

**By-Laws of**  
**Pottsgrove Soccer Club, Inc.**  
**A Pennsylvania Non-profit Corporation**

**ARTICLE ONE**  
**PURPOSES AND POWERS**

- 1.01** These By-Laws constitute the code of rules adopted by **POTTSGROVE SOCCER CLUB, INC.** (hereinafter "the Corporation") for the regulation and management of its affairs.
- 1.02** The Corporation will have the purposes or powers as stated in its Articles of Incorporation and such powers as are now or may be granted hereafter by the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, or any successor legislation (the "Nonprofit Corporation Law"). The primary purpose of the Corporation is charitable; the Corporation shall not engage in carrying on propaganda or otherwise attempt to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**ARTICLE TWO**  
**OFFICE**

- 2.01** The location of the registered office of the Corporation is stated in the Articles of Incorporation. Such office will be continuously maintained in the Commonwealth of Pennsylvania for the duration of the Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and amend its Articles or file the appropriate statement with the Department of State.

**ARTICLE THREE**  
**MEMBERSHIP**

- 3.01** The Corporation shall have no stockholders. The members of the Corporation shall be the general members of the Board of Directors.

**ARTICLE FOUR**  
**DIRECTORS AND OFFICERS**

**Definition of Directors**

- 4.01** A Director is a regularly **appointed** general member of the Board.

**Definition of Officers**

- 4.02** An Officer is an **elected** member of the Board who is entrusted with handling the daily operations of the Board.

### Qualifications of Officers and Directors

**4.03** Any and all individuals over the age of eighteen may be a Director or Officer of the Corporation if they are:

- A.)** a parent or legal guardian of a child who is enrolled in any of the club's programs, or
- B.)** a volunteer who gives of his time to aid in the operation of the club and/or its programs, or
- C.)** a person interested in promoting the Object and Purpose of the club

All Directors and Officers are required to pass the EPYSA Risk Management Assessment and are required to reapply after each Fall and Spring Season. Membership shall be limited to those persons recognized by the PSC as being parents, guardians, or volunteers and listed in the PSC records. The Secretary shall keep a list of all current voting members in good standing to be voting members of PSC. Inactive members shall be removed from the voting list. Members who have been suspended or removed from PSC forfeit all voting rights immediately upon removal. PSC Officers and Directors suspended or removed from PSC forfeit any and all voting rights that accompany said PSC Board positions.

### Members in Good Standing

**4.04** In order to be classified as "In Good Standing", all Player Members, Coaching Members, Family Members, Travel League Club Representative, Committee Members and Club Directors and Officers must abide by and obey all articles of the Constitution, By-Laws, Codes of Conduct, and of the rules and regulations of the Club. In addition, a Coaching Member is also responsible to ensure that the team they are coaching also remains in good standing with the Club and the affiliated League and or Division in which the team plays.

### Qualified Voting Members

**4.05** General members shall have the same privileges as qualified members, including those of voting on regular club issues, except as expressly noted within these By-Laws.

A qualified voting member shall be a general member who has attended at least one third of the regularly scheduled club meetings during the previous twelve (12) months and has registered their mailing address and telephone number with the club. There shall be a 90 day grace period during the inception of this article for the registering of such qualified members.

### Number of Officers and Directors

**4.06** The Corporation shall be comprised of not less than four (4) Officers. The number of Officers and Directors may be increased or decreased from time to time by a vote of a majority of the Officers then in office.

### Terms of Directors and Officers

**4.07** An Officer and/or Director may serve for any number of consecutive terms and may serve multiple positions on the board as both Directors and Officer's. However, each qualified voting member of the board is entitled to one board vote each.

**A.)** The Directors shall be **appointed** to serve a term of one (1) year each.

**B.)** The Officer shall be **elected** to serve staggered terms of two (2) years each.

The nomination for and election of officers will be done individually by position in the following order:

**A.) Even-Numbered Years:** President, Treasurer, Registrar, Recreational Director

**B.) Odd-Numbered Years:** Vice-President, Secretary, Travel Director

### Resignation

**4.08** Any Director or Officer may resign by giving written notice to the President. The resignation shall take effect at the time specified therein, or immediately if no time is specified. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### Vacancies on the Board

**4.09** Any vacancy occurring in the Board of Directors will be filled by the vote of a majority of the Officers. The new Director so appointed to fill a vacancy will serve a one (1) year term commencing immediately. The Secretary shall note the date of the appointment in the Club records.

A Director not attending any three (3) consecutive General Board meetings, of this Club, may have his or her office declared vacant, unless such absences are excused by the Officers of the Board of Directors. His or her office shall then be filled in accordance with procedures under Vacancies (above).

### General Board Meetings

**4.10** Regular club meetings shall be on the first Monday of each month, unless otherwise designated by the Executive Committee. Meetings of the Board of Directors, regular or special, will held at such place or places as the Executive Committee shall designate by duly adopted resolution. In the event the Executive Committee designates a change, a reasonable attempt to contact all the current Officers and Directors must be made. A simple majority of the Officers must be present in order to conduct business at club meetings. In addition, the Executive Committee may, if necessary, call emergency club meetings at their discretion, subject to the requirements as stated in this section.

### Notice of Special Meetings

**4.11** Written or printed notice stating the place, day, and hour of any special meeting of the Board of Directors or Executive Committee will be delivered to each Director not less than two days nor more than ten days before the date of the meeting, either personally or by first class mail, by or at the direction of the President, Secretary or the party calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at his/her address as it appears on the records of the Corporation, with postage prepaid. Such notice need not state the business to be transacted at, or the purpose of, such meeting.

#### Call of Special Board Meetings

**4.12** A special meeting of the Board of Directors or Executive Committee (Officers) may be called by:

- A.)** the Corporation's President, or
- B.)** upon request of a quorum of the Corporation's Officers.
- C.)** upon request of a quorum of the Corporation's Directors

#### Executive Committee Meetings / Sessions

**4.13** Meetings of the Executive Committee, will held at such place or places as the Executive Committee shall designate by duly adopted resolution. In the event the Executive Committee designates a change, a reasonable attempt to contact all the current Officers must be made. A simple majority of the Executive Committee (Officers) must be present in order to conduct business. In addition, the Executive Committee may, if necessary, call emergency club meetings at their discretion, subject to the requirements as stated in this section.

#### Waiver of Notice

**4.14** Attendance of a Director or Officer at any meeting of the Board of Directors or Executive Committee will constitute a waiver of notice of such meeting except where such Director or Officer attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

#### Quorum

**4.15** A simple majority will constitute a quorum. The act of a majority of qualified members present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Non-profit Corporation Law.

#### Telephone Conferences

**4.16** A Director or Officer may participate in a meeting by telephone conference or similar communications equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

**ARTICLE FIVE**  
**OFFICERS**

**Roster of Officers**

- 5.01** At the sole discretion of the Board of Directors, the Officers of the Corporation may consist of the following personnel:
- A.) PRESIDENT.** The President shall be the chief executive officer of the Corporation and shall have general supervision over the business and operations of the Corporation, subject however, to the control of the Executive Committee. The President shall sign, execute and acknowledge, in the name of the Corporation, deeds, mortgages, bonds, contracts or other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be otherwise delegated by the Board of Directors, to some other officer or agent of the Corporation; and, in general, shall perform all duties incident to the office of president and such other duties as from time to time may be assigned by the Board of Directors. The President shall preside over all meetings of the Board of Directors. The President may, with the written approval of the Executive Committee, sign, execute, and acknowledge in the name of the Corporation, any documents or other papers on behalf of the Corporation as may be included in the written authorization.
  - B.) VICE-PRESIDENT.** The Vice-President shall be responsible for the day-today management of the Corporation, including preparation of business contracts, organization of meetings, preparation of reports and agendas, and any other duties assigned by the President or the Board. The Executive Director shall implement the Board's policies and advise the Board on issues affecting the Corporation. The Vice-President shall consult the Corporation; and, in general, shall discharge other such duties as may from time to time be assigned by the Board of Directors or the President.
  - C.) SECRETARY.** The Secretary or an assistant secretary shall attend all meetings of the Board of Directors and shall record all the votes of the Directors and the minutes of such meetings in a book or books to be kept for that purpose; shall see that the notices are given and record and reports of Corporation matters be properly kept and filed by the Corporation as may be required by law; shall be the custodian of all documents executed on behalf of the Corporation and, in general, shall perform all duties incident to the office of secretary, and such other duties as may from time to time be assigned by the Board of Directors or the President.
  - D.) TREASURER.** The Treasurer or an assistant treasurer shall have or provide for the custody of the funds or other property of the Corporation; shall collect and receive or provide for the collection and receipt of monies earned by or in any manner due to or received by the Corporation; shall deposit all funds in his or her custody as treasurer in such banks or other places of deposit as the Executive Committee may from time to time designate; shall, whenever so required by the Executive Committee, render an account showing all transactions as treasurer and the financial condition of the Corporation; and, in general, shall discharge other such duties as may from time to time be assigned by the Board of Directors or the President.

- E.) REGISTRAR.** The registrar shall be in charge of registering players for all soccer programs provided by the PSC; shall be responsible for communicating appropriate registration information to EPYSA; and shall ensure all players and coaches have appropriate registration documentation prior to competition. The Registrar shall perform all duties and powers incident to the office, and such other duties as may from time to time be assigned by the Board of Directors or the President.
- F.) TRAVEL DIRECTOR.** The Travel Director shall perform all duties and powers incident to the office, and such other duties as may from time to time be assigned by the Board of Directors or the President.
- G.) RECREATIONAL DIRECTOR.** The Recreational Director shall perform all duties and powers incident to the office and such other duties as may from time to time be assigned by the Board of Directors or the President.

#### Selection of Officers

- 5.02** The Officers will be elected annually by the qualified members of the Board of Directors at the August club meeting after new business, and prior to adjournment of the club meeting. The Officers of the Executive Committee shall be elected by said qualified members present at the meeting. All nominees must be qualified members at the meeting during which the election of officers shall be held. The elected term is for two years, beginning after adjournment of the election meeting.
- 5.03** The nominating committee shall consist of the Vice President, who is to chair the committee, and any interested club members. The nominating committee shall:
  - A.)** take nominations from the floor during the regularly scheduled meeting immediately preceding the meeting during which the elections shall be held,
  - B.)** seek acceptance from the nominees and determine the eligibility of the same prior to placing their names on the ballot,
  - C.)** make up and distribute ballots at the meeting during which the officers are to be elected,
  - D.)** count the votes and announce the results.

The nominee for each office that wins a plurality of the votes for that office shall be deemed the winner. In the event of a tie, another ballot shall be cast after the nominees not involved in the tie have been removed from the list of nominees.

This procedure shall continue until either there is:

- A.)** a declared winner
- B.)** or the results of two consecutive ballots are the same, in which case there will be no declared winner and the office shall remain vacant.

In the event there are no nominations for a particular office, that office shall be closed to any write in votes during the election and shall remain vacant.

Any office left vacant will be filled according to **ARTICLE IV** contained herein, after the installation of the newly elected members of the Executive Committee.

#### **Multiple Officeholders**

- 5.04** In any election, the Board of Directors may elect a single person to more than one office. The Executive Committee may appoint a single person, including duly elected Officers, to more than one position.

#### **Removal of Directors**

- 5.05** Any Director or Officer may be removed from office as a result of failure to perform the duties of the office or for conduct detrimental to the best interests of the club.

The following procedures shall be followed in the removal of an officer from office.

- A.)** The basis for removal of any Director or Officer from office shall be a petition detaining the specific charges against the individual and clearly stating (1) the manner in which he has failed to perform his duties and/or (ii) the conduct which is allegedly detrimental to the best interests of the club. The petition will be drawn up by a qualified voter and signed by two-thirds of the Executive Committee prior to any action being taken.
- B.)** The Director or Officer so charged will be provided with a copy of the petition by the president at least ten days prior to any further action being taken. If the President is the officer in question, the Vice-President will provide him with the copy of the petition and will further perform all other duties delegated to the President by this Article.
- C.)** The President shall call an emergency meeting of the Executive Committee at which it shall be determined if the charged member shall be removed from office. This meeting shall not be called any sooner than ten days subsequent to the petition by the charged officer. During the meeting, the petitioners shall present their cases to the assembled Officers, after which the charged member shall be permitted to respond. The President shall assure that each side is given a fair amount of time and opportunity to present their side of the matter, which shall include the right to present witnesses and question the other side. After the cases have been presented, the President will call for a secret written ballot, during which each Officer present will be given the opportunity to indicate whether the charged member should be retained in office. The President and at least one other Officer on the Executive Committee will tally the results. The President shall then announce the results to the charged member, in private, and then to the assembled Officers. A two-thirds majority of those qualified Officers present and voting shall be necessary to remove the officer from office.

In the event that the charged Director or Officer chooses to resign in writing, the above procedures will be terminated immediately.

## **ARTICLE SIX COMMITTEES**

### **Executive Committee**

- 6.01** The Executive Committee is that group of persons vested with the management of the business and affairs of the Corporation. The Executive Committee shall be comprised of the Officers of the club as listed under **ARTICLE V** of these by-laws.

The Executive Committee, subject to those limitations as may be required by law or imposed by resolution of the Board of Directors, may exercise all power and authority of the Board of Directors in the management of the business and affairs of the Corporation.

Further the Executive Committee will not have the power or authority to:

- A.)** Amend the Articles of Incorporation;
- B.)** Adopt an agreement of merger or consolidation;
- C.)** Approve the sale, lease or exchange of all or substantially all of the Corporation's property and assets;
- D.)** Approve the dissolution of the Corporation or a revocation of dissolution;

### **Other Committees**

- 6.02** The Officers may designate other committees as deemed appropriate. The committees will have the authority as delegated to them by the Board of Directors.

### **Procedure**

- 6.03** Except as otherwise provided in these By-Laws, all committees, and each member thereof, will serve at the pleasure of the Board of Directors. The Officers will have the power at any time to increase or decrease the number or members of any committee, to fill vacancies thereon, to change any member thereon, and to change the functions or terminate the existence of any committee. Meetings of any committee may be held in the same manner provided in these By-Laws for meetings of the Board of Directors, and a majority of any committee will constitute a quorum at the meeting.

The rules contained in Robert's Rules of Order shall govern the club in all cases to which they are applicable, and in which they are not inconsistent with the By-laws of the club.



**ARTICLE SEVEN  
INFORMAL ACTION**

**Waiver of Notice**

- 7.01** Whenever any notice whatever is required to be given under the provisions of the Nonprofit Corporation Law, the Articles of Incorporation of the Corporation, or these By-Laws. A waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice.

**Action by Consent**

- 7.02** Any action required by law or under the Articles of Incorporation of the Corporation or these By-Laws. or any action which otherwise may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all Directors / Officers in office, and filed with the Secretary of the Corporation.

**ARTICLE EIGHT  
OPERATIONS**

**Fiscal Year**

- 8.01** The fiscal year of the Corporation will begin on January 1 and end December 31.

**Authorized Signers**

- 8.02** Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the Corporation will be signed by the Treasurer or alternatively by the President. In the event no such Officers have been elected by the Board of Directors, then said documents may be signed by the Vice –President or Secretary. In emergency situations, checks or other documents may be signed by any of the Officers listed in section **5.01**. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by the President, and will have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution. Reimbursable expenses and day-to-day operationally costs shall be per the spending limits established by the Executive Committee which limits are to be considered part of these By-Laws.

**Books and Records**

- 8.03** The Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Board of Directors and Executive Committee.

**Inspection of Books and Records**

- 8.04** All books and records of the Corporation may be inspected by any Officer for any proper purpose at any reasonable time on written demand under oath stating such purpose.

### **Nonprofit Operations**

- 8.05** The Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of the Corporation will be distributed to its Directors or Officers. However, the Corporation may by resolution pay compensation in a reasonable amount to Officers or Directors for professional services actually rendered.

### **Loans to Management**

- 8.06** The Corporation shall make no loans of any kind to any Directors or Officers.

## ***ARTICLE NINE FIDUCIARY DUTY***

### **Duties of Directors**

- 9.01** A Director or Officer of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his/her duties, including his/her duties as a member of any committee of the Board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person or ordinary prudence would use under similar circumstances. In performing his/her duties, a Director or Officer shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in which case prepared by any of the following:
- A.)** one or more Officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented.
  - B.)** Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person.
  - C.)** A committee of the Board upon which he does not serve, duly designated in accordance with law, as to matters within its designated authority, which the Director or Officer reasonably believes to merit confidence.

A Director or Office shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.

In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual Directors or Officers may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers and customers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section.

### **Liability**

- 9.02** Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or Officer or any failure to take any action shall be presumed to be in the best interests of the Corporation.

A Director or Officer of the Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- A.)** The Director or Officer has breached or failed to perform the duties of his/her office under this section.
- B.)** The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this section shall not apply to:

- A.)** The responsibility or liability of a Director or Officer pursuant to any criminal statute; or
- B.)** The liability of a Director or Officer for the payment of taxes pursuant to local, state or federal law.

### **Compensation**

- 9.03** Directors or Officers, as such, shall not receive any salary or other compensation for their services.

### **Budget**

- 9.04** The Executive Committee shall annually prepare an estimated budget based on anticipated receipts and proposed or regularly scheduled grants. The Officers shall be responsible for the fiscal management of the Corporation.

### **Audit**

- 9.05** The Executive Committee shall annually cause an independent audit to be made of the books and operations of the Corporation. A copy of said audit report shall be distributed to all Officers of the Board of Directors and made available to all Corporation members upon written request.

**ARTICLE TEN**  
**CONFLICT OF INTEREST POLICY**

**Purpose**

- 10.01** The purpose of this Conflict of Interest Policy is to protect the tax-exempt interest of the Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or committee member of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

**Definitions and General Statement**

- 10.02** Members of the Board and any committee, and the Corporation's officers have a duty of loyalty to the Corporation. This duty of loyalty requires a Director, committee member, and officer to prefer the interests of the Corporation over their own personal interests or the interests of others. A conflict of interest may exist when the interests or concerns of any Director, officer, committee member, or said person's immediate family, or any party, group or organization in which said person holds a position as an employee, officer, director or partner, may be seen as competing with the interests or concerns of the Corporation. If any Director, committee member, or officer or a member of their family has a personal or business interest in, or is involved in any way with, an organization with whom the Board is considering a grant request, endowment, disbursement request, or contract, that shall be a conflict of interest.

**Disclosure**

- 10.03** Before a Director, committee member, or Officer of the Corporation takes any action related to or on behalf of the Corporation, the Director, committee member, or officer must disclose any possible conflicts of interest in writing to the Board.

**Compliance**

- 10.04** When such conflict of interest is relevant to a matter requiring action by the Board of Directors, any committee, or an Officer, the interested Director, committee member, or Officer after making the required written disclosure to the Board, shall recuse himself/herself from discussions on the matter and abstain from voting or acting on such matters. Unless otherwise agreed by the Board, the Director, committee member, or Officer shall retire from the room in which the Board is meeting. Under no circumstances shall an interested Board Member participate in any discussion or vote on such matter. Any Director or member who is excluded from voting or participating pursuant to this policy may answer pertinent questions of other Directors, committee members, or Officers, and be present when the interested Director, committee members', or Officers' knowledge and expertise regarding the subject matter will assist the Board. This policy does not prohibit any Director, Officer, committee or staff member from participation in any outside organization or activity.

**ARTICLE ELEVEN  
INDEMNIFICATION**

- 11.01** The Corporation shall indemnify each of its Directors, Officers, and employees whether or not then in service as such (and his/her executors, administrators and heirs), against all reasonable expenses actually and necessarily incurred by him in connection with the defense of any litigation to which the individual may have been a party because he is or was a Director, Officer or employee of the Corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which he has been adjudged liable to the Corporation for negligence or misconduct in the performance of his/her duties, or was derelict in the performance of his/her duty as Director, Officer or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his/her office or employment. The right to indemnify for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement. This right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such Director, Officer or employee may be entitled.

**ARTICLE TWELVE  
ANNUAL REPORT**

- 12.01.** The Executive Committee shall annually, within one hundred twenty (120) days after the end of the Corporation's fiscal year, prepare a report, verified by the President and Treasurer, or by a majority of the Officers, describing in detail the following:
- A.)** The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.
  - B.)** The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
  - C.)** The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust, fund held by or for the Corporation.
  - D.)** The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

This report shall be filed with the minutes of the Corporation and made available to all members of the Corporation upon written request.

**ARTICLE THIRTEEN  
AMENDMENT**

**Modification of By-Laws**

**13.01** The power to alter, amend, or repeal these By-Laws, or to adopt new By-Laws, insofar as is allowed by law, is vested in the Executive Committee.

An amendment to the By-laws shall occur at regular club meetings. The proposed amendment must be submitted to the floor to be incorporated in the minutes of the meeting. The Secretary shall then make a reasonable effort to notify all qualified members as to the proposed amendment and the meeting at which it will be moved and subsequently voted upon at least 48 hours in advance of said meeting. The proposed amendment may then be brought up for motion during the next regular club meeting and subsequently voted upon. The proposed amendment must pass by a two-thirds majority of the qualified membership present at the meeting.

Any approved amendment to these By-laws shall be incorporated into the Official copy of the By-Laws and enacted immediately upon adoption. Copies of the Amended By-laws shall be made available to all Members of the Board of Directors, any committee, or an Officer, interested Directors, committee members, or Officers.

**Annual Review**

**13.02** A thorough review of the By-laws, structure, policy and procedure shall occur annually.

Duly Adopted by Resolution this 7<sup>th</sup> day of JULY, 2014

  
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PSC President

  
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PSC Vice-President

  
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PSC Treasurer

  
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PSC Secretary

  
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PSC Registrar

  
\_\_\_\_\_  
PSC Travel Director

  
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PSC Recreational Director