

# **SOUTH TROY POP WARNER CERTIFICATE OF INCORPORATION AND BY-LAWS**

## **Article I - NAME**

This organization shall be known as the "South Troy Pop Warner" hereinafter referred to as "the organization".

## **Article II - OBJECTIVE**

### Section 1

The objective of the organization is to familiarize young participants with the fundamentals of football, cheer and dance. To provide them with the opportunity to play in an organized and supervised environment and to teach them that academics and athletics should be a joint, communal effort.

### Section 2

To achieve this, the organization will provide a supervised program under the Rules and Regulations incorporated herein and referenced in any addendum to this document. All Directors, Officers and Members shall bear in mind that the attainment of exceptional athletic skill or the winning of games is secondary, and molding of future citizens is of prime importance. In accordance with Section 501(c)(3) of the Federal Internal Revenue Code, the organization shall operate exclusively as a non-profit, educational organization providing a supervised program of competitive athletic activities. No part of the net earnings shall inure to the benefit of any private shareholder or individual: no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in or intervene in any political campaign on behalf of any candidate for public office.

## **Article III - MEMBERSHIP**

### Section 1 - Eligibility

Any person sincerely interested in active participation to achieve the objective of the organization may apply to become a member.

### Section 2 - Classes

There shall be the following classes of Members:

1. Participant Members. Any participant candidate meeting the requirements of, and who resides within the authorized boundaries of, the organization shall be eligible to participate but shall have no rights, duties or obligations in the management or in the property of the organization.

2. Regular Members. Any person actively interested in furthering the objectives of the organization shall become a regular member upon election by the Board of Directors or upon registration of their child that meets the requirements of Article III [2-a]. The secretary shall maintain the roll of membership to qualify voting members. Only Regular Members in good standing are eligible to vote at the annual meeting.

All Officers, Board Members, Committee Members, Coaches and other elected or appointed officials must be active Regular Members in good standing.

3. Honorary Members. Any person may be elected as Honorary Member by the unanimous vote of all Directors present at any duly held meeting of the Board of Directors but shall have no rights, duties, or obligations in the management or in the property of the league.

4. Sustaining Members. Any person not a Regular Member who makes financial or other contribution to the the organization may, by majority vote of the Board of Directors, become a Sustaining Member, but such person shall have no rights, duties or obligations in the management or in the property of the organization.

(a) As used hereinafter, the "Member" shall mean a Regular Member unless otherwise stated.

### Section 3 - Other Affiliations

Members, whether regular or participant, shall not be required to be affiliated with another organization or group to qualify as a member of the organization.

### Section 4 - Suspension or Termination

Membership may be terminated by resignation or action of the Board of Directors.

a) The Board of Directors, by a two-thirds vote of those present at any duly constituted meeting, shall have the authority to discipline or suspend or terminate the membership of any Member of any class when the conduct of such person is considered detrimental to the best interests of the organization. The Member involved shall be notified of such meeting, informed of the general nature of the charges and given an opportunity to appear at the meeting to answer such charges.

b) All coaches shall lose tenure immediately as of:

a. The end of the season, including playoffs and championships, or

b. December 31 of each year, whichever date is earlier.

c) The Board of Directors shall, in case of a Participant Member, give notice to the head coach of the team of which the participant is a member. Said head coach shall appear, in the capacity of an adviser, with the participant before a duly appointed committee of the Board of Directors, which shall have the full power to suspend or revoke such participant's right to future participation.

## **ARTICLE IV - DUES**

### **Section 1**

Dues for Participant Members may be fixed at such amounts as the Board of Directors shall determine prior to the beginning of any membership period.

### **Section 2**

Members who fail to pay their fixed dues within third (30) days from the time the said dues become due may, by vote of the Board, be dropped from the rolls and shall forfeit all rights and privileges of membership.

### **Section 3**

Registration fees shall be set annually by the Board of Directors. No one shall participate in the programs of the organization without payment of such fees, unless such fees are waived by direction of the Board of Directors.

## **ARTICLE V - MEETINGS**

### **Section 1 - Annual Meetings**

The annual meeting of the Members of the the organization shall be held the (day of month and time) (e.g., "the second Wednesday of January") each year for the purpose of electing a Board of Directors and Members and receiving reports for the transaction of such business as may properly come before the meeting. After the Board of Directors is elected, the Board shall meet to elect the Officers.

### **Section 2 - Notice of Special Meeting**

Notice of each special meeting of the Members shall be mailed, emailed, and/or sent certified mail or otherwise delivered to each member at the last recorded address at least ten 1 day in advance thereof setting forth the place, time and purpose of the meeting; or, in lieu thereof, notice may be given in such form as may be authorized by the Members, from time to time, at a regularly convened meeting.

### **Section 3 - Special Meetings**

Special Meetings of the Members may be called by the Board of Directors or by the Secretary or President at their discretion. Upon the written request of 2 Members, the President shall call a Special Meeting to consider a specific subject. No business other than that specified in the notice of the Special Meeting shall be transacted at any Special Meeting of the Members.

### **Section 4 - Quorum**

The presence in person, or representation by absentee ballot, of one-half (1/2) of the members, or a number percentage acceptable to the organization, regular membership in advance of the annual meeting, shall be necessary to constitute a quorum.

### Section 5 - Voting

Each league shall be represented by one vote per league. This method will be referred to as a class A vote.

Each league will represent the number of teams registered with the National Office for the preceding year. This will include a combined number of the following:

1. Tackle Football Teams
2. Flag Football Teams
3. Cheer Teams
4. Dance Teams

This method will be referred to as a class B vote.

For the purpose of taking any action on National Rules and Agenda Items at a Regional Meeting a class A vote will be taken on each item. A simple majority of those present will constitute passage.

Any league may request a class B vote at any time. In the event a class B vote is called, a simple majority of those present will constitute passage.

In the case where both method A and B are utilized, the item being voted on must gain a simple majority in both class A and B to pass.

### Section 6 - Absentee Ballot

For the express purpose of accommodating a Regular Member in good standing who cannot be in attendance at the annual meeting, an absentee ballot may be requested and obtained from the Secretary of the Association. The absentee ballot shall be properly completed, signed and returned in a sealed envelope to the Secretary at least three (3) Days prior to the date of the Annual Meeting and the election of Members to the Board of Directors. The Secretary shall present all absentee ballots to the Election Chairman on the date of the Annual Meeting prior to the conduct of the election process.

### Section 7 - Rules of Order

Roberts Rules of Order shall govern the proceedings of all meetings, except where same conflict with the Certificate or By-Laws of the organization.

## **ARTICLE VI - BOARD OF DIRECTORS**

### Section 1 - Board and Number

The management of the property and affairs of the organization shall be vested in the Board of Directors. The number of Directors shall not be less than five (5) nor more than fifteen (15). The Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall have been duly elected and qualified.

### Section 2 - Required Numbers

The Board membership shall include the Officers and a minimum of one coach and one non-coach volunteer. The number of coaches elected to the Board shall not exceed a minority of the total Board Members.

### Section 3 - Annual Election and Term of Office

At each annual meeting, the Members shall determine the number of Directors to be elected for the ensuing year and shall elect such number of Directors. The number so fixed may, within the limits prescribed by the foregoing Section 1, be increased at any Regular or Special Meeting of the Members, and if the number is increased, the additional Directors may be elected at the meeting at which the increase is voted, or at any subsequent meeting. All elections of Directors shall be by majority vote of all members present or represented by a properly executed and signed absentee ballot filed with the Secretary prior to the election meeting.

### Section 4 - Vacancies

If any vacancies occur in the Board of Directors shall be held immediately following the annual election and on such days thereafter as shall be determined by the Board. The President or the Secretary may, whenever they deem it advisable, or at the request of five (5) Directors, issue a call for a Special Meeting of the Board. Notice of each Meeting shall be given by the Secretary to each Director either by mail at least three (3) days before the time appointed for the meeting to the last-recorded address of each Director, or via email, fax or telegraphic or personal notice twenty-four hours preceding the Meeting. In case of Special Meetings, such notice shall include the purpose of the meeting and no matters not stated may be acted upon at the meeting. Five (5) (Optional) members of the Board of Directors shall constitute a quorum for the transaction of business.

### Section 6 - Duties and Powers

The Board of Directors shall have the power to appoint such Standing Committees as it shall determine appropriate and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the organization as it may deem proper. The Board shall have the power, by a vote of two-thirds of those present at any regular or Special Meeting, to discipline, suspend or remove any Director, Officer or Committee Member of the organization in accordance with the procedure set forth in Article III, Section 4 (a).

## **ARTICLE VII - EXECUTIVE COMMITTEE**

### Section 1

The Board of Directors may appoint an Executive Committee which shall consist of not less than three (3) or more than five (5) Directors, one of whom shall be the President of the organization.

### Section 2

The Executive Committee shall advise and assist the Officers of the organization in all matters concerning its interests and the management of its affairs, and shall have such other powers as may be delegated to it by the Board.

### Section 3

At all meetings of the Executive Committee, a majority of the total number of members then in office shall constitute a quorum for the transaction of business, and the act of a majority present at any meeting at which there is a quorum shall be the act of the Committee.

## **ARTICLE VIII - OTHER COMMITTEES**

### Section 1 - Nominating Committee

The Board of Directors may appoint a Nominating Committee consisting of not less than one (1) Director and other appointed Regular Members. The Committee shall investigate and consider eligible candidates and submit at the Annual Meeting a slate of candidates for the Board of Directors. The Committee shall also submit for consideration by the Board of Directors a slate of Officers and Committee Members.

### Section 2 - Membership Committee

The Board of Directors may appoint a Membership Committee consisting of not less than one (1) Director and other appointed Regular Members.

### Section 3 - Finance Committee

The Board of Directors may appoint a Finance Committee consisting of not less than two (2) and not more than (5) Directors and other appointed Regular Members. The Treasurer shall be an ex-officio member of the Committee. The Committee shall investigate ways and means of financing various projects including but not limited to team sponsorships, equipment and facilities purchases and long and short term investments, in accordance with Regional and National policies. It shall be responsible for taking up collections at games, if such collections are authorized by the organization and shall turnover said collections to the Treasurer immediately after each game. The Committee may also be responsible for reviewing operating budgets at the request of the Board and making recommendations on those budgets to the Board.

### Section 4 - Building and Property Committee

The Board of Directors may appoint a Building and Property Committee consisting of not less than one (1) Director and other appointed Regular Members. The Committee shall investigate and recommend available suitable sites and plans for development, including ways and means, the latter in cooperation with the Finance Committee. It shall be responsible for repair and improvement recommendations, other than normal maintenance, and supervise and preference of approved projects.

### Section 5 - Grounds Committee (May be combined with Building and Property Committee)

The Board of Directors may appoint a Grounds Committee, which shall be responsible for the care and maintenance of playing field(s), buildings and grounds. It shall operate within the amount appropriated in the approved budget for that purpose.

#### Section 6 - Equipment Committee

The Board of Directors may appoint an Equipment Committee, which shall make recommendations to the Board for the purchase of needed supplies and equipment. The Committee shall be responsible for the proper issuance of such supplies and equipment and for the repair, cleaning and storage thereof at the close of the season.

#### Section 7 - Coaches Committee

The Board of Directors may appoint a Coaches Committee consisting of not less than one (1) Director and other appointed Regular Members. The Committee shall interview and investigate prospective coaches for appointment and subsequent approval by the Board of Directors. It shall, during the playing season, observe the conduct of the coaches and report its findings to the President of the organization. It shall, at the request of the President of the Board of Directors, investigate complaints concerning coaches and other volunteers and make a report thereof to the President or Board of Directors as the case may be.

#### Section 8 - Auditing Committees

The Board of Directors shall appoint an Auditing Committee consisting of three (3) Directors. The President, Treasurer or signatory of checks is not eligible. The Committee will review the books and records of the organization annually, prior to the Annual Meeting, and attach a statement of their findings to the annual financial statement of the President and Treasurer: or may, if directed by the Board of Directors or Membership, secure the services of a Certified Public Accountant to accomplish such review.

#### Section 9 - Hearings Committee

Consisting of an odd number, not less than three (3), to ensure due process in any rules or policies violations.

#### Section 10 - Scholastic Committee

The Board shall appoint a Scholastics Committee consisting of three (3) members, one of which is from the Board and two additional members. The purpose of this committee will be to enforce National Scholastics requirements and set up local academic programs for local recognition in addition to National program.

#### Section 11

All Committees listed shall research and review, ways and means, to improve the organization. The Chairpersons of said committees should report findings and recommendations back to the Board of Directors for its consideration. The Board of Directors then may have thirty (30) days to act on the recommendations.

### **ARTICLE IX - OFFICERS, DUTIES AND POWERS**

#### Section 1 - Election

Immediately following the annual meeting, the Directors present, provided there is a quorum, shall meet for the purpose of electing Officers and appointing committees for the ensuing year.

## Section 2 - Officers

The Officers of the organization shall consist of a President, Vice President, Secretary, Treasurer a Cheer Coordinator and a Scholastics Coordinator; all who shall hold office for the ensuing year or until their successors are duly elected. (Regulation 1 (b). The Board of Directors may appoint such other Officers as it may deem necessary or desirable, and may prescribe the powers and duties of each and may fill any vacancy which may occur in any office. Appointed Officers shall have no vote on actions taken by the Board of Directors unless such individuals have been elected to the Board by the Membership or have been elected to fill a vacancy on the Board.

## Section 3 - President

The President shall:

- a) Conduct the affairs of the organization and execute the policies established by the Board of Directors.
- b) Present a report of the condition of the organization at the annual meeting.
- c) Communicate to the Board of Directors, such matters as deemed appropriate, and make such suggestions as may tend to promote the welfare of the organization.
- d) Designate in writing other officers who have power to make and execute for/and in the name of the organization such contracts and leases they may receive and which have had prior approval of the Board, if necessary.
- e) Investigate complaints, irregularities and conditions detrimental to the organization and report thereon to the Board or Executive Committee, as circumstances warrant.
- f) Prepare and submit an annual budget to the Board of Directors and be responsible for the proper execution thereof.
- g) With the assistance of the Board, examine the application and support of proof-of-age and any other required documents of every participant candidate and certify to residence and age eligibility before the participant may be accepted.

## Section 4 - Vice President

In case of the absence or disability of the President, and provided he/she is authorized by the President or the Board so to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of that Office, and shall have such other duties as from time to time may be assigned by the Board of Directors or by the President. The Vice President will countersign all checks with the Treasurer.

## Section 5 - Secretary

The Secretary shall:

- a) Be responsible for recording the activities of the organization and maintaining appropriate files, mailing lists and necessary records.
- b) Perform such duties as are herein specifically set forth, in addition to such other duties as are customarily incident to the office of Secretary or as may be assigned by the Board of Directors.



- c) Maintain a list of all Regular, Sustaining and Honorary Members, Directors and Committee members and give notice of all meetings of the organization Board of Directors and Committees.
- d) Keep the minutes of the meetings of the Members, the Board of Directors and Executive Committee, and cause them to be recorded in a book kept for that purpose.
- e) Shall conduct all correspondence not otherwise specifically delegated in connection with said meeting and shall be responsible for carrying out all orders, votes and resolutions not otherwise committed.
- f) Notify Members, Directors, Officers and committee members of their election or appointment.

#### Section 6 - Treasurer

The Treasurer shall:

- a) Perform such duties as are herein specifically set forth and such duties as are customarily incident to the Office of Treasurer or may be assigned by the Board of Directors.
- b) Receive all monies and securities, and deposit it in depository approved by the Board of Directors.
- c) Keep records for the receipt and disbursement of all monies and securities, approve all payments from allotted funds and draw checks therefore in agreement with policies established in advance of such actions by the Board of Directors. All disbursements by checks must have dual signatures. The signatures will be those of the Treasurer and Vice-President.
- d) Prepare an annual budget, under the direction of the President, for submission to the Membership and the Board of Directors at the Annual Meeting.
- e) Prepare an annual financial report, under the direction of the President, for submission to the Membership and Board of Directors at the Annual Meeting.

#### Section 7 - Fundraising Chairperson

The Fundraising Chair shall:

- a) Evaluate and administer fundraising activities for the organization.
- b) Promote the necessity of fundraising and assist with the implementation of national fundraisers as necessary.

#### Section 8 - Football Commissioner

The Football Commissioner shall be responsible for the following:

- a) Represent each level of play for all contact football teams in their respective districts.
- b) Be the liaison for the coaches to the Board.
- c) Maintain file of rosters with an update of adds and drops as provided by Associations.
- d) Receive weekly report of game scores and forward copies to the President and retain copies of such reports.
- e) Receive and retain in the files, weekly mandatory play sheets from the coaches. Report to the Board any coach in violation of the mandatory play rules.

- f) Investigate weekly any lopsided scores of games per Pop Warner guidelines. Report any such findings to the Board with recommendation of sanctions if any are required.
- g) Field from coaches any violation of Pop Warner playing rules, investigate and file complaints from coaches to the appropriate league/association party. If you are unable to resolve the problem, send a written recommendation to the Board for investigation.

#### Section 9 - Cheer & Dance Coordinator

The Cheer & Dance Coordinator shall be responsible for the following

- a) Each organization shall have a Cheer and Dance Coordinator who is a voting member of equal status on their respective Board.
- b) All Coordinators must be at least 21 years of age.
- c) All Certifications in the Y100 Series are now valid for One Year Only. Once coaches have completed the Y101 & Y102, they will then rotate between the Y103 and Y102 (until such time when other courses are created). This is to ensure all coaches are current on any rule changes/updates that are made each season of certification. All coaches who took the Y101PW2020 course must re-certify and take the Y103PW2022 for the 2022 season. All coaches who took the Y101PW2021 course must take the Y102PW2022 Refresher Course for the 2022 season.
- d) Complete the online YCADA Coaches' Competitive Edge Program to better understand YCADA - Pop Warner skill levels and scoring guidelines. Highly Recommended.
- e) Reporting Relationships:
  - a. The Cheer and Dance Coordinator reports to their respective Director (ACDC to AD; LCDC to LD)
  - b. The Cheer and Dance Coordinator reports to the National Cheer and Dance Coordinator (Association to League to Region to National)
  - c. Liaison for the Association Coaches/Coordinators to their Respective Board.
- f) The Cheer and Dance Coordinator is responsible for the following:
  - a. Delegate to their respective Meetings (Association, League, Region or National).
  - b. Chair all Cheer & Dance meetings, often held separately from the football meetings.
  - c. Reporting Forms
    - i. Certify Cheer and Dance Rosters – Absentee Forms in Team Book.
    - ii. Category Declaration Page Summary to the National Cheer and Dance Coordinator.
    - iii. Event Request Form - The Coordinator is responsible for approving all Association/League or Region events "other than League/Region/National Championships" by means of Event Request Form.
    - iv. LCDC/RCDC only for Championship – Scores Reporting Form to National at close of event.
- g) Coordinate formation of "Cheer/Dance without Football" Teams, Associations and/or Leagues.

- h) Provide Coordinators/Coaches with information on managing teams and skill declarations.
- i) Enforce Pop Warner and YCADA (Youth Cheer and Dance Alliance) Rules and Regulations.
- j) Liaison between National Partners and events to provide guidance on Coaches Clinics, Athlete Camps, Association/League/Region Meetings.
- k) Review recruiting/media/social media, retention and loss procedures annually.
- l) LCDC Only - Administer Championships
  - a. Secure Facilities: Admission/Ticket Sales, Concessions, Spectator Seating/Restrooms, Sound System/Emcee, Electrician, Trainer/Ambulance, Parking, Security, and Maintenance/Housekeeping.
  - b. Purchase Awards/Trophies
  - c. Hire/Provide Entertainment Decorations/Backdrop.
  - d. Provide Timeline, Order of Performance, Practice Schedule, Music Upload/Order Perform, Event Script
  - e. Secure Matted Surface for Warm-up and Performance Areas.
  - f. Secure Approved PWLS Approved Licensed Vendors for Concessions Area.
  - g. Select Volunteer Job Responsibilities in each area of the event.
  - h. Hire YCADA Trained Judges to include Head, Legality, Point, Panel, Tabulation, Timers and Spotters. Trained Judges/Staff have successfully completed the YCADA Judges' Education Course and participated in both Spring and Fall Judge Webinars.
  - i. Confirm Eligibility, Audit Book Check
  - j. Release Event Date, Location and Event logo on Region Website and Social Media Outlets, October 1st.
  - k. Communicate Pertinent Information (including Order of Performance) to Officials, Coaches, Parents and Athletes.
  - l. Coordinate and Release Score Sheets to Head Coaches on Event Day.
  - m. Communicate Advancement Procedures for PWLS National Event.
  - n. Post Placements (First to Last) on Region Website listing scores of Top Five Placements Only.

### Section 10

- A. League Scholastics Director ("LSD"). The LSD shall:
  - a) Report to the Regional Scholastics Director.
  - b) Be responsible for: maintaining communications with each association scholastic coordinators by meeting with them at least twice a year at regularly scheduled league/conference meetings, working with association coordinators to establish a team to determine conference All-American candidates for regional/national recognition, conducting conference workshops for association coordinators to ensure consistent application of scholastic policy, working with local coordinators to recruit sponsors for a conference recognition banquet, and organizing a league/conference scholastic banquet.

B. Reporting Relationships: Maintain regular communications with each association scholastic coordinator. Work with association coordinators to establish a team to determine conference All-American candidates for regional recognition. Once the Conference coordinator has identified the All-American candidates from their associations, they will send them to the Regional Scholastic Coordinator. Association coordinators can serve on the conference screening committee.

B. Association Scholastics Director ("ASD"). The ASD shall:

- a) Report to the League Scholastics Director ("LSD").
- b) Be responsible for: verifying scholastic fitness of each boy/girl in the association. (report cards from the school year ending in May or June) and making sure that any child with a 96% grade point average or above receives an All-American Application, following up with those parents whose child(ren) received the application and making certain that all applications are completed in full, as well as the addendum, and signed by the child and his/her parents. The ASD must also send the applications to the League Scholastic Director, once the local coordinator has identified the All-American candidates from their associations. Association coordinators can serve on the conference screening committee (to screen conference candidates for regional and national consideration)

Reporting Relationships:

It will be the responsibility of the local coordinator to follow-up with those parents whose child received the application. The application must be completed in full, as well as the addendum, and signed by the child and his/her parents.

Once the Association coordinator has identified the All-American candidates from their associations, they will send them to the Conference Scholastic Coordinator.

Association coordinators can serve on the conference screening committee.

### Section 11

Insurance Coordinator. The Insurance Coordinator shall be responsible for ensuring that the League and Associations within that League have the appropriate amounts of insurance coverage required to participate in Pop Warner Little Scholars, Inc. The insurance coordinator must also prepare the application to bind the insurance for the current season. They will need to discuss with the League and Association the optional coverages offered by Pop Warner (Directors and Officers, Fidelity Bond, Sexual Abuse/Molestation Coverage, etc., as further explained in the Insurance Chapter). The Coordinator should be responsible for the handling of medical and liability claims within their League/Association. This person will need to sign contracts with parks and recreation, school districts and other facilities that the League and Associations might be using in the season and be prepared to discuss and explain Risk Management issues to local organization members.

## **ARTICLE X - FINANCIAL AND ACCOUNTING**

### **Section 1**

The Board of Directors shall decide all matters pertaining to the finances of “\_\_\_\_\_” and it shall place all income in a common treasury, directing the expenditure of same in such manner as will give no individual or team an advantage over those in competition with such individual or team.

### **Section 2**

The Board shall not permit the contribution of funds or property to individual teams but shall solicit some for the common treasury of the organization thereby to discourage favoritism among teams and to endeavor to equalize the benefits of the organization.

### **Section 3**

No Director, Officer or Member of the organization shall receive, directly or indirectly, any salary, compensation or emolument from the organization for services rendered as Director, Officer, Member or coach.

### **Section 4**

All monies received shall be deposited to the credit of the organization in the local financial institution selected by the Board of Directors and all disbursement shall be made by check. All checks shall be signed by the Treasurer and Vice-President.

### **Section 5**

The fiscal year of the organization shall begin on the first day of (month) and shall end on the last day of (month).

### **Section 6**

Distribution of Property upon Dissolution. Upon dissolution of the organization and after all outstanding debts and claims have been satisfied, the Members shall direct the remaining property of the organization to another Federally Incorporated entity which maintains the same objectives as set forth herein, which are or may be entitled to exemption under Section 501(c)(3) of the Internal Revenue Code or any future corresponding provision.

## **ARTICLE XI - AMENDMENTS**

This Certificate and By-Laws may be amended, repealed or altered in whole or in part by a majority vote at any duly organized Meeting of the Members, provided notice of the proposed change is included in the notice of such meeting.