Association is established as a voluntary organization.

**ARTICLE III: RULES AND AFFILIATION**

**3.01 Rules.** The Association shall abide by the laws of the game as laid down by the International Rugby Board and the directives of the United States of America Rugby Football Union.

**3.02 Affiliation.** The Association shall maintain affiliation with the Texas Rugby Union and/or its partners or associate members, the United States of America Rugby Football Union, and territorial/national referee societies.

#### **ARTICLE IV: INSIGNIAS AND LOGOS**

**4.01 Insignias and Logos.** Association insignias, logos, crests, designs, images, symbols or patterns shall be whatever is deemed appropriate for the occasion as approved by the Association or the Executive Committee.

#### **ARTICLE V: MEMBERSHIP**

**5.01 Membership.** Any person CIPP Registered and having been Certified as a Referee by USA Rugby may be a Member. Members shall believe in and support the purposes for which this Association is formed and the rules of the Association as stated in the Certificate of Formation and these Bylaws. The Association shall admit any person without regard to sex, religious belief, race, color, national or ethnic origin and extends all rights and privileges of Membership to said person. The Executive Board may expressly grant Membership to persons based upon their service to the Association and/or the sport of Rugby generally or other such persons determined by the Executive Board to positively contribute to the Association.

**5.02 Membership Categories.** Membership may be divided into such categories as are deemed appropriate by the Executive Committee.

**5.03 Dues.** Membership dues, privileges and obligations shall be determined by the Executive Committee.

#### **ARTICLE VI: BOARD OF DIRECTORS**

**6.01 Management of the Association.** The affairs of the Association shall be managed by the Board of Directors. The Board of Directors may delegate any of its authority to the Chair, the Executive Committee, or one or more other committees.

**6.02 Number of Directors.** The number of Directors shall be three (3) those persons listed in the which number may be increased or decreased from time to time by the majority vote of the Directors present at any meeting at which a quorum is present; provided that no decrease in number shall have the effect of shortening the term of any incumbent director. The initial Directors are listed in the Certificate of Formation.

**6.03 Qualifications of Directors.** Directors need not be residents of Texas.

**6.04 Nomination of Directors.** At any meeting at which the election of a Director occurs, a Director in good standing may nominate a person with the second of any other Director in good standing.

**6.05 Election of Directors.** A person who meets any qualification requirements to be a Director and who has been duly nominated may be elected as a Director. Directors shall be elected by the vote of a majority of the current Directors. Directors may be elected at any meeting of the Board of Directors. Each Director shall hold office until a successor is elected and qualified. A Director may be elected to succeed himself or herself as Director.

**6.06 Vacancy.** Any vacancy occurring in the Board of Directors and any director position to be filled due to an increase in the number of directors, shall be filled by the Board of Directors. A vacancy is filled by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the Board of Directors, or if it is a sole remaining director.

**6.07 Annual Meeting.** The annual general meeting of the Board of Directors, which shall also be the annual general meeting of Members of the Association, shall be held after the Texas Rugby Union Championships and before the last day of August on whatever date and at whatever location deemed suitable by the Executive Committee to: (i) receive a report on the season, (ii) receive a statement of the accounts, (iii) elect Directors and Officers for the following year, and (iv) conduct any other business. The annual general meeting shall be an open meeting. No notice of the annual meeting of the Board is required other than a resolution of the Board of Directors stating the time and place of the meeting.

**6.08 Regular Meetings.** The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held either within or without the State of Texas and shall be held at the Association's principal office in Texas if the resolution does not specify the location of the meeting. No notice of regular meetings of the Board is required other than a resolution of the Board of Directors stating the time and place of the meetings.

**6.09 Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chair or any Director. A person or persons authorized to call special meetings of the Board of Directors may fix any place within or without Texas as the place for holding a special meeting. The person or persons calling a special meeting shall notify the Secretary of the information required to be included in the notice of the meeting. The Secretary shall give notice to the Directors as required by the Bylaws.

**6.10 Notice.** Written notice of any special meeting of the Board of Directors shall be delivered to each Director not less than ten (10) nor more than thirty (30) days before the date of the meeting. The notice shall state the place, day and time of the meeting, who called the meeting and the purpose or purposes for which the meeting is called.

**6.11 Quorum.** A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors required to constitute

a quorum. If a quorum is present at no time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting one time without further notice.

**6.12 Actions of the Board of Directors.** The Board of Directors shall try to act by consensus. However, the vote of a majority of Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the Bylaws. A Director who is present at a meeting and abstains from a vote is not considered to be present and voting for the purpose of determining the decision of the Board of Directors. For the purpose of determining the decision of the Board of Directors, a Director who is represented by proxy in a vote is considered present.

**6.13 Proxies.** A Director may vote by proxy executed in writing by the Director. No proxy shall be valid after three (3) months from the date of its execution.

**6.14 Compensation.** Directors shall not receive salaries for their services. A Director may serve the Association in any other capacity and receive compensation for those services. Any compensation that the Association pays to a Director shall be commensurate with the services performed and reasonable in amount.

**6.15 Removal.** The Directors may vote to remove a Director at any time, with or without cause.

**6.16 Resignation.** A Director may resign at any time.

**6.17 Chair of the Board of Directors.** The Board of Directors shall elect from among its members a Chair of the Board who shall preside at all meetings of the Board of Directors at which he or she is present. In any absence or disability of the Chair, the Directors shall select one of their members to serve as Chair Pro Tem.

## ARTICLE VII: OFFICERS

**7.01 Designation.** The officers of the Association shall be the Chair, the Vice Chair, the Treasurer, the Secretary, the North Regional Scheduler, the South Regional Scheduler, the Central Regional Scheduler and such other officers as the Directors may from time to time deem necessary to conduct Association business. Officers may serve as Directors. Any officer may be replaced at a special meeting of the membership called for that purpose for a term lasting until the next annual general meeting.

**7.02 Eligibility and Election.** The officers shall be elected every year by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly selected and qualified. An officer may be elected to succeed himself or herself in the same office.

**7.03 Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors with or without good cause. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer.

**7.04 Resignation.** An officer may resign at any time.

**7.05 Vacancies.** A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the officer's term.

**7.06 Duties of the Chair of the Association.** The Chair shall be the chief executive officer of the Association and shall preside at all meetings of the Association. The Chair shall supervise and control all of the business and affairs of the Association. The Chair shall be an ex-officio member with the right to vote on all committees and shall have such other duties and authority as usually pertain to the office of the chief executive and as may be conferred upon the Chair by the Board of Directors. If the Vice Chair is unable to deputize for the Chair, the Chair shall have the right to choose from among the Executive Committee the officer who shall deputize for the Chair when the Chair is unable to attend a meeting or Association function.

**7.07 Duties of the Vice Chair of the Association.** The Vice Chair shall be the chief operating officer of the Association and shall preside at all meetings of the Association. The Vice Chair shall be an ex-officio member with the right to vote on all committees and shall have such other duties and authority as usually pertain to the office of the chief executive and as may be conferred upon the Chair by the Board of Directors. The Vice Chair shall deputize for the Chair when the Chair is unable to attend a meeting or Association function.

**7.08 Duties of the Treasurer.** The Treasurer shall keep the accounts and have charge of the funds of the Association subject to the authority of the Board of Directors. The Treasurer shall collect all dues and assessments and shall make payments as authorized by the Board of Directors. The Treasurer shall make an annual statement detailing the finances of the Association and present a proposed budget for the year at the annual general meeting. In addition, the Treasurer shall have such other duties and authority as usually pertains to the office of Treasurer and as may be conferred upon the Treasurer by the Board of Directors, or by the Chair with the approval of the Board of Directors.

**7.09 Duties of the Secretary.** The Secretary shall attend meetings and shall keep minutes of the proceedings thereof. The Secretary shall conduct the correspondence of the Association, keep its records, maintain the Association's membership list, and shall have such other duties and authority as usually pertains to the office of Secretary and as may be conferred upon the Secretary by the Board of Directors, or by the Chair with the approval of the Board of Directors.

**7.10 Duties of the Regional Referee Officers.** The Regional Referee Officers shall maintain a list of active referees in their areas that are members of and in good standing with the Texas Rugby Association. The Regional Referee Association shall provide Members with information regarding the time and location of all meetings. They shall have such other duties and authority as usually

pertain to the office of Regional Scheduler and as may be conferred upon them by the Board of Directors, or by the Chair with the approval of the Board of Directors.

**7.11 Other Officers.** The Board of Directors or the Chair, at his/her discretion, may appoint such other officers as the business of the Association may require each of whom shall hold office for such period and have such authority and perform such duties as are provided for in the Bylaws or as the Board of Directors or the Chair may from time to time determine. Other Officers include but are not limited to: R&L, RDO and Disciplinary Chair. An Officer may hold multiple positions in the Association.

## **ARTICLE VIII: TRAINING**

**8.01 Referee Development Officer (RDO).** The RDO shall be appointed by and serve at the discretion of the Chair. The RDO shall be the chief evaluator of active referees within the Association, the chief coach and mentor of refereeing technique and philosophy, and the final authority on the interpretation of the laws of the game within the Association. The RDO shall be responsible for the local union grading and promotion of active referees and shall perform such other duties as may be assigned by the Board of Directors or the Chair. The RDO shall be a C1 grade referee or higher. The RDO shall be the senior member of Referee Advancement and Training Organization (RATO).

**8.02 Referee Advancement and Training Organization (RATO).** The mission of RATO is to advance referees through skills training and review the maximum number of Texas referees in the shortest reasonable time frame and prepare those willing and able for further advancement. RATO will:

- (a) Exclude no referee for age, sex or ethnicity from the opportunity to be reviewed and advanced.
- (b) Develop a cadre of young referees.
- (c) Use film and technology to exponentially expand numbers of reviews.
- (d) Train referee coaches and mentors (targets set by RATO).
- (e) Link training of referees and team coaches to promote best practices and advance the game of rugby in Texas.
- (f) Train and develop a cadre of trained AR's.
- (g) Develop and maintain a short list and long list of potential territorial referees and work through exchanges and interactions with domestic and foreign sources to provide them with opportunities and intensive training.

RATO shall be comprised of 3 members with the senior member being the RDO. The remaining members are assigned by the Executive Committee.

## **ARTICLE IX: EXECUTIVE COMMITTEE**

**9.01 Executive Committee.** The Executive Committee shall consist of the Chair, Vice Chair, Secretary, Treasurer and three (3) Regional Referee Officers.

**9.02 Meetings.** The Executive Committee shall meet as often as they deem necessary to transact Association business.

**9.03 Agenda.** The Executive Committee shall set a general agenda for the Association.

**9.04 Powers.** The Executive Committee shall have powers to govern the following activities of its Members in: (i) their relations with other Referee Societies, (ii) their liaisons with government and athletic organizations, (iii) their participation in tournaments, referee and coaching clinics, and (iv) disciplinary measures as described in Section 12.03 and Article XIV of these Bylaws. The Executive Committee shall have powers to: (i) articulate policy, (ii) raise funds and initiate sponsorship programs, (iii) promote publicity campaigns and public relations, disseminate information, distribute educational materials, and (iv) approve and terminate individual membership.

## **ARTICLE X: OTHER COMMITTEES**

**10.01 Establishment of Committees.** The Board of Directors may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee shall include two (2) or more Directors and may include persons who are not Directors. If the Board of Directors delegates any of its authority to a committee, the majority of the committee shall consist of Directors. The Board of Directors may establish qualifications for membership on a committee. The Board of Directors may delegate to the Chair its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Directors. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee shall have the authority of the Board of Directors to:

- (a) Amend the Certificate of Formation.
- (b) Adopt a plan of merger or a plan of consolidation with another Association.
- (c) Authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association.

- (d) Authorize the voluntary dissolution of the Association.
- (e) Revoke proceedings for the voluntary dissolution of the Association.
- (f) Adopt a plan for the distribution of the assets of the Association.
- (g) Amend, alter or repeal the Bylaws.
- (h) Elect, appoint or remove a member of a committee or a director or officer of the Association.
- (i) Approve any transaction to which the Association is a party and that involves a potential conflict of interest.
- (j) Take any action outside the scope of authority delegated to it by the Board of Directors.
- (k) Take final action on a matter that requires the approval of the members.

**10.02 Term of Office.** Each member of a committee shall continue to serve on the committee until the next annual meeting of the members of the Association and until a successor is appointed. However, the term of a committee member may terminate earlier if the committee is terminated, or if the committee member dies, ceases to qualify, resigns or is removed as a committee member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term. The Board of Directors may remove a committee member at any time, with or without cause.

**10.03 Chair and Vice-Chair.** One member of each committee shall be designated as the Chair of the committee and another member of each committee shall be designated as the Vice-Chair. The Chair and Vice-Chair shall be appointed by the Chair of the Association. The Chair shall call and preside at all meetings of the committee. When the Chair is absent, is unable to act or refuses to act, the Vice-Chair shall perform the duties of the Chair. When a Vice-Chair acts in place of the Chair, the Vice-Chair shall have all the powers of and be subject to all the restrictions upon the Chair.

**10.04 Notice of Meetings.** No notice of the committee meetings is required other than a resolution of the Board of Directors stating the time and place of the meeting.

**10.05 Quorum.** One half of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is present at no time during a meeting, the Chair may adjourn and reconvene the meeting one time without further notice.



**10.06 Actions of Committees.** Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the Bylaws. A committee member who is present at a meeting and abstains from a vote is not considered to be present and voting for the purpose of determining the act of the committee.

**10.07 Proxies.** A committee member may vote by proxy executed in writing by the committee member. No proxy shall be valid after three (3) months from the date of its execution.

**10.08 Compensation.** Committee members shall not receive salaries for their services. A committee member may serve the Association in any other capacity and receive compensation for those services. Any compensation that the Association pays to a committee member shall be commensurate with the services performed and shall be reasonable in amount.

**10.09 Rules.** Each committee may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

## **ARTICLE XI: MEETINGS OF MEMBERS**

**11.01 Time and place.** The annual general meeting of the Members of the Association shall be held after the Texas Rugby Union Championships and before the last day of August on whatever date and at whatever location deemed suitable by the Executive Committee to: (i) receive a report on the season, (ii) receive a statement of the accounts, (iii) elect Directors and Officers for the following year, and (i) conduct any other business. The annual general meeting shall be an open meeting.

**11.02 Regional Meetings.** Regional meetings shall be called by the Regional Referee Officers, the date, hour, location and notification of such meetings to be determined by the Regional Referee Officers, the Chair of the Association, or the Executive Committee. Regional meetings shall be open meetings.

**11.03 Notice.** The Chair of the Association or the Secretary shall give notice to the Members of the annual or special meetings of the Association, which notice shall contain a general statement of the items of business to be considered at the meeting, and shall be given no less than fifteen (15) days prior to such meeting.

**11.04 Quorum.** A majority of the Membership present shall constitute a quorum at any meeting of the Association but any number less than a quorum may adjourn a meeting. No business may be transacted at any meeting of the Association in the absence of a quorum.

**11.05 Voting.** Each Member present, CIPP registered with the Association, and in good standing shall have one vote. Proxy votes shall be allowed for the purposes of forming a quorum. Each

member present may only carry one proxy vote. Votes received by electronic means from Members, who are CIPP registered with the Association, with an email address registered with the Association shall be counted (also known as absentee votes/ballot). The executive committee will establish process and deadlines each year for submission of absentee ballots and also announcement of an individual running for an office.

**11.06 Proxies.** Any Member may solicit a proxy from any other Member that authorizes the proxy holder or a designee to exercise the vote of the solicited Member in accordance with the written instructions of the solicited Member. In the absence of specific written instructions, the granting Member may allow the proxy holder discretion in voting. A granting Member may revoke a proxy by giving written notice of revocation to both the proxy holder and the Secretary any time before such proxy has been exercised. A granting Member may also revoke a proxy by attending the meeting for which the proxy was given and by voting personally. The executive committee will establish process and deadlines each year for submission of proxies.

**11.07 Waiver of Notice.** Whenever any notice is required to be given to any member or director of the Association under the provisions of the Texas Business Organizations Code, the Certificate of Formation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is now lawfully called or convened

**11.08 Meetings by Telephone Conference or Communications Technology.** Subject to the provisions required or permitted by the Texas Business Organizations Code and these Bylaws for notice of meetings, members of the Association, members of the Board of Directors, or members of any committee may participate in and hold a meeting of such members, board, or committee by means of: (i) conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other; or (ii) another suitable electronic communications system, including videoconferencing technology or the Internet, only if: (A) each member entitled to participate in the meeting consents to the meeting being held by means of that system; and (B) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**11.09 Actions of the Members.** Nothing in these Bylaws shall be construed as limiting or prohibiting Members from engaging in identical activities as long as such activities are approved by the Executive Committee, and are not detrimental to the game of Rugby Union Football or the Texas Rugby Referees Association.

## **ARTICLE XII: APPOINTMENTS**

**12.01 Referee Appointments.** All referee appointments shall be made by the Regional Referee Officers. Appointments shall be made according to the ability and the current grade level of the referee as reported to the Regional Scheduler and determined by an accredited Texas or National referee evaluator.

**12.02 Member Permission.** A Member shall not accept an appointment to referee a match or in a tournament from a Club or other Referee Society without first obtaining permission from the Chair, Vice Chair or the Regional Scheduler(s). Such permission shall not be withheld if the need for referees for Local Area Union games has been fulfilled.

**12.03 Dissatisfaction with Referee.** In all instances where dissatisfaction with the appointed referee is reported in writing to the Regional Scheduler, the referee in question shall not officiate in any match wherein the dissatisfied club is playing pending an inquiry by the Executive Committee. Dissatisfied is defined as losing control of a match, allowing unsafe conditions or obviously biased behavior, wherein video evidence is required. Without video evidence, the Executive Committee will consider reports on a case by case basis. The Executive Committee will render a decision on any report within 7 calendar days of receipt the report.

## **ARTICLE XIII: DUES, EXPENSES AND AUDIT**

**13.01 Dues.** The Executive Committee shall be authorized to assess annual dues against Members as may be deemed necessary for the operation of the Association. Dues will be assessed on September first and due by the end of that month. Dues for new members joining after September will be prorated on a monthly basis. Failure to pay dues as assessed may result in suspension of voting, refereeing and social privileges during the period of delinquency.

**13.02 Expenses.** Expenses incurred by Members on behalf of the Association must be approved by an Officer of the Association in order to obtain reimbursement.

**13.03 Audit.** The accounts of this Association shall be independently reviewed by a certified public accountant and published annually.

## **ARTICLE XIV: DISCIPLINE**

**14.01 Disciplinary Committee.** The Executive Committee shall serve as the Disciplinary Committee of the Association.

**14.02 Expulsion.** The Disciplinary Committee shall have the right to discipline, fine or expel a Member for conduct deemed detrimental to the image of the Association or contrary to the objectives of the Association as stated in these Bylaws. Expulsion of any Member must be by a unanimous decision of the Disciplinary Committee.

**14.03 Appeal.** Association disciplinary measures may be appealed either in writing, or in person at the next scheduled regional meeting, or at any meeting of the Board of Directors or the Executive Committee. Traditional notions of due process shall prevail.

#### **ARTICLE XV: MISCELLANEOUS**

**15.01 Governing Law.** The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations or other sources of legal authority shall refer to the authorities cited or their successors, as they may be amended from time to time.

**15.02 Legal Construction.** If any Bylaw provision is held to be invalid, illegal or unenforceable in any respect, the invalidity, illegality or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal or unenforceable provision had not been included in the Bylaws.

**15.03 Fiscal Year.** The fiscal year of the Association shall be as determined by the Board of Directors.

**15.04 Books and Records.** The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the members, Board of Directors, and committees and shall keep at the principal office of the Association a record of the names and addresses of its members entitled to vote. A member of the Association, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Association relevant to that purpose, at the expense of the member.

#### **ARTICLE XVI: AMENDMENTS**

**16.01 Amendments.** The Board of Directors may amend or repeal these Bylaws, or adopt new Bylaws, unless the Certificate of Formation or the Texas Business Organizations Code limits such powers. Unless the Certificate of Formation or a bylaw adopted by the members provides otherwise as to all or some portion of these Bylaws, the members may amend or repeal these Bylaws or adopt new Bylaws even though the Bylaws may also be amended, repealed, or adopted by the Board of Directors.

Adopted by the Board of Directors on September 19, 2017.

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Scott Green, Chair