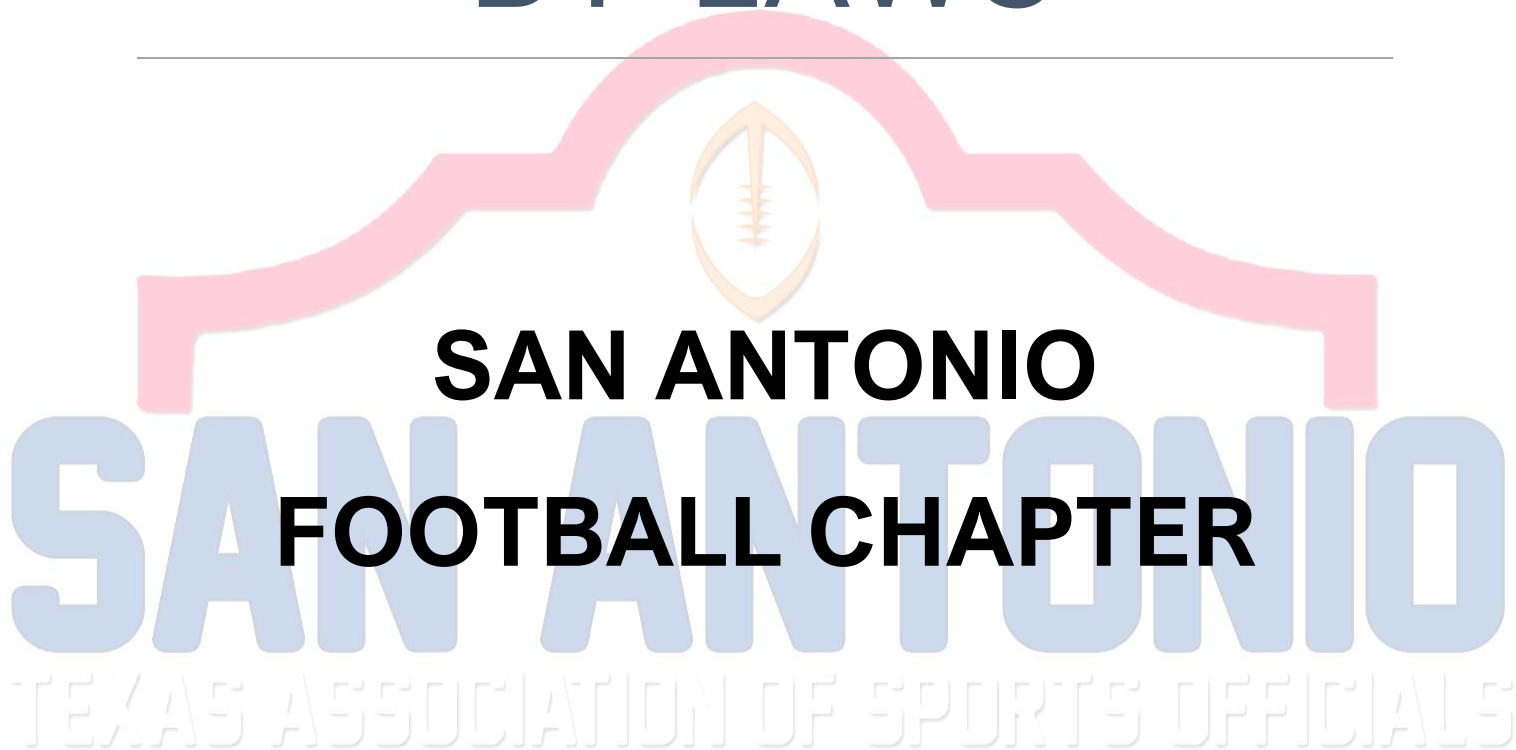




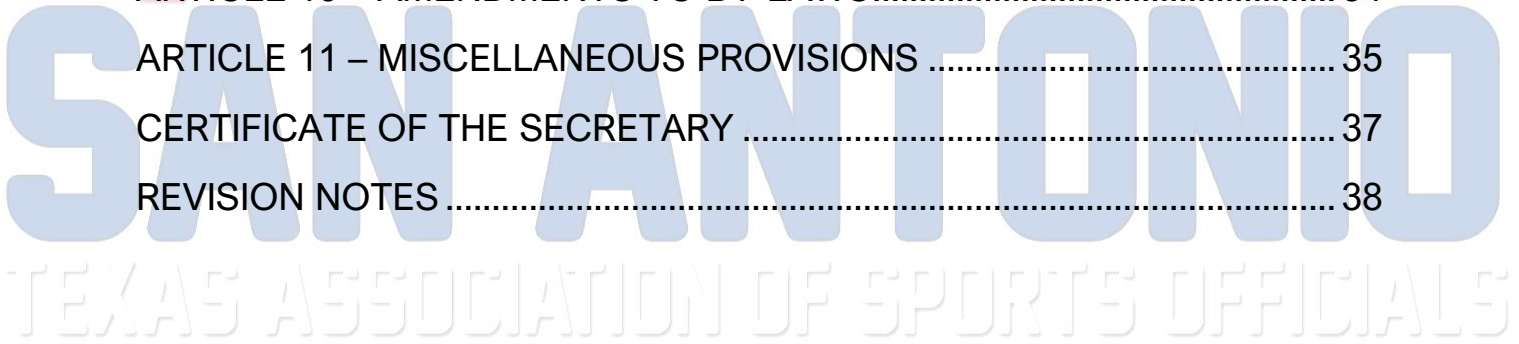
BY-LAWS



2019

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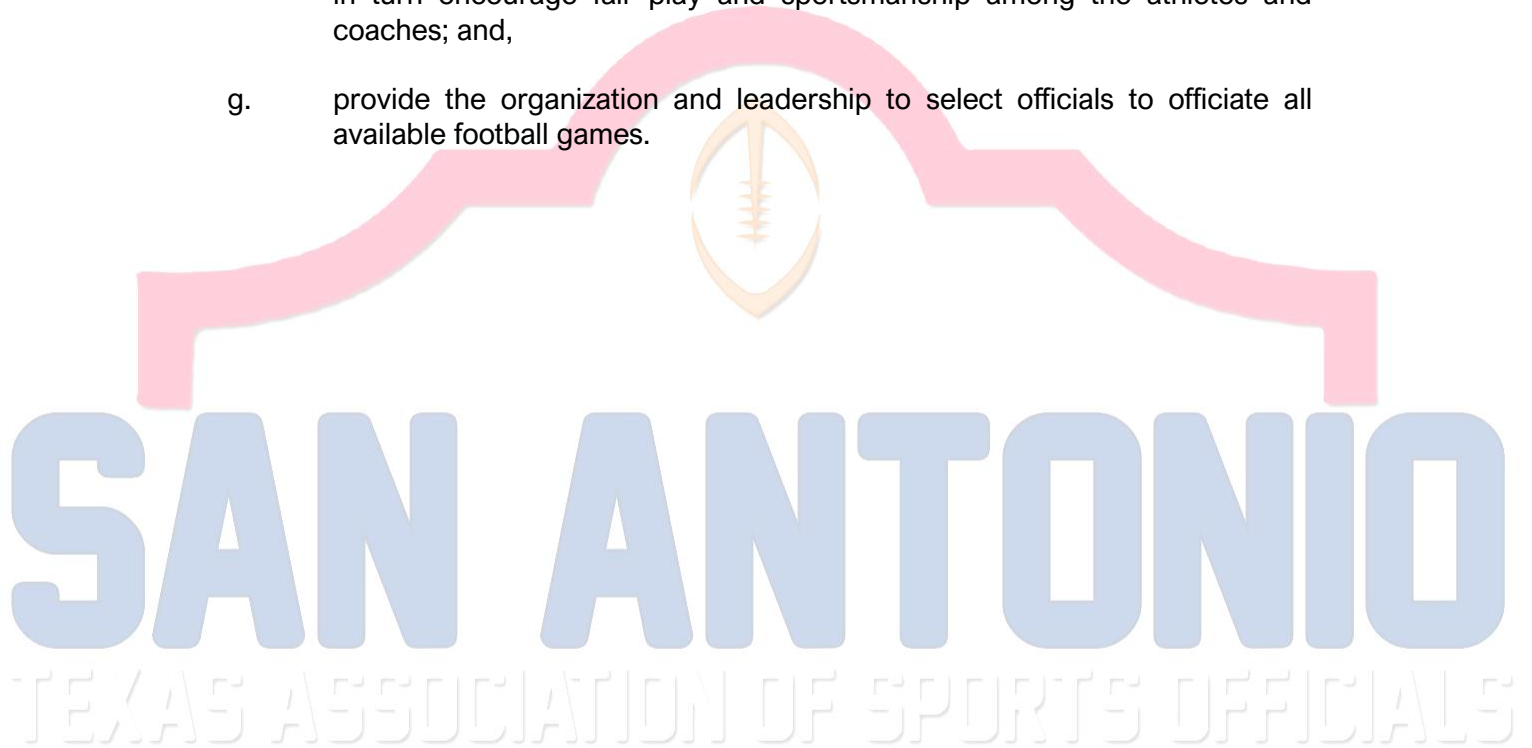
BY-LAWS OF THE SAN ANTONIO CHAPTER –
SOUTHWEST FOOTBALL OFFICIALS ASSOCIATION
d/b/a

TEXAS ASSOCIATION OF SPORTS OFFICIALS (TASO)-
SAN ANTONIO FOOTBALL CHAPTER

ARTICLE 1: THE CORPORATION

- 1.1 SAN ANTONIO CHAPTER-SOUTHWEST FOOTBALL OFFICIALS ASSOCIATION d/b/a TEXAS ASSOCIATION OF SPORTS OFFICIALS (**TASO**)-SAN ANTONIO FOOTBALL CHAPTER (**Chapter**) (A Texas Non-Profit Corporation) is a Chapter of the Texas Association of Sports Officials-Football (**TASO-Football**), which is in turn a division of the Southwest Officials Association, Inc., d/b/a Texas Association of Sports Officials (**TASO**). San Antonio Chapter-Southwest Football Officials Association d/b/a Texas Association of Sports Officials (**TASO**)-San Antonio Football Chapter (**Chapter**) may be referred to interchangeably as either the **Corporation** or the **Chapter** throughout these **By-Laws**.
- 1.2 The policies, affairs and business of the **Chapter** shall be conducted in accordance with the Texas Non-Profit Corporation Act and other applicable law, the Articles, **By-Laws** and policies of the Southwest Officials Association, Inc., d/b/a **TASO**, **TASO-Football** and the **Chapter**.
- 1.3 The purpose of the **Chapter** shall be to foster and promote amateur sports competition in the game of football by the following means:
- a. unite fully qualified officials residing in the San Antonio officiating area into an organized membership that will foster cooperation and fellowship;
 - b. advance the ideals of good sportsmanship and fair play through qualified and respected officiating in football;

- c. provide educational programs to elevate the knowledge and mechanical skills of football officials at all levels of competition;
- d. conduct public information programs to coaches, booster groups, and others that will encourage appreciation for the skill and competence of football officials and the rules of the game;
- e. develop and maintain a membership consisting of experienced and capable football officials, who are actively engaged each year in officiating games;
- f. foster a high standard of integrity and ethics among football officials that will in turn encourage fair play and sportsmanship among the athletes and coaches; and,
- g. provide the organization and leadership to select officials to officiate all available football games.



ARTICLE 2 - MEMBERSHIP

2.1 The Chapter shall have the following classes of members:

- a. Regular Members
- b. Inactive Members
- c. Hall of Honor Members
- d. Auxiliary Members

2.2 Any member is in "good standing" when that member:

- a. is a current dues-paying member of TASO-Football;
- b. has paid all dues and assessments of the Chapter;
- c. is not undergoing any suspension or expulsion as a result of disciplinary action;
- d. is not undergoing any probation that includes, as a condition of that probation, not a member in good standing; and,
- e. in regards to Regular Members only, has fulfilled the attendance requirements at regular meetings as established for each Division by the Board of Directors.

2.3 A "Regular Member" is a member in good standing who:

- a. is not an Inactive Member
- b. is entitled to one vote on each matter submitted to a vote of the members;
- c. is a member of Division I, II, III, IV, or V. A member is placed in a Division based on his number of accumulated points.

DIVISION	GAME, MEETING, CLINIC EDUCATION, AND TEST POINTS
I	660
II	360
III	180
IV	60
V	0

Points are awarded for Games, Meetings, Clinics/Workshops and Test Scores as follows:

Game Points: Varsity & College = 2, Sub-Varsity (No Pee Wee, Pop Warner, etc.) & Auxiliary Crew = 0.5; TASO-Football State Meeting = 6 (Bonus Points may be offered by **TASO-Football** on an annual basis); District V Meeting = 2; Rules Clinic/Workshop = 3, On-Field Clinic = 5; Test Scores: 90-100 = 8 points, 80-89 = 6 points, 70-79 = 4 points.

- d. agrees to observe all regulations, By-Laws, and policies of this **Chapter**.

2.4 A "Hall of Honor Member" is a person who:

- a. has been a Regular Member in good standing;
- b. has retired as an active football official prior to consideration;
- c. has fulfilled the criteria established by the Board of Directors for such membership;
- d. has been selected for such membership by a majority vote of the **Chapter**;
- e. shall pay no annual dues during retired status;
- f. may participate in social activities of the **Chapter**;
- g. may attend meetings of the **Chapter** but, if retired, shall have no voting power;
- h. may from time to time consult with or assist the **Chapter** as requested by the Board of Directors.

2.5 An "Inactive Member" is a person who:

- a. has been a Regular member in good standing;
- b. has paid both Regular member state and local dues for the current year;
- c. is not actively engaged in officiating football games;
- d. is not required to attending meetings of the **Chapter**;
- e. must notify the Board of Directors prior to September 1 of the year in which the member desires to become inactive;
- f. is entitled to one vote on each matter submitted to a vote of the members;
- g. may be an active Timer, who acts as a clock operator and does not perform the duties of an on-field game official.

2.6 An 'Auxiliary Member' is a person who:

- a. has been a Regular member in good standing;
- b. has paid both Auxiliary member state and local dues for the current year;
- c. is not actively engaged in officiating football games;
- d. is not required to attend meetings of the **Chapter**.

2.7 Applicants for membership must:

- a. be at least 18 years of age at the time the application is submitted
- b. Application for membership shall be made in writing to the Secretary-Treasurer on printed or electronic forms prescribed by the Board of Directors. A non-refundable application fee, the amount to be determined by the Board of Directors, must accompany each application. In addition to the application fee, an applicant who is accepted for membership must pay the current annual dues. All applicants shall pass an examination on Football Rules and Mechanics with a minimum grade of seventy percent (70%). Passing of an annual physical examination by a healthcare provider is highly recommended.
- c. Individual Transferring from another State – New Members transferring from another State – All new members who transfer from another State will be placed in Division V pending review of their past officiating record. The new member is responsible to abide by all requirements of TASO and the local chapter to

become an ACTIVE member. During the first season, the transferring member may submit officiating records to his chapter board for review. This record must include a letter of recommendation from the previous officiating organization. After reviewing the officiating record, the chapter board will make a recommendation to the district director who will review the recommendation, and if the district director is in agreement with the chapter's recommendation, forward it to the Chairman of the Operating Committee for approval, denial, or modification. The recommendations that can be made by the chapter and approved by the Operating Committee are as follows:

1. Place the new member in D5 with 0 to 59 points;
2. Place the new member in D4 with 60 points;
3. Place the new member in D3 with 180 points;
4. Place the new member in D2 with 360 points.

- d. Former Member transferring back from another State – If a member leaves the state and returns to TASO, he/she will be placed in the same Division as when they left TASO. If the member is transferring to another chapter different from the Chapter they were a member of when they left TASO, a Chapter membership form must be obtained from the previous chapter. If the member would like credit for games worked while not a TASO member, the procedure outlined in paragraph 2.7.c above must be followed.
- e. Dual Chapter Membership - A member may join as many chapters as he/she wishes however the member must designate one (1) chapter as his/her HOME chapter. The secondary(s) chapters must report the secondary membership to the State Office and the home chapter.
- e. The TASO-Football Division Board of Directors has full authority to change any member's classification whenever, in its opinion, such a change is in the best interest of the Division.

2.7 Dues and assessments of members

- a. The income of the **Chapter** shall be from the dues, fines and assessments of the Members.
- b. Members will pay the dues as set from time to time by **TASO-Football**, as well as **Chapter** dues.

- c. The Board of Directors may modify member's **Chapter** dues, but any increase in dues shall be approved by an affirmative vote of a majority of the Regular members.
- d. Annual dues of and fees for applicants shall be as determined by the Board of Directors.
- e. All Annual dues shall be paid by November 30th of each year.
- f. The Board of Directors may assess members for needed income but such assessments shall be equal among the members of each Division and Class. The Treasurer shall report the disbursement of any assessment at the next Regular Meeting.
- g. Any fine or expense collected from a member shall be placed in the general account of the Chapter for payment of the general expense of the Chapter.

2.8 Distribution of Income to Members

- a. As a Texas Non-Profit Corporation, the distribution of any of the income of the corporation to the members, directors, or officers is expressly prohibited. A member, however, may be reimbursed for any expense incurred on behalf of the Chapter as authorized and approved by the Board of Directors.

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ARTICLE 3 – MEETINGS OF MEMBERS

- 3.1 The Annual Meeting of the members shall be held at the last Regular Meeting of the calendar year for the purpose of conducting end of the year business which may include the electing the Board of Directors, including officers and division representatives, and to transact such other business as may properly come before the meeting.
- 3.2 Regular Meetings of the members shall be held at such places and at such times as designated by the Board of Directors.
- 3.3 Special Meetings of the members may be called at any time by the Board of Directors or by the President. Special meetings may also be called by the President or the Secretary at the written request of ten percent (10%) of the regular members in good standing.
- 3.4 All meetings of the members shall be held at a place designated by the Board of Directors or at a place designated in the Notice of that meeting.
- 3.5 Meetings of members shall be conducted according to Roberts' Rules of Order, Revised.
- 3.6 Notice of Meetings
- a. No special notice of Annual or Regular Meetings shall be required. The meeting agenda will be published in the annual information book or otherwise communicated to members as deemed appropriate by the Board of Directors. Notice for a Special Meeting shall be pursuant to the provisions of Article 11.8.
 - b. Notice of a Special Meeting of the members shall be given not later than ten (10) days before such meeting to each Regular Member in good standing stating the purpose, place, day and hour of the meeting and the person or persons who called the meeting. Notice need not be given to any Regular Member who attends such meeting or submits a signed Waiver of Notice of the meeting either before or after such meeting.
- 3.7 Quorum
- a. At all meetings of members, the presence at the commencement of such meeting of a majority of the total number of Regular Members of the **Chapter** shall be necessary and sufficient to constitute a quorum for the transaction of any business. The withdrawal of any member after the commencement of a meeting shall have no effect on the existence of a quorum after such quorum has been

established.

- b. In the absence of a quorum at any Annual or Special Meeting of members, the votes cast by the Regular Members at such meeting may adjourn the meeting. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called if a quorum had been present.
- c. The **Chapter** secretary or other person taking the minutes of the meeting shall be responsible for accounting for a quorum.
- d. For a vote to be valid in the context of an Online Vote, a quorum of ballots must be returned during the defined voting period. Unless otherwise provided for, this quorum is one half of the total count of Regular Members provided to TASO. During an Online Vote receiving a quorum of ballots, the final tally will be recorded in the chapter minutes after the end of the voting period.

3.8 Voting

- a. **Chapter** actions may be approved or authorized and the election of Officers shall be by a majority vote of the Regular Members present, authorized to vote and voting, unless otherwise provided in these **By-Laws**. During Online Voting, members are considered present by logging into the online voting tool provided by TASO and casting a ballot during a defined voting period
- b. Each Regular Member shall be entitled to one vote on each matter voted upon and for the election of each Officer of the **Chapter** for which such member is entitled to vote.
- c. Each Regular Member will be entitled to one vote for the election of a Division Representative in the Division in which such member is situated. A Division Representative shall not hold any other office in the **Chapter**. In the vote for a Division Representative, a member advancing to a higher division will vote only in the higher division.
- d. Any Resolution in writing, signed by seventy-five percent (75%) of the Regular Members entitled to vote shall be and constitute action by such members to the effect therein expressed, with the same force and effect as if the same had been duly passed by vote at a duly called meeting of members, and such Resolution so signed shall be made part of the Minute Book of the **Chapter** under the proper date.

- e. Voting shall be by In Person secret ballot or via online voting provided by TASO. If the issue is unopposed, voting may also be by voice vote. The Board of Directors shall establish voting procedures to ensure the security and validity of any vote. The Presiding Officer may also establish time limits for any speeches in support of a candidate for election.
- f. For In Person secret ballot voting, a regular member entitled to vote may vote by a proxy executed in writing by the regular member within one (1) month of the date of the vote. A person who is authorized to exercise a proxy may not exercise the proxy, unless the proxy is delivered to the officer presiding at the meeting before the business of the meeting begins. The secretary or other person taking the minutes of the meeting shall record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy shall not be effective for that meeting. A proxy shall not be effective for any disciplinary action taken by the Regular members. Proxy votes will not be accepted for TASO Online Voting.
- g. At any Annual, Regular or Special Meeting of Regular Members where a vote is taken or scheduled to be taken, no persons other than Regular Members entitled to vote will be allowed to be in attendance. For TASO Online Voting, the Secretary will provide TASO a listing of Regular Members entitled to vote.
- h. Online Voting shall only be done via the online tool provided by TASO. Every Regular Member will log into the TASO Website (www.taso.org) using his or her TASO login ID and password and access the ballot via the TASO Members Portal. The duration of the voting period will be no less than 7 calendar days. Defined voting period must be published by the Board of Directors or delegate at the same time any proposed ballot measure is published for consideration by the Members as required in Section 10.1 of these by-laws.

ARTICLE 4 – BOARD OF DIRECTORS

- 4.1 The number of Directors shall be not less than three (3) nor more than eleven (11). Unless amended by the Regular Members, the number of Directors shall be nine (9).
- 4.2 The Members of the Board of Directors shall be the Officers and the Representatives of Divisions I, II, III, IV and V.
- 4.3 Each Member of the Board of Directors shall hold office until the end of the term for which elected and until his successor is elected and qualified, or until his prior death, resignation or removal.
- 4.4 Each Member of the Board of Directors must be a Regular Member in good standing.
- 4.5 The Division Representatives of Divisions I, II, III, IV and V shall:
- a. Be elected on an annual basis by the members of each Division at the last regular meeting of the calendar year and shall hold office from January 1 through December 31 of the following year.
 - b. Regular Members shall, as required by the Board of Directors, provide and certify by the last Regular Meeting of that calendar year, any documentation necessary to record football officiating experience for the season. Regular Members and transfers who are unable to provide adequate documentation of football officiating experience or points may be placed in a division deemed appropriate by the Board of Directors.
 - (1) All Regular Members will be awarded their respective accumulated points as recorded in the TASO office as of February 1st of each year.
 - (2) The Board of Directors may establish a committee to administer and maintain the varsity and sub-varsity game and educational experience of the members.
 - c. represent the members of the Division on the Board of Directors;
 - d. maintain records of all Chapter football game assignments of the members of the represented Division; and,
 - e. advise the members of the Division represented of the business and affairs of the **Chapter**.
 - f. not hold any office of the **Chapter** at the same time that he is Division Representative.

4.6 The Board of Directors shall exercise ordinary business judgment in managing the affairs of the **Chapter**. In acting in their official capacity as directors of the **Chapter**, the Members' of the Board of Directors shall act in good faith and take actions they reasonably believe to be in the **Chapter's** best interests and that are not unlawful.

4.7 Annual and Regular Meetings

- a. An Annual Meeting of the Board of Directors shall be held following the Annual Meeting of the members and before December 1 following such Annual meeting at which any director newly elected at the Annual Meeting may attend, such meeting to be at a place and at a time designated by the President.
- b. The Board of Directors may provide by Resolution, from time to time, for the holding of other Regular Meetings of the Board of Directors and may fix the time and place thereof.
- c. Notices of any Regular Meeting of the Board of Directors shall not be required to be given and, if given, need not specify the purpose of the meeting; provided, however, that in case the Board of Directors shall fix or change the time or place of any Regular Meeting, notice of such change shall be given to each director who shall not have been present at the meeting at which such action was taken in the manner set forth below for Notice of Special Meetings, unless such Notice shall be waived by said director.

4.8 Special Meetings

- a. Special Meetings of the Board of Directors shall be held whenever called by the President or by one of the directors, at such time and place as may be specified in the respective Notices or Waivers of Notice thereof.
- b. Notice of Special Meetings shall be mailed directly to each director, addressed to the usual residence or usual place of business of the director, or shall be delivered to the member personally or given orally not later than the day before the day on which the meeting is to be held. A Notice, or Waiver of Notice, except as otherwise required by these **By-Laws** need not specify the purpose of the meeting.

4.9 Conduct of Meetings

- a. At all meetings of the Board of Directors, the President shall preside. If there shall be no President or if he shall be absent, then the Vice President shall preside, and in his absence, a Chairman chosen by the members shall preside.
- b. The Secretary, or in his absence, a Secretary of the meeting selected by the members present, shall keep the Minutes of the Meeting.
- c. Meetings of the Board of Directors shall be conducted according to Roberts' Rules of Order, Revised.
- d. Board of Directors meetings may be conducted from time to time by a conference telephone call, which fact shall be entered in the Minutes of the Meeting.

4.10 Quorum and Adjournments

- a. At all meetings of the Board of Directors, the presence of a majority of the entire board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law or by these **By-Laws**.
- b. A majority of the directors present at the time and place of any Regular or Special Meeting, although less than a quorum, may adjourn the same from time to time without Notice until a quorum shall be present.

4.11 Voting

- a. At all meetings of the Board of Directors each director present shall have one (1) vote.
- b. The Board of Directors shall attempt to take action by consensus. However, except as otherwise provided by Statute or by these **By-Laws**, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.
- c. A member of the Board of Directors who is present at a meeting and abstains from voting is not considered to be present and voting for the purpose of determining the decision of the Board of Directors.

4.12 Vacancy

- a. Any vacancy in the Board of Directors occurring by reason of the death, resignation, disqualification, removal or inability to act of any director, or otherwise, shall be filled by a majority vote of the remaining directors, though less than a quorum, at any Regular Meeting or Special Meeting of the Board of Directors called for that purpose.
- b. Such director so elected shall serve until the second Regular Meeting of the **Chapter** thereafter at which time the Regular Members shall elect a director to fill the unexpired portion of such term and until any successor has qualified. Notice of such election shall be given to the Regular members at the first Regular Meeting after such vacancy occurs. Notwithstanding the foregoing, in the case of the death, disability, resignation, disqualification, removal or inability to act of a Division I, II, III, IV or V Representative, the Division shall elect a new Division Representative to fill the unexpired portion of such term and until any successor has qualified.

4.13 Resignation

Any member of the Board of Directors may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the **Chapter**. Unless otherwise specified in such Written Notice, such resignation shall take effect upon receipt thereof by the Board of Directors of such member of the Board of Directors, and the acceptance of such resignation shall not be necessary to make it effective.

4.14 Removal

- a. Removal by Members.

Any member of the Board of Directors, including Division Representatives, may be removed with or without cause at any time by the Regular Members. A meeting to consider the removal of a member of the Board of Directors may be called and noticed following the procedures provided in these **By-Laws**. The notice of the meeting shall state that the issue of possible removal of the member of the Board of Directors shall be on the agenda. The member of the Board of Directors shall have the right to present evidence at the meeting as to why he or she should not be removed, and the member of the Board of Directors shall have the right to counsel. A member of the Board of Directors may be removed by the affirmative vote of a majority of the Regular Members.

b. Removal of Division Representatives by Division Members.

A Division Representative of Divisions I, II, III, IV, and V may be removed with or without cause at any time by the members of the Division. A meeting to consider the removal of a Division Representative must be noticed and said notice must state that the issue of possible removal shall be on the agenda. The Division Representative shall have the right to present evidence at the meeting as to why he or she should not be removed, and the Division Representative shall have the right to counsel. A Division Representative may be removed by the affirmative vote of a majority of the Division members. The **Chapter** President or other officer designated by the President shall preside at any meeting to consider the removal of a Division Representative.

4.15 Potential conflicts of interest

No contract or other transaction between this **Chapter** and any other corporation shall be impaired, affected or invalidated, nor shall any member be liable in any way by reason of the fact that any one or more of the members of the Board of Directors of this **Chapter** is or are interested in, or is a Director or Officer, or are Directors or Officers of such other **Corporation**, provided that such facts are disclosed to the Board of Directors and properly noted in the minutes.

4.16 Any checking or savings account of the **Chapter** at a financial institution shall require the dual signatures of two Board of Directors members as determined by the Board of Directors.

4.17 The Board of Directors shall establish the policies and procedures of the Chapter from time to time, as necessary. They shall conduct an annual review of the Chapter Policies, and they will publish the changes, if any, by the second Regular meeting of the membership, usually in August. These policies will be approved by simple majority vote of the members at the August meeting. The most current edition of the Chapter Policies will be issued to each New Member Class on a date determined by the Chapter Vice-President.

ARTICLE 5 – OFFICERS

5.1 The Officers of the **Chapter** shall consist of:

- a. President;
- b. Vice President;
- c. Secretary; and,
- d. Treasurer

5.2 An Officer must be a Regular Member in good standing.

5.3 The Officers of the **Chapter** shall be elected by a majority vote of the Regular members authorized to vote at the last Regular Meeting of the calendar year (Annual Meeting).

5.4 The terms of Offices shall be:

- a. The President shall be elected for a term of two (2) years in even numbered years, and he or she shall hold office from the following January 1 through December 31 two years thereafter with no succeeding term.
- b. The Treasurer shall be elected for a term of two (2) years in even numbered years, and he or she shall hold office from the following January 1 through December 31 two years thereafter.
- c. The Secretary and Vice President shall be elected for a term of two (2) years in odd-numbered years and shall hold office from the following January 1 through December 31 two years thereafter.

5.5 Resignation

Any Officer may resign at any time by giving a Written Notice of such resignation to the Board of Directors, or to the President or Secretary of the **Chapter**. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such Officer, and the acceptance of such resignation shall not be necessary to make it effective.

5.6 Removal

Any Officer may be removed for the same reasons and in the manner provided in Article 4.15 herein.

5.7 Vacancy

A vacancy in any Office by reason of death, resignation, inability to act, disqualification, or any other cause, shall be filled by a majority vote of the balance of the Board of Directors, though less than a quorum, at any Regular Meeting or Special Meeting of the Board of Directors called for that purpose; such Officer so elected shall serve until the second Regular Meeting of the Members thereafter at which time the Regular Members entitled to vote thereon shall elect another Officer to fill the unexpired portion of such term. Notice of such election shall be given to the Regular Members entitled to vote thereon at the first Regular Meeting after such vacancy occurs.

5.8 Duties

The Officers of the **Chapter** shall each have such powers and duties as generally pertain to the respective offices and as may be from time to time specifically conferred or imposed by the Board of Directors or the Members.

5.9 The President shall:

- a. be the Chief Executive Officer of the **Chapter**; and,
- b. preside at all meetings of the Board of Directors and the Members.

5.10 The Vice President shall:

- a. act in the absence of the President;
- b. be overall responsible for developing, organizing and presenting the educational and training programs of the **Chapter** to include but not be limited to:
 - (1) All training presented during the general member meeting and Division breakouts;
 - (2) New Member training;
 - (3) Timer training for non-Regular Members;
 - (4) Mechanics for games using more than five (5) officials; and,
 - (5) All Chapter didactic and on-field clinics.

5.11 The Secretary shall:

- a. maintain a current roster, including current mailing address and telephone numbers of all members according to class and division;
- b. keep minutes of the Annual and all Special Meetings of members and of all meetings of the Board of Directors;
- c. maintain all administrative records of the **Chapter**, including all actions relative to disciplinary matters and the selection and assignment of officials to both regular season and playoff games.
- d. be the liaison Officer for the **Chapter** with TASO-Football, the UIL, other **Chapters**, Schools and other agencies concerned with football officiating;
- e. maintain custody of the corporate records and the seal of the corporation;
- f. perform duties as assigned by the President or the Board of Directors; and,
- g. maintain records of all reports, reports, etc. on computer disks.

5.12 The Treasurer shall:

- a. deposit the funds of the Chapter in such accounts as directed by the Board of Directors;
- b. maintain the financial books and records of the **Chapter**;
- c. write checks and disburse funds to discharge obligations of the **Chapter** as approved by the Board of Directors;
- d. prepare and present a report of the financial status of the **Chapter** to the members at least annually;
- e. promptly pay all obligations of the **Chapter** as directed or approved by the Board of Directors;
- f. shall maintain the Property Inventory Sheet which lists all properties belonging to the association;
- g. keep written records of all properties assigned to a member for approved chapter use;
- h. responsible for the distribution and collection of all equipment belonging to the association;

- i. perform other duties as assigned by the Board of Directors; and,
- j. if required by the Board of Directors, give a bond for the faithful discharge of his duties in a sum and with a surety as determined by the Board of Directors.



ARTICLE 6 - COMMITTEES

- 6.1 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 may include persons who are not Members of the Board of Directors. If the Board of Directors delegates any of its authority to a committee, the majority of the committee shall consist of members of the Board of Directors. The Board of Directors may establish qualifications for membership on a committee. The Board of Directors may delegate to the president its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Directors.
- 6.2 The Board of Directors shall define the activities and scope of authority of each committee by resolution. The delegation of authority to a committee shall not relieve the Board of Directors, or any individual member of the Board of Directors, of any responsibility imposed by the **By-Laws** or otherwise imposed by law.
- 6.3 Each member of a committee shall continue to serve on the committee until the next annual meeting of the members of the **Corporation** and until a successor is appointed. However, the term of a committee member may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a 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 remaining portion of the terminated committee member's term.
- 6.4 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 President of the **Chapter**. 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.
- 6.5 Verbal or written notice of a committee meeting shall be delivered to each member of a committee not less than two days before the date of the meeting. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called.

- 6.6 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.
- 6.7 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 **By-Laws** the act of a greater number is required by law or the **By-Laws**. 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.
- 6.8 A committee member may vote by proxy, if such proxy is executed in writing by the committee member. No proxy shall be valid after 30 days from the date of its execution.
- 6.9 Each committee may adopt rules for its own operation not inconsistent with the **By-Laws** or with rules adopted by the Board of Directors.

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ARTICLE 7 – DISCIPLINARY PROCEDURE

7.1 General ethics statement: (Specifics are stated in the Chapter Policies.)

The desire for respect and confidence by football officials from the athletes, coaches, schools and the general public should provide sufficient incentive to attain the highest degree of ethical conduct. Honesty and fairness should always be uppermost on the minds of members. The Board of Directors shall establish a policy on conduct and ethics of the members consistent with any Ethics Policy, Solicitation Policy, or Potential Conflict of Interest Policy of TASO-Football or TASO. In those circumstances where complaints are made against a member, the following procedural rules shall apply.

7.2 Chapter Level

- a. Complaints involving chapter members shall be resolved by one of the following methods:
 1. by any reasonable manner if the matter is reconciled with no sanctions to an individual; or
 2. by a due process hearing which includes timely notice, an opportunity to appear before the decision making authority, to present witnesses in their behalf, to controvert information adverse to their interests, and to cross examine witnesses providing information against them, if there is a possibility of chapter sanctions against any individual.
- b. Initial Determination
 1. All matters involving disciplinary or ethics matters shall be initially determined by the Board of Directors, however a committee may be appointed by the Board of Directors to investigate and submit a report to the Board of Directors. The committee, if appointed, shall consist of at least one member from each Division. The entire committee will be appointed prior to commencing an investigation.
 2. Committee powers shall be limited to investigation with a report to the full Board of Directors.
 3. There shall be no more than one committee within this chapter with ethics responsibility.

c. Appeal of Board of Directors Decision

The first level of appeal of a Board of Directors decision shall be to the Regular Members.

7.3 Notice

a. Notice means written notice, mailed "Certified Mail, Return Receipt Requested" and regular mail to the respondent at the most recent address furnished to the **Chapter** Secretary or hand delivered to the respondent that shall contain the following:

1. date or dates of alleged infraction(s);
2. description of alleged infraction(s);
3. name of person initiating action unless determined to be confidential;
4. identification of provision of **By-Laws**, rules or policies involved;
5. the day, time and location of the hearing;
6. the range of action that may be taken as a result of the proceedings; and,
7. in the absence of good cause shown, that failure to attend the hearing will terminate the respondent's rights to appeal any discretionary decision of the Board of Directors.

b. A respondent shall be given not less than five (5) days notice of any **Board** or **Chapter** hearing which might result in action adversely affecting the respondent.

c. Notices of hearings at the TASO-Football level or the TASO level that might result in action adversely affecting the respondent shall be in accordance with the policies and procedures of those organizations.

7.4 Procedure at Hearing

- a. At any stage during which new testimony or evidence is to be presented to a decision making body, the respondent shall be afforded a reasonable opportunity to be present during all proceedings involving evidence or testimony, the right to have another person represent them or to be represented by legal counsel, the right to a full disclosure of all evidence presented to the decision making body, or to a member of the decision making body, the opportunity to controvert all evidence against them, the opportunity to present witnesses in their behalf, and the right to cross examine all adverse witnesses, subject to limitations necessary to protect the confidentiality of a complainant or witness.
- b. Persons who initiate an ethics inquiry shall be afforded a reasonable opportunity to be present during all proceedings involving evidence or testimony, the right to have another person represent them or to be represented by legal counsel, the right to a full disclosure of all evidence presented to the decision making body, or to a member of the decision making body, the opportunity to present witnesses in their behalf and the right to cross examine all respondent's witnesses, subject to limitations necessary to protect the confidentiality of a complainant or witness.
- c. The hearing should be conducted generally in accordance with Roberts' Rules of Order, Revised. However, bearing in mind the requirement of a basic sense of fairness, the presiding officer of the hearing may conduct the meeting in any way that results in a fair and orderly proceeding.
- d. Rules of Civil or Criminal Courts do not apply and hearsay evidence, affidavits, parole, and other forms of evidence not normally admissible in courtrooms may be admissible, provided disclosure is made to the respondent who shall have a reasonable opportunity to controvert such evidence.
- e. The presiding officer is responsible for ensuring an accurate record is made of all hearings and that such record be available to all parties so long as an appeal is permissible under these guidelines. Failure to make and maintain an adequate record may be grounds for dismissal of a matter.
- f. Upon a finding of two-thirds (2/3) or more of the Board of Directors that the accused is guilty beyond a reasonable doubt of the charges made against him, the accusation will be taken as true.
- g. Upon a finding by less than two-thirds (2/3) of the Board of Directors that the accused is guilty beyond a reasonable doubt, the accusation will be dismissed.
- h. If an accused obtains an adverse decision from the Board of Directors, he may appeal to the regular membership. Upon an appeal of an adverse Board of Directors decision to the Regular Members, if less than a majority of the Regular Members find that the accused is guilty beyond a reasonable doubt, the accusation shall be dismissed.

- i. **"Reasonable Doubt"** shall be defined as meaning a doubt based on reason and common sense. Proof beyond a reasonable doubt must be proof that one would be willing to act upon without hesitation in the most important of their affairs.
- j. Any person displaying disruptive conduct during a hearing, including legal counsel, may be barred from a proceeding by the presiding officer.

7.5 Time Limits

- a. Limitations of Actions

The **Chapter** may not discipline a member for an event that occurred more than one (1) year after the day that the incident occurred.

- b. Completion of Investigation and Hearing

In the absence of good cause shown, the **Chapter** should complete its investigation and hearing process within 180 days of the occurrence of the event or within 90 days of the disclosure of the event on which the charge was made, whichever is later. Good cause shown would include delays requested by the respondent or necessitated by verified illness sufficient to prohibit participation by necessary persons.

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c. Appeals Timetable

1. At the chapter level, a respondent shall have not less than 30 days within which to perfect an appeal to the Regular Members of a decision of the Board of Directors resulting in action detrimental to the respondent. An appeal of a Board of Directors decision shall be in writing and either hand delivered or mailed by certified mail, return receipt requested to the Board of Directors.
2. A respondent may appeal an adverse decision by the **Chapter** to TASO-Football or TASO in accordance with the policies and procedures of those organizations, as they may exist or be amended or revised from time to time.

7.6 Action upon affirmative finding by **Chapter**

- a. The Board of Directors, after an accusation against a member has been found to be true may, by majority vote, assess any or all of the following types of punishment:

1. privately reprimand the member in writing;
2. publicly reprimand the member at the next Regular Meeting;
3. fine the member in an amount deemed appropriate;
4. place the member on probation during the time of good behavior for any period deemed appropriate providing that the conditions of the probation are provided.
5. suspend the member as a member in good standing of the **Chapter** for any period deemed appropriate;
6. assess any sanction commensurate with the gravity of the accusation; and/or,
7. expel the member from the **Chapter**.

- b. No further action will be taken by the Board of Directors upon the resignation of the accused member.

7.7 Reinstatement

- a. Provided that a former member is eligible for membership in TASO, after the expiration of one year, that former member may submit a written request for reinstatement of membership. The written request shall include a statement that the former member is of good moral character and possesses the physical and emotional fitness to be a member and that the former member has been living a life of exemplary conduct since expulsion. The Board of Directors may reinstate membership on any reasonable terms that the Board of Directors deems appropriate.



ARTICLE 8 – INDEMNIFICATION

8.1 Permissive Indemnification

- a. The **Corporation** may indemnify a director, officer, division representative, committee member, employee, or agent of the **Corporation** who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the **Corporation**. For the purposes of this article, an agent includes one who is or was serving at the request of the **Corporation** as a director, officer, division representative, or committee member. However, the **Corporation** may indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the **Corporation's** best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful.
- b. The **Corporation** shall not indemnify a person who is found liable to the **Corporation** or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.
- c. The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent does not necessarily preclude indemnification by the **Corporation**.
- d. The **Corporation** may pay or reimburse expenses incurred by a director, officer, committee member, employee, or agent of the **Corporation** in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the **Corporation** when the person is not a named defendant or respondent in the proceeding.
- e. In addition to the situations otherwise described in this paragraph, the **Corporation** may indemnify a director, officer, committee member, employee, or agent of the **Corporation** to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by law or these **By-Laws**.

- f. In advance of the final disposition of a proceeding, the **Corporation** may pay indemnification expenses permitted by the **By-Laws** and authorized by the **Corporation**. However, the **Corporation** shall not advance indemnification expenses to a person before the final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the **Corporation** or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.
- g. The **Corporation** may indemnify a person under the **By-Laws**. The person may be indemnified against judgments, penalties, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the **Corporation** or the person is found liable on the basis that personal benefit was actually received by the person, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding and no indemnification shall be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his duty to the corporation.

8.2 Procedures relating to Indemnification Payments

- a. Before the **Corporation** may pay any permissive indemnification expenses (including attorney's fees), the **Corporation** shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided below. The **Corporation** may make these determinations and decisions by the following procedure:
- Majority vote of members, excluding persons who are named defendants or respondents in the proceeding.
- b. The **Corporation** shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. A provision contained in the articles of incorporation, the **By-Laws**, or a resolution of members or the Board of Directors that requires the indemnification permitted by paragraph 8.1, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

- c. The **Corporation** shall pay indemnification expenses in advance of a final disposition of a proceeding only after the **Corporation** determines that the facts then known would not preclude indemnification and the **Corporation** receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the **By-Laws**. The written undertaking shall provide for repayment of the amount paid or reimbursed by the **Corporation** if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

8.3 Mandatory Indemnification

The corporation shall indemnify an officer or director against reasonable expenses incurred by him in connection with a proceeding in which he is a named defendant or respondent because he is or was an officer or director, if he has been wholly successful, on the merits or otherwise, in the defense of the proceeding.

8.4 Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation, against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person, whether or not the corporation would have the power to indemnify him against that liability under this article.

ARTICLE 9 – GAME SELECTIONS AND ASSIGNMENTS

- 9.1 The Board of Directors shall establish policies and procedures for the selection and assignment of game officials, chain crews, and timers in all games played under the authority of the University Interscholastic League (UIL) or the Texas Association of Private and Parochial Schools (TAPPS). These policies and procedures shall include the method of selecting and assigning game officials for regular season varsity games, the assignment of game officials for sub-varsity games, the selection and assignment of officials for post-season playoff games, and the assignment of chain crews and timers. The Board of Directors shall post these policies on the Chapter’s website or in a manner that ensures members may access them at anytime. Any proposed changes to these policies (except those pertaining to sub-varsity game assignments) shall be presented to the membership in writing, in accordance with Article 11.8, at least 30 days prior to taking effect.



ARTICLE 10 – AMENDMENTS TO BY-LAWS

- 10.1 The **By-Laws** may be altered, amended, or repealed, and new **By-Laws** may be adopted by the affirmative vote of 2/3 of the Regular members present and voting on the amendment or revision at any regular or special meeting of the Chapter or via online vote, or in the alternative, by a 2/3 affirmative vote of the Regular members, the Regular Members may grant to the Board of Directors the power to alter, amend or repeal these By Laws or to adopt new By Laws. Regular Members shall be notified of any proposed amendment or revision to these **By-Laws** at least two (2) weeks in advance of the date on which a vote will be taken. The notice of any meeting at which the **By-Laws** are altered, amended, or repealed, or at which new **By-Laws** are adopted shall include a fair summary of those altered, amended, or repealed provisions.



ARTICLE 11 – MISCELLANEOUS PROVISIONS

11.1 Legal Authorities Governing Construction of **By-Laws**

The **By-Laws** shall be construed in accordance with the laws of the State of Texas. All references in the **By-Laws** 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.

11.2 Invalidity

If any **By-Law** 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 **By-Laws** shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the **By-Laws**.

11.3 Headings

The headings used in the **By-Laws** are used for convenience and shall not be considered in construing the terms of the **By-Laws**.

11.4 Gender

Wherever the context requires, all words in the **By-Laws** in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

11.5 Seal

The Board of Directors may provide for a corporate seal.

11.6 Power of Attorney

A person may execute any instrument related to the **Corporation** by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the **Corporation** to be kept with the **Corporation** records.

11.7 Parties Bound

The **By-Laws** shall be binding upon and inure to the benefit of the members, directors, officers, committee members, employees, and agents of the **Corporation** and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the **By-Laws**.

11.8 Notification Defined

Notification is defined as given in person, by electronic transmission, or by mail at the direction of the President, Secretary, or the Board of Directors. If mailed, the notification will be deemed given when deposited, postage prepaid, in the United States mail, and addressed to the Regular Member at the last known address of that Regular Member. If transmitted by facsimile or electronic message, the notification will be deemed given when the facsimile or electronic message is transmitted to a facsimile number or electronic message address provided by the Regular Member, or to which the Regular Member has consented for the purpose of notice.



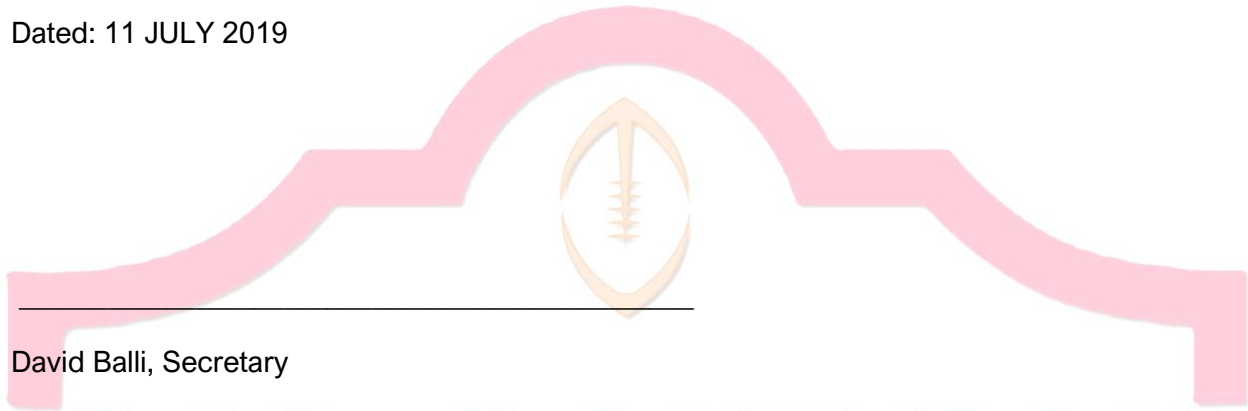
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CERTIFICATE OF THE SECRETARY

I certify that I am the duly elected and acting Secretary of the TASO-Football, San Antonio Chapter and that the foregoing By-Laws constitute the Policies of the Corporation.

These By-Laws were duly approved at a General Membership Meeting held on April 22, 2019. All changes will be noted on the Revisions Notes page.

Dated: 11 JULY 2019



David Balli, Secretary

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REVISION NOTES

Date Passed	By-Law	Revision Verbiage and Notes	Acting President
November 5, 2018	2.1.d	Added: d. Auxiliary Members	Charlie Wernette
November 5, 2018	2.2.e	Changed to Read: c. in regards to Regular Members only, has fulfilled the attendance requirements at regular meetings as established for each Division by the Board of Directors.	Charlie Wernette
November 5, 2018	2.5.b & 2.5.f & 2.5.g	Changed to Read: b. has paid both Regular member state and local dues for the current year; f. is entitled to one vote on each matter submitted to a vote of the members; g. may be an active Timer, who acts as a clock operator and does not perform the duties of an on-field game official.	Charlie Wernette
November 5, 2018	2.6	Added: 2.6 An 'Auxiliary Member' is a person who: a. has been a Regular member in good standing; b. has paid both Auxiliary member state and local dues for the current year; c. is not actively engaged in officiating football games; d. is not required to attend meetings of the Chapter .	Charlie Wernette

November 5, 2018	5.4.c	Removed - The Vice President and the Treasurer shall be elected for a term of one (1) year at the Annual Meeting of the members and shall hold office from the January 1 through December 31 of the year following.	Charlie Wernette
November 5, 2018	5.4.a & 5.4.b & 5.4.c	<p>Changed to Read:</p> <ul style="list-style-type: none"> a. The President shall be elected for a term of two (2) years in even numbered years, and he or she shall hold office from the following January 1 through December 31 two years thereafter with no succeeding term. b. The Treasurer shall be elected for a term of two (2) years in even numbered years, and he or she shall hold office from the following January 1 through December 31 two years thereafter. c. The Secretary and Vice President shall be elected for a term of two (2) years in odd-numbered years and shall hold office from the following January 1 through December 31 two years thereafter. 	Charlie Wernette
April 22, 2019	3.1	<p>Changed to Read:</p> <p>The Annual Meeting of the members shall be held at the last Regular Meeting of the calendar year for the purpose of conducting end of the year business which may include the electing the Board of Directors, including officers and division representatives, and to transact such other business as may properly come before the meeting.</p>	Christian Contreras

April 22, 2019	3.7.d	<p>Added:</p> <p>a. For a vote to be valid in the context of an Online Vote, a quorum of ballots must be returned during the defined voting period. Unless otherwise provided for, this quorum is one half of the total count of Regular Members provided to TASO. During an Online Vote receiving a quorum of ballots, the final tally will be recorded in the chapter minutes after the end of the voting period.</p>	Christian Contreras
April 22, 2019	3.8.a	<p>Changed to Read:</p> <p>a. Chapter actions may be approved or authorized and the election of Officers shall be by a majority vote of the Regular Members present, authorized to vote and voting, unless otherwise provided in these By-Laws. During Online Voting, members are considered present by logging into the online voting tool provided by TASO and casting a ballot during a defined voting period</p>	Christian Contreras
April 22, 2019	3.8.e	<p>Changed to Read:</p> <p>e. Voting shall be by In Person secret ballot or via online voting provided by TASO. If the issue is unopposed, voting may also be by voice vote. The Board of Directors shall establish voting procedures to ensure the security and validity of any vote. The Presiding Officer may also establish time limits for any speeches in support of a candidate for election.</p>	Christian Contreras

April 22, 2019	3.8.f	<p>Changed to Read:</p> <p>f. For In Person secret ballot voting, a regular member entitled to vote may vote by a proxy executed in writing by the regular member within one (1) month of the date of the vote. A person who is authorized to exercise a proxy may not exercise the proxy, unless the proxy is delivered to the officer presiding at the meeting before the business of the meeting begins. The secretary or other person taking the minutes of the meeting shall record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy shall not be effective for that meeting. A proxy shall not be effective for any disciplinary action taken by the Regular members. Proxy votes will not be accepted for TASO Online Voting.</p>	Christian Contreras
April 22, 2019	3.8.g	<p>Changed to Read:</p> <p>g. At any Annual, Regular or Special Meeting of Regular Members where a vote is taken or scheduled to be taken, no persons other than Regular Members entitled to vote will be allowed to be in attendance. For TASO Online Voting, the Secretary will provide TASO a listing of Regular Members entitled to vote.</p>	Christian Contreras

April 22, 2019	3.8.h	<p>Added: Online Voting shall only be done via the online tool provided by TASO. Every Regular Member will log into the TASO Website (www.taso.org) using his or her TASO login ID and password and access the ballot via the TASO Members Portal. The duration of the voting period will be no less than 7 calendar days. Defined voting period must be published by the Board of Directors or delegate at the same time any proposed ballot measure is published for consideration by the Members as required in Section 10.1 of these by-laws.</p>	Christian Contreras
April 22, 2019	10.0	<p>Changed to Read: 10.1 The By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted by the affirmative vote of 2/3 of the Regular members present and voting on the amendment or revision at any regular or special meeting of the Chapter or via online vote, or in the alternative, by a 2/3 affirmative vote of the Regular members, the Regular Members may grant to the Board of Directors the power to alter, amend or repeal these By Laws or to adopt new By Laws. Regular Members shall be notified of any proposed amendment or revision to these By-Laws at least two (2) weeks in advance of the date on which a vote will be taken. The notice of any meeting at which the By-Laws are altered, amended, or repealed, or at which new By-Laws are adopted shall include a fair summary of those altered, amended, or repealed provisions.</p>	Christian Contreras